

ASX Limited  
Company Announcements Office  
20 Bridge Street  
Sydney NSW 2000

11 January 2011

Dear Sir or Madam

**Appendix 3Y**

I attach an Appendix 3Y notice for Brent Potts, a director of Bell Financial Group Ltd (BFG). The changes notified in the attached notice occurred as a result of the conversion of B Class shares in BFG on 29 September 2010, as set out in BFG's Appendix 3B lodged on that date. There was no acquisition or disposal of shares by Mr Potts. The conversion of the B Class shares resulted in a change to the indirect interests of Mr Potts and the failure to lodge the Appendix 3Y notice at the time was an oversight.

Yours faithfully



**Paul Vine**  
**Company Secretary**  
Phone: 03 9235 1961  
Fax: 03 9235 1850

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>BELL FINANCIAL GROUP LTD ("BFG")</b>
<b>ABN</b>	<b>59 083 194 763</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	<b>BRENT POTTS</b>
<b>Date of last notice</b>	<b>19 AUGUST 2009</b>

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	<b>Indirect</b>
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Lost Ark Nominees Pty Ltd on behalf of Onmell Pty Ltd as trustee for the Brent Potts Family Trust. Brent Potts is a director and beneficiary.  Lost Ark Nominees Pty Ltd on behalf of Onmell Pty Ltd as trustee for the Brent Potts Super Fund. Brent Potts is a director and beneficiary.
<b>Date of change</b>	29 September 2010

+ See chapter 19 for defined terms.

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**Change of Director's Interest Notice**

<p><b>No. of securities held prior to change</b></p>	<p><u>Direct</u>: none</p> <p><u>Indirect</u>:  Lost Ark Nominees Pty Ltd on behalf of Onmell Pty Ltd as trustee for the Brent Potts Family Trust. Brent Potts is a director and beneficiary:  2,148,172 Ordinary shares in – BFG  1,453,199 A Class shares in – BFG  1,453,199 B Class shares in – BFG  1,453,199 C Class shares in - BFG</p> <p>Lost Ark Nominees Pty Ltd on behalf of Onmell Pty Ltd as trustee for the Brent Potts Super Fund. Brent Potts is a director and beneficiary:  331,165 Ordinary shares in - BFG  58,156 A Class shares in - BFG  58,156 B Class shares in - BFG  58,156 C Class shares in – BFG</p>
<p><b>Class</b></p>	<p>Ordinary and B Class shares</p>
<p><b>Number acquired</b></p>	<p>B Class shares converted to Ordinary shares</p>
<p><b>Number disposed</b></p>	<p>B Class shares converted to Ordinary shares</p>
<p><b>Value/Consideration</b>  Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>N/A</p>
<p><b>No. of securities held after change</b></p>	<p><u>Direct</u>: none</p> <p><u>Indirect</u>:  Lost Ark Nominees Pty Ltd on behalf of Onmell Pty Ltd as trustee for the Brent Potts Family Trust. Brent Potts is a director and beneficiary:  3,601,371 Ordinary shares in – BFG  1,453,199 A Class shares in – BFG  1,453,199 C Class shares in - BFG</p> <p>Lost Ark Nominees Pty Ltd on behalf of Onmell Pty Ltd as trustee for the Brent Potts Super Fund. Brent Potts is a director and beneficiary:  389,321 Ordinary shares in - BFG  58,156 A Class shares in - BFG  58,156 C Class shares in - BFG</p>

+ See chapter 19 for defined terms.

<p><b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Conversion of B Class shares to Ordinary shares as set out in the Appendix 3B dated 29 September 2010.</p>
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## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<p><b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed</p>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<p><b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation</p>	
<b>Interest after change</b>	

## Part 3 – +Closed period

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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