UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark one)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended June 30, 2010

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ________________ to ________________

Commission File Number: 000-32551

LEGEND INTERNATIONAL HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation)	**233067904** (I.R.S. Employer Identification No.)
Level 8, 580 St Kilda Road Melbourne, Victoria, Australia (Address of Principal Executive Offices)	**3004** (Zip Code)

Registrant's telephone number, including area code: 001 (613) 8532 2866

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).*

* The registrant has not yet been phased into the interactive data requirements. ☐ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12-b2 of the Exchange Act.

(Check one): Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12-b2 of the Exchange Act). ☐ Yes ☒ No

There were 226,399,674 shares of common stock outstanding on August 6, 2010.

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PART I – FINANCIAL INFORMATION

Item 1. CONSOLIDATED FINANCIAL STATEMENTS

Introduction to Interim Consolidated Financial Statements.

The interim consolidated financial statements included herein have been prepared by Legend International Holdings, Inc. ("Legend" or the "Company") without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (The "Commission"). Certain information and footnote disclosure normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. These interim consolidated financial statements should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

In the opinion of management, all adjustments, consisting of normal recurring adjustments and consolidating entries, necessary to present fairly the consolidated financial position of the Company and subsidiaries as of June 30, 2010, the results of its consolidated operations for the three and six month periods ended June 30, 2010 and June 30, 2009 and for the cumulative period January 5, 2001 (inception) through June 30, 2010, and the changes in its consolidated cash flows for the six month periods ended June 30, 2010 and June 30, 2009 and for the cumulative period January 5, 2001 (inception) through June 30, 2010, have been included. The results of operations for the interim periods are not necessarily indicative of the results for the full year.

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Foreign Currency Translation

The functional and reporting currency of the Company is the Australian dollar.

UNLESS OTHERWISE INDICATED, ALL FINANCIAL INFORMATION PRESENTED IS IN AUSTRALIAN DOLLARS.

LEGEND INTERNATIONAL HOLDINGS, INC.
(An Exploration Stage Company)
Consolidated Balance Sheet

	June 30, 2010 A$ (unaudited)	December 31, 2009 A$
ASSETS		
Current Assets:		
Cash	47,000,579	72,666,088
Receivables	3,164,557	1,148,567
Prepayments	763,983	644,033
Inventories	202,455	254,544
Marketable securities (note 9)	73,083	-
Total Current Assets	51,204,657	74,713,232
Non-Current Assets:		
Property and equipment, net (note 3)	9,172,197	8,473,654
Investment in unconsolidated entities (note 13)	11,372,729	10,409,693
Marketable securities (note 9)	2,137,598	2,928,294
Deposits (note 4)	2,843,732	2,659,494
Receivables	1,584,706	1,243,172
Prepayments	698,821	622,272
Mineral rights	17,591,038	18,290,290
Goodwill	1,092,950	1,092,950
Total Non-Current Assets	46,493,771	45,719,819
Total Assets	97,698,428	120,433,051
LIABILITIES		
Current Liabilities:		
Accounts payable and accrued expenses	3,986,591	4,086,609
Lease liability (note 8)	381,718	213,550
Total Current Liabilities	4,368,309	4,300,159
Non Current Liabilities:		
Reclamation and remediation provision (note 7)	918,040	935,558
Lease liability (note 8)	513,930	297,914
Total Non Current Liabilities:	1,431,970	1,233,472
Total Liabilities	5,800,279	5,533,631
Commitments and Contingencies (Note 10)		
Stockholders' Equity		
Common stock: US$.001 par value, 300,000,000 shares authorized 226,399,674 and 226,333,392 shares issued and outstanding	275,178	275,101
Additional paid-in-capital	162,806,972	163,765,820
Accumulated other comprehensive (loss)	(725,846)	(388,529)
Retained deficit during development period	(839,463)	(839,463)
Retained deficit during exploration period	(84,436,257)	(65,262,031)
Legend Stockholders' Equity	77,080,584	97,550,898
Non-controlling interests	14,817,565	17,348,522
Total Equity	91,898,149	114,899,420
Total Liabilities and Equity	97,698,428	120,433,051

The accompanying notes are integral part of the consolidated financial statements.

LEGEND INTERNATIONAL HOLDINGS, INC.
(An Exploration Stage Company)
Consolidated Statements of Operations
(Unaudited)

	For the three months ended June 30		For the six months ended June 30		January 5, 2001 (Inception) to June 30,
	2010 A$	2009 A$	2010 A$	2009 A$	2010 A$
Revenues:					
Sales	-	-	-	-	6,353
less cost of sales	-	-	-	-	(1,362)
Gross profit	-	-	-	-	4,991
Other income					
Interest income – related entity	39,589	17,648	73,057	31,307	204,491
Interest income – other	578,566	806,296	1,268,638	1,964,841	8,302,451
Other	76,395	1,120	131,415	2,270	541,215
Total other income	694,550	825,064	1,473,110	1,998,418	9,048,157
Costs and expenses:					
Legal, accounting and professional	148,116	141,462	373,405	357,580	2,310,160
Exploration expenditure	7,533,685	4,587,790	15,561,663	8,625,094	58,893,828
Aircraft maintenance	103,953	136,655	195,306	245,988	1,363,075
Stock based compensation	365,568	1,198,265	958,253	2,420,363	11,550,796
Interest expense	3,853	17,873	31,271	34,681	240,948
Impairment of investment	-	-	-	-	326,526
Amortization of mineral rights	349,626	-	699,252	-	1,281,962
Administration expenses	2,420,602	2,041,969	5,694,037	3,772,424	25,447,808
Total costs and expenses	(10,925,403)	(8,124,014)	(23,513,187)	(15,456,130)	(101,415,103)
(Loss) from operations	(10,230,853)	(7,298,950)	(22,040,077)	(13,457,712)	(92,361,955)
Foreign currency exchange gain/(loss)	648,885	(3,172,261)	357,396	(2,962,778)	925,655
Adjustment to fair value on stepped acquisition	-	-	-	-	2,200,620
Unrealised loss on trading securities	(24,861)	-	(24,689)	29,602	75,787
Gain (loss) on sale of trading securities	-	55,309	-	84,137	84,137
(Loss) before income taxes and equity in losses of unconsolidated entities	(9,606,829)	(10,415,902)	(21,707,370)	(16,306,751)	(89,075,756)
Provision for income taxes	-	-	-	-	-
(Loss) before equity in losses of unconsolidated entities	(9,606,829)	(10,415,902)	(21,707,370)	(16,306,751)	(89,075,756)
Equity in losses of unconsolidated entities	(229,767)	(141,798)	(374,574)	(141,798)	(720,281)
Net (loss)	(9,836,596)	(10,557,700)	(22,081,944)	(16,448,549)	(89,796,037)
Net loss attributable to non-controlling entities	1,260,262	-	2,907,718	-	4,520,317
Net (loss) attributable to Legend stockholders	(8,576,334)	(10,557,700)	(19,174,226)	(16,448,549)	(85,275,720)
Basic and diluted loss per common shares	(0.04)	(0.05)	(0.08)	(0.07)	(0.95)
Weighted average number of common shares used in per share calculations	226,385,835	226,329,436	226,359,758	226,322,453	90,002,303

The accompanying notes are integral part of the consolidated financial statements

LEGEND INTERNATIONAL HOLDINGS, INC.
(An Exploration Stage Company)
Consolidated Statements of Stockholders' Equity (Deficit)
for the period ended June 30, 2010

	Common Stock							
	Shares	Par Value A$	Additional Paid-In Capital A$	Retained (Deficit) During the Exploration Period A$	Retained (Deficit) During the Development Period A$	Accumulated Other Comprehensive Income (Loss) A$	Non-Controlling Interests A$	Stockholders' Equity (Deficit) A$
Balance, January 5, 2001	-	-	-	-	-	-	-	-
Shares issued to founder for organisation cost and services at US$0.05 per shares	4,297,500	5,550	118,896	-	-	-	-	124,446
Shares issued for services rendered at US$0.05 per share	146,250	189	4,046	-	-	-	-	4,235
Shares issued for cash	616,500	796	17,056	-	-	-	-	17,852
Net Loss	-	-	-	-	(131,421)	-	-	(131,421)
Balance, December 31, 2001	5,060,250	6,535	139,998	-	(131,421)	-	-	15,112
Shares issued for cash	225,000	291	6,225	-	-	-	-	6,516
Shares issued for officer's compensation	11,250,000	14,529	148,359	-	-	-	-	162,888
Net Loss	-	-	-	-	(182,635)	-	-	(182,635)
Balance, December 31, 2002	16,535,250	21,355	294,582	-	(314,056)	-	-	1,881
Shares issued for services rendered at US$0.022 per share	5,026,500	6,491	139,065	-	-	-	-	145,556
Net Loss	-	-	-	-	(156,965)	-	-	(156,965)
Balance, December 31, 2003	21,561,750	27,846	433,647	-	(471,021)	-	-	(9,528)
Shares issued for services rendered at US$0.022 per share	2,004,750	2,589	55,464	-	-	-	-	58,053
Options issued for services	-	-	160,672	-	-	-	-	160,672
Loan forgiveness-former major shareholder	-	-	12,144	-	-	-	-	12,144
Net Loss	-	-	-	-	(234,611)	-	-	(234,611)
Balance, December 31, 2004	23,566,500	30,435	661,927	-	(705,632)	-	-	(13,270)
Shares issued on cashless exercise of options	17,085,938	22,066	(22,066)	-	-	-	-	-
Net Loss	-	-	-	-	(75,508)	-	-	(75,508)
Balance, December 31, 2005	40,652,438	52,501	639,861	-	(781,140)	-	-	(88,778)
Share issued on cashless exercise of options	72,281,329	93,336	(93,336)	-	-	-	-	-
Shares and options issued under settlement agreement	112,500	144	35,272	-	-	-	-	35,416
Shares issued for cash	12,756,734	16,524	3,854,843	-	-	-	-	3,871,367
Cost of share issues	-	-	(128,376)	-	-	-	-	(128,376)
Amortisation of options under stock option plan	-	-	115,307	-	-	-	-	115,307
Net unrealized gain on foreign exchange translation	-	-	-	-	-	38,490	-	38,490
Net Loss	-	-	-	(4,516,271)	(58,323)	-	-	(4,574,594)
Balance, December 31, 2006	125,803,001	162,505	4,423,571	(4,516,271)	(839,463)	38,490	-	(731,168)

LEGEND INTERNATIONAL HOLDINGS, INC.
(An Exploration Stage Company)
Consolidated Statements of Stockholders' Equity (Deficit)
for the period ended June 30, 2010
(continued)

	Common Stock							
	Shares	Par Value A$	Additional Paid-In Capital A$	Retained (Deficit) During the Exploration Period A$	Retained (Deficit) During the Development Period A$	Accumulated Other Comprehensive Income (Loss) A$	Non-Controlling Interests A$	Stockholders' Equity (Deficit) A$
Shares issued for cash	47,686,624	56,438	25,684,666	-	-	-	-	25,741,104
Cost of share issues	-	-	(1,675,111)	-	-	-	-	(1,675,111)
Shares issued for consulting fees	2,604,200	2,984	1,001,122	-	-	-	-	1,004,106
Shares issued on cashless exercise of options	75,000	85	(85)	-	-	-	-	-
Shares issued as a result of delay in lodgement of registration statement	200,000	230	364,575	-	-	-	-	364,805
Shares issued for part-settlement of the acquisition of rights to exploration licences under agreement	500,000	545	517,455	-	-	-	-	518,000
Amortization of options under stock option plan	-	-	375,740	-	-	-	-	375,740
Net Loss	-	-	-	(8,638,129)	-	-	-	(8,638,129)
Balance, December 31, 2007	176,868,825	222,787	30,691,933	(13,154,400)	(839,463)	38,490	-	16,959,347
Shares issued for cash	42,000,000	44,011	109,984,282	-	-	-	-	110,028,293
Cost of share issues		-	(5,964,346)	-	-	-	-	(5,964,346)
Shares issued on cashless exercise of options	1,522,358	1,701	(1,701)	-	-	-	-	-
Shares issued on exercise of options	5,435,600	5,999	13,717,586	-	-	-	-	13,723,585
Shares issued for consulting fees	30,800	33	147,555	-	-	-	-	147,588
Shares issued under registration rights agreement	457,809	545	899,950	-	-	-	-	900,495
Amortization of options under stock option plan	-	-	5,185,743	-	-	-	-	5,185,743
Net Loss	-	-	-	(14,221,560)	-	-	-	(14,221,560)
Balance, December 31, 2008	226,315,392	275,076	154,661,002	(27,375,960)	(839,463)	38,490	-	126,759,145
Shares issued on exercise of options	18,000	25	2,738	-	-	-	-	2,763
Amortization of options under stock option plan	-	-	4,259,903	-	-	-	-	4,259,903
Net unrealized loss on foreign exchange translation	-	-	-	-	-	(427,019)	-	(427,019)
Net Loss attributable to Legend stockholders	-	-	-	(37,886,071)	-	-	-	(37,886,071)
Fair value of non-controlling interest	-	-	-	-	-	-	10,261,290	10,261,290
Net change in controlling/non-controlling interest	-	-	4,842,177	-	-	-	8,699,831	13,542,008
Net loss attributable to non-controlling stockholders	-	-	-	-	-	-	(1,612,599)	(1,612,599)
Balance, December 31, 2009	226,333,392	275,101	163,765,820	(65,262,031)	(839,463)	(388,529)	17,348,522	114,899,420

LEGEND INTERNATIONAL HOLDINGS, INC.
(An Exploration Stage Company)
Consolidated Statements of Stockholders' Equity (Deficit)
for the period ended June 30, 2010
(continued)

	Common Stock							
	Shares	Par Value A$	Additional Paid-In Capital A$	Retained (Deficit) During the Exploration Period A$	Retained (Deficit) During the Development Period A$	Accumulated Other Comprehensive Income (Loss) A$	Non-Controlling Interests A$	Stockholders' Equity (Deficit) A$
Shares issued on cashless exercise of options	66,282	77	(77)	-	-	-	-	-
Amortization of options under stock option plan	-	-	958,253	-	-	-	-	958,253
Net unrealized loss on foreign exchange translation	-	-	-	-	-	453,378	-	147,082
Net unrealized loss on marketable securities	-	-	-	-	-	(790,695)	-	(484,399)
Net loss attributable to Legend stockholders	-	-	-	(19,174,226)	-	-	-	(19,174,226)
Adjustment due to purchase of additional shares in subsidiary	-	-	(2,689,622)	-	-	-	(1,315,517)	(4,005,139)
Adjustment due to issue of shares by subsidiary	-	-	772,598	-	-	-	1,692,278	2,464,876
Net loss attributable to non-controlling stockholders	-	-	-	-	-	-	(2,907,718)	(2,907,718)
Balance, June 30, 2010	226,399,674	275,178	162,806,972	(84,436,257)	(839,463)	(725,846)	14,817,565	91,898,149

The accompanying notes are integral part of the consolidated financial statements.

LEGEND INTERNATIONAL HOLDINGS, INC.
(An Exploration Stage Company)
Consolidated Statement of Cash Flows

	For the six months ended June 30		January 5, 2001 (Inception) to June 30,
	2010	2009	2010
	A$	A$	A$
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss	(22,081,944)	(16,448,549)	(89,796,037)
Adjustments to reconcile net loss to net cash (used) by operating activities:			
Foreign exchange	(357,396)	2,962,778	(926,998)
Gain on sale of property and equipment	-	-	(16,761)
Unrealised gain in trading securities	24,689	(29,602)	(75,787)
Gain in sale of trading securities	-	(84,137)	(84,137)
Shares and Options issued for stock based compensation			
- Employees	958,253	2,420,363	11,550,797
- Consultants	-	-	531,421
- Exploration agreement	-	-	518,000
- Registration payment arrangements	-	-	1,265,299
Provision for reclamation and remediation	216,016	(114,973)	513,930
Adjustment to fair value on stepped acquisition	-	-	(2,200,620)
Equity accounting loss	374,574	141,798	720,281
Depreciation and amortisation	1,281,123	314,697	2,678,568
Interest receivable	(73,057)	(17,648)	(204,491)
Accrued interest added to principal	-	-	37,282
Net Change in:			
Receivables	(2,357,524)	(9,274)	(3,313,509)
Prepayments and deposits	(205,357)	(598,868)	(4,153,437)
Inventories	52,089	(18,747)	(202,455)
Accounts payable and accrued expenses	(570,429)	483,866	3,289,137
Net Cash (Used) by Operating Activities	(22,738,963)	(10,998,296)	(79,869,518)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Proceeds from sale of trading securities	-	1,272,343	1,272,343
Investment in trading securities	(97,772)	(377,658)	(475,430)
Investment in equity accounted investment	(657,961)	(6,961,816)	(14,450,328)
Acquisition of subsidiary	-	-	(326,526)
Investment in consolidated entity	(4,005,138)	-	(13,203,550)
Proceeds from sale of property and equipment	-	-	110,100
Purchase of property and equipment	(830,078)	(880,891)	(8,981,698)
Net Cash (Used) In Investing Activities	(5,590,949)	(6,948,022)	(36,055,089)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Advances payable – affiliates	-	-	23,847
Repayment of convertible debenture	-	-	(130,310)
Repayment of shareholder advance	-	-	(641)
Repayments under finance leases	(157,869)	(134,032)	(511,813)
Proceeds from convertible debenture payable	-	-	130,310
Shareholder advance	-	-	6,621
Proceeds from issuance of stock by controlled entity	2,607,283	2,763	16,149,291
Proceeds from Issuance of stock	-	-	153,391,479
Cost of share issues	(142,407)	-	(7,268,879)
Net Cash Provided/(Used) by Financing Activities	2,307,007	(131,269)	161,789,905
Effect of exchange rate changes on cash	357,396	(2,960,732)	1,135,281
Net increase (decrease) in cash	(25,665,509)	(21,038,319)	47,000,579
Cash at beginning of period	72,666,088	119,277,536	-
Cash at end of period	47,000,579	98,239,217	47,000,579
Supplemental Disclosures:			
Cash paid for interest	27,842	9,869	122,753
Cash paid for income taxes	-	-	-
Stock and options issued for services	-	-	1,595,523
Accrued interest and stockholder advances charged to paid in capital	-	-	12,744
Stock issued for exploration agreement	-	-	518,000
Stock issued for registration payment arrangement	-	-	1,265,299
Equipment obtained through a capital lease	466,521	-	1,196,943
Capital lease obligation for exploration costs	-	-	362,462
Interest in relation to capital lease for exploration costs	-	-	42,313
Fair value of warrants in connection with issuance of capital stock	-	-	1,330,852

The accompanying notes are integral part of the consolidated financial statements**.**

1. ORGANISATION AND BUSINESS

Legend International Holdings, Inc. ("Legend") was incorporated under the laws of the State of Delaware on January 5, 2001.

Following a change of management in November 2004, Legend developed a new plan of operations for fiscal 2006, which is to engage in mineral exploration and development activities. Legend 's current business plan calls for the identification of mineral properties where it can obtain secure title to exploration, development and mining interests. Legend's preference is to identify large minerals deposits with low operating costs. At the beginning of 2006, Legend expanded its areas of interest to include diamond exploration activities and in July 2006, Legend completed the acquisition of certain diamond mining tenements in Northern Australia. Since that time, Legend has identified that those mining tenements in Northern Australia also have potential for uranium and base metals. In November 2007 and February 2008, Legend acquired mining tenements prospective for phosphate in the State of Queensland, Australia.

During the economic downturn of 2008, Legend decided that part of the Company's strategy should be to invest into undervalued mining projects should opportunities arise. This investment would not detract from Legend's primary goal of developing the Phosphate Project and had the aim of diversifying interests to dilute the effect of identified potential project risks. This was seen as necessary by the Company due to the obviously volatile and unpredictable nature of the commodity markets at the time. Some of these investments include taking a major stake in North Australian Diamonds Ltd (NADL) which controls the Merlin Diamond Mine and includes NADL's 28% interest in Top End Uranium Ltd in the Northern Territory, Australia; and an investment in Northern Capital Resources Corporation which controls gold and zinc assets in Canada. These are outlined in further detail below.

Legend formed a strategic alliance with Wengfu Group Ltd. of China in November 2009 and on July 23, 2010 the Company announced the positive and robust results from the completed feasibility study for Legend's Paradise Phosphate Project conducted by Wengfu. The results of the feasibility study have confirmed that development of the project is technically and economically viable. The financial model is robust across a number of market scenarios and Legend management believes that studies currently being conducted on project expansion will add significant further value.

The Paradise Phosphate Project Feasibility Study ("PPPFS") was completed on schedule and confirms the technical and financial viability of the base case development scenario. The PPPFS delineates total revenue of US$11 billion over 30 years and US$2.6 billion total free cash flow after tax and capital. The PPPFS also determines a Pre-tax IRR of 25.5%, a Pre-tax NPV of US$1.5 billion, and an average annual free cash flow after tax of US$113 million. The PPPFS has a total capital cost of US$808.16 million (includes working capital) and a capital payback period of 5 years.Additional information concerning the PPPFS may be found in the Company's Form 8-K filed with the SEC July 23, 2010.

Legend intends to spin out to a new company the diamond, gold and base metal interests of Legend of which Legend shareholders will receive shares of common stock on a pro rata basis to the shares they hold in Legend. Following the spin out, Legend will be a 100% pure phosphate company. Legend intends to prepare and file a Registration Statement with the Securities and Exchange Commission registering the spin-out distribution of the shares of the newly formed company to the shareholders of Legend, pro rata. The spin-out will not occur until the Registration Statement has been declared effective by the Securities and Exchange Commission. The timing of the spin-out is also dependent upon the receipt of certain required approvals in Australia.

The financial statements presented herein have been prepared on a consolidated basis to include the accounts of Legend and NADL ("collectively "the Company"). All intercompany balances and transactions have been eliminated in consolidation.

The Company's consolidated financial statements are prepared using generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, Legend has incurred net losses since its inception.

Exploration Stage Enterprise

The Company complies with ASC Topic 930 - Extractive Activities and its characterization of the Company as an exploration stage enterprise. The Company is devoting all of its present efforts in securing and establishing its exploration business through field sampling and drilling programs in the State of Queensland and the Northern Territory of Australia.

2. RECENT ACCOUNTING PRONOUNCEMENTS

In May 2009, the Financial Accounting Standards Board (FASB) issued guidance on the accounting for and disclosure of events that occur after the balance sheet date. This guidance was effective for interim and annual financial periods ending after June 15, 2009. In February 2010, the FASB issued Accounting Standards Update (ASU) 2010-09, Subsequent Events: Amendments to Certain Recognition and Disclosure Requirements. This ASU retracts the requirement to disclose the date through which subsequent events have been evaluated and whether that date is the date the financial statements were issued or were available to be issued. ASU 2010-09 requires an entity that is a SEC filer to evaluate subsequent events through the date that the financial statements are issued. ASU 2010-09 is effective for interim and annual financial periods ending after February 24, 2010. The adoption of this guidance did not have an impact on our consolidated financial statements.

In January 2010, the FASB issued ASU 2010-06, Fair Value Measurements and Disclosures (Topic 820) – Improving Disclosures about Fair Value Measurements. This ASU requires new disclosures and clarifies certain existing disclosure requirements about fair value measurements. ASU 2010-06 requires a reporting entity to disclose significant transfers in and out of Level 1 and Level 2 fair value measurements, to describe the reasons for the transfers and to present separately information about purchases, sales, issuances and settlements for fair value measurements using significant unobservable inputs. ASU 2010-06 is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances and settlements in the roll forward of activity in Level 3 fair value measurements, which is effective for interim and annual reporting periods beginning after December 15, 2010; early adoption is permitted. The adoption of ASU 2010-06 did not have a material impact on our financial position, results of operations or cash flows.

In April 2010, the FASB issued ASU 2010-13, Share Based Payment Awards Denominated in Certain Currencies. The ASU guidance issued to amend ASC 718, Compensation – Stock Compensation to clarify that an employee share-based payment award that has an exercise price denominated in the currency of the market in which a substantial portion of the entity's equity shares trades should not be considered to contain a condition that is not a market, performance, or service condition. Therefore, an entity should not classify such an award as a liability if it otherwise qualifies as equity. This amended guidance is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15 2010, with early adoption permitted. The adoption of ASU 2010-13 did not have a material impact on our financial position, results of operations or cash flows.

3. PROPERTY AND EQUIPMENT

Property and equipment is stated at cost. The Company records depreciation and amortization, when appropriate, using straight-line method over the estimated useful lives of the assets. Expenditures for maintenance and repairs are charged to expense as incurred. Additions, major renewals and replacements that increase the property's useful life are capitalized. Property sold or retired, together with the related accumulated depreciation is removed from the appropriate accounts and the resultant gain or loss is included in net income (loss).

			At June 30, 2010			At December 31, 2009	
	Depreciable Life (in years)	Cost A$	Accumulated Depreciation A$	Net Book Value A$	Cost A$	Accumulated Depreciation A$	Net Book Value A$
Land		1,101,358	-	1,101,358	1,101,358	-	1,101,358
Buildings	40	2,978,840	(80,252)	2,898,588	2,968,213	(43,235)	2,924,978
Leasehold Improvements	1-2	303,665	(55,485)	248,180	235,831	(35,790)	200,041
Motor Vehicles	5	1,468,385	(342,210)	1,126,175	1,001,863	(234,199)	767,664
Equipment	1-10	2,788,114	(398,467)	2,389,647	2,135,498	(282,626)	1,852,872
Lear Jet	5	1,270,869	(478,387)	792,482	1,270,869	(352,345)	918,524
Construction in Progress		615,767	-	615,767	708,217	-	708,217
		10,526,998	(1,354,801)	9,172,197	9,421,849	(948,195)	8,473,654

The depreciation expense for the six months ended June 30, 2010 amounted to A$581,871 and the six months ended June 30, 2009 amounted to A$314,697. Assets written off for the six months ended June 30, 2010 amounted to A$191,450.

4. DEPOSITS

Deposits held by the Company as at June 30, 2010 consist of:

	A$
Term Deposit as security for a Banker's Undertaking	2,170,619
Cash deposits provided to Government Departments for the purpose of guaranteeing the Company's performance in accordance with mining law	529,402
Other	143,711
	2,843,732

5. STOCKHOLDERS EQUITY

Share Option Plan

The Company has a Stock Incentive Plan ("Stock Plan") for executives and eligible employees and contractors. Under this Stock Plan, options to purchase shares of stock can be granted with exercise prices not less than the fair market value of the underlying stock at the date of grant. The Company believes that such awards better align the interests of its employees with those of its shareholders. Option awards are generally granted with an exercise price equal to or greater than the market price of the Company's stock at the date of grant; those option awards generally vest 1/3 after 12 months, 1/3 after 24 months and the balance after 36 months with a 10-year contractual term. The expected life of the options is generally between 5 ½ to 6 ½ years. Certain option and share awards provide for accelerated vesting if there is a change in control (as defined in the Stock Plan). The maximum aggregate number of Shares which may be optioned and sold under the Stock Plan is 10% of the issued and outstanding shares (on a fully diluted basis).

The fair value of each option award is estimated on the date of grant using the Binomial option valuation model that uses the assumptions noted in the following table. The Binomial option valuation model requires the input of subjective assumptions, including the expected term of the option award and stock price volatility. Expected volatility is based on the historical volatility of our stock at the time grants are issued and other factors, including the expected life of the options of 5 ½ to 6 ½ years. The Company uses historical data to estimate option exercise and employee termination within the valuation model; separate groups of employees that have similar historical exercise behaviour are considered separately for valuation purposes. The expected term of options granted is derived from the output of the option valuation model and represents the period of time that options granted are expected to be outstanding; the range given below results from certain groups of employees exhibiting different behaviour. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

Various assumptions and factors related to stock options are as follows:

Weighted Average Volatility	70%
Dividend Yield	-
Expected term (years)	5.5 – 6.5
Risk-free rate	2.48% - 3.54%

A summary of option activity under the Plan as of June 30, 2010, and changes during the six months then ended is presented below:

Options	Shares	Weighted-Average Exercise Price
Balance, December 31, 2009	23,687,500	$1.30
Granted	-	-
Exercised	333,334	$0.83
Forfeited and expired	666,666	$0.96
Balance, June 30, 2010	22,687,500	$1.32
Options exercisable at June 30, 2010	15,375,000	$1.23

For the six months ended June 30, 2010 stock-based compensation expense relating to stock options was A$958,253 (US$914,293). No income tax benefit was recognized in the six months ended June 30, 2010 for stock-based compensation arrangements because of the valuation allowance. For the six months ended June 30, 2010 333,334 options were exercised using the cashless feature and the Company issued 66,282 shares, The number of shares issued under the cashless exercise is determined by a fraction at the date of exercise, the numerator of which is the difference between the current market price per share of Common Stock and the per share option price, and the denominator the current market price per share of Common Stock As at June 30, 2010, there was A$1,182,131 (US$954,534) of unrecognized compensation cost, before income taxes, related to unvested stock options.

Exercise Prices US$	Options Outstanding: Number Outstanding	Options Outstanding: Weighted Average Remaining Contractual Life (In Years)	Options Outstanding: Weighted-Average Exercise Price	Options Exercisable: Number Exercisable	Options Exercisable: Weighted Average Remaining Contractual Life (In Years)	Options Exercisable: Weighted-Average Exercise Price
$0.444	1,856,250	6.36		1,806,250	6.34	
$1.000	13,931,250	7.35		9,602,084	6.98	
$2.000	5,900,000	7.68		3,633,333	7.65	
$3.480	1,000,000	8.03		333,333	8.03	
	22,687,500	7.38	$1.32	15,375,000	7.10	$1.23

The aggregate intrinsic value of outstanding stock options at June 30, 2010 was A$753,638 and the aggregate intrinsic value of exercisable stock options was A$733,338.

6. AFFILIATE TRANSACTIONS

The Company has entered into an agreement with AXIS Consultants Pty Ltd ("AXIS") to provide geological, management and administration services to the Company. AXIS is affiliated through common management. The Company is one of ten affiliated companies. Each of the companies has some common Directors, officers and shareholders.

During the six months ended June 30, 2009, AXIS charged the Company A$2,756,525 for management and administration services and A$3,571,398 for exploration services. The Company paid A$5,917,000 for 2009 charges. For the six months ended June 30, 2009, the Company charged AXIS interest of A$31,307 at a rate between 9.25% and 10.80%.

During the six months ended June 30, 2010, AXIS charged the Company A$4,011,231 for management and administration services and A$4,000,881 for exploration services. The Company paid A$422,692 for 2010 charges and advanced AXIS A$268,477. The amount owed by AXIS at June 30, 2010 under current assets – receivables was A$2,045,613 and under non-current assets – receivables was A$1,584,706. For the six months ended June 30, 2010, the Company charged AXIS interest of A$73,057 at a rate between 9.25% and 10.80%.

During the six months ended June 30, 2010, the Company invested A$657,961 in Northern Capital Resources Corp. ("NCRC"). (See Note 13)

7. RECLAMATION AND REMEDIATION

	June 30, 2010 A$
Balance January 1	935,558
Increase as a result of rehabilitation requirement on exploration undertaken during year	12,757
Decrease as a result of rehabilitation performed during the year	(30,275)
Closing balance June 30	918,040

The Company's exploration activities are subject to various federal and state laws and regulations governing the protection of the environment. These laws and regulations are continually changing and are generally becoming more restrictive. The Company conducts its operations so as to protect the environment and believes its operations are in compliance with applicable laws and regulations in all material respects. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations, but cannot predict the full amount of such future expenditures. Estimated future reclamation costs are based principally on legal and regulatory requirements.

8. LEASE LIABILITY

	A$
The Company entered into capital finance lease agreements for motor vehicles. The leases are non-cancellable and require total monthly repayments of A$37,342 and expire at various dates from 2012 to 2013. Future minimum payments due for the remaining term of the leases as of June 2010 are as follows:	
2010	448,105
2011	383,724
2012	166,988

	A$
	998,817
Less amounts representing interest	103,169
	895,648
Current liability	381,718
Non-current liability	513,930
	895,648
At June 30, 2010, the net book value of the motor vehicles under capital leases amounts to:	929,859

9. MARKETABLE SECURITIES

Management determines the appropriate classification of its investments in marketable securities at the time of purchase and re-evaluates such determinations at each reporting date. The Company accounts for its marketable securities and other marketable securities in accordance with ASC Topic 320, "*Investments – Debt and Equity Securities*"

On January 1, 2008, Legend partially adopted ASC Topic 820 *"Fair Value Measurements and Disclosures*" ("ASC 820"), which, among other things, defines fair value, establishes a consistent framework for measuring fair value and expands disclosure for each major asset and liability category measured at fair value on either a recurring or nonrecurring basis. Legend did not adopt the ASC 820 fair value framework for nonfinancial assets and liabilities, except for items that are recognized or disclosed at fair value in the financial statements at least annually. ASC 820 clarifies that fair value is an exit price, representing the amount that would either be received to sell an asset or be paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1. Observable inputs such as quoted prices in active markets for identical assets or liabilities;

Level 2. Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and

Level 3. Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

Investment Measured at Fair Value on a Recurring Basis:

	Fair Value Hierarchy	Fair Value at June 30, 2010
Current Asset		
Marketable Securities - (Trading Securities)	Level 1	A$73,083
Non Current Asset		
Marketable Securities - (Available-for-sale Securities)	Level 2	A$2,137,598

The marketable securities classified as trading securities held at June 30, 2010 are investments in companies in the phosphate industry that are listed on a US stock exchange. The cost of the investments was A$97,772, the fair market value at June 30, 2010 was A$73,083 and the net unrealized loss for the six months ended June 30, 2010 was A$24,689. Unrealized gains and losses are included in earnings in the period they arise.

The marketable securities (non-current asset) classified as available-for-sale securities held at June 30, 2010 are investments in a Fund that purchases shares in companies quoted on international stock exchanges. The cost of the investment was A$2,928,294 and the fair market value after exchange rate revaluation at June 30, 2010 was A$2,137,598.The investment is valued at the net asset value which is provided by the Fund's manager. Unrealized temporary gains and losses are included in other comprehensive income or loss in the period they arise.

10. COMMITMENTS AND CONTINGENCIES

The Company entered into an agreement for drilling on its Queensland phosphate project whereby the Company guaranteed to drill a set number of metres. If those metres were not drilled, the Company was required to make a payment for the metres that had not been drilled. At June 30, 2010, the value of the commitment was A$3,028,037 and drilling programs are continuing. The Company has also entered into non-cancellable operating leases and has a commitment of A$269,552.

The Company has to perform minimum exploration work and expend minimum amounts of money on its tenements. The overall expenditure requirement tends to be limited in the normal course of the Company's tenement portfolio management through expenditure exemption approvals, and expenditure reductions through relinquishment of parts or the whole of tenements deemed non prospective. Should the Company wish to preserve interests in its current tenements, the amount which may be required to be expended is as follows:

	2010 A$
Not later than one year	4,070,965
Later than one year but not later than five years	4,634,040
Later than five years but not later than twenty one years	1,714,893
	10,419,898

In January 2010, two stockholders (being an individual and his private company) commenced an action in Supreme Court, New York County against the Company, Renika Pty Ltd. and Joseph Gutnick on account of the alleged failure of the defendants to issue warrants to the plaintiffs in connection with the purchase of shares of common stock from the Company and from Renika Pty Ltd. in 2006 and 2007. The Company, Renika Pty Ltd. and Joseph Gutnick vigorously defended the claim and moved to dismiss the complaint as a matter of law. During the June 2010 quarter, the plaintiffs withdrew the claim.

The Company has received a claim for compensation in consideration of introducing the Company to a third party. The Company's attorneys responded denying any agreement or understanding. The Company does not believe the claim has any merit and will defend the claim vigorously if necessary.

11. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued expenses. The carrying amounts of cash, accounts receivable, accounts payable and accrued expenses approximate their respective fair values because of the short maturities of those instruments.

12. RECLASSIFICATIONS

Certain amounts in the 2009 financial statements are reclassified to conform to the 2010 presentation with no effects on operations.

13. INVESTMENTS/SUBSIDARIES

North Australian Diamonds Limited ("NADL")

At March 31, 2010, the Company's holding in NADL was 49.41%. During the three months ended June 30, 2010, the Company purchased an additional 22,301,346 shares, increasing its holding in NADL to 50.36% at June 30, 2010. The cost to the Company was A$911,516. It is management's conclusion that the Company had and continue to have a controlling financial interest in NADL and accordingly, it consolidates NADL's results into the Company's financial statements.

The amount of revenue of NADL for the six months ended June 30, 2010 included in the Consolidated Statement of Operations for the reporting period is A$nil and the amount of loss is A$5,735,031.

Northern Capital Resources Corp ("NCRC")

At December 31, 2009, the Company's holding in NCRC was 21.29%. During the six months ended June 30, 2010, the Company closed a private placement in NCRC, acquiring 2,990,110 shares of common stock at a cost of A$657,961 and at June 30, 2010, the Company held a 22.34% interest in NCRC. The Company has accounted for the investment in NCRC using the equity method. At June 30, 2010, the carrying value of the investment was A$10,465,649. For the six months ended June 30, 2010, the Company recorded an equity loss in NCRC of A$294,387.

Top End Uranium Ltd

The Company through its investment in NADL increased its interest from 25% to 28% interest in Top End Uranium ("TEU") which has a carrying value of A$907,080 at June 30, 2010. NADL purchased 1,866,879 ordinary shares at a cost of A$259,889 during the six months ended June 30, 2010. NADL accounts for the investment in TEU using the equity method. For the six months ended June 30, 2010, the Company recorded equity loss in TEU of A$80,187.

14. INCOME TAXES

The Company has adopted the provisions of ASC Topic 740 "Income Taxes". ASC 740 requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the differences between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse.

ASC Topic 740 prescribes how a company should recognise, measure, present and disclose in its financial statements uncertain tax positions that the Company has taken or expects to take on a tax return. Additionally for tax positions to qualify for deferred tax benefit recognition under ASC 740, the position must have at least a “more likely than not” chance of being sustained upon challenge by the respective taxing authorities, and whether or not it meets that criteria is a matter of significant judgement. The Company believes that it does not have any uncertain tax positions that would require the recording or disclosure of a potential tax liability. The Company’s tax years for all years since December 31, 2006 remain open to most taxing authorities.

The Company follows the asset and liability approach which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of temporary differences between the carrying amounts and the tax basis of assets and liabilities. For the period presented, there was no taxable income. There are no deferred income taxes resulting from temporary differences in reporting certain income and expense items for income tax and financial accounting purposes. The Company, at this time, is not aware of any net operating losses which are expected to be realised.

The Company is subject to taxation in both the USA and Australia.

At June 30, 2010, deferred taxes consisted of the following:

	USA 2010 A$	Australia 2010 A$	Total 2010 A$
Deferred tax assets			
Net operating loss carry-forward	17,140,479	20,438,310	37,578,789
Exploration expenditure	18,805,397	-	18,805,397
Less valuation allowance	(35,945,876)	(20,438,310)	(56,384,186)
Net deferred taxes	-	-	-

Under ASC 740-10 tax benefits are recognised only for tax positions that are more likely than not to be sustained upon examination by tax authorities. The valuation allowance offsets the net deferred tax asset for which there is no assurance of recovery. The valuation allowance will be evaluated at the end of each year, considering positive and negative evidence about whether the deferred tax asset will be realized.

At that time, the allowance will either be increased or reduced; reduction could result in the complete elimination of the allowance if positive evidence indicates that the value of the deferred tax assets is no longer impaired and the allowance is no longer required.

As a result of the ownership change that occurred in November 2004 (see note 1), Internal Revenue Code Section 382 limits the use of available operating loss carryforwards for losses incurred prior to the ownership change. In addition, the Company will need to file tax returns for 2009 to establish the tax benefits of the net operating loss carry forwards in Australia for those years. Carry-forward net operating losses will be available to offset future taxable income. Total available net operating loss carryforwards in the United States, which are subject to limitations, amount to approximately A$37,000,000 at June 30, 2010 and expire in years 2023 through 2030. Net operating loss carryforwards in Australia do not have a definite expiration date.

15. SUBSEQUENT EVENTS

The Company has evaluated significant events subsequent to the balance sheet date and has determined that there were no subsequent events or transactions which would require recognition or disclosure in the consolidated financial statements, other than noted herein.

Since June 30, 2010, Legend has acquired a further 524,365 ordinary shares in NADL at a cost of A$15,145, taking its interest in NADL to 50.38%.

Since June 30, 2010, Legend has acquired a further 7,137,900 ordinary shares in Northern Capital Resources, Corp. at a cost of A$1,634,048, taking its interest to 24.92%.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

FUND COSTS CONVERSION

The statements of operations and other financial and operating data contained elsewhere here in and the balance sheets and financial results have been reflected in Australian dollars unless otherwise stated.

The following table shows the average rate of exchange of the Australian dollar as compared to the US dollar during the periods indicated:

6 months ended June 30, 2009	A$1.00 = US$.8048
6 months ended June 30, 2010	A$1.00 = US$.8567

RESULTS OF OPERATION

Three Months Ended June 30, 2010 vs. Three Months Ended June 30, 2009.

The Company's financial statements are prepared in Australian dollars (A$). A number of the costs, expenses and assets of the Company are incurred/held in US$ and the conversion of these costs to A$ means that the comparison of the three months ended June 30, 2010 to the three months ended June 30, 2009 does not always present a true comparison.

Furthermore, the results for the quarter ended June 30, 2010 include the consolidated results of NADL and the equity accounted results of NCRC and TEU and therefore a comparison of June 2010 and June 2009 does not always present a true comparison.

As an exploration company, we do not have an ongoing source of revenue. Our revenue stream is normally from interest received on cash in bank and ad-hoc tenement disposals and Australian Taxation Office refunds.

During the three months ended June 30, 2010, we received A$578,566 in interest on funds in the bank, interest income from a related entity of A$39,589 and fuel rebate of A$76,395. The decrease in interest income is primarily a result of the reduction of cash at bank from comparative periods.

Costs and expenses increased from A$8,124,014 in the three months ended June 30, 2009 to A$10,925,403 in the three months ended June 30, 2010. The increase in expenses is a net result of:

a) an increase in legal, accounting and professional expense from A$141,462 for the three months ended June 30, 2009 to A$148,116 for the three months ended June 30, 2010 as a result of a increase in legal fees for general legal work including stock transfer matters, regulatory filings, stock transfer agent fees, and audit fees for professional services in relation to the Form 10-Q. Included within legal, accounting and professional expense for the three months ended June 30, 2010 are the following material amounts for NADL; legal fees of A$17,838, accounting fees of A$17,208; for which there is no comparative amount in the three months ended June 30, 2009.

b) an increase in exploration expenditure written off from A$4,587,790 in the three months ended June 30, 2009 to A$7,533,685 in the three months ended June 30, 2010. The exploration costs include drilling/geological/geophysical/mineral analysis contractors, salaries for contract field staff, travel costs, accommodation and tenement costs. In the current year in relation to our diamond operations, drilling and trial testing recommenced in January 2010 at Merlin and surrounding areas and included within exploration expenditure written off for the three months ended June 30, 2010 is A$2,571,551; for which there is no comparative amount in the three months ended June 30, 2009 as NADL was not consolidated in the comparable period. On our phosphate operations, we continued to advance the current feasibility test work. In the prior year, phosphate field activities including drilling occurred during the quarter and work continued on investigations into a mining operation and in relation to our diamond operations, a detailed sampling program in Northern Territory recommenced in March 2009 after the end of the wet season in Northern Australia.

c) a decrease in aircraft maintenance costs from A$136,655 in the three months ended June 30, 2009 to A$103,953 in the three months ended June 30, 2010.

d) a decrease in stock based compensation from A$1,198,265 in the three months ended June 30, 2009 to A$365,568 in the three months ended June 30, 2010. The Company has issued options under the 2006 Incentive Option Plan throughout 2006, 2007, 2008 and 2009. The decrease is a result of options being fully vested in prior periods.

e) a decrease in interest expense from A$17,873 for the three months ended June 30, 2009 to A$3,853 for the three months ended June 30, 2010.

f) an increase in amortization of mineral rights from A$nil for the three months ended June 30, 2009 to A$349,626 for the three months ended June 30, 2010. On the acquisition date of the business combination of NADL, the Company recognised mineral rights of A$18,873,000. The underlying mineral property licences have a set term and the mineral rights are being amortized over the term of the licences. The acquisition occurred in August 2009 and therefore there was no comparable amount for the three months ended June 30, 2009.

g) an increase in administrative costs from A$2,041,969 in the three months ended June 30, 2009 to A$2,420,602 in the three months ended June 30, 2010. As a result of the increase in activities in the current quarter, there was an increase in direct costs, indirect costs and service fees charged to the Company by AXIS which increased from A$1,239,237 to A$1,562,536; the cost of travel and accommodation relating to the business activities of the Company of A$354,211; investor relations and other consultants of A$221,497; property rentals and associated costs of A$48,000; and the cost of insurance of A$46,169. Included within administrative costs for the three months ended June 30, 2010 are the following material amounts for NADL; A$60,034 for rent; A$158,761 for salaries and associated benefits; for which there is no comparative amount in the three months ended June 30, 2009.

As a result of the foregoing, the loss from operations increased from A$7,298,950 for the three months ended June 30, 2009 to A$10,230,853 for the three months ended June 30, 2010. An increase in foreign currency exchange gain, from a loss of A$3,172,261 for the three months ended June 30, 2009 to a foreign currency exchange gain of A$648,885 in the three months ended June 30, 2010 was recorded as a result of the movement in the Australian dollar versus the US dollar. A net gain of A$55,309 on revaluation and sale of certain trading securities, being the difference between the cost price, sale price and market value, was incurred in the three months ended June 30, 2009 compared to a net loss of A$24,861 incurred in the three months ended June 30, 2010.

The loss before income taxes and equity in losses of unconsolidated entities was A$10,415,902 for the three months ended June 30, 2009 compared to a net loss of A$9,606,829 for the three months ended June 30, 2010. There was no provision for income taxes in either the three months ended June 30, 2009 or 2010.

The equity losses in unconsolidated entities for the three months ended June 30, 2010 amounted to A$229,767. The Company holds a 22.34% interest in Northern Capital Resources Corp and the Company through its investment in NADL holds a 28% investment in Top End Uranium Ltd at June 30, 2010. The Company accounts for both of these investments using the equity method of accounting. There were no comparable investments in the three months ended June 30, 2009.

The net loss was A$9,836,596 for the three months ended June 30, 2010 compared to a net loss of A$10,557,700 for the three months ended June 30, 2009.

The share of the loss attributable to the non-controlling interests of NADL for the three months ended June 30, 2010 amounted to A$1,260,262, for which there was no comparable amount in 2009. On May 12, 2009, the Company made an on-market takeover offer for all of the shares in North Australian Diamonds Limited ("NADL"). The Company held 34.61% of the issued and outstanding shares at May 31, 2009 and as a result, accounted for its interest in NADL as an unconsolidated entity until August 6, 2009. The takeover offer concluded on August 6, 2009. At the close of the offer, the Company held 55% of the issued and outstanding shares of NADL and as a result, commenced consolidating the results of NADL from that date. In early December 2009, NADL placed shares to a third party which had the effect of diluting the Company's interest in NADL to 47.83%. Under Australian takeover laws, the Company was prevented from purchasing further shares in NADL for a period of 6 months from the conclusion of the takeover (August 6, 2009). Accordingly, it was not until February 6, 2010 that the Company was entitled to purchase any further shares in NADL under Australian Corporations Law. Since February 6, 2010, the Company has purchased further shares in NADL and at June 30, 2010 its interest is 50.36%.

The net loss attributable to Legend stockholders amounted to A$8,576,334 for the three months ended June 30, 2010 compared to A$10,557,700 for the three months ended June 30, 2009.

Six Months Ended June 30, 2010 vs. Six Months Ended June 30, 2009.

The Company's financial statements are prepared in Australian dollars (A$). A number of the costs, expenses and assets of the Company are incurred/held in US$ and the conversion of these costs to A$ means that the comparison of the six months ended June 30, 2010 to the six months ended June 30, 2009 does not always present a true comparison.

Furthermore, the results for the six months ended June 30, 2010 include the consolidated results of NADL and the equity accounted results of NCRC and TEU and therefore a comparison of June 2010 and June 2009 does not always present a true comparison.

As an exploration company, we do not have an ongoing source of revenue. Our revenue stream is normally from interest received on cash in bank and ad-hoc tenement disposals and Australian Taxation Office refunds.

During the six months ended June 30, 2010, we received A$1,268,638 in interest on funds in the bank, interest income from a related entity of A$73,057 and fuel rebate of A$131,404. The decrease in interest income is primarily a result of the reduction of cash at bank from comparative periods.

Costs and expenses increased from A$15,456,130 in the six months ended June 30, 2009 to A$23,513,187 in the six months ended June 30, 2010. The increase in expenses is a net result of:

a) an increase in legal, accounting and professional expense from A$357,580 for the six months ended June 30, 2009 to A$373,405 for the six months ended June 30, 2010 as a result of an increase in legal fees for general legal work including stock transfer matters, regulatory filings, stock transfer agent fees, and audit fees for professional services in relation to the Form 10-Q's which was offset by the inclusion for the first time of legal, accounting and professional expense for NADL; including legal fees of A$42,363, and accounting fees of A$41,488; for which there is no comparative amount in the six months ended June 30, 2009.

b) an increase in exploration expenditure written off from A$8,625,094 in the six months ended June 30, 2009 to A$15,561,663 in the six months ended June 30, 2010. The exploration costs include drilling/geological/geophysical/mineral analysis contractors, salaries for contract field staff, travel costs, accommodation and tenement costs. In the current year in relation to our diamond operations, drilling and trial testing recommenced in January 2010 at Merlin and surrounding areas and included within exploration expenditure written off for the six months ended June 30, 2010 is A$5,617,721; for which there is no comparative amount in the six months ended June 30, 2009 as NADL was not consolidated in the comparable period. On our phosphate operations, we continued to advance the current feasibility test work. In the prior year, phosphate field activities including drilling occurred during the quarter and work continued on investigations into a mining operation and in relation to our diamond operations, a detailed sampling program in Northern Territory recommenced in March 2009 after the end of the wet season in Northern Australia.

c) a decrease in aircraft maintenance costs from A$245,988 in the six months ended June 30, 2009 to A$195,306 in the six months ended June 30, 2010.

d) a decrease in stock based compensation from A$2,420,363 in the six months ended June 30, 2009 to A$958,253 in the six months ended June 30, 2010. The Company has issued options under the 2006 Incentive Option Plan throughout 2006, 2007, 2008 and 2009. The decrease is a result of options being fully vested in prior periods.

e) a decrease in interest expense from A$34,681 for the six months ended June 30, 2009 to A$31,271 for the six months ended June 30, 2010.

f) an increase in amortization of mineral rights from A$nil for the six months ended June 30, 2009 to A$699,252 for the six months ended June 30, 2010. On the acquisition date of the business combination of NADL, the Company recognised mineral rights of A$18,873,000. The underlying mineral property licences have a set term and the mineral rights are being amortized over the term of the licences. The acquisition occurred in August 2009 and therefore there was no comparable amount for the six months ended June 30, 2009.

g) an increase in administrative costs from A$3,772,424 in the six months ended June 30, 2009 to A$5,694,037 in the six months ended June 30, 2010. As a result of the increase in activities in the first half of 2010, there was an increase in direct costs, indirect costs and service fees charged to the Company by AXIS which increased from A$2,756,525 to A$4,011,231; which included the cost of travel and accommodation relating to the business activities of the Company of A$448,277; investor relations and other consultants of A$553,545; property rentals and associated costs of A$178,627; and the cost of insurance of A$105,925. Included within administrative costs for the six months ended June 30, 2010 are the following material amounts for NADL; A$120,294 for rent; A$276,138 for salaries and associated benefits; for which there is no comparative amount in the six months ended June 30, 2009.

As a result of the foregoing, the loss from operations increased from A$13,457,712 for the six months ended June 30, 2009 to A$22,040,077 for the six months ended June 30, 2010. An increase in foreign currency exchange gain, from a loss of A$2,962,778 for the six months ended June 30, 2009 to a foreign currency exchange gain of A$357,396 in the six months ended June 30, 2010 was recorded as a result of the movement in the Australian dollar versus the US dollar. A net gain of A$113,739 on revaluation and sale of certain trading securities, being the difference between the cost price, sale price and market value, was incurred in the six months ended June 30, 2009 compared to a net loss of A$24,689 incurred in the six months ended June 30, 2010.

The loss before income taxes and equity in losses of unconsolidated entities was A$16,306,751 for the six months ended June 30, 2009 compared to a net loss of A$21,707,370 for the six months ended June 30, 2010. There was no provision for income taxes in either the six months ended June 30, 2009 or 2010.

The equity losses in unconsolidated entities for the six months ended June 30, 2010 amounted to A$374,574. The Company holds a 22.34% interest in Northern Capital Resources Corp and the Company through its investment in NADL holds a 28% investment in Top End Uranium Ltd. The Company accounts for both of these investments using the equity method of accounting.

The net loss was A$22,081,944 for the six months ended June 30, 2010 compared to a net loss of A$16,448,549 for the six months ended June 30, 2009.

The share of the loss attributable to the non-controlling interests of NADL for the six months ended June 30, 2010 amounted to A$2,907,718, for which there was no comparable amount in 2009. On May 12, 2009, the Company made an on-market takeover offer for all of the shares in North Australian Diamonds Limited ("NADL"). The Company held 34.61% of the issued and outstanding shares at May 31, 2009 and as a result, accounted for its interest in NADL as an unconsolidated entity until August 6, 2009. The takeover offer concluded on August 6, 2009. At the close of the offer, the Company held 55% of the issued and outstanding shares of NADL and as a result, commenced consolidating the results of NADL from that date. In early December 2009, NADL placed shares to a third party which had the effect of diluting the Company's interest in NADL to 47.83%. Under Australian takeover laws, the Company was prevented from purchasing further shares in NADL for a period of 6 months from the conclusion of the takeover (August 6, 2009). Accordingly, it was not until February 6, 2010 that the Company was entitled to purchase any further shares in NADL under Australian Corporations Law. Since February 6, 2010, the Company has purchased further shares in NADL and its current interest is approximately 50%. It is the Company's intentions to continue to acquire shares and to maintain a controlling financial interest. Furthermore, management believes it has the ability to control the operations of NADL through its share ownership as well as having six of the Directors of NADL. It is management's conclusion that the Company has a controlling financial interest in NADL and accordingly, it should continue to consolidate NADL's results into the Company

The net loss attributable to Legend stockholders amounted to A$19,174,226 for the six months ended June 30, 2010 compared to A$16,448,549 for the six months ended June 30, 2009.

Liquidity and Capital Resources

For the six months ending June 30, 2010, net cash used in operating activities was A$22,738,963 (2009: A$10,998,296) primarily consisting of the net loss of A$22,081,944 (2009: A$16,448,549), increase in accounts receivable of A$2,357,524 (2009: A$9,274); increase in prepayments and deposits of A$205,357 (2009: A$598,868); and a decrease in inventories of A$52,089 (2009: increase A$18,747) offset by an decrease in accounts payable and accrued expenses of A$570,429 (2009: A$483,866) .

Net cash used in investing activities was A$5,590,949 (2009: A$6,948,022), consisting of the purchase of an additional 86,210,897 shares in NADL at a cost of A$4,005,138 (2009: A$6,961,816), increasing the Company's holding in NADL to 50.36% at June 30, 2010 and the purchase of an additional 2,990,110 shares in NCRC at a cost of A$657,961, investments in marketable securities of A$97,772 and purchase of plant and equipment including plant upgrade at Merlin of A$830,078.

Net cash provided by financing activities was A$2,307,007 being primarily net repayments under financing leases of A$157,869 (2009: A$134,032); and net proceeds from the share purchase plan for ordinary shares of NADL of A$2,607,283, less costs of A$142,407.

At June 30, 2010, the Company held US$7,960,887 in US accounts which when converted to Australian dollars results in an unrealized foreign exchange loss of A$357,396.

As at June 30, 2010, the Company had A$47,000,579 in cash.

On July 23, 2010 the Company announced the positive and robust results from the completed feasibility study for Legend's Paradise Phosphate Project conducted by Wengfu Group Ltd. The results of the feasibility study have confirmed that development of the project is technically and economically viable. The Project has a total capital cost of US$808.16 million (includes working capital) and a capital payback period of 5 years. Wengfu will finalize their proposed level of equity involvement and facilitation of financing after completion of the Feasibility Expansion Study due by the end of the third fiscal quarter of, 2010. Legend has also been approached by a number of other international fertilizer industry corporations to discuss equity investment and financing assistance for development of the project. These discussions will be progressed aggressively over the next few months to ensure that project planning and execution remains on schedule.

We plan to continue our exploration and pre-development program throughout 2010 and anticipate spending A$8.5 million on exploration and pre-development and A$7.1 million on administrative costs.

The Company is considered to be an exploration stage company, with no significant revenue, and is dependent upon the raising of capital through placement of its common stock, preferred stock or debentures to fund its operations. In the event the Company is unsuccessful in raising such additional capital, it may not be able to continue active operations.

Cautionary Safe Harbor Statement under the United States Private Securities Litigation Reform Act of 1995.

Certain information contained in this Form 10-Q's forward looking information within the meaning of the Private Securities Litigation Act of 1995 (the "Act") which became law in December 1995. In order to obtain the benefits of the "safe harbor" provisions of the act for any such forwarding looking statements, the Company wishes to caution investors and prospective investors about significant factors which among others have affected the Company's actual results and are in the future likely to affect the Company's actual results and cause them to differ materially from those expressed in any such forward looking statements. This Form 10-Q report contains forward looking statements relating to future financial results. Actual results may differ as a result of factors over which the Company has no control including, without limitation:

- The risk factors set forth in Item 1A of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009,
- The possibility that the phosphates we find are not commercially economical to mine,
- The possibility that we do not find diamonds or other minerals or that the diamonds or other minerals we find are not commercially economical to mine,
- The risks and hazards inherent in the mining business (including environmental hazards, industrial accidents, weather or geologically related conditions),
- Changes in the market price of phosphate, base metals and diamonds,
- The uncertainties inherent in our production, exploratory and developmental activities, including risks relating to permitting and regulatory delays,
- The uncertainties inherent in the estimation of ore reserves,
- The effects of environmental and other governmental regulations, and
- Uncertainty as to whether financing will be available to enable further exploration and mining operations.

Investors are cautioned not to put undue reliance on forward-looking statements. We disclaim any intent or obligation to update publicly these forward-looking statements, whether as a result of new information, future events or otherwise.

Additional information which could affect the Company's financial results is included in the Company's Form 10-K on file with the Securities and Exchange Commission.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

At June 30, 2010, the Company had no outstanding loan facilities. At June 30, 2010, assuming no change in the cash at bank, a 10% change in the A$ versus US$ exchange rate would have an A$0.97 million effect on the Company's cash position.

Item 4. Controls and Procedures.

(a) Evaluation of disclosure controls and procedures.

Our principal executive officer and our principal financial officer evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 as amended) as of the end of the period covered by this report. Based on that evaluation, such principal executive officer and principal financial officer concluded that, the Company's disclosure control and procedures were effective as of the end of the period covered by this report at the reasonable level of assurance.

(b) Change in Internal Control over Financial Reporting.

No change in our internal control over financial reporting occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect our internal control over financial reporting.

(c) We believe that a controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. Therefore, a control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Our disclosure controls and procedures are designed to provide such reasonable assurances of achieving our desired control objectives, and our principal executive officer and principal financial officer have concluded, as of June 30, 2010, that our disclosure controls and procedures were effective in achieving that level of reasonable assurance.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

In January 2010, two stockholders ("the plaintiffs"- being an individual and his private company) commenced an action in Supreme Court, New York County against the Company, Renika Pty Ltd. and Joseph Gutnick (collectively "the defendants") on account of the alleged failure of the defendants to issue warrants to the plaintiffs in connection with the purchase of shares of common stock from the Company and from Renika Pty Ltd. in 2006 and 2007. The Company, Renika Pty Ltd. and Joseph Gutnick vigorously defended the claim and moved to dismiss the complaint as a matter of law. During the June 2010 quarter, the plaintiffs withdrew the claim.

The Company has received a claim for compensation in consideration of introducing the Company to a third party. The Company's attorneys responded denying any agreement or understanding. The Company does not believe the claim has any merit and will defend the claim vigorously if necessary.

Other than these matters, there are no pending legal proceedings to which the Company is a party, or to which any of its property is the subject, which the Company considers material.

Item 1A Risk Factors

An investment in the Company involves a high degree of risk.

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009 which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing the Company. Other unknown or unpredictable factors could also have material adverse effects on future results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

During the three month endend June 30, 2010, the Company issued an aggregate of 66,282 shares of common stock pursuant to the cashless exercise of outstanding options in reliance on the exemption from registration under Section 3(a)(9) of the Securities Act of 1933, as amended.

Item 3. Defaults Upon Senior Securities.

Not Applicable

Item 4. Removed and Reserved.

Not Applicable

Item 5. Other Information.

Not Applicable

Item 6. Exhibits.

Exhibit No.	Description
31.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by Joseph Isaac Gutnick (6)
31.2	Certification of Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by Peter James Lee (6)
32.1	Certification of Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Joseph Isaac Gutnick (6)
32.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Peter James Lee (6)

FORM 10-Q

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorised.

LEGEND INTERNATIONAL HOLDINGS, INC.

(Registrant)

By: ……………………………………

Peter J Lee

Chief Financial Officer and Secretary

Dated: August 9, 2010

EXHIBIT INDEX

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Exhibit 31.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Joseph Isaac Gutnick, Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Legend International Holdings, Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13(a)-15(e) and 15(d)-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) and have:

    a) designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

    b) designed such internal controls over financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted principles;

    c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

    d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

    a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2010

J.I. Gutnick

Name: Joseph I. Gutnick
Title: Chairman of the Board, President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Peter James Lee, Chief Financial Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Legend International Holdings, Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13(a)-15(e) and 15(d)-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) and have:

    a) designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

    b) designed such internal controls over financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted principles;

    c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

    d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

    a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2010

Name: Peter Lee
Title: Secretary and
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Legend International Holdings, Inc. (the "Company") for the quarter ended June 30, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "report"), the undersigned, Joseph Isaac Gutnick, Chief Executive Officer of the Company, certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

(1) The report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 9, 2010

J.I. Gutnick

Joseph Isaac Gutnick
Chairman of the Board, President and
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Legend International Holdings, Inc. (the "Company") for the quarter ended June 30, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "report"), the undersigned, Peter James Lee, Chief Financial Officer of the Company, certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

(1) The report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 9, 2010

Peter James Lee
Secretary and
Chief Financial Officer
(Principal Financial Officer)