UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 2O549

FORM 10-QSB

(Mark one)

[x] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2006 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	233067904
(State or other jurisdiction of incorporation or organisation)	(IRS Employer Identification No.)

Level 8, 580 St. Kilda Road, Melbourne, Victoria, 3004 Australia
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code 011 (613) 8532 2866

Indicate by check mark whether the Registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 X No____________

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 126.2 of the Exchange Act).
Yes___________ No____X_____

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. There were 53,325,442 outstanding shares of Common Stock as of November 10, 2006.

Transitional Small Business Disclosure Format (Check one) Yes ____ No x

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Item 1. FINANCIAL STATEMENTS

Introduction to Interim Financial Statements.

The interim financial statements included herein have been prepared by Legend International Holdings, Inc. ("Legend International" 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 generally accepted accounting principles 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 financial statements should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2005.

In the opinion of management, all adjustments, consisting of normal recurring adjustments and consolidating entries, necessary to present fairly the financial position of the Company and subsidiaries as of September 30, 2006, the results of its operations for the three month and nine month periods ended September 30, 2006 and September 30, 2005, and the changes in its cash flows for the nine month periods ended September 30, 2006 and September 30, 2005, 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 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

Prior to July 31, 2006, the Company's functional currency was the US dollar. However, as a result of the purchase of diamond mining tenements in Northern Australia in July 2006, the Company's 2006 revenue and expenses will be primarily denominated in Australian dollars (A$). Statement of Financial Accounting Standards (''SFAS'') No. 52, *Foreign Currency Translation*, states that the functional currency of an entity is the currency of the primary economic environment in which the entity operates. Accordingly the Company determined that from August 1,2006 the functional currency of the Company is the Australian dollar. Assets, liabilities and equity were translated at the rate of exchange at July 31, 2006. Revenue and expenses were translated at actual rates. Translation gains and losses were included as part of accumulated other comprehensive gain.

Restatement of comparative numbers was made for the change in functional and reporting currency. The change was adopted prospectively beginning July 31, 2006 in accordance with SFAS No. 52.

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

LEGEND INTERNATIONAL HOLDINGS, INC.
(An Exploration Stage Company)
Balance Sheet
September 30, 2006
(Unaudited)

	A$
ASSETS	
Current Assets:	
Cash	1,763
Receivables	131,412
Prepayments	18,198
Total Current Assets	151,373
Total Assets	151,373
LIABILITIES	
Current Liabilities:	
Accounts Payable and Accrued Expenses	848,526
Short-Term Advance Affiliate	633,934
Total Current Liabilities	1,482,460
Non Current Liabilities:	
Long-Term Advance Affiliates	248,753
Total Non Current Liabilities:	248,753
Total Liabilities	1,731,213
STOCKHOLDERS' EQUITY (DEFICIT)	
Preferred Stock US$.001 par value, 20,000,000 shares authorized no shares issued and outstanding	-
Common Stock US$.001 par value, 100,000,000 shares authorized 52,325,442 issued and outstanding	68,230
Additional Paid-in-Capital	2,154,423
Other Comprehensive Gain	38,490
Retained Deficit During Exploration period	(3,840,983)
Total Stockholders' Equity (Deficit)	(1,579,840)
Total Liabilities and Stockholders' Equity (Deficit)	151,373

The accompanying notes are an integral part of these consolidated financial statements.

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

	For the three months ended September 30		For the nine months ended September 30		January 5, 2001 (Inception) to September 30, 2006
	2006 A$	2005 A$	2006 A$	2005 A$	A$
Revenues:					
Sales	-	-	-	-	6,353
less Cost of Sales	-	-	-	-	(1,362)
Gross Profit	-	-	-	-	4,991
Other Income					
Interest Income	-	-	-	-	1,945
	-	-	-	-	6,936
Costs and Expenses:					
Exploration Expenditure	2,853,528	-	2,853,528	-	2,853,528
Legal, accounting & professional	32,760	4,991	51,281	15,793	97,327
Stock Based compensation	-	-	-	-	655,851
Interest expense, net	7,990	885	12,435	1,504	20,999
Administration expenses	75,127	10,045	110,484	31,423	188,099
Total Expenses	2,969,405	15,921	3,027,728	48,720	3,815,804
(Loss) from operations	(2,969,405)	(15,921)	(3,027,728)	(48,720)	(3,808,868)
Foreign currency exchange gain/(loss)	(32,115)	-	(32,115)	-	(32,115)
(Loss) before income taxes	(3,001,520)	(15,921)	(3,059,843)	(48,720)	(3,840,983)
Provision for Income Tax	-	-	-	-	-
Net Income (Loss)	(3,001,520)	(15,921)	(3,059,843)	(48,720)	(3,840,983)
Basic and Diluted (Loss) Per Common Equivalent Shares	A$(0.07)	A$(0.00)	A$(0.12)	A$(0.00)	A$(0.37)
Weighted Average Number of Common Equivalent Shares Outstanding	43,327,472	11,959,734	26,580,184	10,974,687	10,287,537

The accompanying notes are an integral part of these consolidated financial statement

LEGEND INTERNATIONAL HOLDINGS, INC.
(An Exploration Stage Company)
Statements of Stockholders' Equity (Deficit)
for the period ended September 30, 2006

	Common Stock			Retained		
	Shares	Par Value A$	Additional Paid-In Capital A$	(Deficit) During the Exploration Period A$	Other Comprehensive Gain A$	Stockholders' Equity (Deficit) A$
Balance, January 5, 2001	-	-	-	-	-	-
Shares issued to founder for organisation cost and services at US$0.05 per shares	1,910,000	2,489	121,957	-	-	124,446
Shares Issued for services rendered at US$0.05 per share	65,000	85	4,150	-	-	4,235
Shares Issued for Cash	274,000	357	17,495	-	-	17,852
Net Loss	-	-	-	(131,420)	-	(131,420)
Balance, December 31, 2001	2,249,000	2,931	143,603	(131,420)	-	15,113
Shares Issued for Cash	100,000	130	6,385	-	-	6,516
Shares Issued for Officer's Compensation	5,000,000	6,516	156,372	-	-	162,888
Net Loss	-	-	-	(182,635)	-	(182,635)
Balance, December 31, 2002	7,349,000	9,576	306,360	(314,055)	-	1,882
Shares Issued for services rendered at US$0.05 per share	2,234,000	2,911	142,645	-	-	145,556
Net Loss	-	-	-	(156,966)	-	(156,966)
Balance, December 31, 2003	9,583,000	12,488	449,006	(471,022)	-	(9,528)
Shares Issued for services rendered at US$0.05 per share	891,000	1,161	56,892	-	-	58,053
Options Issued for services	-	-	160,672	-	-	160,672
Loan forgiveness-former major shareholder	-	-	12,144	-	-	12,144
Net Loss	-	-	-	(234,610)	-	(234,610)
Balance, December 31, 2004	10,474,000	13,649	678,714	(705,632)	-	(13,269)
Shares issued on cashless exercise of options	7,593,750	9,896	(9,896)	-	-	-
Net Loss	-	-	-	(75,508)	-	(75,508)
Balance, December 31, 2005	18,067,750	23,544	668,818	(781,140)	-	(88,778)
Share issued on cashless exercise of options	31,880,035	41,543	(41,543)	-	-	-
Shares issued for cash	2,377,657	3,143	1,527,148	-		1,530,291
Net unrealized gain on foreign exchange translation	-	-	-	-	38,490	38,490
Net Loss	-	-	-	(3,059,843)		(3,059,843)
Balance, September 30, 2006	52,325,442	$68,230	$2,154,423	$(3,840,983)	$38,490	$1,579,840)

The accompanying notes are an integral part of these consolidated financial statements

LEGEND INTERNATIONAL HOLDINGS, INC.
(An Exploration Stage Company)
Statements of Cash Flows
(Unaudited)

	For the nine months Ended September 30 2006 A$	2005 A$	January 5, 2001 (Inception) to September 30, 2006 A$
CASH FLOWS FROM OPERATING ACTIVITIES			
Net (Loss)	(3,059,843)	(48,720)	(3,840,983)
Adjustments to reconcile net (loss) to net cash provided (used) by operating activities:			
Foreign exchange	32,115	-	30,772
Shares and Options Issued for Stock Based Compensation	-	-	655,851
Accrued interest added to principal	12,435	-	14,917
Net Change in:			
Receivables	(131,412)	-	(131,412)
Prepayments	(18,198)	-	(18,198)
Accounts Payable and Accrued Expenses	759,573	2,889	793,532
Accounts Payable - Affiliates	633,934	-	633,934
Net Cash (Used) by Operating Activities	(1,771,396)	(45,831)	(1,861,587)
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of Convertible Debenture	-	-	(130,310)
Repayment of Shareholder Advance	-	-	(641)
Proceeds from Convertible Debenture Payable	-	-	130,310
Shareholder Advance	-	-	6,621
Proceeds from Issuance of Stock (net)	1,530,291	-	1,554,659
Net Borrowing from Affiliates	241,577	45,831	302,711
Net Cash Provided by Financing Activities	1,771,868	45,831	1,863,350
Net Increase in Cash	472	-	1,763
Cash at Beginning of Period	1,291	-	-
Cash at End of Period	1,763	-	1,763
Supplemental Disclosures:			
Cash Paid for interest	-	-	-
Cash Paid for income taxes	-	-	-
Stock and Options Issued for Services	-	-	-
Accrued interest and stockholder		-	655,851
Advances charged to paid in capital	-	-	12,144

The accompanying notes are an integral part of these consolidated financial statements

1. ORGANISATION AND BUSINESS

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

The Company has never generated any significant revenues from operations and is still considered a development stage company. The Company was initially formed to engage in the business of selling compatible inkjet cartridges and refill kits on the Internet for the consumer printer market. In March 2003, management of the Company decided to engage in the business of building and acquiring controlling or other interests in one or more companies engaged in the contract sales and distribution of specialty medical products, and raise additional capital for this purpose. Neither business was successful and operations of both were eventually discontinued. During fiscal 2004, management of the Company developed a plan of operations to acquire income-producing real property. The Company did not acquire any properties pursuant to such plan.

Following a change of management in November 2004, the Company developed a new plan of operations for fiscal 2006, which is to engage in mineral exploration and development activities. The Company's current business plan calls for the identification of mineral properties, in South America and other parts of the world, where it can obtain secure title to exploration, development and mining interests. The Company's preference is to identify large gold deposits with low operating costs. The Company is prepared to consider the exploration, development and mining of profitable base metal interests. At the beginning of 2006, the Company expanded its areas of interest to include diamond exploration activities and in July 2006, the Company completed the acquisition of certain diamond mining tenements in Northern Australia.

The Company's 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, the Company has incurred net losses since its inception and has experienced liquidity problems that raises substantial doubt about its ability to continue as a going concern. The stockholders/officers and or directors have committed to advancing operating costs of the Company to insure that the Company has enough operating capital over the next twelve months.

Exploration Stage Enterprise

The Company is a exploration stage enterprise. The Company is devoting all of its present efforts in securing and establishing a new business, and its planned principal operations have not commenced, and, accordingly, no revenue has been derived during the organizational period.

2. CHANGES TO ACCOUNTING POLICIES

(a) Exploration Expenditure

Exploration expenditure consisting of acquisition cost and related expenditure, prospecting and exploration costs are written off into operations as incurred.

(b) Functional and Reporting Currency

Prior to July 31, 2006, the Company's functional currency was the US dollar. However, as a result of the purchase of diamond mining tenements in Northern Australia in July 2006, the Company's 2006 revenue and expenses will be primarily denominated in Australian dollars (A$). Statement of Financial Accounting Standards (''SFAS'') No. 52, *Foreign Currency Translation*, states that the functional currency of an entity is the currency of the primary economic environment in which the entity operates. Accordingly the Company determined that from August 1,2006 the functional currency of the Company is the Australian

2. CHANGES TO ACCOUNTING POLICIES

(b) Functional and Reporting Currency (Cont'd)

dollar. Assets, liabilities and equity were translated at the rate of exchange at July 31, 2006. Revenue and expenses were translated at actual rates. Translation gains and losses were included as part of accumulated other comprehensive gain.

(c) Employee Stock Options

For the issuance of options, the Company follows the fair value provisions of Financial Accounting Standards No. 123 "Accounting fo4r Stock Based Compensation". SFAS 123 requires the Company to measure the cost of employee services received in exchange for an award of equity instruments based on grant date fair value. The cost will be recognised over the period during which an employee is required to provide service in exchange for the award – usually the vesting period. In the case where there is no required service period, the fair value of the equity instruments is expensed immediately.

3. COMMON STOCK

In January 2001, 1,910,000 common shares were issued to the Company's founder for organization costs valued at A$124,446, and 65,000 common shares were issued to a related party in exchange for consulting fee valued at A$4,235.

In March 2002, 5,000,000 common shares were issued to the Company's founder in exchange for present and future services valued at A$162,888.

In April 2002, the Company closed its offering under its registration statement filed with the United States Securities and Exchange Commission to sell up to 2,000,000 shares of its common stock at US$0.05 per share, which became effective on April 11, 2001. The Company sold 374,000 shares (274,000 shares in 2001 and a further 100,000 shares in 2002) of its common stock under the offering.

In 2003, a total of 2,234,000 common shares were issued to the Company's sole officer and director for services valued at A$145,556 or A$.065 (US$.05) per share.

In 2004, a total of 891,000 common shares were issued to the Company's former sole officer and director for services valued at A$58,053 or A$0.65 (US$0.05) per share.

In December 2004, the Company issued to Renika Pty Limited ("Renika"), a company associated with Mr J I Gutnick, 9,000,000 options to be converted into 9,000,000 shares of common stock, at an exercise price of US$0.05 and a latest exercise date of December 2009 for services to be rendered to the Company. The Company undertook a Black Scholes valuation of these options using a A$0.065 (US$0.05) exercise price, A$0.065 (US$0.05) market price, 5 year life, risk free interest rate of 5.155% and a volatility of 16.7%. The 9,000,000 options were valued at A$160,672 or A$0.0178 each.

The stock options were issued for services rendered, to be rendered and for agreeing to provide financial assistance to the Company (not the actual provision of financial assistance). The issue of the stock options was not contingent upon any further services or events. The stock options are not forfeitable if the services or financial assistance are not provided. Accordingly, the value of the stock options was expensed immediately during 2004. In September 2005, Renika exercised the 9,000,000 options using the cashless exercise feature and were issued 7,593,750 shares of common stock.

Effective as of December 12, 2005, the Board of Directors of Company approved the distribution to all stockholders for no consideration of an aggregate of 36,135,500 non-transferable options, each of which

3. COMMON STOCK (CONTINUED)

is exercisable to purchase one share of common stock of the Company at an exercise price of US$0.25 per share with a latest exercise date of December 31, 2012. The options were issued on a pro-rata basis to all stockholders of record on December 31, 2005 on the basis of two (2) options for every one (1) share of common stock owned by a stockholder on the record date. The options may not be exercised until the shares underlying the options are registered under federal and state securities laws.

At December 31, 2005 and June 30, 2006, the Company had outstanding 36,135,500 options, each of which is exercisable to purchase one share of common stock at US$0.25 per share. The options cannot be exercised until the Company registers the shares of common stock to be issued upon exercise of the options in accordance with the Securities Act of 1933, as amended and any applicable state securities laws. The only exception is in the case of a cashless exercise.

Effective July 21, 2006, Legend issued 31,880,035 shares of common stock to Renika Pty Ltd ("Renika"), a company associated with Mr. J I Gutnick, President of Legend, following the cashless exercise of 34,778,220 options. The shares of common stock issued are restricted shares.

Effective September 19, 2006, Legend issued 2,377,657 shares of common stock at a placement price of US$0.50 per share raising A$1,530,291 (US$1,188,828). The securities were issued pursuant to a private placement and are issued in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended ("The Act") under Section 4(2) of the Act.

Effective October 9, 2006, Legend issued a further 1,000,000 shares of common stock at a placement price of US$0.50 per share raising A$670,413 (US$500,000). The securities were issued pursuant to a private placement and are issued in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended ("The Act") under Section 4(2) of the Act.

Legend has received applications for a further 1,622,343 shares of common stock at a placement price of US$0.50 per share raising an estimated A$1,053,000 (US$811,172), payable of deferred terms. The securities will be issued pursuant to a private placement and will be issued in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended ("The Act") under Section 4(2) of the Act.

4. SHORT-TERM ADVANCE – AFFILIATE

	A$ 2006
Advance provided by Astro Diamond Mines N.L. No interest accrued	452,915
Loan from Wilzed Pty Ltd, a corporation affiliated with the President of the Company. Interest accrued at 9.35% to 9.85% per annum being the "Reference Rate" of the ANZ Banking Group Ltd..	179,716
Advance provided by the President of the Company. No interest accrued.	1,303
	454,218

4. SHORT-TERM ADVANCE – AFFILIATE (Cont'd)

The advance provided by Astro Diamond Mines NL represents the amount owing to Astro for costs incurred on the mining tenements since February 1, 2006. At settlement, Legend was also required to pay to Astro any costs incurred on the tenements after February 1, 2006. Astro had not completed the calculation of the costs incurred on the tenements after February 1, 2006 at settlement and the Company awaits this calculation in order to pay this amount to Astro. At September 30, 2006 Astro has advised that an estimate of this amount is A$452,915 and this has been treated as an advance from Astro.

5. LONG-TERM ADVANCE – AFFILIATE

	A$ 2006
Loan from AXIS Consultants, a corporation affiliated with the President of the Company. Interest accrued at the rate of 9.35% to 9.85% per annum being the "Reference Rate" of the ANZ Banking Group Ltd.	248,753

The above affiliate has agreed not to call up the loans prior to December 31,2007

6. AFFILIATE TRANSACTIONS

The Company issued unregistered common stock to its former President between 2001 and 2004, in exchange for services as President, Secretary and Treasurer, and to non management consultants in exchange for their services which was based on the Company's expected initial offering price of A$0.65 (US$0.05) per share, has been reflected as organization costs, consulting services and web site development cost in the accompanying statements of operations. These shares were issued under Section 4(2) of the Securities Act of 1933, as amended, and are subject to the resale provisions of Rule 144 and may not be sold or transferred without registration except in accordance with Rule 144. Certificates representing the securities bear such a legend.

As of December 31, 2003, the Company owed the former sole officer, director and majority shareholder an outstanding balance of A$6,621 for expenses incurred on its behalf. The advance was non-interest bearing and no interest had been accrued. During 2004, a former officer, director and majority shareholder incurred expenses on behalf of the Company amounting to A$1,611. At November 2004, the amount owed to the former officer, director and majority shareholder amounted to A$8,232. The Company paid A$2,170 and the former officer, director and majority shareholder forgave the balance of A$6,062.

This amount, along with A$6,082 of accrued and unpaid interest on the convertible note at January 1, 2004 was forgiven and had been reflected as a credit to additional paid in capital during 2004.

The Company is one of five affiliated companies of which three are Australian public companies listed on Australian Stock Exchange. Each of the companies have some common Directors, officers and shareholders. In addition, each of the companies is substantially dependent upon AXIS for its senior management and certain mining and exploration staff. A number of arrangements and transactions have been entered into from time to time between such companies. It has been the intention of the affiliated companies and respective Boards of Directors that each of such arrangements or transactions should accommodate the respective interest of the relevant affiliated companies in a manner which is fair to all parties and equitable to the shareholders of each. Currently, there are no material arrangements or planned transactions between the Company and any of the other affiliated companies other than AXIS.

6. AFFILIATE TRANSACTIONS (Cont'd)

AXIS is paid by each company for the costs incurred by it in carrying out the administration function for each such company. Pursuant to the Service Agreement, AXIS performs such functions as payroll, maintaining employee records required by law and by usual accounting procedures, providing insurance, legal, human resources, company secretarial, land management, certain exploration and mining support, financial, accounting advice and services. AXIS procures items of equipment necessary in the conduct of the business of the Company. AXIS also provides for the Company various services, including but not limited to the making available of office supplies, office facilities and any other services as may be required from time to time by the Company as and when requested by the Company.

The Company is required to reimburse AXIS for any direct costs incurred by AXIS for the Company. In addition, the Company is required to pay a proportion of AXIS's overhead cost based on AXIS's management estimate of our utilisation of the facilities and activities of AXIS plus a service fee of not more than 15% of the direct and overhead costs. AXIS has not charged the 15% service fee to the Company. Amounts invoiced by AXIS are required to be paid by the Company. The Company is also not permitted to obtain from sources other than AXIS, and the Company is not permitted to perform or provide itself, the services contemplated by the Service Agreement, unless the Company first requests AXIS to provide the service and AXIS fails to provide the service within one month.

The Service Agreement may be terminated by AXIS or the Company upon 60 days prior notice. If the Service Agreement is terminated by AXIS, the Company would be required to independently provide, or to seek an alternative source of providing, the services currently provided by AXIS. There can be no assurance that the Company could independently provide or find a third party to provide these services on a cost-effective basis or that any transition from receiving services under the Service Agreement will not have a material adverse effect on us. The Company's inability to provide such services or to find a third party to provide such services may have a material adverse effect on our operations.

In accordance with the Service Agreement AXIS provides the Company with the services of the Company's Chief Executive Officer, Chief Financial Officer and clerical employees, as well as office facilities, equipment, administrative and clerical services. The Company pays AXIS for the actual costs of such facilities plus a maximum service fee of 15%.

In December 2004, the Company entered into an agreement with AXIS to provide geological, management and administration services to the Company. AXIS is affiliated through common management. During the nine months ended September 30, 2006, AXIS provided these services and charged the Company A$113,476 for direct costs and A$66,300 for indirect costs incurred on behalf of the Company and charged interest of A$6,566 on the outstanding balance. The amount owed to AXIS at September 30, 2006 amounted to A$248,753.

In December 2004, the Company issued Renika, a company associated with Mr J I Gutnick, 9,000,000 options to be converted into 9,000,000 shares of common stock, at an exercise price of 5 cents and a latest exercise date of December 2009 for services to be rendered to the Company. The Company undertook a Black and Scholes valuation of these options using a US$0.05 cent exercise price, US$0.05 cent market price, 5 year life, risk free interest rate of 5.155% and a volatility of 16.7%. This valued the 9,000,000 options at A$160,672 (US$123,000) or A$0.0178 (US$0.0137) cents each. In September 2005, Renika exercised the 9,000,000 options using the cashless exercise feature and were issued with 7,593,750 shares of common stock.

During the nine months ended September 30, 2006, Wilzed Pty Ltd ("Wilzed"), a company associated with the President and CEO of the Company, Joseph Gutnick, loaned the Company A$169,251 and charged interest of A$2, 922 on the outstanding balance. At September 30, 2006, the Company owed Wilzed A$179,716.

6. AFFILIATE TRANSACTIONS (Cont'd)

During the nine months ended September 30, 2006, the President and CEO of the Company, Joseph Gutnick advanced the Company $1,000 to enable the Company to open a bank account.

7. RECENT ACCOUNTING PRONOUNCEMENTS

In December 2004, the FASB issued a revised Statement 123 ("SFAS 123R"), "Accounting for Stock-Based Compensation" requiring public entities to measure the cost of employee services received in exchange for an award of equity instruments based on grant date fair value. The cost will be recognized over the period during which an employee is required to provide service in exchange for the award – usually the vesting period. The effective date for this statement is as of the first interim period that begins after December 15, 2005 for small business filers. The adoption of this standard will require the Company to record equity instruments at fair value and accordingly could have a material impact on our financial statements depending on the nature and terms of the equity instruments.

Other than the options issued to all shareholders as discussed in footnote 2 to the Financial Statements, at December 31, 2005 and as disclosed in footnote 9, there were no unvested options outstanding and no options were issued during 2006.

8. ACQUISITION OF DIAMOND MINING TENEMENTS

Effective as of March 3, 2006, Legend International Holdings, Inc, a Delaware corporation (the "Company") entered into a Contract for the Sale of Mining Tenements ("Contract") with Astro Diamond Mines N.L. ("Astro") an Australian company pursuant to which the Company shall acquire certain diamond mining tenements in Northern Australia from Astro, subject to the terms and conditions discussed below. The Contract was conditional on the approval of shareholders of Astro approving the sale of the tenements to Legend and this approval was given by Astro shareholders on April 21, 2006. The consideration payable by Legend to Astro was A$1.5 million and was paid on July 21, 2006 after the approval of Astro shareholders. At settlement, Legend was also required to pay to Astro any costs incurred on the tenements after February 1, 2006. Astro had not completed the calculation of the costs incurred on the tenements after February 1, 2006 at settlement and the Company awaits this calculation in order to pay this amount to Astro. At September 30, 2006 Astro has advised that an estimate of this amount is A$452,915 and this has been treated as an advance from Astro. Astro provided commercial warranties which are usual for a transaction of this nature in favour of Legend. Astro scheduled a meeting of its shareholders in April 2006 to consider and vote upon the Contract. Under Australian law, Astro was required to provide an independent experts report to shareholders for this transaction. In order to prepare the independent experts report, a mineral valuation was prepared on behalf of Astro which indicated that the preferred value for the tenements the subject of the transaction was A$1.5 million. This formed the basis of the consideration agreed by the parties.

The consideration and all related acquisition costs, costs incurred by Astro since February 1,2006 and exploration expenditure incurred by the company is shown in the Statement of Operations as Exploration Expenditure.

The President and Chief Executive Officer of the Company, Mr. J. I. Gutnick, is Chairman and Managing Director of Astro and Dr DS Tyrwhitt, an independent Director of the Company is also a Director of Astro
.

9. SUBSEQUENT EVENT

Effective September 19, 2006 Legend announced a bonus issue of shares of common stock to all shareholders on the basis of one (1) new share of common stock for every two (2) shares of common stock held at the record date. The record date has been set as November 17, 2006.

9. SUBSEQUENT EVENT (Cont'd)

Legend has also announced that it intends to seek shareholder approval to the increase in its authorized capital from 100 million shares of common stock to 200 million shares of common stock and that following such approval, it intends to undertake a further bonus issue of shares of common stock to all shareholders on the basis of one (1) new share of common stock for every two (2) shares of common stock.

Effective October 9, 2006 Legend issued 1,000,000 shares of common stock at a placement price of US$0.50 per share raising A$670,413 (US$500,000).

10. ISSUE OF OPTIONS UNDER STOCK OPTION PLAN

Effective September 19, 2006, the Company issued 3.3 million options over shares of common stock to Directors, Executives and Consultants under the 2006 Equity Incentive Plan that has been adopted by the Directors of the Company. The options will vest as follows: 1/3 after 12 months, 1/3 after 24 months and the balance of 1/3 after 36 months. The exercise price of the options is US$2.25 for the President and Chief Executive Officer; and for all other participants, US$1.00 for 50% of the options and US$2.25 for the balance of 50% of the options.

The Company has accounted for all options issued based upon their fair market value using the Binomial pricing model.

An external consultant has calculated the fair value of the 3,300,000 options using the Binomial valuation method using the following inputs

Grant date	Sept 19, 2006	Sept 19, 2006	Sept 19, 2006	Sept 19, 2006	Sept 19, 2006	Sept 19, 2006
Grant date share price	US$0.50	US$0.50	US$0.50	US$0.50	US$0.50	US$0.50
Vesting date	Sept 19, 2007	Sept 19, 2007	Sept 19, 2008	Sept 19, 2008	Sept 19, 2009	Sept 19, 2009
Ezpected life in years	5.50	5.50	6.00	6.00	6.50	6.50
Risk-free rate	4.69%	4.69%	4.69%	4.69%	4.69%	4.69%
Volatility	60%	60%	60%	60%	60%	60%
Exercise price	US$1.00	US$2.25	US$1.00	US$2.25	US$1.00	US$2.25
Call option value	US$0.206	US$0.116	US$0.220	US$0.130	US$0.233	US$0.144

For the three months ended September 30, 2006, the amortization amounted to A$5,170 and was not bought to account in the Income Statement as it was not material.

The Company adopted revised SFAS No.123, *Share-Based payment*, which addresses the accounting for share-based payment transactions in which a company receives employee services in exchange for (a) equity instruments of that company or (b) liabilities that are based on the fair value of the company's equity instruments or that may be settled by the issuance of such equity instruments.

10. ISSUE OF OPTIONS UNDER STOCK OPTION PLAN (Cont'd)

A summary of the options outstanding and exercisable at September 30, 2006 are as follows:

	Outstanding	**Exercisable**
Number of options	1,470,006	nil
Exercise price	US$2.25	
Expiration date	Sept 19, 2016	

	Outstanding	**Exercisable**
Number of options	1,829,994	nil
Exercise price	US$1.00	
Expiration date	Sept 19, 2016	

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

FUND COSTS CONVERSION

The consolidated statements of operations and other financial and operating data contained elsewhere here in and the consolidated 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:

Balances converted at July 31, 2006 A$1.00 = US$.7674
9 months ended September 30, 2006 A$1.00 = US$.7468

Prior to July 31, 2006, the Company's functional currency was the US dollar. However, as a result of the purchase of diamond mining tenements in Northern Australia in July 2006, the Company's 2006 revenue and expenses will be primarily denominated in Australian dollars (A$). Statement of Financial Accounting Standards (''SFAS'') No. 52, *Foreign Currency Translation*, states that the functional currency of an entity is the currency of the primary economic environment in which the entity operates. Accordingly the Company determined that from August 1,2006 the functional currency of the Company is the Australian dollar. Assets, liabilities and equity were translated at the rate of exchange at July 31, 2006. Revenue and expenses were translated at actual rates. Translation gains and losses were included as part of accumulated other comprehensive gain. Restatement of comparative numbers was made for the change in functional and reporting currency. The change was adopted prospectively beginning July 31, 2006 in accordance with SFAS No. 52.

RESULTS OF OPERATION

Three Months Ended September 30, 2006 vs. Three Months Ended September 30, 2005.

Costs and expenses increased from A$15,921 in the three months ended September 30, 2005 to A$2,969,405 in the three months ended September 30, 2006. The increase in expenses is a net result of:

a) exploration expenditure written off for the three months ended September 30, 2006 of A$2,853,528 included the A$1,500,000 being the acquisition cost of the mineral tenements, A$81,000 in stamp duty paid and A$452,915 of exploration expenditure incurred by Astro from February 1, 2006 to the date of settlement and A$819,000 of exploration expenditure incurred since acquisition by the Company. The Company commenced a drilling program on the tenement interests in the Northern Territory of Australia as soon as settlement of the acquisition of the tenements was completed. The exploration costs included drilling, salaries for contract field staff, travel costs, accommodation, meals and tenement holding costs. There was no comparable exploration in the three months ended September 30, 2005.

b) an increase in legal, accounting and professional expense from A$4,991 for the three months ended September 30, 2005 to A$32,760 for the three months ended September 30, 2006 as a result of the increase in legal fees in relation to regulatory filings, lodging of annual taxation returns and acquisition of diamond mining tenements.

c) an increase in administrative costs including salaries from A$10,045 in the three months ended September 30, 2005 to A$75,127 in the three months ended September 30, 2006 as a result of an increase in direct costs, including salaries and indirect costs, charged to the Company by AXIS Consultants. The increase related to costs of negotiating the agreement with Astro, the increase in activity by the Company as a consequence of the acquisition of mining tenements and preparation of regulatory filings.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION (Cont'd)

Three Months Ended September 30, 2006 vs. Three Months Ended September 30, 2005. (Cont'd)

d) an increase in interest expense from A$885 for the three months ended September 30, 2005 to A$7,990 for the three months ended September 30, 2006 due to the increase in interest bearing debt of the Company. AXIS charged interest of A$3,066, Wilzed charged interest of A$1,977 on outstanding balances and A$2,974 general interest was charged on outstanding amount payable liability.

As a result of the foregoing, the loss from operations increased from A$15,921 for the three months ended September 30, 2005 to A$2,969,405 for the three months ended September 30, 2006. The net loss was A$15,921 for the three months ended September 30, 2005 compared to a net loss of A$3,001,520 for the three months ended September 30, 2006.

Nine Months Ended September 30, 2006 vs. Nine Months Ended September 30, 2005.

Costs and expenses increased from A$48,720 in the nine months ended September 30, 2005 to A$3,027,728 in the nine months ended September 30, 2006. The increase in expenses is a net result of:

a) exploration expenditure written off for the nine months ended September 30, 2006 of A$2,853,528 included the A$1,500,000 being the acquisition cost of the mineral tenements, A$81,000 in stamp duty paid and A$452,915 of exploration expenditure incurred by Astro from February 1, 2006 to the date of settlement and A$819,000 of exploration expenditure incurred since acquisition by the Company. The Company commenced a drilling program on the tenement interests in the Northern Territory of Australia as soon as settlement of the acquisition of the tenements was completed. The exploration costs included drilling, salaries for contract field staff, travel costs, accommodation, meals and tenement holding costs. There was no comparable exploration in the nine months ended September 30, 2005.

b) an increase in legal, accounting and professional expense from A$15,793 for the nine months ended September 30, 2005 to A$51,281 for the nine months ended September 30, 2006 as a result of the increase in legal fees in relation to regulatory filings, lodging of annual taxation returns and acquisition of diamond mining tenements.

c) an increase in administrative costs including salaries from A$31,423 in the nine months ended September 30, 2005 to A$110,484 in the nine months ended September 30, 2006 as a result of an increase in direct costs, including salaries and indirect costs, charged to the Company by AXIS Consultants. The increase related to costs of negotiating the agreement with Astro the increase in activity by the company as a consequence of the acquisition of mining tenements, and the preparation of regulatory filings.

d) an increase in interest expense from $1,504 for the nine months ended September 30, 2005 to $12,435 for the nine months ended September 30, 2006 due to the increase in interest bearing debt of the Company. AXIS charged interest of A$6,566, Wilzed charged interest of A$2,922 on outstanding balances and A$2,974 general interest was charged on outstanding amount payable liability.

As a result of the foregoing, the loss from operations increased from A$48,720 for the nine months ended September 30, 2005 to A$3,027,728 for the nine months ended September 30, 2006. The net loss was A$48,720 for the nine months ended September 30, 2005 compared to a net loss of A$3,059,843 for the nine months ended September 30, 2006.

Liquidity and Capital Resources

For the nine month ending September 30, 2006, net cash used in operating activities was A$1,771,396 primarily consisting of the net loss of A$3,059,843, increase in accounts receivable and prepayments of

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION (Cont'd)

Liquidity and Capital Resources (Cont'd)

A$149,610 and partially offset by increase in accounts payable including affiliates and accrued expenses of A$1,393,507; net cash provided by financing activities was A$1,771,868 being net proceeds from share issue A$1,530,291 and long-term loans from affiliates of A$241,577.

As at September 30, 2006 the Company had A$1,763 in cash and A$149,610 in receivables and short-term obligations of A$1,302,744 comprising accounts payable including affiliates and accrued expenses.

Effective July 21, 2006, Legend announced a capital raising of 4,000,000 shares of common stock at an issue price of US$0.50 for a total of US$2,000,000. The shares issued are restricted shares. A portion of the funds from this placement was used to complete the purchase of the diamond mining tenements in Northern Australia from Astro and the balance of the funds will be used to fund the exploration on the Northern Australian diamond interests and for working capital. The securities that are being issued pursuant to the Private Placement are being issued in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended (the "Act) under Section 4(2) of the Act

Effective September 19, 2006 the Company announced the closing of a private placement of 4,000,000 shares of common stock at an issue price of US$0.50 for a total of US$2,000,000 (A$2,617,828). A portion of the funds from this placement was used to complete the purchase of the diamond mining tenements in Northern Australia from Astro and the balance used to fund exploration and for working capital. Of the A$2,617,828, A$1,530,291 had been received at September 30, 2006 and the balance of A$1,087,537 was on deferred payment terms.

Effective October 9, 2006 Legend issued 1,000,000 shares of common stock at a placement price of US$0.50 per share raising A$670,413 (US$500,000).

Effective November 10, 2006, Legend issued 1,000,000 shares of common stock at a placement price of US$0.50 per share raising A$__________ (US$500,000).

In addition to the capital raising referred to above, the Company is continuing its capital raising activities and is seeking to raise a further US$5,000,000 which will be utilized for its exploration program and working capital, of which there can be no assurance.

The Company has continued with its exploration plan to drill targets on the North Australian tenements and anticipates that the drilling will cease for calendar 2006 in December 2006 when the wet season commences which restricts access. Exploration activities will then be limited to assessment of the drilling through to the end of the wet season in approximately late March 2007 when access to field sites becomes available. At that time exploration activities in the field will re-commence.

The Company's 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, the Company has incurred net losses since its inception and has experienced liquidity problems that raise substantial doubt about its ability to continue as a going concern. Certain stockholders/officers and or directors have committed to advancing operating costs of the Company to insure that the Company has enough operating capital over the next twelve months.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION (Cont'd)

Liquidity and Capital Resources (Cont'd)

The Company is still considered to be a development stage company, with no significant revenue, and is dependent upon the raising of capital through placement of its common stock, preferred stock or debentures. 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-QSB'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-QSB 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 risks of exploration and development stage projects, political risks of development in foreign countries, risks associated with environmental and other regulatory matters, mining risks and competition and the volatility of diamond, gold and copper prices, movements in the foreign exchange rate and the availability of additional financing for the Company. Additional information which could affect the Company's financial results is included in the Company's Form 10-KSB on file with the Securities and Exchange Commission.

Item 3. CONTROLS AND PROCEDURES

The Company's Chief Executive Officer and Chief Financial Officer conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-14 as of the end of the period covered by this report. Based upon that evaluation, such officers concluded that our disclosure controls and procedures are effective to ensure that information is gathered, analyzed and disclosed on a timely basis.

Internal Control Over Financial Reporting. There have not been any changes in the Company's internal control over financial reporting during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II

OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

Not Applicable

Item 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

Not Applicable

Item 3. DEFAULTS UPON SENIOR SECURITIES

Not Applicable

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Not Applicable

Item 5. OTHER INFORMATION

Not Applicable

Item 6. EXHIBITS

(a)

Exhibit No.	Description
31.1	Certification of Chief Executive Officer required by Rule 13a-14(a)/15d-14(a) under the Exchange Act
31.2	Certification of Chief Financial Officer required by Rule 13a-14(a)/15d-14(a) under the Exchange Act
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley act of 2002
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley act of 2002

(FORM 10-QSB)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorised.

LEGEND INTERNATIONAL HOLDINGS, INC.

By:

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

By:

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

Dated November 14, 2006

EXHIBIT INDEX

Exhibit No.	Description
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Exhibit 31.1

CERTIFICATION PURSUANT TO
SECURITIES EXCHANGE ACT RULE 13A-14(a)

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

1. I have reviewed this quarterly report on Form 10-QSB of Legend International Holdings, Inc. (“Registrant”);

2. Based on my knowledge, this quarterly 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 quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly 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 13a-15(e) and 15d-15(e)) for the Registrant 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 their consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

    (b) [Paragraph omitted pursuant to SEC Release Nos. 33-8238 and 34-47986]

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

    (d) disclosed in this quarterly report any change in the Registrant’s internal control over financial reporting that occurred during the Registrant’s most recent fiscal quarter 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 the Registrant’s board of directors:

(a) all significant deficiencies and material weaknesses 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: November 14, 2006

J. I. Gutnick

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

Exhibit 31.2

CERTIFICATION PURSUANT TO
SECURITIES EXCHANGE ACT RULE 13A-14(a)

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

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

2. Based on my knowledge, this quarterly 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 quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly 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 13a-15(e) and 15d-15(e)) for the Registrant 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 their consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   (b) [Paragraph omitted pursuant to SEC Release Nos. 33-8238 and 34-47986]

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

   (c) disclosed in this annual report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter 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 the Registrant's board of directors:

(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: November 14, 2006

Name: Peter Lee
Title: Secretary and Chief 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-QSB of Legend International Holdings, Inc. (the "Company") for the nine months ended September 30, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "report"), the undersigned, Joseph 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: November 14, 2006

J. I. Gutnick

Joseph I. Gutnick
Chairman of the Board, President and
Chief 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-QSB of Legend International Holdings, Inc. (the "Company") for the nine months ended September 30, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "report"), the undersigned, Peter 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: November 14, 2006

Peter Lee
Director, Secretary and
Chief Financial Officer