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 __June 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 49,947,785 outstanding shares of Common Stock as of July 31, 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 June 30, 2006, the results of its operations for the three month and six month periods ended June 30, 2006 and June 30, 2005, and the changes in its cash flows for the six month periods ended June 30, 2006 and June 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.

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

LEGEND INTERNATIONAL HOLDINGS, INC.
(A Development Stage Company)
Balance Sheet
June 30, 2006
(Unaudited)

	US$
ASSETS	
Current Assets:	
Cash	991
Total Current Assets	991
Total Assets	991
LIABILITIES	
Current Liabilities:	
Accounts Payable and Accrued Expenses	17,901
Short-Term Advance Affiliate	1,000
Total Current Liabilities	18,901
Non Current Liabilities:	
Long-Term Advance Affiliates	92,734
Total Non Current Liabilities:	92,734
Total Liabilities	111,635
STOCKHOLDERS' EQUITY (DEFICIT)	
Preferred Stock	
$.001 par value, 20,000,000 shares authorized	
no shares issued and outstanding	
Common Stock	
$.001 par value, 100,000,000 shares authorized	
18,067,750 issued and outstanding	18,068
Additional Paid-in-Capital	513,251
Retained Deficit during the Development Period	(641,963)
Total Stockholders' Equity (Deficit)	(110,644)
Total Liabilities and Stockholders' Equity (Deficit)	991

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

LEGEND INTERNATIONAL HOLDINGS, INC.

(A Development Stage Company)
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,
	2006 US$	2005 US$	2006 US$	2005 US$	2006 US$
Revenues:					
Sales	-	-	-	-	4,875
less Cost of Sales	-	-	-	-	1,045
Gross Profit	-	-	-	-	3,830
Other Income					
Interest Income	-	-	-	-	1,493
	-	-	-	-	5,323
Costs and Expenses:					
Legal, accounting & professional	7,356	-	13,504	8,397	48,840
Stock Based compensation	-	-	-	-	503,300
Interest expense	1,966	475	3,278	475	9,850
Administration expenses	11,763	5,068	26,227	16,297	86,820
Total Expenses	21,085	5,543	43,009	25,169	648,810
(Loss) from operations	(21,085)	(5,543)	(43,009)	(25,169)	(643,487)
Foreign currency exchange gain/(loss)	(1,644)	-	493	-	1,524
(Loss) before income taxes	(22,729)	(5,543)	(42,516)	(25,169)	(641,963)
Provision for Income Tax	-	-	-	-	-
Net Income (Loss)	(22,729)	(5,543)	(42,516)	(25,169)	(641,963)
Basic and Diluted (Loss) Per Common Equivalent Shares	0.00	0.00	0.00	0.00	(0.07)
Weighted Average Number of Common Equivalent Shares Outstanding	18,067,750	10,474,000	18,067,750	10,474,000	8,787,080

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

LEGEND INTERNATIONAL HOLDINGS, INC.
(A Development Stage Company)
Statements of Stockholders' Equity (Deficit)
for the period ended June 30, 2006

	Common Stock			Retained	
	Shares	$0.001 Par Value US$	Additional Paid-In Capital US$	(Deficit) During the Development Period US$	Stockholders' Equity (Deficit) US$
Balance, January 5, 2001	-	-	-	-	-
Shares issued to founder for organisation cost and services at $0.05 per shares	1,910,000	1,910	93,590		95,500
Shares Issued for services rendered at $0.05 per share	65,000	65	3,185		3,250
Shares Issued for Cash	274,000	274	13,426		13,700
Net Loss				(100,852)	(100,852)
Balance, December 31, 2001	2,249,000	2,249	110,201	(100,852)	11,598
Shares Issued for Cash	100,000	100	4,900		5,000
Shares Issued for Officer's Compensation	5,000,000	5,000	120,000	-	125,000
Net Loss				(140,154)	(140,154)
Balance, December 31, 2002	7,349,000	7,349	235,101	(241,006)	1,444
Shares Issued for services rendered at $.05 per share	2,234,000	2,234	109,466		111,700
Net Loss				(120,456)	(120,456)
Balance, December 31, 2003	9,583,000	9,583	344,567	(361,462)	(7,312)
Shares Issued for services rendered at $0.05 per share	891,000	891	43,659	-	44,550
Options Issued for services	-	-	123,300	-	123,300
Loan forgiveness-former major shareholder	-	-	9,319		9,319
Net Loss	-	-	-	(180,040)	(180,040)
Balance, December 31, 2004	10,474,000	10,474	520,845	(541,502)	(10,183)
Shares issued on cashless exercise of options	7,593,750	7,594	(7,594)	-	-
Net Loss	-	-	-	(57,945)	(57,945)
Balance, December 31, 2005	18,067,750	18,068	513,251	(599,447)	(68,128)
Net Loss	-	-	-	(42,516)	(42,516)
Balance, June 30, 2006	18,067,750	18,068	513,251	(641,963)	(110,644)

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

LEGEND INTERNATIONAL HOLDINGS, INC.
(A Development Stage Company)
Statements of Cash Flows
(Unaudited)

	For the six months Ended June 30 2006 US$	2005 US$	January 5, 2001 (Inception) to June 30, 2006 US$
CASH FLOWS FROM OPERATING ACTIVITIES			
Net (Loss)	(42,516)	(25,169)	(641,963)
Adjustments to reconcile net loss to net cash provided (used) by operating activities:			
Foreign exchange	(493)	(254)	(1,524)
Shares and Options Issued for Stock Based Compensation	-	-	503,300
Accrued interest added to principal	3,278	-	5,183
Net Change in:			
Accounts Payable and Accrued Expenses	(2,461)	7,361	22,609
Accounts Payable - Affiliate	1,000	18,062	1,000
Net Cash (Used) in Operating Activities	(41,192)	-	(111,395)
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of Convertible Debenture	-	-	(100,000)
Repayment of Shareholder Advance	-	-	(492)
Proceeds from Convertible Debenture Payable	-	-	100,000
Shareholder Advance	-	-	5,081
Proceeds from Issuance of Stock	-	-	18,700
Net Borrowing from Affiliates	42,183	-	89,097
Net Cash Provided for Financing Activities	42,183	-	112,386
Net Increase/(Decrease) in Cash	991	-	991
Cash at Beginning of Period	-	-	-
Cash at End of Period	991	-	991
Supplemental Disclosures:			
Cash Paid for interest	-	-	-
Cash Paid for income taxes	-	-	-
Stock and Options Issued for Services	-	-	503,300
Accrued interest and stockholder Advances charged to paid in capital	-	-	9,319

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

LEGEND INTERNATIONAL HOLDINGS, INC.
Notes to Financial Statements June 30, 2006

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. Legend'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.

Development Stage Enterprise

The Company is a development stage enterprise, as defined in the Statement of Financial Accounting Standards No. 7 "Accounting and Reporting by Development Stage Enterprises". 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. COMMON STOCK

In January 2001, 1,910,000 common shares were issued to the Company's founder for organization cost valued at $95,500, and 65,000 common shares were issued to a related party in exchange for consulting fee valued at $3,250.

In March 2002, 5,000,000 common shares were issued to the Company's founder in exchange for present and future services valued at $125,000.

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 $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.

2. COMMON STOCK (CONTINUED)

In 2003, a total of 2,234,000 common shares were issued to the Company's sole officer and director for services valued at $111,700 or $.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 $44,550 or $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 $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 $0.05 exercise price, $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 $123,300 or $0.0137 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 is exercisable to purchase one share of common stock of the Company at an exercise price of 25 cents 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.

3. SHORT-TERM ADVANCE – AFFILIATE

	US$ 2006
Advance provided by the President of the Company. No interest accrued.	1,000

4. LONG-TERM ADVANCE – AFFILIATE

	US$ 2006
Loan from AXIS Consultants, a corporation affiliated with the President of the Company. Interest accrued at the rate of 9.60% per annum being the “Reference Rate” of the ANZ Banking Group Ltd.	72,482
Loan from Wilzed Pty Ltd, a corporation affiliated with the President of the Company. Interest accrued at 9.60% per annum.	20,252
	92,734

Each of the above affiliates has agreed not to call up the loans prior to December 31, 2006.

5. 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 $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 $5,081 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 $1,236. At November 2004, the amount owed to the former officer, director and majority shareholder amounted to $6,317. The Company paid $1,665 and the former officer, director and majority shareholder forgave the balance of $4,652.

This amount, along with $4,667 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.

5. AFFILIATE TRANSACTIONS (Cont'd)

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.

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 six months ended June 30, 2006, AXIS provided these services and charged the Company $13,130 for direct costs and $14,914 for indirect costs incurred on behalf of the Company and charged interest of $2,576 on the outstanding balance and there was an exchange gain on the outstanding balance of $419. The amount owed to AXIS at June 30, 2006 amounted to $72,482.

5. AFFILIATE TRANSACTIONS (Cont'd)

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 5 cent exercise price, 5 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 $123,300 or 1.37 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 six months ended June 30, 2006, Wilzed Pty Ltd ("Wilzed"), a company associated with the President and CEO of the Company, Joseph Gutnick, paid expenses on behalf of the Company. Wilzed loaned the Company $14,106 and charged interest of $702 on the outstanding balance and there was an exchange loss on the outstanding balance of $63. At June 30, 2006, the Company owed Wilzed $20,252.

During the six months ended June 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.

6. 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 there were no unvested options outstanding and no options were issued during 2006.

7. 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 21 April 2006. The consideration payable by Legend to Astro was Australian dollars $1.5 million and was payable 90 days after the approval of Astro shareholders. If Legend did not make the payment within the time period, the Contract would have been cancelled. At settlement, Legend was also required to pay to Astro any costs incurred on the tenements after February 1, 2006. Astro has 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 Australian dollars $1.5 million. This formed the basis of the consideration agreed by the parties.

7. ACQUISITION OF DIAMOND MINING TENEMENTS (Cont'd)

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.

Effective July 21, 2006, the Company completed the acquisition of the diamond interests in Northern Australia from Astro and paid Astro $1.5 million (approximately US$1,126,000). Astro is currently calculating the costs it has incurred on the tenements since February 1, 2006 in that Legend can reimburse this amount which is anticipated to be approximately $400,000 (US$300,000).

8. POST BALANCE DATE EVENT

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 July 21, 2006, Legend announces 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. The funds will be used to fund the exploration on the Northern Australian diamond interests recently acquired from Astro and for working capital. Full completion of the capital raising is due on August 15, 2006. 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.

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 United States dollars unless otherwise stated.

RESULTS OF OPERATION

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

Costs and expenses increased from $5,543 in the three months June 30, 2005 to $22,729 in the three months ended June 30, 2006. The increase in expenses is a net result of:

a) an increase in legal, accounting and professional expense from $nil for the three months ended June 30, 2005 to $7,356 for the three months ended June 30, 2006 as a result of the increase in legal fees in relation to regulatory filings and lodging of annual taxation returns.

b) an increase in administrative costs including salaries from $5,068 in the three months ended June 30, 2005 to $11,763 in the three months ended June 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 and the preparation of regulatory filings.

c) an increase in interest expense from $475 for the three months ended June 30, 2005 to $1,966 for the three months ended June 30, 2006 due to the increase in debt of the Company. AXIS charged interest of $1,485 and Wilzed charged interest of $481 on outstanding balances.

As a result of the foregoing, the loss from operations increased from $5,543 for the three months ended June 30, 2005 to $22,729 for the three months ended June 30, 2006.

The net loss was $5,543 for the three months ended June 30, 2005 compared to a net loss of $22,729 for the three months ended June 30, 2006.

Six Months Ended June 30, 2006 vs. Six Months Ended June 30, 2005.

Costs and expenses increased from $25,169 in the six months ended June 30, 2005 to $42,516 in the six months ended June 30, 2006. The increase in expenses is a net result of:

d) an increase in legal, accounting and professional expense from $8,397 for the six months ended June 30, 2005 to $13,504 for the six months ended June 30, 2006 as a result of the increase in legal fees in relation to regulatory filings and lodging of annual taxation returns.

e) an increase in administrative costs including salaries from $16,297 in the six months ended June 30, 2005 to $26,227 in the six months ended June 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 and the preparation of regulatory filings.

f) an increase in interest expense from $475 for the six months ended June 30, 2005 to $3,278 for the six months ended June 30, 2006. AXIS charged interest of $2,576 (2005: $475) and Wilzed charge interest of $702 (2005: $nil) on outstanding balances.

As a result of the foregoing, the loss from operations increased from $25,169 for the six months ended June 30, 2005 to $42,516 for the six months ended June 30, 2006.

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

The net loss was $25,169 for the six months ended June 30, 2005 compared to a net loss of $42,516 for the six months ended June 30, 2006.

Liquidity and Capital Resources

As of June 30, 2006, the Company had $991 in cash which was a loan provided by the President and CEO of Legend, JI Gutnick. As of March 31, 2006, the Company had short-term obligations of $19,000comprising accounts payable, accrued expenses and a short term advance from Mr. Gutnick and long-term advances from affiliates of $93,000.

The Company completed the acquisition of a new business in July 2006 and expects to spend approximately $2,000,000 during fiscal 2006 on its new business plan, including $1,126,000 in connection with the acquisition of diamond mining tenements from Astro pursuant to the Contract and the reimbursement of exploration expenditure of approximately $300,000. In addition, it expects that it will need to spend $100,000 on legal, professional, accounting and administration 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. Full completion of the capital raising is due on August 15, 2006. 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. 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$2,000,000 which will be utilized for its exploration program and working capital, of which there can be no assurance.

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.

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.

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

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:

J.I. Gutnick

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 August 11, 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: August 11, 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: August 11, 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 six months ended June 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.

August 11, 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 six months ended June 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.

Dated: August 11, 2006

Peter Lee
Director, Secretary and
Chief Financial Officer