

**ROSEDALE VINES PROJECT NO. 3 STAGE 2
ARSN 108 028 360**

**RESPONSIBLE ENTITY'S REPORT
FOR THE HALF YEAR ENDED 31 DECEMBER 2009**

Barossa Vines Limited (the Responsible Entity of Rosedale Vines Project No.3 Stage 2) presents the financial report for Rosedale Vines Project No.3 Stage 2 (the Scheme) for the half year ended 31 December 2009 and the review report thereon.

Barossa Vines Limited has been the Responsible Entity since registration of the Scheme on 23 February 2004.

Directors

The names of directors of the Responsible Entity in office at any time during or since the end of the year are:

Mario De Francesco
Luciano Signore
Antonio De Francesca
Marcus LaVincente resigned 30 November 2009
Alan Young resigned 30 November 2009
Mark Turnbull resigned 30 November 2009
Stephen Murphy resigned 2 October 2009

Review Of Operations

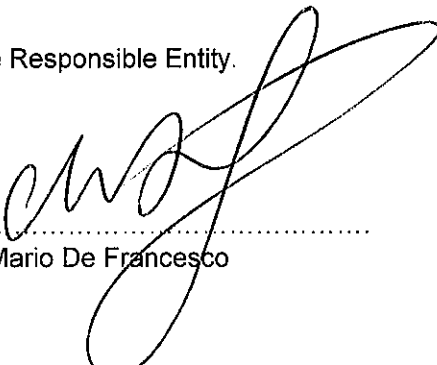
The Scheme's operations during the current half year consisted of maintaining the vineyards to produce a harvest of fruit. No significant matters occurred during the year that affected these operations.

Auditor's Independence Declaration

A copy of the auditor's independence declaration for the half year ended 31 December 2009 has been received and can be found on page 2 of this Financial Report.

Signed in accordance with a resolution of the Board of Directors of the Responsible Entity.

Director: 
Antonio De Francesca

Director: 
Mario De Francesco

Signed at Payneham this 25 day of June 2010

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67 Greenhill Rd
Wayville SA 5034
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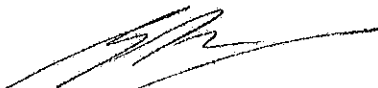
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**AUDITOR'S INDEPENDENCE DECLARATION
TO THE DIRECTORS OF BAROSSA VINES LIMITED**

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the review of Rosedale Vines Project No. 3 Stage 2 for the half-year ended 31 December 2009, I declare that, to the best of my knowledge and belief, there have been:

- a no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the review; and
- b no contraventions of any applicable code of professional conduct in relation to the review.

GRANT THORNTON
South Australian Partnership
Chartered Accountants



S J Gray
Partner

Signed at Wayville on this 25th day of June 2010

ROSEDALE VINES PROJECT NO. 3 STAGE 2
ARSN 108 028 360

INTERIM STATEMENT OF COMPREHENSIVE INCOME
FOR THE HALF YEAR ENDED 31 DECEMBER 2009

	Note	31-Dec 2009 \$	31-Dec 2008 \$
Revenue from ordinary activities		-	-
Cost of goods sold		-	-
Vineyard costs		-	-
Management fees		-	-
Harvesting costs		-	-
Other expenses from ordinary activities		-	-
Profit/(Loss) from ordinary activities		-	-
Other comprehensive income		-	-
Total comprehensive income attributable to the members of the Scheme		-	-

The statement of comprehensive income is to be read in conjunction with the notes to the interim financial report.

**ROSEDALE VINES PROJECT NO. 3 STAGE 2
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**INTERIM STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2009**

	Note	31-Dec 2009 \$	30-Jun 2009 \$
CURRENT ASSETS			
Cash and cash equivalents		-	304
Trade and other receivables		-	299,737
TOTAL CURRENT ASSETS		-	300,041
TOTAL ASSETS		-	300,041
CURRENT LIABILITIES			
Trade and other payables		-	270,657
Distribution payable to members		-	29,384
TOTAL CURRENT LIABILITIES		-	300,041
TOTAL LIABILITIES		-	300,041
NET ASSETS		-	-
MEMBER'S EQUITY			
Retained Earnings		-	-
TOTAL EQUITY		-	-

The statement of financial position is to be read in conjunction with the notes to the interim financial report.

**ROSEDALE VINES PROJECT NO. 3 STAGE 2
ARSN 108 028 360**

**INTERIM STATEMENT OF CHANGES IN EQUITY
FOR THE HALF YEAR ENDED 31 DECEMBER 2008**

	Note	Retained Earnings \$
Balance 1 July 2008		-
Unallocated profit for the half year		- <hr/>
Balance 31 December 2008		- <hr/> <hr/>
Balance 1 July 2009		-
Unallocated profit for the half year		- <hr/>
Balance 31 December 2009		- <hr/> <hr/>

The statement of changes in equity is to be read in conjunction with the notes to the interim financial report.

ROSEDALE VINES PROJECT NO. 3 STAGE 2
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INTERIM STATEMENT OF CASH FLOWS
FOR THE HALF YEAR ENDED 31 DECEMBER 2009

	Note	31-Dec 2009 \$	31-Dec 2008 \$
Cash flows from operating activities			
Receipts from customers		299,737	693,968
Payments to suppliers and employees		<u>(270,657)</u>	<u>(395,681)</u>
Net cash inflow/(outflow) from operating activities		<u>29,080</u>	<u>298,287</u>
Cash flow from financing activities			
Distributions to members of the Scheme		<u>(29,384)</u>	<u>(298,189)</u>
Net cash inflow/(outflow) from financing activities		<u>(29,384)</u>	<u>(298,189)</u>
Net increase/(decrease) in cash held		(304)	98
Cash at the beginning of the period		<u>304</u>	<u>78</u>
Cash at the end of the period		<u><u>-</u></u>	<u><u>176</u></u>

The statement of cash flows is to be read in conjunction with the notes to the interim financial report.

**CONDENSED NOTES TO THE INTERIM FINANCIAL STATEMENTS
FOR THE HALF YEAR ENDED 31 DECEMBER 2009**

NOTE 1 - BASIS OF PREPARATION

Reporting entity

Rosedale Vines Project No. 3 Stage 2 (the "Scheme") is a registered managed investment scheme under the Corporations Act 2001. The interim financial report of the Scheme is for the six months ended 31 December 2009.

Statement of compliance

The interim financial report is a general purpose financial report which has been prepared in accordance with AASB 134: Interim Financial Reporting and the Corporations Act 2001.

The interim financial report does not include all of the information required for a full annual financial report, and should be read in conjunction with the annual financial report as at and for the year ended 30 June 2009.

Significant accounting policies

The accounting policies applied by the Scheme in this interim financial report are the same as those applied by the Scheme for the year ended 30 June 2009.

NOTE 2 - SUBSEQUENT EVENTS

No matters or circumstances have arisen since the end of the half year which significantly affected or may significantly affect the operations of the Scheme, the results of those operations, or the state of affairs of the Scheme in future financial years.

NOTE 3 - SEGMENT REPORTING

The Scheme operates solely in the Barossa Valley wine growing region in South Australia and solely within the primary production (grape growing) industry.

NOTE 4 - CONTINGENT LIABILITIES

Barossa Vines Limited (BVL), the responsible entity of the project, has provided a guarantee (along with other related parties) to Bank SA in support of bank facilities obtained by Australian Vines Ltd (a Director related entity) of \$23,300,000. The guarantee binds BVL in both its personal capacity and as trustee.

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CONDENSED NOTES TO THE INTERIM FINANCIAL STATEMENTS
FOR THE HALF YEAR ENDED 31 DECEMBER 2009

	Note	31-Dec 2009	30-Jun 2009
		\$	\$
NOTE 5 - RELATED PARTY TRANSACTIONS			
Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.			
Amounts (payable to) / receivable from related entities:			
Trade Payables			
Agribusiness Services Pty Ltd		-	(202,908)
Barossa Vines Ltd		-	(67,749)
		<hr/>	<hr/>
Trade Receivables			
Rosedale Wines Pty Ltd		-	299,737
		<hr/>	<hr/>

Rosedale Wines Pty Ltd (ABN 64 111 060 292) a company which the executive directors have significant shares, had purchased grapes from the Project.

DIRECTORS' DECLARATION

The Directors of the Responsible Entity declare that:

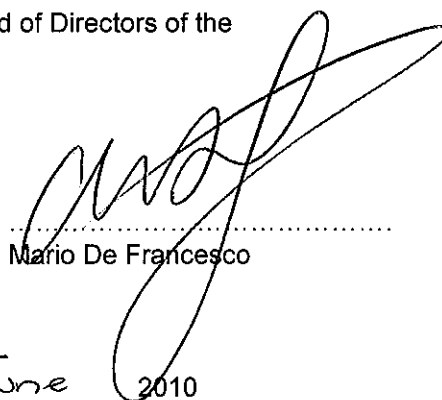
1. the financial statements and notes, as set out on pages 3 to 8, are in accordance with the Corporations Act 2001 including:
 - (a) complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001; and
 - (b) giving a true and fair view of the undertaking's financial position as at 31 December 2009 and its performance for the half year ended on that date;
2. In the Directors' opinion there are reasonable grounds to believe that the Project will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors of the Responsible Entity.

Director:


.....
Antonio De Francesca

Director:


.....
Mario De Francesco

Signed at Payneham this

25

day of

June

2010



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INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF BAROSSA VINES LTD

We have reviewed the accompanying half-year financial report of Rosedale Vines Project No. 3 Stage 2 ("Scheme"), which comprises the statement of financial position as at 31 December 2009, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the half-year ended on that date, a statement of accounting policies, other selected explanatory notes and the directors' declaration.

Directors' responsibility for the half-year financial report

The directors of Barossa Vines Limited (the "Responsible Entity") are responsible for the preparation and fair presentation of the half-year financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Act 2001. This responsibility includes establishing and maintaining internal controls relevant to the preparation and fair presentation of the half-year financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with the Auditing Standard on Review Engagements ASRE 2410: Review of Interim and Other Financial Reports Performed by the Independent Auditor of the Entity, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the Corporations Act 2001 including giving a true and fair view of the financial position as at 31 December 2009 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134: Interim Financial Reporting and the Corporations Regulations 2001. As the auditor of Rosedale Vines Project No. 3 Stage 2, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

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**INDEPENDENT AUDITOR'S REVIEW REPORT
TO THE MEMBERS OF BAROSSA VINES LTD Cont**

Auditor's responsibility Cont

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

In conducting our review, we complied with the independence requirements of the Corporations Act 2001.

Electronic presentation of reviewed financial report

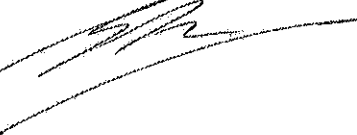
This auditor's review report relates to the financial report of Rosedale Vines Project No. 3 Stage 2 for the half-year ended 31 December 2009 included on Rosedale Vines Project No. 3 Stage 2's web site. The Responsible Entity's directors are responsible for the integrity of Rosedale Vines Project No. 3 Stage 2's web site. We have not been engaged to report on the integrity of Rosedale Vines Project No. 3 Stage 2's web site. The auditor's review report refers only to the statements named above. It does not provide an opinion on any other information which may have been hyperlinked to/from these statements. If users of this report are concerned with the inherent risks arising from electronic data communications, they are advised to refer to the hard copy of the reviewed financial report to confirm the information included in the reviewed financial report presented on this web site.

Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Rosedale Vines Project No. 3 Stage 2 is not in accordance with the Corporations Act 2001, including:

- a giving a true and fair view of the Scheme's financial position as at 31 December 2009 and of its performance for the half-year ended on that date; and
- b complying with Accounting Standard AASB 134: Interim Financial Reporting and Corporations Regulations 2001.

GRANT THORNTON
South Australian Partnership
Chartered Accountants



S J Gray
Partner

Signed at Wayville on this 25th day of June 2010