our homegrown food company

Goodman Fielder Limited
ABN 51 116 399 430

T2, 39 Delhi Road North Ryde NSW 2113 Australia
Locked Bag 2222 North Ryde NSW 2113 Australia
Tel: 61 2 8899 7000 Fax: 61 2 8026 4200
www.goodmanfielder.com.au

25 February 2010

Announcements Officer	Listed Company Relations
Company Announcements Office	New Zealand Exchange Limited
ASX Limited	Level 2, NZX Centre
Exchange Centre	11 Cable Street
20 Bridge Street	WELLINGTON
SYDNEY NSW 2000	NEW ZEALAND

Goodman Fielder Limited 31 December 2009 Half Year Report

As required by ASX Listing Rule 4.2A, I attach the following documents in relation to the half year ended 31 December 2009:

- Appendix 4D – Half Year Report;
- Commentary on results for the period (ASX/NZX Release); and
- Condensed Half Year Financial Report, including the Directors' Report, Financial Report and Independent Auditor's Review Report.

The attached information should be read in conjunction with the Goodman Fielder Limited 2008/09 Annual Report.

The analyst briefing in connection with the half year results will follow later in the morning.

The attached information will be posted to Goodman Fielder's website once released to the market.

Yours sincerely,

JONATHON WEST
Company Secretary

GOODMAN FIELDER LIMITED

ABN 51 116 399 430

Appendix 4D

Half year financial report

Including additional Appendix 4D disclosures

Period ended 31 December 2009

ASX/NZX Code: GFF

HALF YEAR REPORT
PERIOD ENDED 31 DECEMBER 2009

RESULTS FOR ANNOUNCEMENT TO THE MARKET

(All comparisons are to half year ended 31 December 2008)

Name of entity

GOODMAN FIELDER LIMITED

ABN 51 116 399 430

Reporting period: Half year ended 31 December 2009

	Direction of movement	% Change	**2009 $A Million**	2008* $A Million
Revenues	Down	7.5%	**1,366.2**	1,477.6
Revenues from continuing operations	Down	5.9%	**1,240.0**	1,317.8
Net profit for the period attributable to members	Up	24.9%	**90.3**	72.3
Net profit for the period from continuing operations, attributable to members	Up	38.9%	**82.9**	59.7

On 10 December 2009, Goodman Fielder Limited announced that it had entered into an agreement to sell its Commercial edible Fats and Oils operations to Cargill, for $240 million. The sale remains subject to ACCC approval. The Commercial edible Fats and Oils business is reported in this half year financial report as a discontinued operation. Financial information relating to the discontinued operation for the six months ended 31 December 2009 is set out in note 2 and note 5 of the half year financial report.

**2008 comparatives have been restated to separately disclose net profit arising from the Commercial edible Fats and Oils business. The comparatives have been further restated to reflect the accounting policy change as a result of adopting revised AASB 138 Intangibles, as detailed in note 1(a)(i) of the half year financial report.*

DIVIDENDS

	Amount per security	Australian franked amount per security	New Zealand imputation amount per security
Dividends on ordinary shares			
Interim dividend FY10	5.25¢	Nil at 30%	Nil at 30%
Final dividend FY09	6.00¢	1.20¢ at 30%	Nil at 30%
Interim dividend FY09	4.50¢	1.395¢ at 30%	Nil at 30%

On 25 February 2010, the Directors of the Company resolved to pay a dividend of 5.25¢ per share. The interim dividend will be unfranked, with nil imputation for New Zealand taxation purposes. Of this unfranked amount, 0.5¢ per share is declared to be conduit foreign income.

The record date for entitlement to the dividend is 10 March 2010 and the dividend is expected to be paid on 8 April 2010.

The total amount of the interim dividend is $72.5 million.

For the benefit of shareholders, the Directors have approved the continuation of the Dividend Reinvestment Plan (DRP) for the interim dividend. The Plan provides shareholders with the opportunity to reinvest some or all of their dividends in Goodman Fielder shares without incurring brokerage or other transaction costs. For this dividend the DRP will not be offered at a discount and will not be underwritten. Shares will be purchased on-market to satisfy entitlements under the DRP. The price per DRP share will be determined based upon the average of the daily volume weighted average sale price of the Company's shares traded on the ASX on each of the 10 consecutive trading days from and including the third trading day after 10 March 2010, the dividend record date. Election notices for participation in the DRP must be received by the Company's share registry by 5.00pm Sydney time on 10 March 2010 to be effective for the interim dividend.

EXPLANATION OF RESULTS

Please refer to the attached ASX Announcement for an explanation of the results.

This information should be read in conjunction with the Goodman Fielder Limited 2009 Annual Report.

This report and the attached condensed half year financial report contain all the information required by ASX listing rule 4.2A.

OTHER NZX DISCLOSURES

There have been no major changes or trends in the Company's business subsequent to the end of the financial period. There have been no significant changes in the value of assets.

Goodman Fielder Limited
ABN 51 116 399 430

T2, 39 Delhi Road North Ryde NSW 2113 Australia
Locked Bag 2222 North Ryde NSW 2113 Australia
Tel: 61 2 8899 7000 Fax: 61 2 8026 4200
www.goodmanfielder.com.au

ASX/NZX Announcement

25 February 2010

STRONG UPLIFT FOR GOODMAN FIELDER INTERIM RESULT F'10

RESULTS [1]	H1 F'10	H1 F'09	Variance
Revenue	**$1366.2m**	$1477.6m	-7.5%
EBITDA	**$190.4m**	$173.6m [2]	+9.7%
Operating Cash Flow	**$117.5m**	$87.7m	+34.0%
NPAT (after OEI)[3]	**$90.3m**	$72.3m [2]	+24.9 %
Cash Realisation	**98%**	84% [2]	
EPS	**6.7c**	5.5c [2]	+21.8%
Interim Dividend	**5.25c**	4.5c	+16.7 %
Net Debt	**$981m**	$1103m	-11.1%

Summary

Goodman Fielder Limited posted a strong result with Net Profit After Tax of $90.3m, for the six months to 31 December 2009. This represents an increase of 24.9% over the prior corresponding period.

The strength of the company's ongoing cash generation capability was reflected in an operating cash flow of $117.5m and cash realisation of 98%. This further demonstrates the company's continuing improvement of earnings quality.

Earnings Before Interest, Tax, Depreciation and Amortisation increased by 9.7% over the prior corresponding period to $190.4 million. Revenue for the period was $1366.2 million, down 7.5%.

During the period the company announced the divestment of its Commercial edible fats and oils business, subject to regulatory approval. This is a major step in the transformation of Goodman Fielder into a focused branded consumer food company.

[1] All Financials are stated on a Reported basis and reflect continued and discontinued operations.
[2] Adjusted to reflect accounting policy changes resulting from the adoption of revised AASB138 Intangible Assets, whereby direct marketing costs are now expensed when contracted services have been delivered or completed, versus previously, where costs were recognised as a prepayment and expensed when the campaign was launched.
[3] Outside Equity Interests

Commentary

The company's strong increase in profitability was underpinned by substantial and continuing efficiency improvements in manufacturing and logistics performance, which were achieved as part of a major and ongoing operational process re-engineering project.

These gains were augmented by margin expansion which flowed from a less volatile commodity cost environment, a significant increase in investment in the company's brands, and improvements in the company's branded product mix.

The revenue decline during the period resulted from several influences: the impact of lower agricultural commodity costs being passed on in product pricing; unfavourable New Zealand and Asia Pacific currency translation as a result of the strength of the Australian dollar; and the effect of the company exiting low profitability sales volumes.

The company's Fresh Baking division experienced very competitive trading conditions during the period, particularly in the loaf bread segment with short term competitor discounting. Nevertheless by period end the company had been able to stabilise market share and, leveraging its significant investment in innovation and brand support, the business returned an increase in EBITDA of 31.7% compared to the prior corresponding period. In September 2009 the company announced the appointment of a new Managing Director, Clive Stiff, to the division. Clive had previously been Managing Director of Procter & Gamble's operations in France.

The NZ Fresh Dairy business returned an increase in EBITDA of 70.3% on the back of ongoing efficiency gains and a national marketing campaign for the Meadow Fresh brand. During the period the business also won an extension of a major supermarket contract for a further five years.

The Home Ingredients division increased EBITDA by 4.2% and benefited from a considerable uplift in demand for the company's products in the dressings and mayonnaise categories and a renovation of the Meadow Lea brand.

The Asia Pacific division continued to grow strongly during the period and returned an EBITDA increase of 27.0%. This was achieved despite currency translation weakness resulting from the strength of the Australian dollar.

During the period Goodman Fielder also made solid progress on its Product Innovation Program which saw the successful relaunch of the Wonder White bread range, the roll-out of the new Helga's Seed Sensations premium variant, and the relaunch of an enhanced range of savoury biscuits under the Veri Deli brand.

The company is continuing with the rationalisation of its brand portfolio and in November the divestment of Top Hat, a small non-core business in New Zealand, was finalised.

The rationalisation and modernisation of the company's manufacturing platform is well advanced and during the period a new liquid grocery plant commenced production at Erskine Park in Sydney's west. This plant, when fully commissioned, will provide Goodman Fielder with lowest cost producer status in the dressings, mayonnaises, sauces and vinegar categories.

Consistent with its transition into a focused branded consumer foods company, in December 2009 the company announced the divestment of its Commercial edible fats and oils division to Cargill. The sale, which is still subject to regulatory approval, will be for a price of $240 million which is significantly above the carrying value of the business. The sale agreement also includes a long term supply agreement under which Cargill will supply refined fats and oils products for Goodman Fielder's Home Ingredients brands and retail businesses.

The Commercial division returned an EBITDA reduction of 58.4% for the period. The business experienced continued movement in commodity costs and the loss of a major flour contract but finished the period strongly with volumes recovering in most segments. The result also includes the loss on sale of the Top Hat business and an increase in the Mascot oils plant closure costs provision as a result of the closure date being extended to facilitate effective transfer of production to the new Erskine Park liquid groceries facility.

During the period the company announced the commencement of a major Enterprise Resource Planning upgrade which will lead to increased efficiencies, cost reductions and improved customer service. It will be supported by an investment of $43 million over three years with a five-year payback period. One of our core strategic business goals is to have a lean, responsive organisation and a key part of this strategy is the development and renewal of our Enterprise Resource Planning system and the progression to a broader based Shared Services platform.

This investment will create a systems platform that will deliver transformation for our business by facilitating improved efficiency and ensuring that the information and processes are in place to enable the company to be more responsive to our customers' needs.

Outlook

The business is continuing to perform solidly into the second half of the financial year and is experiencing a more moderate commodity cost environment. Earnings for the full year will be subject to uncertainty on the timing of the pending divestment of the Commercial edible fats and oils business. Continuing strong cash flows are anticipated.

Balance Sheet and Cash Flow

Goodman Fielder continues to preserve a conservatively geared balance sheet, with debt to [debt+equity] of 28% and debt to EBITDA of 2.6 times. The company is also continuing to generate strong cash flows and solid earnings, which are underpinned by effective financial management, capital expenditure disciplines and tight control of working capital.

The company is comfortable with its net debt level of $981 million as at 31 December 2009. During the period the company put in place a new $500 million syndicated, multi-currency, revolving loan facility. The company's next major debt maturity which requires refinancing occurs in July 2011.

Dividend

Directors announced an interim dividend of 5.25 cents per share, payable on 8 April 2010. The record date for entitlement to the dividend is 10 March 2010. The dividend will not be franked in Australia or imputed in New Zealand, reflecting the phasing of company taxation payments.

The dividend represents a return to shareholders of circa 80% of net profit after tax.

Dividend Reinvestment Plan

For the benefit of shareholders, the Directors have approved the continuation of the Dividend Reinvestment Plan (DRP) for the interim dividend. The Plan provides shareholders with the opportunity to reinvest some or all of their dividends in Goodman Fielder shares without incurring brokerage or other transaction costs. For this dividend the DRP will not be offered at a discount or underwritten and shares will be purchased on-market.

Board of Directors

In December the company announced that Mr Gavin Walker had resigned from the Board. The Board and management of Goodman Fielder recognise and appreciate the very significant contribution that he made to the company during his tenure.

As announced earlier this week, Goodman Fielder has appointed two new independent non-executive Directors to the Board, Mr Steven Gregg and Mr Peter Hearl.

* * * * * * *

For further information contact:
Ian Greenshields
Director Corporate Affairs
+61 3 8330 6403
+61 419 344811

Goodman Fielder is Australasia's leading listed food company. The company has an excellent portfolio of well known consumer brands in some of Australia's largest grocery categories, including Meadow Lea, Praise, White Wings, Pampas, Copperpot, Mighty Soft, Helga's, Wonder White, Vogel's (under licence), Meadow Fresh and Irvines. Our products cover every meal, including breakfast, lunch, dinner and snacks. We produce bread, milk, margarine, flour, dressings, condiments, mayonnaise, frozen pastry, cake mix, pies, savouries, smallgoods, chilled and frozen pizza, desserts, sauces, vinegar and cooking oils. Goodman Fielder is also the largest supplier of edible fats and oils to Australian and New Zealand food manufacturers and wholesalers and the largest supplier of flour to New Zealand commercial customers

GF Fresh Baking [1]

Results	H1 F'10	H1 F'09	Variance
Revenue	**$496.8m**	$493.3m	+0.7%
EBITDA	**$72.7m**	$55.2m [2]	+31.7%
EBITDA Margin	**14.6%**	11.2%	
Free Cash Flow	**$54.1m**	$43.2m	+25.2%

GF Fresh Dairy and Meats [1]

Results	H1 F'10	H1 F'09	Variance
Revenue	**$222.4m**	$243.1m	-8.5%
EBITDA	**$31.0m**	$18.2m [2]	+70.3%
EBITDA Margin	**13.9%**	7.5%	
Free Cash Flow	**$34.2m**	$25.2m	+35.7%

GF Home Ingredients [1]

Results	H1 F'10	H1 F'09	Variance
Revenue	**$258.0m**	$266.7m	-3.3%
EBITDA	**$51.8m**	$49.7m	+4.2%
EBITDA Margin	**20.1%**	18.6%	
Free Cash Flow	**$43.0m**	$60.7m	-29.2%

GF Asia Pacific [1]

Results	H1 F'10	H1 F'09	Variance
Revenue	**$159.1m**	$187.8m	-15.3%
EBITDA	**$30.1m**	$23.7m	+27.0%
EBITDA Margin	**18.9%**	12.6%	
Free Cash Flow	**$22.2m**	$26.1m	-14.9%

GF Commercial [1]

Results	H1 F'10	H1 F'09	Variance
Revenue	**$229.9m**	$286.7m	-19.8%
EBITDA	**$13.4m**	$32.2m	-58.4%
EBITDA Margin	**5.8%**	11.2%	
Free Cash Flow	**$18.8m**	$9.4m	+100.0%

[1] All Financials are stated on a Reported basis and reflect continued and discontinued operations.
[2] Adjusted to reflect accounting policy changes resulting from the adoption of revised AASB138 Intangible Assets, whereby direct marketing costs are now expensed when contracted services have been delivered or completed, versus previously, where costs were recognised as a prepayment and expensed when the campaign was launched

GOODMAN FIELDER LIMITED AND ITS CONTROLLED ENTITIES

CONDENSED HALF YEAR FINANCIAL REPORT

31 DECEMBER 2009

ABN 51 116 399 430

Goodman Fielder Limited and its controlled entities

Contents

Goodman Fielder Limited and its controlled entities

Directors' Report

The Directors of Goodman Fielder Limited ("the Company") present their report together with the consolidated financial report for the half year ended 31 December 2009.

Directors

The Board of Directors of the Company currently consists of six Directors - five independent non-executive Directors and the Managing Director. The Directors of the Company holding office during the financial period and until the date of this report are as follows:

Non-Executive

M G Ould	*Chairman*
C J Froggatt	
C A Hooke	
I D Johnston	
H E Perrett	

Executive

P M Margin	*Managing Director and Chief Executive Officer*

Ms C Froggatt was appointed a Director on 27 August 2009 and elected by shareholders at the Company's 2009 Annual General Meeting, and continues in office at the date of this report.

Mr G Walker was a Director from the beginning of the financial period until his resignation on 11 December 2009.

On 23 February 2010, the Company announced the appointment of Mr Steven Gregg and Mr Peter Hearl as Directors of the Company, effective 26 February 2010. Mr Gregg is an experienced investment and commercial banker with extensive Australian and international executive experience. Mr Hearl is a former executive of Yum Brands Inc and has extensive FMCG experience at senior levels. Both Directors will stand for election by shareholders at the 2010 Annual General Meeting.

Review of Operations

The Company posted a strong result with net profit after tax of $90.3 million for the six months to 31 December 2009, an increase of 24.9% over the prior corresponding period.

The strength of the Company's ongoing cash generation capability was reflected in an operating cash flow of $117.5 million and cash realisation of 98%. This further demonstrates the Company's continuing improvement of earnings quality.

Earnings before interest, tax, depreciation and amortisation increased by 9.7% over the prior corresponding period to $190.4 million. Revenue for the period was $1,366.2 million, down 7.5%.

During the period the Company announced the divestment of its Commercial edible fats and oils business, subject to regulatory approval. This is a major step in the transformation of the Company into a focused branded consumer food company.

On 25 February 2010, the Directors of the Company resolved to pay an interim dividend of 5.25 cents per share totalling $72.5 million, payable on 8 April 2010 to holders of record on 10 March 2010. The dividend will be unfranked in Australia, with nil imputation for New Zealand taxation purposes.

Auditor's Independence Declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 2 and forms part of this report.

Rounding of Amounts

The Company is of a kind referred to in ASIC Class Order 98/100 dated 10 July 1998 and, in accordance with that Class Order, amounts in the financial report and Directors' Report have been rounded off to the nearest tenth of a million dollars, unless otherwise stated.

Signed in accordance with a resolution of the Directors.

Max Ould	Peter Margin
Chairman	Managing Director and Chief Executive Officer
Sydney	Sydney
25 February 2010	25 February 2010

Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the directors of Goodman Fielder Limited:

I declare that, to the best of my knowledge and belief, in relation to the review for the half-year ended 31 December 2009 there have been:

(i) no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the review; and

(ii) no contraventions of any applicable code of professional conduct in relation to the review.

KPMG

KPMG

David Rogers
Partner

Sydney

25 February 2010

Goodman Fielder Limited and its controlled entities

Income Statement
For the half year ended 31 December 2009

	Notes	Consolidated 2009 $m	2008* $m
Revenue			
Sale of goods		**1,240.0**	1,317.8
Other income		**3.0**	6.8
Cost of sales		**(767.0)**	(874.9)
Warehousing and distribution expenses		**(167.6)**	(181.3)
Selling and marketing expenses		**(91.5)**	(89.0)
General and administration expenses**		**(62.8)**	(53.8)
Expenses, excluding finance costs		**(1,088.9)**	(1,199.0)
Net financing costs		**(43.7)**	(50.9)
Profit before income tax		**110.4**	74.7
Income tax expense	3	**(25.3)**	(12.6)
Profit from continuing operations		**85.1**	62.1
Profit from discontinued operations, net of income tax	5	**7.4**	12.6
Profit for the half year		**92.5**	74.7
Attributable to:			
Owners of Goodman Fielder Limited		**90.3**	72.3
Minority interests		**2.2**	2.4
Profit for the half year		**92.5**	74.7
		Cents	Cents
From continuing operations			
Basic earnings per share	15	**6.1**	4.5
Diluted earnings per share	15	**6.1**	4.5
		Cents	Cents
From continuing and discontinued operations			
Basic earnings per share	15	**6.7**	5.5
Diluted earnings per share	15	**6.7**	5.5

* *The 2008 comparatives have been restated to separately disclose net profit arising from the Commercial edible Fats and Oils business. Further information is set out in note 5. The comparatives have been further restated to reflect the accounting policy change as a result of adopting revised AASB 138 Intangibles, as detailed in note 1(a)(i).*

** *Refer to note 1(b).*

The above income statement should be read in conjunction with the accompanying notes.

Goodman Fielder Limited and its controlled entities

Statement of Comprehensive Income

For the half year ended 31 December 2009

	Consolidated 2009 $m	2008* $m
Profit for the half year	**92.5**	74.7
Other comprehensive income (net of tax effect):		
Foreign exchange translation differences	**(7.8)**	79.3
Changes in the fair value of cash flow hedges	**12.3**	(40.4)
Exchange differences on minority interest	**(1.1)**	2.5
Other comprehensive income for the half year, net of tax	**3.4**	41.4
Total comprehensive income for the half year	**95.9**	116.1
Attributable to:		
Owners of Goodman Fielder Limited	**93.7**	113.7
Minority interest	**2.2**	2.4
Total comprehensive income for the half year	**95.9**	116.1

* *The 2008 comparatives have been restated to reflect the accounting policy change as a result of adopting revised AASB 138 Intangibles, as detailed in note 1(a)(i).*

The above statement of comprehensive income should be read in conjunction with the accompanying notes.

Goodman Fielder Limited and its controlled entities

Statement of Financial Position

As at 31 December 2009

	Notes	Consolidated 31 December 2009 $m	30 June* 2009 $m
Assets			
Current assets			
Cash and cash equivalents		**66.6**	65.4
Trade and other receivables		**262.9**	275.6
Inventories		**147.5**	130.6
Derivative financial instruments		**0.9**	0.7
Current tax receivables		**10.3**	8.2
Other current assets		**8.1**	5.0
Assets classified as held for sale	5	**150.5**	140.8
Total current assets		**646.8**	626.3
Non-current assets			
Receivables		**4.8**	5.1
Derivative financial instruments		**3.4**	1.6
Property, plant and equipment		**511.0**	492.7
Deferred tax assets		**84.7**	100.7
Intangible assets		**1,864.6**	1,866.2
Other non-current assets		**1.3**	1.4
Total non-current assets		**2,469.8**	2,467.7
Total assets		**3,116.6**	3,094.0
Liabilities			
Current liabilities			
Trade and other payables		**282.0**	284.2
Borrowings	6	**689.0**	1.3
Derivative financial instruments		**23.9**	36.4
Current tax liabilities		**4.4**	5.4
Provisions		**53.1**	52.3
Liabilities classified as held for sale	5	**7.0**	6.9
Total current liabilities		**1,059.4**	386.5
Non-current liabilities			
Borrowings	7	**358.6**	1,063.5
Deferred tax liabilities		**12.1**	11.0
Provisions		**9.8**	7.7
Derivative financial instruments		**3.4**	7.6
Total non-current liabilities		**383.9**	1,089.8
Total liabilities		**1,443.3**	1,476.3
Net assets		**1,673.3**	1,617.7
Equity			
Contributed equity		**1,812.3**	1,771.9
Reserves		**(208.9)**	(214.0)
Retained earnings		**59.1**	50.1
Capital and reserves attributable to the owners of the Company		**1,662.5**	1,608.0
Minority interests		**10.8**	9.7
Total equity		**1,673.3**	1,617.7

* *The 2009 comparatives have been restated to reflect the accounting policy change as a result of adopting revised AASB 138 Intangibles, as detailed in note 1(a)(i).*

The above statement of financial position should be read in conjunction with the accompanying notes.

Goodman Fielder Limited and its controlled entities

Statement of Changes in Equity

For the half year ended 31 December 2009

Consolidated	Contributed equity	Hedging reserve	Foreign currency translation reserve	Share based payment reserve	Retained earnings	Total	Minority interest	Total equity
	Attributable to owners of Goodman Fielder Limited and its controlled entities							
	$m	$m	$m	$m	$m	$m	$m	$m
Balance at 1 July 2008	1,740.8	8.8	(195.4)	-	37.3	1,591.5	8.1	1,599.6
Impact of adopting revised AASB 138	-	-	-	-	(1.8)	(1.8)	-	(1.8)
Restated total equity at the beginning of the financial half year	**1,740.8**	**8.8**	**(195.4)**	**-**	**35.5**	**1,589.7**	**8.1**	**1,597.8**
Total comprehensive income for the half year	**-**	**(40.4)**	**79.3**	**-**	**72.3**	**111.2**	**4.9**	**116.1**
Transactions with owners in their capacity as owners:								
Other movements - treasury shares	1.5	-	-	-	(1.5)	-	-	-
Dividends paid to shareholders	-	-	-	-	(99.4)	(99.4)	-	(99.4)
Other movements	-	-	-	-	0.1	0.1	-	0.1
	1.5	-	-	-	(100.8)	(99.3)	-	(99.3)
Balance at 31 December 2008	**1,742.3**	**(31.6)**	**(116.1)**	**-**	**7.0**	**1,601.6**	**13.0**	**1,614.6**
Balance at 1 July 2009	1,771.9	(31.8)	(182.2)	-	53.3	1,611.2	9.7	1,620.9
Impact of adopting revised AASB 138	-	-	-	-	(3.2)	(3.2)	-	(3.2)
Restated total equity at the beginning of the financial half year	**1,771.9**	**(31.8)**	**(182.2)**	**-**	**50.1**	**1,608.0**	**9.7**	**1,617.7**
Total comprehensive income for the half year	**-**	**12.3**	**(7.8)**	**-**	**90.3**	**94.8**	**1.1**	**95.9**
Transactions with owners in their capacity as owners:								
Dividends paid to shareholders	-	-	-	-	(81.3)	(81.3)	-	(81.3)
Dividend reinvestment plan issues	40.4	-	-	-	-	40.4	-	40.4
Share based payment transactions	-	-	-	0.6	-	0.6	-	0.6
	40.4	-	-	0.6	(81.3)	(40.3)	-	(40.3)
Balance at 31 December 2009	**1,812.3**	**(19.5)**	**(190.0)**	**0.6**	**59.1**	**1,662.5**	**10.8**	**1,673.3**

The above statement of changes in equity should be read in conjunction with the accompanying notes.

Goodman Fielder Limited and its controlled entities

Statement of Cash Flows

For the half year ended 31 December 2009

	Notes	Consolidated 2009 $m	2008 $m
Cash flows from operating activities			
Receipts from customers		**1,422.3**	1,545.5
Payments to suppliers and employees		**(1,235.7)**	(1,380.9)
Interest received		**0.5**	0.7
Interest paid		**(49.6)**	(46.3)
Income taxes paid		**(20.0)**	(31.3)
Net cash inflow from operating activities		**117.5**	87.7
Cash flows from investing activities			
Payments for property, plant and equipment		**(48.1)**	(35.6)
Proceeds from sale of business		**1.9**	-
Proceeds from sale of property, plant and equipment		**12.6**	6.6
Net cash outflow from investing activities		**(33.6)**	(29.0)
Cash flows from financing activities			
Proceeds from borrowings		**729.9**	636.2
Repayment of borrowings		**(765.3)**	(529.5)
Finance lease payments		**(0.5)**	-
Dividends paid (net of Dividend Reinvestment Plan)	8	**(40.9)**	(99.4)
Payment of deferred consideration		**(3.3)**	(3.1)
Net cash (outflow)/inflow from financing activities		**(80.1)**	4.2
Net increase in cash and cash equivalents		**3.8**	62.9
Cash and cash equivalents at the beginning of the half year		**65.4**	39.3
Effects of exchange rate changes on cash and cash equivalents		**(2.6)**	7.8
Cash and cash equivalents at end of the half year		**66.6**	110.0

Details on non-cash financing activities are set out in note 14.

The above statement of cash flows should be read in conjunction with the accompanying notes.

Contents of the Notes to the Financial Statements

1. Summary of significant accounting policies

Goodman Fielder Limited ('GFL' or the 'Company') is a Company domiciled in Australia.

This consolidated interim financial report comprises the financial statements of Goodman Fielder Consumer Foods Pty Limited, as the accounting parent, and its deemed subsidiaries (together referred to as the 'Group' or the 'consolidated entity') for the six months ended 31 December 2009. The financial report is presented in the Australian currency.

The consolidated interim financial report was authorised for issue by the Directors on 25 February 2010.

(a) Basis of preparation of half year financial report

(i) Statement of compliance with IFRS

This general purpose financial report for the half year reporting period ended 31 December 2009 has been prepared in accordance with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001.*

This interim financial report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual report for the year ended 30 June 2009 and any public announcements made by Goodman Fielder Limited and its controlled entities during the interim reporting period in accordance with the continuous disclosure requirements of the *Corporations Act 2001.*

The accounting policies adopted are consistent with those applied by the Group in its consolidated financial report as at and for the year ended 30 June 2009, except as set out below:

Change in accounting policy

In the current period, the Group has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to its operations and effective for the current reporting period. The adoption of these new and revised Standards and Interpretations has resulted in changes to the Group's accounting policies in the following areas:

- Business combinations - revised AASB 3 *Business Combinations*
- Direct marketing costs - revised AASB 138 *Intangible Assets* and changes made by AASB 2008-5 *Amendments to Australian Accounting Standards - Annual Improvements Project*
- Segments - new AASB 8 *Operating Segments* and changes made by AASB 2008-5
- Presentation of Financial Statements - revised AASB 101 *Presentation of Financial Statements*

Business combinations

The Group has adopted AASB 3 Business Combinations (2008) and AASB 127 Consolidated and Separate Financial Statements (2008) for business combinations occurring in the financial year beginning 1 July 2009. The change in accounting policy is applied prospectively and had no impact on the 31 December 2009 financial statements.

Direct marketing costs

On 1 July 2009, the Group adopted an amendment to AASB 138 Intangible Assets included in AASB 2008-5 Amendments to Australian Accounting Standards arising from Annual Improvements Project. Under the new accounting policy, direct marketing costs are expensed when contracted services have been delivered or completed. Previously, direct marketing costs would be recognised as a prepayment and would be expensed to the income statement when the project or campaign was launched to customers.

The change in accounting policy has been applied retrospectively and has resulted in a $2.5m decrease in current other assets, a decrease in retained earnings of $1.8m and a deferred tax asset of $0.7m as at 1 July 2008. Applying the new accounting policy for the 31 December 2008 comparative period results in a $2.3m increase in Selling and Marketing expenses and a decrease in tax expense of $0.7m. The change had no material impact on earnings per share.

Operating segments

As of 1 July 2009, the Group determines and presents operating segments based on the information that internally is provided to the CEO, who is the Group's chief operating decision maker. This change in accounting policy is due to the adoption of AASB 8 Operating Segments. Previously operating segments were determined and presented in accordance with AASB 114 Segment Reporting. The change in accounting policy has had no effect on the segment information presented at 31 December 2009. The new accounting policy in respect of segment operating disclosures is presented as follows:

1. Summary of significant accounting policies (continued)

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. An operating segment's operating results are reviewed regularly by the CEO to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Segment results that are reported to the CEO include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets (primarily the Company's headquarters), head office expenses, and income tax assets and liabilities.

Presentation of financial statements

The Group has applied revised AASB 101 Presentation of Financial Statements (2007), which became effective as of 1 July 2009. As a result, the Group presents in the consolidated statement of changes in equity all owner changes in equity, whereas all non-owner changes in equity are presented in the consolidated statement of comprehensive income. This presentation has been applied in these interim financial statements for the half year ended 31 December 2009.

Comparative information has been re-presented so that it is also in conformity with the revised standard. Since the change in accounting policy only impacts presentation aspects, there is no impact on earnings per share.

(ii) Basis of measurement

These financial statements have been prepared under the historical cost basis except for derivative financial instruments which are stated at their fair value.

(iii) Accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with Australian equivalents to International Financial Reporting Standards (AIFRS) requires the use of certain accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; or in the period of the revision and future periods if the revision affects both current and future periods. There have been no significant changes since 30 June 2009 in the bases upon which estimates have been determined.

(b) Prior year comparatives

Prior year comparatives for 'Other expenses' in the income statement have been reclassified to 'General and administration expenses' to better reflect the nature of those costs. As a result 'Other expenses' disclosed in the comparative year amounting to $19.5m which consists of human resource, information technology and amortisation expenses have been reclassified to 'General and administration expenses.'

2. Segment information

(a) Description of segments

Operating segments

Fresh Baking is one of the largest bakers in Australia and the largest in New Zealand, with household brands and leading market shares in almost all the segments in which it competes. Products include packaged loaf bread, bread rolls, chilled bread and other baked products.

Fresh Dairy is a leading player in the New Zealand dairy and smallgoods categories with some of the country's most recognised brands in milk, specialty cheese, culture products and smallgoods.

Home Ingredients is a leading supplier of consumer food products to supermarkets in Australia and New Zealand with strong established brands holding leadership positions in multiple categories. Products include retail margarine and spreads, flour, cake mixes, biscuits, dressings, mayonnaise and frozen pastry.

The Asia Pacific business is a leading manufacturer and supplier of oil, flour, stockfeed, processed chicken and snack foods in China, Papua New Guinea, Fiji, and New Caledonia. The Group also exports to these countries.

Commercial is the largest supplier of edible fats and oils to the Australasian food industry and flour to the New Zealand food industry.

(b) Information about reportable segments

For the six months ended 31 December 2009	Fresh Baking $m	Fresh Dairy $m	Home Ingredients $m	Asia Pacific $m	Commercial $m	Total continuing operations $m	Discontinued operation $m	Consolidated $m
Segment revenue								
Sales to external customers	496.8	222.4	258.0	159.1	103.7	1,240.0	126.2	1,366.2
Intersegment sales	5.5	6.1	1.7	2.5	87.1	102.9	106.0	208.9
Total segment revenue	**502.3**	**228.5**	**259.7**	**161.6**	**190.8**	**1,342.9**	**232.2**	**1,575.1**
Intersegment elimination						(102.9)	(106.0)	(208.9)
Other income						3.0	0.2	3.2
Consolidated revenue						**1,243.0**	**126.4**	**1,369.4**
Segment result								
EBITDA before asset sales and restructuring costs	73.4	31.4	51.8	30.2	7.1	193.9	10.2	204.1
Depreciation and amortisation expense	(11.8)	(5.9)	(4.7)	(1.8)	(1.2)	(25.4)	(0.9)	(26.3)
EBIT before asset sales and restructuring costs	61.6	25.5	47.1	28.4	5.9	168.5	9.3	177.8
Asset sales - gain/(loss)	2.2	-	-	-	(2.7)	(0.5)	-	(0.5)
Restructure costs	(2.9)	(0.4)	-	(0.1)	(1.2)	(4.6)	-	(4.6)
Segment result	**60.9**	**25.1**	**47.1**	**28.3**	**2.0**	**163.4**	**9.3**	**172.7**
Net interest expense						(43.7)	-	(43.7)
Net unallocated depreciation and amortisation expense						(0.7)	-	(0.7)
Net unallocated expenses						(8.6)	-	(8.6)
Profit before income tax						**110.4**	**9.3**	**119.7**
Income tax expense						(25.3)	(1.9)	(27.2)
Profit for the half year						**85.1**	**7.4**	**92.5**

For the six months ended 31 December 2008	Fresh Baking $m	Fresh Dairy $m	Home Ingredients $m	Asia Pacific $m	Commercial $m	Total continuing operations $m	Discontinued operation $m	Consolidated $m
Segment revenue								
Sales to external customers	493.3	243.1	266.7	187.8	126.9	1,317.8	159.8	1,477.6
Intersegment sales	9.1	4.8	0.7	2.5	92.0	109.1	116.0	225.1
Total segment revenue	**502.4**	**247.9**	**267.4**	**190.3**	**218.9**	**1,426.9**	**275.8**	**1,702.7**
Intersegment elimination						(109.1)	(116.0)	(225.1)
Other income						6.8	0.4	7.2
Consolidated revenue						**1,324.6**	**160.2**	**1,484.8**
Segment result								
EBITDA before asset sales and restructuring costs	57.2	19.2	49.7	23.7	11.9	161.7	20.8	182.5
Depreciation and amortisation expense	(12.9)	(5.4)	(3.2)	(1.9)	(2.8)	(26.2)	(3.1)	(29.3)
EBIT before asset sales and restructuring costs	44.3	13.8	46.5	21.8	9.1	135.5	17.7	153.2
Asset sales - gain	3.1	-	-	-	-	3.1	-	3.1
Restructure costs	(5.1)	(1.0)	-	-	(0.5)	(6.6)	-	(6.6)
Segment EBIT	**42.3**	**12.8**	**46.5**	**21.8**	**8.6**	**132.0**	**17.7**	**149.7**
Net interest expense						(50.9)	-	(50.9)
Net unallocated depreciation and amortisation expense						(1.0)	-	(1.0)
Net unallocated expense						(5.4)	-	(5.4)
Profit before income tax						**74.7**	**17.7**	**92.4**
Income tax expense						(12.6)	(5.1)	(17.7)
Profit for the half year						**62.1**	**12.6**	**74.7**

3. Income tax expense

The Group's effective tax rate for the six months ended 31 December 2009 was 22.7% (2008: 19.2%). The increase in the effective tax rate was primarily due to lower research and development deductions in the current period.

4. Net tangible asset backing

	Consolidated	
	31 December 2009 cents per share	30 June 2009 cents per share
Net tangible asset backing per ordinary share (from continuing and discontinued operations)	**(16.1)**	(20.3)

5. Assets and liabilities classified as held for sale and discontinued operations

On 10 December 2009, Goodman Fielder Limited announced that it had entered into an agreement to sell its Commercial edible Fats and Oils operations to Cargill, for $240m. The sale remains subject to ACCC approval. The Commercial edible Fats and Oils business is reported in this financial report as a discontinued operation.

Financial information relating to the discontinued operation for the half-year is set out below. Further information is set out in note 2 - Segment information.

(a) Assets classified as held for sale

	Consolidated	
	31 December 2009 $m	30 June 2009 $m
Disposal group held for sale		
Inventories	**50.5**	45.3
Goodwill	**31.3**	26.9
Property, plant and equipment	**68.7**	68.6
	150.5	140.8

Trade debtors have not been separately classified as assets held for sale, as they will be collected by Goodman Fielder.

(b) Liabilities classified as held for sale

	Consolidated	
	31 December 2009 $m	30 June 2009 $m
Disposal group held for sale		
Provision for employee benefits	**7.0**	6.9

Trade creditors have not been separately classified as liabilities held for sale, as they will be paid by Goodman Fielder as and when they fall due.

(c) Financial performance and cash flow information

	Consolidated	
	2009	2008
	$m	$m
Income statement		
Sale of goods	**126.2**	159.8
Other income	**0.2**	0.4
Cost of sales	**(98.3)**	(123.3)
Warehousing and distribution expenses	**(11.2)**	(10.9)
Selling and marketing expenses	**(4.1)**	(4.8)
General and administration expenses	**(3.5)**	(3.5)
Profit before income tax	**9.3**	17.7
Income tax expense	**(1.9)**	(5.1)
Profit from discontinued operations, net of income tax	**7.4**	12.6
Cash flow information		
Net cash inflow/(outflow) from operating activities	**22.6**	(3.3)
Net cash outflow from investing activities	**(4.5)**	(5.0)
Net increase in cash generated by the discontinued operations	**18.1**	(8.3)

6. Current liabilities - Borrowings

	Consolidated	
	31 December 2009	30 June 2009
	$m	$m
Secured		
Lease liabilities	**0.9**	0.8
Unsecured		
Bank loan	**688.1**	0.5
	689.0	1.3

7. Non-current liabilities - Borrowings

	Consolidated	
	31 December 2009	30 June 2009
	$m	$m
Secured		
Lease liabilities	**1.4**	0.9
Unsecured		
Bank loan	**357.2**	1,062.6
	358.6	1,063.5

The bank facility in notes 6 and 7 is shown net of $9.0m (2009: $2.5m) facility establishment costs.

In October 2009, Goodman Fielder Limited successfully raised A$500m from the syndication of its multi-currency, revolving loan facility. The facility consists of a A$80m tranche which commenced in October 2009 and a A$420m tranche commencing in November 2010. Both tranches mature in October 2012. The facilities provide additional funding to cover the majority of the existing A$700m syndicated loan facility due to mature in November 2010.

8. Dividends

	Company 2009 $m	2008 $m
(a) Ordinary shares		
Final dividend for the year ended 30 June 2009 of 6.0 cents (2008: 7.5 cents) per fully paid ordinary share paid on 29 October 2009 (2008: 30 October 2008) Australia: 20% franked (2008: 40% franked) amount of 1.2 cents at 30% (2008: 3.0 cents at 30%) New Zealand: nil imputation (2008: nil imputation) amount of nil cents at 30% (2008: nil cents at 30%)	**81.3**	99.4
(b) Dividends not recognised at the end of the half year		
Since half year end the directors have recommended the payment of an interim dividend of 5.25 cents (2009: 4.5 cents) per fully paid ordinary share Australia: 0% franked (2009: 31% franked) amount of nil cents at 30% (2009: 1.395 cents at 30%) New Zealand: nil imputation (2009: nil imputation) amount of nil cents at 30% (2009: nil cents at 30%) The aggregate amount of the proposed dividend payable on 8 April 2010 out of retained earnings, but not recognised as a liability at half year end, is	**72.5**	59.6

9. Restructure costs

During the period, restructuring costs of $4.6m were recognised in the income statement, primarily in respect of redundancy costs, depot closures and additional provisions for closure of the Mascot fats and oils site.

During the half year ending 31 December 2008, the Group recognised $6.6m of integration and restructuring costs associated with improvement initiatives designed to bring long term benefits to the organisation. These costs include external consulting costs, costs of employees working specifically on the initiatives, redundancy costs and system improvement costs.

10. Contingent liabilities

There were no significant changes to contingent liabilities as disclosed in the most recent annual report.

11. Commitments

(a) Capital commitments

Capital expenditure contracted for at the reporting date but not recognised as liabilities is as follows:

	Consolidated 31 December 2009 $m	31 December 2008 $m
Payable:		
Within one year	**11.5**	29.6

(b) Operating leases

The Group entered into a heads of lease agreement on 23 December 2009 for a new head office in Auckland, New Zealand. The lease is for seven years with options to renew as required.

During the six months ended 31 December 2009, the Group entered into a new lease agreement for an existing Bakery in Lower Hutt, New Zealand.

	31 December 2009 $m
New commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:	
Within one year	**1.1**
Later than one year but not later than five years	**7.3**
Later than five years	**6.4**
	14.8

12. Jointly controlled entities

The Group has a 50% interest (2008: 50% interest) in PT Sinar Meadow International Indonesia (incorporated in Indonesia) and a 50% interest (2008: 50% interest) in Oilstream Partners Pty Limited (incorporated in Australia).

Neither of these entities made a material contribution, whether singularly or in aggregate, to the results of the Group in either the current or previous corresponding periods.

13. Events occurring after the reporting period

There have been no events subsequent to balance date which would have a material effect on the Group's financial statements as at 31 December 2009.

14. Non-cash financing activities

A dividend reinvestment plan (DRP) was continued in the current financial period, resulting in 25.3m shares being issued under the DRP. Dividends settled in shares rather than cash during the period totalled $40.4m.

15. Earnings per share

	Consolidated	
	2009	2008
	Cents	Cents
(a) Basic earnings per share		
Profit from continuing operations	**6.1**	4.5
Profit from discontinued operations	**0.6**	1.0
Total basic earnings per share attributable to the ordinary equity holders of the Company	**6.7**	5.5
(b) Diluted earnings per share		
Profit from continuing operations	**6.1**	4.5
Profit from discontinued operations	**0.6**	1.0
Total diluted earnings per share attributable to the ordinary equity holders of the Company	**6.7**	5.5

(c) Reconciliations of earnings used in calculating earnings per share

	Consolidated	
	2009	2008
	$m	$m
Basic earnings per share		
Profit from continuing operations	**82.9**	59.7
Profit from discontinued operations	**7.4**	12.6
Profit for the half year attributable to the ordinary equity holders of the Company	**90.3**	72.3
Diluted earnings per share		
Profit from continuing operations	**82.9**	59.7
Profit from discontinued operations	**7.4**	12.6
Profit for the half year attributable to the ordinary equity holders of the Company	**90.3**	72.3

(d) Weighted average number of shares used as the denominator

	Consolidated	
	2009	2008
	Number m	Number m
Weighted average number of ordinary shares used as the denominator in calculating basic and diluted earnings per share	**1,351.8**	1,325.0

Goodman Fielder Limited and its controlled entities

Directors' Declaration

In the opinion of the Directors of Goodman Fielder Limited ("the Company"):

(a) the financial statements and notes of the consolidated entity set out on pages 3 to 16 are in accordance with the *Corporations Act 2001*, including:

 (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements, and

 (ii) giving a true and fair view of the financial position as at 31 December 2009 and of its performance for the half year ended on that date of the consolidated entity; and

(b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of the Directors.

Max Ould
Chairman
Sydney
25 February 2010

Peter Margin
Managing Director and Chief Executive Officer
Sydney
25 February 2010

Independent auditor's review report to the members of Goodman Fielder Limited

We have reviewed the accompanying half-year financial report of Goodman Fielder Limited, which comprises the consolidated statement of financial position as at 31 December 2009, consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the half-year ended on that date, a statement of accounting policies and other explanatory notes 1 to 15 and the directors' declaration of the Group comprising the company and the entities it controlled at the half-year's end or from time to time during the half-year.

Directors' responsibility for the half-year financial report

The directors of the company 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 control 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 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 half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the Group's financial position as at 31 December 2009 and its performance for the half-year ended on that date; and complying with Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As auditor of Goodman Fielder Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

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 have complied with the independence requirements of the *Corporations Act 2001*.

KPMG

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 Goodman Fielder Limited is not in accordance with the *Corporations Act 2001*, including:

(a) giving a true and fair view of the Group's financial position as at 31 December 2009 and of its performance for the half-year ended on that date; and

(b) complying with Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

KPMG

KPMG

David Rogers

David Rogers
Partner

Sydney

25 February 2010