

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known) _____

Chapter you are filing under:

- Chapter 7
- Chapter 11
- Chapter 12
- Chapter 13

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Legend International Holdings Inc.

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 23-3067904

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>Level 1A, 42 Moray Street Southbank, Victoria 3006</u>	<u>PO Box 6315 St Kilda Road Central Melbourne, VIC 3004</u>
	Number, Street, City, State & ZIP Code	P.O. Box, Number, Street, City, State & ZIP Code
	<u>Australia</u>	Location of principal assets, if different from principal place of business
	County	<u>Number, Street, City, State & ZIP Code</u>

5. Debtor's website (URL) www.lgdi.net

6. Type of debtor

- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- Partnership
- Other. Specify: _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53AB))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80a-3)

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.naics.com/search/>.

212392

8. Under which chapter of the Bankruptcy Code is the Debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operation, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No.
- Yes.

If more than 2 cases, attach a separate list.

District _____	When _____	Case number _____
District _____	When _____	Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes.

List all cases. If more than 1, attach a separate list

Debtor _____	Relationship to you _____
District _____	When _____ Case number, if known _____

11. Why is the case filed in this district? *Check all that apply:*
 Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
 A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?
 No
 Yes.
Answer below for each property that needs immediate attention. Attach additional sheets if needed.
Why does the property need immediate attention? (*Check all that apply.*)
 It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
 It needs to be physically secured or protected from the weather.
 It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
 Other _____
Where is the property? _____
Number, Street, City, State & ZIP Code
Is the property insured?
 No
 Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds. *Check one:*
 Funds will be available for distribution to unsecured creditors.
 After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors
 1-49
 50-99
 100-199
 200-999
 1,000-5,000
 5001-10,000
 10,001-25,000
 25,001-50,000
 50,001-100,000
 More than 100,000

15. Estimated Assets
 \$0 - \$50,000
 \$50,001 - \$100,000
 \$100,001 - \$500,000
 \$500,001 - \$1 million
 \$1,000,001 - \$10 million
 \$10,000,001 - \$50 million
 \$50,000,001 - \$100 million
 \$100,000,001 - \$500 million
 \$500,000,001 - \$1 billion
 \$1,000,000,001 - \$10 billion
 \$10,000,000,001 - \$50 billion
 More than \$50 billion

16. Estimated liabilities
 \$0 - \$50,000
 \$50,001 - \$100,000
 \$100,001 - \$500,000
 \$500,001 - \$1 million
 \$1,000,001 - \$10 million
 \$10,000,001 - \$50 million
 \$50,000,001 - \$100 million
 \$100,000,001 - \$500 million
 \$500,000,001 - \$1 billion
 \$1,000,000,001 - \$10 billion
 \$10,000,000,001 - \$50 billion
 More than \$50 billion

Debtor Legend International Holdings Inc.
Name

Case number (if known) _____

Request for Relief, Declaration, and Signature

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 8, 2016
MM/DD/YYYY

x J. I. Gutnick
Signature of authorized representative of debtor

Joseph Gutnick
Printed name

Title Chairman of the Board/President & CEO

18. Signature of attorney X /s/ Steven K. Kortanek
Signature of attorney for debtor

Date May 8, 2016
MM/DD/YYYY

Steven K. Kortanek
Printed name

Drinker Biddle & Reath LLP
Firm name

222 Delaware Avenue, Suite 1410
Wilmington, DE 19801-1621
Number, Street, City, State & ZIP Code

Contact phone (302) 467-4238 Email address steven.kortanek@dbr.com

3106
Bar number and State

Official Form 201A (12/15)

[If debtor is required to file periodic reports (e.g. forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**United States Bankruptcy Court
District of Delaware**

In re Legend International Holdings Inc.
Debtor(s)

Case No. _____
Chapter 11

**Attachment to Voluntary Petition for Non-Individuals Filing for
Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 000-32551.

2. The following financial data is the latest available information and refers to the debtor's condition on April 30, 2016.

a. Total assets		\$	<u>7,241,096</u>					
b. Total debts (including debts listed in 2.c., below)		\$	<u>13,206,921</u>					
c. Debt securities held by more than 500 holders:				Approximate number of holders:				
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
d. Number of shares of preferred stock			<u>0</u>					<u>0</u>
e. Number of shares common stock			<u>444,047,971</u>					<u>52</u>

Comments, if any:

Debtor is informed that Indian Farmers Fertiliser Cooperative Limited and/or International Trading FZE hold legal title to 34,300,464 shares of the above total that are rescinded in accordance with an arbitration award between the parties.

3. Brief description of Debtor's business:

Development of Phosphate Operation

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

(i) Planetes International Limited; (ii) Regals Fund LP, (iii) Renika PTY LTD (Gutnick); (iv) Cede & Co.

Fill in this information to identify the case:

Debtor name Legend International Holdings Inc.

United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 8, 2016

X /s/ Joseph Gutnick

Signature of individual signing on behalf of debtor

Joseph Gutnick

Printed name

Chairman of the Board/President & CEO

Position or relationship to debtor

**OFFICER'S CERTIFICATE
LEGEND INTERNATIONAL HOLDINGS, INC.**

May 6, 2016

I, the undersigned, duly elected, qualified and acting Chairman of the Board, President, and Chief Executive Officer of Legend International Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), do hereby certify solely on behalf of the Company and not in my individual capacity, that in such capacity, I am authorized to execute this Certificate on behalf of the Company and further hereby certify that:

1. Attached hereto as Exhibit A is a true, correct, and complete copy of the resolutions duly adopted by the Directors of the Company on the date hereon approving and authorizing, among other things, the commencement of a case under Chapter 11 of Title 11 of the United States Code by the Company. Such resolutions have not been amended, modified, revoked or rescinded since their adoption and are in full force and effect on and as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand on behalf of the Company as of the date first written above.

LEGEND INTERNATIONAL HOLDINGS, INC.

By: J. I. Gutnick

Joseph Gutnick

Chairman of the Board, President and Chief Executive Officer

EXHIBIT A
(Board Resolution)

**PROPOSED RESOLUTIONS
OF THE BOARD OF DIRECTORS
OF LEGEND INTERNATIONAL HOLDINGS, INC.**

Approval of Bankruptcy Filing

WHEREAS, Legend International Holdings, Inc., a Delaware corporation (the “*Company*”) is the subject of an arbitration award (the “*Award*”) as against Company and in favor of Indian Farmers Fertiliser Cooperative Limited and Kisan International Trading Fze, ARB No. 019 of 2013 and ARB No. 072 of 2013 in the amount of US \$12,350,000, and Indian Farmers Fertiliser Cooperative Limited and Kisan International Trading Fze have initiated proceedings in the Supreme Court of Victoria for the winding up in insolvency of the Company, case no. S CI 2016 01290.

WHEREAS, the Board of Directors (the “*Board*”) determined that, in consequence of the proceedings described above, it would be in the Company’s best interest to seek relief under Chapter 11 of Title 11 of the United States Code (the “*Bankruptcy Code*”).

WHEREAS, the Board has determined that it is in the Company’s best interest to seek relief under Chapter 11 of the Bankruptcy Code.

NOW, THEREFORE, BE IT RESOLVED, that, the Board hereby approves the commencement of a case under Chapter 11 of the Bankruptcy Code by the Company (the “*Chapter 11 Case*”).

RESOLVED FURTHER, that the President, Chief Executive Officer and Chief Financial Officer of the Company (each, an “*Authorized Person*”) be, and each of them hereby is, acting singly, authorized to take all such steps and do all such acts and things as they shall deem necessary or advisable to commence the Chapter 11 Case, including but not limited to executing, verifying, and delivering a voluntary petition in the name of the Company under Chapter 11 of the Bankruptcy Code and causing the same to be filed with the United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”), the making of any and all other necessary filings with the Bankruptcy Court, the Securities and Exchange Commission, The NASDAQ Global Market, LLC, or any other national or global securities exchange, and any other filings that such Authorized Persons determine to be necessary or advisable, the making and execution of any necessary or advisable instruments, certificates, affidavits, or other documents in connection therewith, the signing or endorsement of any checks, posting of any bonds, and the payment of any fees and expenses in such connection, and to take any and all action to make, execute, verify, and file all applications, certificates, documents, or other instruments and to do any and all acts and things that any one or more of them shall deem necessary, advisable, or appropriate in order to carry out the intent and purpose of any and all of the foregoing resolution.

RESOLVED FURTHER, that each Authorized Person be, and hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to take all actions necessary or appropriate for the Company to obtain post-petition financing according to the terms negotiated by such Authorized Person, including under one or more debtor-in-possession

credit facilities, and to effectuate the foregoing, to enter into such loan agreements, documents, notes, guaranties, security agreements, pledge agreements, and all other documents, agreements, or instruments (collectively, the “*Credit Documents*”) as may be deemed necessary or appropriate by such Authorized Person.

RESOLVED FURTHER, that, in the Chapter 11 Case, the Company is authorized to obtain the use of cash collateral, in such amounts and on such terms as may be agreed by any Authorized Person, as is reasonably necessary for the continuing conduct of the affairs of the Company.

RESOLVED FURTHER, that each Authorized Person be, and hereby is, authorized, directed, and empowered, with full power of delegation, on behalf of and in the name of the Company, to execute, verify, and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein), and to amend, supplement, or otherwise modify from time to time, all necessary or appropriate documents, including, without limitation, petitions, affidavits, schedules, motions, lists, applications, pleadings, and other documents, agreements, and papers, including all Credit Documents, and to take any and all actions that the Authorized Person deems necessary or appropriate, each in connection with the Chapter 11 Case, any post-petition financing or any cash collateral usage contemplated hereby or thereby.

RESOLVED FURTHER, that each Authorized Person be, and hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to employ and retain the law firms of Alston & Bird LLP and Drinker Biddle & Reath LLP to act as attorneys for the Company in connection with the Chapter 11 Case.

RESOLVED FURTHER, that each Authorized Person be, and hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to employ and retain such further legal, restructuring, financial, accounting, and bankruptcy services firms (together with the foregoing identified firms, the “*Professionals*”) as may be deemed necessary or appropriate by any Authorized Person to assist the Company in carrying out its responsibilities in the Chapter 11 Case and achieving a successful reorganization.

RESOLVED FURTHER, that, each Authorized Person be, and hereby is, authorized, with full power of delegation, in the name and on behalf of the Company, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered, and to amend, supplement, or otherwise modify from time to time, all such further agreements, documents, certificates, statements, notices, undertakings, and other writings, and to incur and to pay or direct payment of all such fees and expenses, as in the judgment of the Authorized Person shall be necessary, appropriate, or advisable to effectuate the purpose and intent of any and all of these resolutions.

RESOLVED FURTHER, that all acts lawfully done or actions lawfully taken by any officer of the Company or any of the Professionals in connection with the Chapter 11 Case or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company.

RESOLVED FURTHER, that any and all actions, whether previously or subsequently taken by any Authorized Person or any other person authorized to act by an Authorized Person, that are consistent with the intent and purpose of the foregoing resolutions or in connection with any matters referred to herein, shall be, and the same hereby are, in all respects, ratified, approved, and confirmed.

Fill in this information to identify the case:

Debtor name Legend International Holdings Inc.
 United States Bankruptcy Court for the: DISTRICT OF DELAWARE
 Case number (if known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims. * Accounts kept by Debtor in AUD have been converted to USD.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
				If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
ASIC Locked Bag 5000 Gippsland Mail Centre 3841 Australia		Annual Filing Fees				\$3,096.67
Body Corporate Services PTY LTD PO Box 444 Broadbeach QLD 4218 Australia		Body Corporate Fees for Property				\$1,527.72
Continental Stock Transfer & Trust Co 17 battery Place New York, NY 10004		Stock Transfer Fees				\$10,539.87
David S Tyrwhitt PO Box 422 South Yarra VIC 3141 Australia		Directors Fees				\$101,501.93
DEPT of Transport-NT GPO Box 530 Darwin NT Australia		Motor Vehicle Registrations				\$771.84
Herbert Smith Freehills Level 42 101 Collins Street Melbourne VIC Australia		Legal Fees				\$283,044.45

Debtor **Legend International Holdings Inc.**

Case number (if known)

Name

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Indian Farmers Fertiliser Cooperative Limited & Kisan International Trading FZE C-1 District Saket Place New Delhi Floral Park, NY 11001-7000		Directed Settlement Per Arbitration Order	Disputed			\$12,350,000.00
JI & SM Gutnick Level 1A 42 Moray Street South Melbourne VIC 3205 Australia		Loan				\$1,520.98
Judicial Holdings PTY LTD 36 Louise Place Gnangara WA 6077 Australia		Directors Fees				\$121,242.66
KPMG Financial Advisory PTY LTD KPMG House 147 Collins Street Melbourne VIC 3000 Australia		Tax Advice				\$18,745.00
Merlin Diamonds LTD Level 1A 42 Moray Street South Melbourne VIC 3205 Australia		Supplies				\$539.14
Mount ISA City Council PO Box 815 Mount ISA QLD 4825		Property Rates				\$3,092.68
Northern Land Council GPO Box 1222 Darwin NT 0801		Native Title Payments				\$65,354.02
Peter Lee Level 1A 42 Moray Street South Melbourne VIC 3205 Australia		Travel Costs for Arbitration Hearing				\$7,007.56
Phillips Nizer LLP 666 Fifth Avenue New York, NY 10103		Corporate Counsel Fees				\$3,898.12

Debtor **Legend International Holdings Inc.**

Case number (if known)

Name

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
POTA Holdings PTY LTD PO Box 512 Matrville, NSW 2036		Management Services	Disputed			\$86,601.90
Queensland Government-DEPT of Transport GPO Box 2211 Brisbane QLD 4001		Motor Vehicle Registration				\$682.24
Quote Media Dynamic Market Data Solutions 17100 E. Shea Blvd., Suite 230 Fountain Hills, AZ 85268		Shares price for Website				\$2,081.04
Richard Layton & Finger One Rodney Square 920 North King Street Wilmington, DE 19801		Legal Fees				\$59,343.69
Robert Wang & Woo LLP 9 Temaseki Blvd #41-01 Suntec Tower 2 Singapore 038989		Legal Fees	Disputed			\$86,330.30

Fill in this information to identify the case:

Debtor name Legend International Holdings Inc.

United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

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WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 8, 2016

X /s/ Joseph Gutnick
Signature of individual signing on behalf of debtor

Joseph Gutnick
Printed name

Chairman of the Board/President & CEO
Position or relationship to debtor

**United States Bankruptcy Court
District of Delaware**

In re Legend International Holdings Inc.

Debtor(s)

Case No.

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
--	----------------	----------------------	------------------

-SEE ATTACHED-

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Chairman of the Board/President & CEO** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date May 8, 2016

Signature /s/ Joseph Gutnick
Joseph Gutnick

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

Shareholder List

REGISTRATION/ADDRESS	SECURITY CLASS	NUMBER OF SECURITIES	KIND OF INTEREST
ACTIVE PROPERTIES PTY LTD PO BOX 409 ROBINA QLD 4226 AUSTRALIA 00000		30,000	COM
BBY LIMITED GPO BOX 4663 SYDNEY NSW 1042 AUSTRALIA		218,000	COM
JEFF BROUDE & ADELE BROUDE TTEES BROUDE SUPERANNUATION FUND 16 CLIFFORD WAY NORANDA WA 6062 AUSTRALIA		158,000	COM
ASHLEY BROUSE CUST JORDAN BROUSE UNDER THE NJ TRANS MIN ACT 240 DIXON AVE DUMONT NJ 07628		15,000	COM
ASHLEY BROUSE CUST NATALIE BROUSE UNDER THE NJ TRANS MIN ACT 240 DIXON AVE DUMONT NJ 07628		15,000	COM
CEDE & CO (FAST) P O BOX 20 BOWLING GREEN STATION NEW YORK NY 10274		147,907,916 (Debtor is informed that 29,300,464 shares of the above total are rescinded in accordance with an arbitration award)	COM
CHABAD HOUSE CAULFIELD PTY LTD LEVEL 1A, 42 MORAY STREET SOUTHBANK VICTORIA 3006 AUSTRALIA		19,901,250	COM
DAVID CHILDS & BIANCA POWER UNIT 33 7-11 COLLAROY STREET COLLARROY NSW 2097 AUSTRALIA		18,823	COM
CATHAL DONAL CLARKE 43-26 41ST ST APT 2F SUNNYSIDE NY 11104		24,000	COM
PATRICK CONNOLLY 1511 TARAVAL ST SAN FRANCISCO CA 94116-2370		4,000	COM

NEILL M DALRYMPLE JR 224 ELMCREST DR HOLLY SPRINGS NC 27540		4,500	COM
JEFF DEELL 5641 PROSPECT RD NEW MINAS NOVA SCOTIA B4N 3K5 B4N 3K5 CANADA		11,250	COM
WALTER H EBERT 28303 PRIVATE RD OKAHUMPKA FL 34762-3318		6,000	COM
MARK EDWARDS 18 SELWYN ST BLACKBURN VIC 3130 AUSTRALIA		66,282	COM
VICKI ANN FENWICKE PO BOX 34 TEXAS QLD 4385 AUSTRALIA		9,000	COM
MIKE FORD & THERESA PEREZ 1048 BUANGOR-BEN NEVIS RD WARRAK VICTORIA 3377 AUSTRALIA		4,500	COM
SEAN FRANCIS & SARAH LEANNE COLEMAN NOBBY PARK NORTH STAR NSW 2408 AUSTRALIA		4,500	COM
GARF PTY LIMITED 60 MARGARET STREET SYDNEY NSW 2000 AUSTRALIA		482,480	COM
JONATHAN HERZOG CUST ARYEH LEIB HERZOG UTMA 16553 HARTSOOK ST ENCINO CA 91436-1108		18,000	COM
JONATHAN HERZOG CUST CHAYLA MUSHKA HERZOG UTMA 16553 HARTSOOK ST ENCINO CA 91436-1108		18,000	COM
JONATHAN HERZOG CUST CHAYA MUSHKA HERZOG UTMA 16553 HARTSOOK ST ENCINO CA 91436-1108		18,000	COM
JONATHAN HERZOG CUST SARAH RAQUEL HERZOG UTMA 16553 HARTSOOK ST ENCINO CA 91436-1108		18,000	COM

JONATHAN HERZOG & FAYGIE HERZOG 16553 HARTSOOK ST ENCINO CA 91436		24,750	COM
WILBERT HO & HELEN HO 98-390 KAMECHAMEHA HWY AIEA HI 96701-4331		4,500	COM
JOHN A HUDAK 5416 EDGERTON RD NORTH ROYALTON OH 44133-5860		4,500	COM
KALE CAPITAL CORPORATION LIMITED C-O FERRIER HODGSON LEVEL 13 225 GROSVENOR PLACE SYDNEY NSW AUSTRALIA 20000		600,000	COM
ALEX KANE & LEON ROSS KANE JT TEN 1007 VALLEY GLEN RD ELKINS PARK PA 19027-1744		800	COM
KISAN INTERNATIONAL TRADING FZE EMAAR BUSINESS PARK - 2 OFFICE -607, LOB-19 P O BOX 261835 JEBEL ALI DUBAI UAE		5,000,000 rescinded	COM
SHMAYA KRINSKY 1365 CARROLL ST 3CC 1H BROOKLYN NY 11213-4310		36,201	COM
SUO LEE 4 SHIN LONG RD KWEISHANG IND TAOCYOAN HSIEN TAIWAN		11,250	COM
MINETTE C LEW PO BOX 22729 HONOLULU HI 96823		40,000	COM
SYRETTE C LEW PO BOX 22729 HONOLULU HI 96823		40,000	COM
WENDELL YM LEW REV LIVING TR WENDELL YM LEW TTEE P O BOX 22729 HONOLULU HI 96823-2729		1,180,000	COM
YESHUA MONTAL 19 PRINCETON RD ELIZABETH NJ 07208		400	COM

PETER MORONEY TRACKER NETWORK SUPER ACCOUNT 1 STEVENS ROAD GLENORIE NSW 2157 AUSTRALIA		205,895	COM
PATSY M NAKAI PO BOX 22729 HONOLULU HI 96823		40,000	COM
PLANETES INTERNATIONAL LIMITED UNIT 820 8TH FLOOR BLOCK A DAMANSARA INTAN 1 JALAN SS 20/27 47400 PETALING JAYA SELANGAR DE MALAYSIA		150,000,000	COM
MONICA PRESTON 4 BERMUDA HARBOR NOVATO CA 94949		7,572	COM
REGALS FUND L P C/O REGALS FUND LP 152 WEST 57TH ST 9TH FL ATTN DAVID SLAGER NEW YORK NY 10019		22,640,725	COM
REGALS FUND LP 152 WEST 57TH STREET NEW YORK NY 10019		45,000,000	COM
RENIKA PTY LTD LEVEL 1A, 42 MORAY STREET SOUTHBANK VICTORIA 3006 AUSTRALIA		48,775,476	COM
RICCALO PTY LTD PO BOX 222 BALACLAVA VIC 3183 AUSTRALIA		650,000	COM
RICCALO PTY LTD H HERZOG SUPER FUND PO BOX 222 BALACLAVA VIC 3183 AUSTRALIA		150,000	COM
KEN ROSEWALL 60 MARGARET STREET SYDNEY NSW 2000 AUSTRALIA		257,480	COM
WOLFE E RUDMAN TR U/A DTD 02/27/01 FBO RUDMAN FAMILY TRUST 350 N ERVAY APT 1401 DALLAS TX 75201-3919		67,200	COM
LORRAINE SANDERS 7865 AMETHYST LAKE PT LAKE WORTH FL 33467		2,500	COM

RICHARD SLADE 2697 COSTA MESA RD WATERFORD MI 48329		15,000	COM
SHANNON THERESA & PETER RAYMOND CORBETT PO BOX 5528 WAGGA WAGGA NSW 2650 AUSTRALIA		6,804	COM
RUDY TOMAT 3/227 LIVERPOOL STREET DARLINGHURST NSW 2010 AUSTRALIA		54,000	COM
UTA MESIVTA KIRYAS JOEL 9 NICKLESBURG RD UNIT 312 MONROE NY 10950-5460		132,877	COM
HUI WU 1-547 HARBORSIDE PLACE JERSEY CITY NJ 07311		197,540	COM
MICHAEL ZINDMAN & LISA ZINDMAN JT TEN 2419 N W 40 CIRCLE BOCA RATON FL 33431		50,000	COM

Fill in this information to identify the case:

Debtor name Legend International Holdings Inc.

United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration Debtor's List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 8 , 2016

X /s/ Joseph Gutnick
Signature of individual signing on behalf of debtor

Joseph Gutnick
Printed name

Chairman of the Board/President & CEO
Position or relationship to debtor