

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme

RETAIL FOOD GROUP LIMITED

ACN/ARSN

106 840 082.**1. Details of substantial holder(1)**

Name

RASTUS INVESTMENTS PTY LTD

ACN/ARSN (if applicable)

083 032 437There was a change in the interests of the
substantial holder on31/07/06

The previous notice was given to the company on

05/07/06

The previous notice was dated

20/06/06**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
<u>ORDINARY</u>	<u>21898571</u>	<u>38.91 %</u>	<u>28618674</u>	<u>39.92 %</u>

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
		<u>REFER ANNEXURE 'A'</u>			

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
		<u>REFER ANNEXURE 'B'</u>			

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
	REFER ANNEXURE 'C'

6. Addresses

The addresses of persons named in this form are as follows:

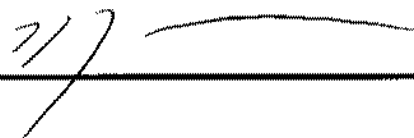
Name	Address
	REFER ANNEXURE 'D'

Signature

print name **KARL FARMER**

capacity **SECRETARY**

sign here



date **02/08/06**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

To: Retail Food Group Limited
ACN: 106 840 802

ANNEXURE A

This is the annexure marked 'A' of 3 pages referred to in the Form 604 Notice of change of interests of substantial holder dated 2nd August 2006.

Date of Change	Person Whose Relevant Interest Changed	Nature of Change (6)	Consideration given in relation to Change (7)	Class and Number of securities affected	Persons Votes affected
22/06/2006	Anthony Alford/ AMA Holdings (Qld) Pty Ltd	Purchase	152350.30	166,667 ordinary shares	166,667
22/06/2006	Anthony Alford/ WSS Holdings (Aust) Pty Ltd	Purchase	152349.39	166,666 ordinary shares	166,666
22/06/2006	Anthony Alford/ Pracing Pty Ltd	Purchase	152349.39	166,666 ordinary shares	166,666
23/06/2006	Anthony Alford/ AMA Holdings (Qld) Pty Ltd	Purchase	37012.80	41,667 ordinary shares	41,667
23/06/2006	Anthony Alford/ WSS Holdings (Aust) Pty Ltd	Purchase	37011.91	41,666 ordinary shares	41,666
23/06/2006	Anthony Alford/ Pracing Pty Ltd	Purchase	37011.91	41,666 ordinary shares	41,666
26/06/2006	Anthony Alford/ AMA Holdings (Qld) Pty Ltd	Purchase	18455.10	21,666 ordinary shares	21,666
26/06/2006	Anthony Alford/ WSS Holdings (Aust) Pty Ltd	Purchase	18455.95	21,667 ordinary shares	21,667
26/06/2006	Anthony Alford/ Pracing Pty Ltd	Purchase	18455.95	21,667 ordinary shares	21,667
27/06/2006	Anthony Alford/ AMA Holdings (Qld) Pty Ltd	Purchase	16142.00	20,000 ordinary shares	20,000
27/06/2006	Anthony Alford/ WSS Holdings (Aust) Pty Ltd	Purchase	16142.00	20,000 ordinary shares	20,000
27/06/2006	Anthony Alford/ Pracing Pty Ltd	Purchase	16142.00	20,000 ordinary shares	20,000
28/06/2006	Anthony Alford/ AMA Holdings No. 2 Pty Ltd	Purchase	26039.00	32,048 ordinary shares	32,048
28/06/2006	Anthony Alford/ Pracing Pty Ltd	Off Market Transfer	975806.90	999,999 ordinary shares	999,999
28/06/2006	Anthony Alford/ Rastus Investments Pty Ltd	Off Market Transfer	975806.90	999,999 ordinary shares	999,999
28/06/2006	Anthony Alford/ Pracing Pty Ltd	Off Market Transfer	400000.00	400,000 ordinary shares	400,000
28/06/2006	Anthony Alford/ Pracing Pty Ltd	Off Market Transfer	41150.00	41,150 ordinary shares	41,150
30/06/2006	Anthony Alford/ WSS Holdings (Aust) Pty Ltd	Purchase	12,875.72	15,189 ordinary shares	15,189

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30/06/2006	Anthony Alford/ Bexlie Holdings (Qld) Pty Ltd	Purchase	35,540.67	41,926 ordinary shares	41,926
03/07/2006	Anthony Alford/ WSS Holdings (Aust) Pty Ltd	Purchase	5,771.28	7,039 ordinary shares	7,039
03/07/2006	Anthony Alford/ Bexlie Holdings (Qld) Pty Ltd	Purchase	15,931.48	19,431 ordinary shares	19,431
04/07/2006	Anthony Alford/ WSS Holdings (Aust) Pty Ltd	Purchase	732.45	924 ordinary shares	924
04/07/2006	Anthony Alford/ Bexlie Holdings (Qld) Pty Ltd	Purchase	2,566.76	3,238 ordinary shares	3,238
05/07/2006	Anthony Alford/ WSS Holdings (Aust) Pty Ltd	Purchase	17,866.67	22,539 ordinary shares	22,539
05/07/2006	Anthony Alford/ Bexlie Holdings (Qld) Pty Ltd	Purchase	48,776.42	61,532 ordinary shares	61,532
07/07/2006	Anthony Alford/ WSS Holdings (Aust) Pty Ltd	Purchase	3,754.40	4,693 ordinary shares	4,693
07/07/2006	Anthony Alford/ Bexlie Holdings (Qld) Pty Ltd	Purchase	10,363.20	12,954 ordinary shares	12,954
11/07/2006	Anthony Alford/ WSS Holdings (Aust) Pty Ltd	Purchase	3,070.02	3,754 ordinary shares	3,754
11/07/2006	Anthony Alford/ Bexlie Holdings (Qld) Pty Ltd	Purchase	8,474.86	10,363 ordinary shares	10,363
12/07/2006	Anthony Alford/ WSS Holdings (Aust) Pty Ltd	Purchase	10223.94	12,318 ordinary shares	12,318
12/07/2006	Anthony Alford/ Bexlie Holdings (Qld) Pty Ltd	Purchase	28223.32	34,004 ordinary shares	34,004
17/07/2006	Anthony Alford/ WSS Holdings (Aust) Pty Ltd	Purchase	1,938.73	2,346 ordinary shares	2,346
17/07/2006	Anthony Alford/ Bexlie Holdings (Qld) Pty Ltd	Purchase	5,352.59	6,477 ordinary shares	6,477
19/07/2006	Anthony Alford/ WSS Holdings (Aust) Pty Ltd	Purchase	2,041.64	2,546 ordinary shares	2,546
19/07/2006	Anthony Alford/ Bexlie Holdings (Qld) Pty Ltd	Purchase	5,634.95	7,027 ordinary shares	7,027

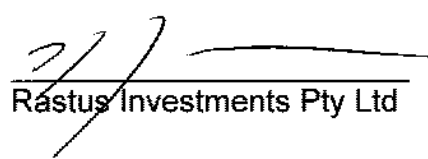
ANNEXURE A

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Date of Change	Person Whose Relevant Interest Changed	Nature of Change (6)	Consideration given in relation to Change (7)	Class and Number of securities affected	Persons Votes affected
20/07/2006	Anthony Alford/ WSS Holdings (Aust) Pty Ltd	Purchase	1,858.74	2,346 ordinary shares	2,346
20/07/2006	Anthony Alford/ Bexlie Holdings (Qld) Pty Ltd	Purchase	5,131.73	6,477 ordinary shares	6,477
21/07/2006	Anthony Alford/ WSS Holdings (Aust) Pty Ltd	Purchase	5,608.68	7,039 ordinary shares	7,039
21/07/2006	Anthony Alford/ Bexlie Holdings (Qld) Pty Ltd	Purchase	15,482.62	19,431 ordinary shares	19,431
24/07/2006	Anthony Alford/ WSS Holdings (Aust) Pty Ltd	Purchase	4,059.20	5,074 ordinary shares	5,074
24/07/2006	Anthony Alford/ Bexlie Holdings (Qld) Pty Ltd	Purchase	11,204.80	14,006 ordinary shares	14,006
25/07/2006	Anthony Alford/ WSS Holdings (Aust) Pty Ltd	Purchase	10,940.40	13,791 ordinary shares	13,791
25/07/2006	Anthony Alford/ Bexlie Holdings (Qld) Pty Ltd	Purchase	30,199.34	38,068 ordinary shares	38,068
31/07/2006	Anthony Alford/ Bexlie Holdings (Qld) Pty Ltd	Purchase	3,733.60	4,667 ordinary shares	4,667

02.08.06.

Date


Rastus Investments Pty Ltd

To: Retail Food Group Limited
ACN: 106 840 802

ANNEXURE B

This is the annexure marked 'B' of 3 pages referred to in the Form 604 Notice of change of interests of substantial holder dated 2nd August 2006.

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (8)	Class and number of securities	Persons Votes
Rastus Investments Pty Ltd/Anthony Alford	Rastus Investments Pty Ltd	Rastus Investments Pty Ltd	Registered holder of ordinary shares as trustee for the Rastus Discretionary Trust	7,207,152 ordinary shares	7,207,152
C.G.F.H. Holdings Pty Ltd/ Anthony Alford	C.G.F.H. Holdings Pty Ltd	C.G.F.H. Holdings Pty Ltd	C.G.F.H. Holdings Pty Ltd is the registered holder as trustee for the C.G.F.H. Holdings Trust. Anthony Alford may have a relevant interest in the shares held by C.G.F.H. Holdings Pty Ltd as trustee for the C.G.F.H. Holdings Trust by virtue of section 608(2)(b) of the Corporations Act. Refer to annexure E of this notice.	9,026,944 ordinary shares	9,026,944
Alfords Holdings (Qld) Pty Ltd/ Anthony Alford	Alfords Holdings (Qld) Pty Ltd	Alfords Holdings (Qld) Pty Ltd	Alfords Holdings (Qld) Pty Ltd is the registered holder as agent for C.G.F.H. Holdings Pty Ltd as trustee for the C.G.F.H. Holdings Trust. Anthony Alford may have a relevant interest in the shares held by Alfords Holdings (Qld) Pty Ltd as agent for C.G.F.H. Holdings Pty Ltd as trustee for the C.G.F.H. Holdings Trust by virtue of section 608(2)(b) of the Corporations Act. Refer to annexure E of this notice.	8,529,303 ordinary shares	8,529,303
Alfords Holdings (Qld) Pty Ltd/Anthony Alford	Alfords Holdings (Qld) Pty Ltd	Alfords Holdings (Qld) Pty Ltd	Alfords Holdings (Qld) Pty Ltd is the registered holder as agent for C.G.F.H. Holdings Pty Ltd as trustee for the C.G.F.H. Holdings Trust. Anthony Alford may have a relevant interest in the shares held by Alfords Holdings (Qld) Pty Ltd as trustee for the C.G.F.H. Holdings Trust which holds as agent for a third party by virtue of section 608(2)(b) of the Corporations Act. Refer to annexure E of this notice.	771,847 ordinary shares	771,847
Anthony Alford (and joint trustees)	Anthony Alford (and joint trustees)	Anthony Alford (and joint trustees)	Joint registered holder along with Gary Alford, Stephen Alford and Amanda Alford, as trustees of the Cranot Superannuation Fund	500,000 ordinary shares	500,000
AMA Holdings (Qld) Pty Ltd /Anthony Alford	AMA Holdings (Qld) Pty Ltd	AMA Holdings (Qld) Pty Ltd	Anthony Alford may have a relevant interest in the shares held by AMA Holdings (Qld) Pty Ltd as trustee for the AMA Holdings Trust by virtue of section 608(2)(b) of the Corporations Act. Refer to annexure E of this notice.	850,000 ordinary shares	850,000

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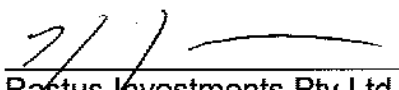
Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Persons Votes
WSS Holdings (Aust) Pty Ltd /Anthony Alford	WSS Holdings (Aust) Pty Ltd	WSS Holdings (Aust) Pty Ltd	Anthony Alford may have a relevant interest in the shares held by WSS Holdings (Aust) Pty Ltd as trustee for the WSS Trust No. 2 by virtue of section 608(2)(b) of the Corporations Act. Refer to annexure E of this notice.	250,000 ordinary shares	250,000
WSS Holdings (Aust) Pty Ltd /Anthony Alford	WSS Holdings (Aust) Pty Ltd	WSS Holdings (Aust) Pty Ltd	Anthony Alford may have a relevant interest in the shares held by WSS Holdings (Aust) Pty Ltd as trustee for the WSS Trust No 3 by virtue of section 608(2)(b) of the Corporations Act. Refer to annexure E of this notice.	40,000 ordinary shares	40,000
Anthony Alford	CG and FHA Alford	CG and FHA Alford	Anthony Alford may have a relevant interest in the shares held by CG and FHA Alford by virtue of section 608(2)(b) of the Corporations Act. Refer to annexure E of this notice.	25,000 ordinary shares	25,000
WSS Holdings (Aust) Pty Ltd /Anthony Alford	WSS Holdings (Aust) Pty Ltd	WSS Holdings (Aust) Pty Ltd	Anthony Alford may have a relevant interest in the shares held by WSS Holdings (Aust) Pty Ltd as trustee for the WSS Trust No. 4 by virtue of section 608(2)(b) of the Corporations Act. Refer to annexure E of this notice.	369,598 ordinary shares	369,598
WSS Holdings (Aust) Pty Ltd /Anthony Alford	WSS Holdings (Aust) Pty Ltd	WSS Holdings (Aust) Pty Ltd	Anthony Alford may have a relevant interest in the shares held by WSS Holdings (Aust) Pty Ltd as trustee for the WSS Trust No. 5 by virtue of section 608(2)(b) of the Corporations Act. Refer to annexure E of this notice.	512,181 ordinary shares	512,181
WSS Holdings (Aust) Pty Ltd /Anthony Alford	WSS Holdings (Aust) Pty Ltd	WSS Holdings (Aust) Pty Ltd	Anthony Alford may have a relevant interest in the shares held by WSS Holdings (Aust) Pty Ltd as trustee for the WSS Trust No. 6 by virtue of section 608(2)(b) of the Corporations Act. Refer to annexure E of this notice.	5,000 ordinary shares	5,000
Dario Pty Ltd/ CGFH Holdings Pty Ltd/Anthony Alford	Dario Pty Ltd	Dario Pty Ltd	Anthony Alford has a relevant interest in the shares held by Dario Pty Ltd as trustee for the Dario Choice Trust by virtue of sections 608(3)(a) and 608(2)(b) of the Corporations Act. Refer to annexure E to this notice. C.G.F.H. Holdings Pty Ltd has a relevant interest in the shares held by Dario Pty Ltd as trustee for the Dario Choice Trust by virtue of section 608(3)(a) of the Corporations Act	200,000 ordinary shares	200,000
John Aalders /Anthony Alford	John Aalders	John Aalders	Anthony Alford may have a relevant interest in the shares held by John Aalders by virtue of section 608(2)(b) of the Corporations Act. Refer to annexure E of this notice.	10,000 ordinary shares	10,000

ANNEXURE B

This is the annexure marked 'B' of 3 pages referred to in the Form 604 Notice of change of interests of substantial holder dated 2nd August 2006.

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Persons Votes
Susan Aalders /Anthony Alford	Susan Aalders	Susan Aalders	Anthony Alford may have a relevant interest in the shares held by Susan Aalders by virtue of section 608(2)(b) of the Corporations Act. Refer to annexure E of this notice.	10,000 ordinary shares	10,000
AMA Holdings No. 2 Pty Ltd /Anthony Alford	AMA Holdings No. 2 Pty Ltd	AMA Holdings No. 2 Pty Ltd	Anthony Alford may have a relevant interest in the shares held by AMA Holdings No. 2 Pty Ltd as trustee for the AMA Holdings Trust No. 2 by virtue of section 608(2)(b) of the Corporations Act. Refer to annexure E of this notice.	32,048 ordinary shares	32,048
Bexlie Holdings (Qld) Pty Ltd/ Anthony Alford	Bexlie Holdings (Qld) Pty Ltd	Bexlie Holdings (Qld) Pty Ltd	Anthony Alford may have a relevant interest in the shares held by Bexlie Holdings (Qld) Pty Ltd as trustee for the Bexlie Holdings Trust by virtue of section 608(2)(b) of the Corporations Act. Refer to annexure E of this notice.	279,601 ordinary shares	279,601

02.08.06
Date


Rastus Investments Pty Ltd

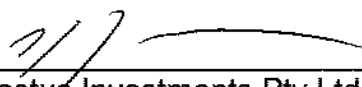
To: Retail Food Group Limited
 ACN: 106 840 802

ANNEXURE C

This is the annexure marked 'C' of 1 page referred to in the Form 604 Notice of change of interests of substantial holder dated 2nd August 2006.

Name and ACN/ARSN (if applicable)	Nature of relevant interest (6)
AMA Holdings No. 2 Pty Ltd (A.C.N. 120 441 421) As Trustee for the AMA Holdings No. 2 Trust	AMA Holdings No. 2 Pty Ltd is an associate of Rastus Investments Pty Ltd by virtue of section 12(2)(a)(iii) of the Corporations Act. Anthony Alford influences and may be deemed to control both entities by virtue of section 50AA(2) of the Corporations Act.
Bexlie Holdings (Qld) Pty Ltd (A.C.N. 120 412 446) As Trustee for the Bexlie Holdings Trust	Bexlie Holdings (Qld) Pty Ltd is an associate of Rastus Investments Pty Ltd by virtue of section 12(2)(a)(iii) of the Corporations Act. Anthony Alford influences and may be deemed to control both entities by virtue of section 50AA(2) of the Corporations Act.

02.08.06.
 Date


 Rastus Investments Pty Ltd

To: Retail Food Group Limited
ACN: 106 840 802

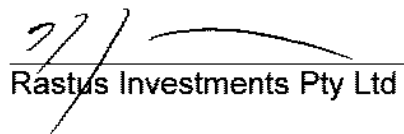
ANNEXURE D

This is the annexure marked 'D' of 1 page referred to in the Form 604 Notice of change of interests of substantial holder dated 2nd August 2006.

Name	Address
Anthony Alford	C/- 26 Railway Street Southport Qld 4215
Rastus Investments Pty Ltd	C/- 26 Railway Street Southport Qld 4215
C.G.F.H. Holdings Pty Ltd	C/- 26 Railway Street Southport Qld 4215
Alfords Holdings (Qld) Pty Ltd	C/- 26 Railway Street Southport Qld 4215
Anthony Alford (and joint trustees)	C/- 26 Railway Street Southport Qld 4215
CG & FHA Alford	C/- 26 Railway Street Southport Qld 4215
AMA Holdings (Qld) Pty Ltd	C/- 26 Railway Street Southport Qld 4215
WSS Holdings (Aust) Pty Ltd	C/- 26 Railway Street Southport Qld 4215
Dario Pty Ltd	C/- 26 Railway Street Southport Qld 4215
AMA Holdings No. 2 Pty Ltd	C/- 26 Railway Street Southport Qld 4215
Bexlie Holdings (Qld) Pty Ltd	C/- 26 Railway Street Southport Qld 4215
Pracing Pty Ltd	C/- 26 Railway Street Southport Qld 4215
Susan Aalders	PO Box 110, Smithton, Tas 7330
John Aalders	PO Box 2100, Howrah, Tas 7018

02-08-06

Date


Rastus Investments Pty Ltd

To: Retail Food Group Limited
ACN: 106 840 802

ANNEXURE E

This is the annexure marked 'E' of 1 page referred to in the Form 604 Notice of change of interests of substantial holder dated 2nd August 2006.

Statement of Anthony Alford pursuant to paragraph 671B(4)(b) Corporations Act

1. The relevant interest which I may have in Retail Food Group Limited shares held by:

- (a) C.G.F.H. Holdings Pty Ltd;
- (b) Alford's Holdings (Qld) Pty Ltd;
- (c) AMA Holdings (Qld) Pty Ltd;
- (d) WSS Holdings (Aust) Pty Ltd;
- (e) AMA Holdings No. 2 Pty Ltd;
- (f) Bexlie Holdings (Qld) Pty Ltd;
- (g) CG and FH Alford;
- (h) John Aalders; and
- (i) Susan Aalders,

under section 608(2)(b) of the Corporations Act arises out of an expectation I have with the registered holders of those ordinary shares that in all likelihood I will be consulted in relation to decisions made by those persons and entities in relation to the shares.

2. The understanding or arrangement is not written or formalised in any way.



(for and on behalf of)

Anthony Alford