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KOOR INDUSTRIES LTD
Form SC 13D/A
January 22, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
(Rule 13d-101)

Under the Securities Exchange Act of 1934
(Amendment No.8)

KOOR INDUSTRIES LTD.
(Name of Issuer)

ORDINARY SHARES, PAR VALUE NIS 0.001
(Title of Class of Securities)

500507108(1)
(CUSIP Number)

DISCOUNT INVESTMENT CORPORATION LTD.
THE TRIANGULAR TOWER, 44TH FLOOR
3 AZRIELI CENTER, TEL AVIV 67023
ISRAEL

ATTN: KURT KEREN, ADV.
TELEPHONE #: +972-3-607-5888
(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

JANUARY 16, 2008
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box: ☐

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(1) The CUSIP Number corresponded to the Issuer's American Depository Shares (individually, an "ADS"), which were publicly traded on the New York Stock Exchange until June 18, 2007, and were ultimately cancelled on September 18, 2007. Each ADS represented 0.20 Ordinary Share. The ISIN for the Issuer's Ordinary Shares, which are traded on the Tel Aviv Stock Exchange, is IL006490127.

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SCHEDULE 13D

CUSIP NO. 500507108

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Discount Investment Corporation Ltd.

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ☒ [X]
(b) ☐ [_]

3) SEC USE ONLY

4) SOURCE OF FUNDS
WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E) ☐ [_]

6) CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	7) SOLE VOTING POWER
	0
NUMBER OF	-----
SHARES	8) SHARED VOTING POWER
BENEFICIALLY	7,958,797
OWNED BY	-----
EACH	9) SOLE DISPOSITIVE POWER
REPORTING	0
PERSON	-----
WITH	10) SHARED DISPOSITIVE POWER
	7,958,797

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,958,797

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
☐ [_]

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
47.8%

14) TYPE OF REPORTING PERSON
CO

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SCHEDULE 13D

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CUSIP NO. 500507108

1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON IDB Development Corporation Ltd.

2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> [X] (b) <input type="checkbox"/> []

3)	SEC USE ONLY

4)	SOURCE OF FUNDS Not applicable

5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/> []

6)	CITIZENSHIP OR PLACE OF ORGANIZATION Israel

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 0
	8) SHARED VOTING POWER 9,589,011 *
	9) SOLE DISPOSITIVE POWER 0
	10) SHARED DISPOSITIVE POWER 9,589,011 *

11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,589,011 *

12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input checked="" type="checkbox"/> [X] <input type="checkbox"/> []

13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 57.6%

14)	TYPE OF REPORTING PERSON CO

* Includes (i) 7,958,797 Ordinary Shares held by DIC. Does not include (i) 1,311,993 Ordinary Shares and options to purchase 126,616 Ordinary Shares, which are exercisable within 60 days from January 16, 2008, all of which are held for members of the public through, among others, provident funds, mutual funds, pension funds, exchange traded funds and insurance policies, which are managed by subsidiaries of Clal Insurance Enterprises Holdings Ltd. ("CIEH"), a subsidiary of IDB Development, (ii) 8 Ordinary Shares which are held by unaffiliated third-party client accounts managed by subsidiaries of CIEH as portfolio managers and (iii) 38,421 Ordinary Shares held for members of the public through mutual funds which are managed by a company controlled by Epsilon Investment House Ltd., an indirect subsidiary of IDB Development (collectively,

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the "CIEH and Epsilon Shares"). The Reporting Person disclaims beneficial ownership of the CIEH and Epsilon Shares.

o Excludes the CIEH and Epsilon Shares.

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SCHEDULE 13D

CUSIP NO. 500507108

1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON IDB Holding Corporation Ltd.

2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>

3)	SEC USE ONLY

4)	SOURCE OF FUNDS Not applicable

5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>

6)	CITIZENSHIP OR PLACE OF ORGANIZATION Israel

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 0

	8) SHARED VOTING POWER 9,589,011 *

	9) SOLE DISPOSITIVE POWER 0

	10) SHARED DISPOSITIVE POWER 9,589,011 *

11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,589,011 *

12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input checked="" type="checkbox"/> o

13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 57.6%

14)	TYPE OF REPORTING PERSON CO

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* Includes 7,958,797 Ordinary Shares held by DIC and 1,630,214 Ordinary Shares held by IDB Development. Does not include the CIEH and Epsilon Shares. The Reporting Person disclaims beneficial ownership of the CIEH and Epsilon Shares.

o Excludes the CIEH and Epsilon Shares.

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SCHEDULE 13D

CUSIP NO. 500507108

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Nochi Dankner

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ☒
(b) ☐

3) SEC USE ONLY

4) SOURCE OF FUNDS
Not applicable

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E) ☐

6) CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

7) SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
8) SHARED VOTING POWER
9,589,011 *

9) SOLE DISPOSITIVE POWER
0

10) SHARED DISPOSITIVE POWER
9,589,011 *

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,589,011 *

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
☒ o

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
57.6%

14) TYPE OF REPORTING PERSON
IN

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* Includes 7,958,797 Ordinary Shares held by DIC and 1,630,214 Ordinary Shares held by IDB Development. Does not include the CIEH and Epsilon Shares. The Reporting Person disclaims beneficial ownership of the CIEH and Epsilon Shares.

o Excludes the CIEH and Epsilon Shares.

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SCHEDULE 13D

CUSIP NO. 500507108

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Shelly Bergman

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ☒
(b) ☐

3) SEC USE ONLY

4) SOURCE OF FUNDS
Not applicable

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) ☐

6) CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

	7) SOLE VOTING POWER
	0
NUMBER OF	
SHARES	
BENEFICIALLY	8) SHARED VOTING POWER
OWNED BY	9,589,011 *
EACH	
REPORTING	9) SOLE DISPOSITIVE POWER
PERSON	0
WITH	
	10) SHARED DISPOSITIVE POWER
	9,589,011 *

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,589,011 *

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
☒ o

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
57.6%

14) TYPE OF REPORTING PERSON

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IN

* Includes 7,958,797 Ordinary Shares held by DIC and 1,630,214 Ordinary Shares held by IDB Development. Does not include the CIEH and Epsilon Shares. The Reporting Person disclaims beneficial ownership of the CIEH and Epsilon Shares.

o Excludes the CIEH and Epsilon Shares.

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SCHEDULE 13D

CUSIP NO. 500507108

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Ruth Manor

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ☒
(b) ☐

3) SEC USE ONLY

4) SOURCE OF FUNDS
Not applicable

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) ☐

6) CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 0
	8) SHARED VOTING POWER 9,589,011 *
	9) SOLE DISPOSITIVE POWER 0
	10) SHARED DISPOSITIVE POWER 9,589,011 *

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,589,011 *

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
☒ o

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
57.6%

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14) TYPE OF REPORTING PERSON
IN

* Includes 7,958,797 Ordinary Shares held by DIC and 1,630,214 Ordinary Shares held by IDB Development. Does not include the CIEH and Epsilon Shares. The Reporting Person disclaims beneficial ownership of the CIEH and Epsilon Shares.

o Excludes the CIEH and Epsilon Shares.

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SCHEDULE 13D

CUSIP NO. 500507108

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Avraham Livnat

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ☒ [X]
(b) ☐ []

3) SEC USE ONLY

4) SOURCE OF FUNDS
Not applicable

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E) ☐ []

6) CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 0
	8) SHARED VOTING POWER 9,589,011 *
	9) SOLE DISPOSITIVE POWER 0
	10) SHARED DISPOSITIVE POWER 9,589,011 *

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,589,011 *

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
☒ [X] o

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13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
57.6%

14) TYPE OF REPORTING PERSON
IN

* Includes 7,958,797 Ordinary Shares held by DIC and 1,630,214 Ordinary Shares held by IDB Development. Does not include the CIEH and Epsilon Shares. The Reporting Person disclaims beneficial ownership of the CIEH and Epsilon Shares.

o Excludes the CIEH and Epsilon Shares.

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This amendment No. 8 (the "Amendment") amends and supplements the Statement on Schedule 13D in respect of the Ordinary Shares, par value NIS 0.001 each ("Ordinary Shares"), of Koor Industries Ltd. (the "Issuer"), initially filed by IDB Development Corporation Ltd., IDB Holding Corporation Ltd., Mr. Nochi Dankner, Mrs. Shelly Bergman, Mrs. Ruth Manor and Mr. Avraham Livnat (collectively, the "Initial Reporting Persons"), with the Securities and Exchange Commission on June 6, 2005 (as amended from time to time, the "Statement"). The Initial Reporting Persons together with Discount Investment Corporation Ltd. ("DIC") are hereinafter referred to as the "Reporting Persons."

Capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to such terms in the Statement.

The following amends and supplements Items 2, 3, 4, 5 and 7 of the Statement.

ITEM 2. IDENTITY AND BACKGROUND

(a) - (c)

As of January 16, 2008:

IDB Development owned approximately 71.4% of the outstanding shares of DIC.

IDB Holding owned approximately 72.8% of the outstanding shares of IDB Development.

In addition to approximately 31.02% of the outstanding shares of IDB Holding owned by Ganden, which is controlled by Nochi Dankner and Shelly Bergman through Ganden Holdings, Ganden owned approximately 6.7% of the outstanding shares of IDB Holding, Ganden Holdings itself owned directly approximately 12.3% of the outstanding shares of IDB Holding, and a private Israeli corporation which is wholly owned by Shelly Bergman owned approximately 4.2% of the outstanding shares of IDB Holding.. These additional shares of IDB Holding are not subject to the Shareholders Agreement. Substantially all of these additional shares of IDB Holding owned by Ganden, Ganden Holdings and Shelly Bergman's wholly owned corporation were acquired with borrowed funds and are subject to the rights of each respective shareholder's lending institution in the event of default.

In addition to approximately 10.34% of the outstanding shares of IDB Holding owned by Manor, which is controlled by Ruth Manor through Manor Holdings

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B.A. Ltd., Manor owned approximately 0.05% of the outstanding shares of IDB Holding, and Manor Holdings B.A. Ltd. itself owned directly approximately 1.29% of the outstanding shares of IDB Holding. These additional shares of IDB Holding are not subject to the Shareholders Agreement.

In addition to approximately 10.34% of the outstanding shares of IDB Holding owned by Livnat, which is controlled by Avraham Livnat through Avraham Livnat Ltd., Avraham Livnat Ltd. itself owned directly approximately 1.35% of the outstanding shares of IDB Holding. These additional shares of IDB Holding are not subject to the Shareholders Agreement.

The name, citizenship, residence or business address and present principal occupation of the directors and executive officers of DIC, IDB Development and IDB Holding are as set forth in Schedules A, B and C, respectively, attached to this Amendment and incorporated herein by reference.

(d) None of the Reporting Persons or, to the knowledge of the Reporting Persons, any director or executive officer of DIC, IDB Development and IDB Holding referred to above has, during the last five years, been convicted in any criminal proceeding, excluding traffic violations and similar misdemeanors.

(e) None of the Reporting Persons or, to the knowledge of the Reporting Persons, any director or executive officer of DIC, IDB Development and IDB Holding referred to above has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction which as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

From December 10, 2007 through January 16, 2008 DIC purchased an aggregate of 238,368 Ordinary Shares in open market transactions on the Tel Aviv Stock Exchange for a total purchase price of NIS 64,054,745 (approximately \$16,941,774), excluding commissions, in cash, using its own funds to pay such total purchase price.

ITEM 4. PURPOSE OF TRANSACTION.

The Ordinary Shares referred to above were purchased for investment purposes.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a), (b) Percentages are based on 16,641,177 Ordinary Shares outstanding as of January 16, 2008 (including 15,799 Ordinary Shares owned by a wholly owned subsidiary of the Issuer), as the Issuer advised the Reporting Persons.

As of January 16, 2008:

DIC directly owns 7,958,797 Ordinary Shares, and may be deemed to share the power to vote and dispose of these Ordinary Shares, constituting approximately 47.8% of the Ordinary Shares outstanding. These Ordinary Shares do not include the remainder of up to 11,044 Ordinary Shares which DIC may be required to purchase pursuant to the Management Option described in Item 4 of amendment No. 1 of the Statement.

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IDB Development directly owns 1,630,214 Ordinary Shares, and may be deemed to share the power to vote and dispose of these Ordinary Shares, constituting approximately 9.8% of the Ordinary Shares outstanding. IDB Development may also be deemed to be the beneficial owner, and to share the power to vote and dispose, of the 7,958,797 Ordinary Shares owned by DIC. As a result, IDB Development may be deemed to be the beneficial owner, and to share the power to vote and dispose, of a total of 9,589,011 Ordinary Shares, constituting approximately 57.6% of the Ordinary Shares outstanding. IDB Development disclaims beneficial ownership of all the Ordinary Shares held by DIC.

IDB Holding and the Reporting Persons who are natural persons may be deemed to share the power to vote and dispose of the aggregate of 9,589,011 Ordinary Shares beneficially owned by DIC and IDB Development, constituting approximately 57.6% of the Ordinary Shares outstanding. Each of these Reporting Persons disclaims beneficial ownership of all the Ordinary Shares held by DIC and IDB Development.

Information provided to the Reporting Persons indicates that the executive officers and directors of DIC, IDB Development and IDB Holding did not beneficially own as of January 16, 2008 any Ordinary Shares.

(c) From December 10, 2007 through January 16, 2008 DIC purchased in open market transactions a total of 238,368 Ordinary Shares for an aggregate purchase price of NIS 64,054,745 (approximately \$16,941,774), excluding commissions, as set forth in Appendix 1 attached to this Amendment and incorporated herein by reference. All these purchases were made on the Tel Aviv Stock Exchange.

Except as stated above, the Reporting Persons have not purchased or sold any Ordinary Shares during the last 60 days preceding January 16, 2008.

Information provided to the Reporting Persons indicates that none of the executive officers and directors of DIC, IDB Development and IDB Holding purchased or sold any Ordinary Shares, during the last 60 days preceding January 16, 2008.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

- | | |
|----------------------|---|
| Appendix 1 | - The purchases of Ordinary Shares made by DIC on the Tel Aviv Stock Exchange from December 10, 2007 through January 16, 2008. |
| Schedules A, B and C | - Name, citizenship, residence or business address and present principal occupation of the directors and executive officers of (i) DIC, (ii) IDB Development and (iii) IDB Holding. |

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SIGNATURE

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this amendment No. 8 is true, complete and correct.

Dated: January 21, 2008

DISCOUNT INVESTMENT CORPORATION LTD.
IDB DEVELOPMENT CORPORATION LTD.
IDB HOLDING CORPORATION LTD.

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NOCHI DANKNER
SHELLY BERGMAN
RUTH MANOR
AVRAHAM LIVNAT

By: Discount Investment Corporation Ltd.

(signed)

By: _____
Michel Dahan and Kurt Keren, authorized signatories of Discount Investment Corporation Ltd., for itself and on behalf of IDB Development Corporation Ltd., IDB Holding Corporation Ltd., Nochi Dankner, Shelly Bergman, Ruth Manor and Avraham Livnat pursuant to agreements annexed as Exhibits 4 through 9 to amendment No. 2 of the Statement.

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Appendix 1

Purchases of Ordinary Shares made by DIC from December 10, 2007 through January 16, 2008

DATE OF TRANSACTION	NUMBER OF ORDINARY SHARES PURCHASED	PRICE PER SHARE
-----	-----	-----
December 10, 2007	900	NIS 308.30
	154	308.40
	500	308.50
	336	308.60
	134	308.70
	8,210	309.00
	2,718	309.10
	420	309.20
	1,316	309.30
	750	309.40
	3,260	309.50
	843	309.60
	200	309.70
	31,400	310.00
December 11, 2007	1,610	303.00
	600	303.20
	3,674	303.50
	300	303.80
	1,430	304.00
December 12, 2007	55	299.20
	40	299.30
	109	299.40
	229	299.50
	32	299.60
	900	299.70
	433	300.00
	747	300.50
	203	300.90
	950	301.00
	200	301.20
	331	301.40
	969	301.50
	176	301.70

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January 14, 2008	2,887	259.00
	2,050	259.50
	1,000	259.80
	500	259.90
	11,500	260.00
	2,000	260.20
	1,000	260.30
	1,000	260.40
	562	260.50
	462	260.60
	2,600	260.70
	50	260.80
	1,550	260.90
	70,640	261.00
January 16, 2008	21	241.70
	30	241.80
	159	241.90
	500	242.50
	350	243.00
	50	243.10
	41	244.30
	30	244.40
	9,535	245.00
	600	245.10
	50,588	246.00
	14,534	246.20

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Schedule A

Directors and Executive Officers o f Discount Investment Corporation Ltd. (as of January 16, 2008)

Citizenship is the same as country of address, unless otherwise noted.

Name & Address	Position	Current Principa
Nochi Dankner 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Chairman of the Board of Directors	Chairman and Chi IDB Development, Director of comp
Zehava Dankner 64 Pinkas Street, Tel Aviv 62157, Israel	Director	Member of the ex
Zvi Livnat 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Director	Executive Vice P Development; Co- Investments Ltd.
Avi Fischer 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Director	Executive Vice P Development; Co- Investments Ltd.
Refael Bisker 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director	Chairman of Prop

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Jacob Schimmel 17 High field Gardens, London W11 9HD, United Kingdom	Director	Director of UKI
Shaul Ben-Zeev Taavura Junction, Ramle 72102, Israel	Director	Chief Executive
Eliahu Cohen 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director	Chief Executive
Gideon Lahav 124 Ehad Ha-Am Street, Tel-Aviv 65208, Israel	Director	Director of comp
Moshe Arad 14 Shay Agnon Street, Jerusalem 92586, Israel	External Director	Director of comp
Gideon Dover 11 Hamaalot Street, Herzlia B 46583, Israel	External Director	Chief Executive Scientific Equip
Prof. Niv Ahituv 33 Drezner Street, Tel Aviv 69496, Israel	External Director	Professor at the
Isaac Manor (*) 26 Hagderot Street, Savion 56526, Israel	Director	Chairman of comp Lubinski Ltd. gr
Dori Manor (*) 18 Hareches Street, Savion 56538, Israel	Director	Chief Executive the David Lubins

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Adiel Rosenfeld 42 Ha'Alon Street, Timrat 23840, Israel	Director	Representative in
Ami Erel 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	President and Chief Executive Officer	President and Chi
Oren Lieder 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Senior Vice President and Chief Financial Officer	Senior Vice Presi
Raanan Cohen 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Vice President	Vice President of
Ari Bronshtein 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Vice President	Vice President of
Michel Dahan 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Vice President and Comptroller	Vice President an
(*) Dual citizen of Israel and France		

=====

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Schedule B

Directors and Executive Officers of IDB Development Corporation Ltd. (as of January 16, 2008)

Citizenship is the same as country of address, unless otherwise noted.

Name & Address	Position	Current Principa
Nochi Dankner 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Chairman of the Board of Directors	Chairman and Chi IDB Development, Director of comp
Zehava Dankner 64 Pinkas Street, Tel Aviv 62157, Israel	Director	Member of the ex
Avi Fischer 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Deputy Chairman of the Board of Directors	Executive Vice P Development; Co- Investments Ltd.
Zvi Livnat 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Deputy Chairman of the Board of Directors	Executive Vice P Development; Co- Investments Ltd.
Refael Bisker 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director	Chairman of Prop
Jacob Schimmel 17 High field Gardens, London W11 9HD, United Kingdom	Director	Director of UKI
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Shay Livnat 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Director	President of Zoe
Eliahu Cohen 3 Azrieli Center, The Triangular Tower 44th floor, Tel-Aviv 67023, Israel	Director and Chief Executive Officer	Chief Executive
Isaac Manor (*) 26 Hagderot Street, Savion 56526, Israel	Director	Chairman of comp Lubinski Ltd. gr
Dori Manor (*) 18 Hareches Street, Savion 56538, Israel	Director	Chief Executive the David Lubins
Abraham Ben Joseph 87 Haim Levanon Street, Tel-Aviv 69345, Israel	Director	Director of comp
Amos Malka 18 Nahal Soreq Street, Modi'in 71700, Israel	External Director	Chairman of Alba

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<p>Dr. Yoram Margalyot 16 Ha'efroni Street, Raanana 43724, Israel</p>	<p>External Director</p>	<p>Senior lecturer Tel Aviv University</p>
<p>Irit Izakson 15 Great Matityahou Cohen Street, Tel-Aviv 62268, Israel</p>	<p>Director</p>	<p>Director of company</p>
<p>Lior Hannes 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel</p>	<p>Senior Executive Vice President</p>	<p>Senior Executive Chief Executive Officer</p>
<p>Dr. Eyal Solganik 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel</p>	<p>Executive Vice President and Chief Financial Officer</p>	<p>Executive Vice President Development; Chief</p>
<p>Ari Raved 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel</p>	<p>Vice President</p>	<p>Vice President of</p>
<p>Haim Gavrieli 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel</p>	<p>Executive Vice President</p>	<p>Executive Vice President</p>
<p>Haim Tabouch 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel</p>	<p>Vice President and Comptroller</p>	<p>Vice President at IDB Holding.</p>
<p>Inbal Tzion 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel</p>	<p>Vice President and Corporate Secretary</p>	<p>Vice President at Corporate Secretary</p>
<p>(*) Dual citizen of Israel and France.</p>		

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Schedule C

Directors and Executive Officers of IDB Holding Corporation Ltd. (as of January 16, 2008)

Citizenship is the same as country of address, unless otherwise noted.

Name & Address	Position	Current Principal
<p>Nochi Dankner 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel</p>	<p>Chairman of the Board of Directors and Chief Executive Officer</p>	<p>Chairman and Chief IDB Development, Director of company</p>
<p>Isaac Manor (*) 26 Hagderot Street, Savion 56526, Israel</p>	<p>Deputy Chairman of the Board of Directors</p>	<p>Chairman of company Lubinski Ltd. group</p>
<p>Arie Mientkavich 14 Betzalel Street, Jerusalem 94591, Israel</p>	<p>Vice Chairman of the Board of Directors</p>	<p>Chairman of Elron Gazit-Globe Ltd.;</p>

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Zehava Dankner 64 Pinkas Street, Tel Aviv 62157, Israel	Director	Member of the executive committee
Lior Hannes 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director	Senior Executive Vice President and Executive Officer
Refael Bisker 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director	Chairman of the Board of Directors
Jacob Schimmel 17 High field Gardens, London W11 9HD, United Kingdom	Director	Director of UKI Investments Ltd.
Shaul Ben-Zeev Taavura Junction, Ramle 72102, Israel	Director	Chief Executive Officer
Eliahu Cohen 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Director	Chief Executive Officer
Dori Manor (*) 18 Hareches Street, Savion 56538, Israel	Director	Chief Executive Officer of the David Lubinski Group
Meir Rosenne 8 Oppenheimer Street, Tel-Aviv 69395, Israel	Director	Attorney.
Shmuel Lachman 9A Khilat Jatimir Street, Tel Aviv 69405, Israel	External Director	Information technology
Zvi Dvoresky 12 Harofeh Street, Ahuza, Haifa 34366, Israel	External Director	Chief Executive Officer
Zvi Livnat 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Director and Executive Vice President	Executive Vice President of Development; Co-Chairman of Investments Ltd.

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Avi Fischer 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel	Executive Vice President	Executive Vice President of Development; Co-Chairman of Investments Ltd.
Dr. Eyal Solganik 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Chief Financial Officer	Chief Financial Officer and Chief Financial Officer
Haim Tabouch 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel	Comptroller	Comptroller of Investments Ltd.
(*) Dual citizen of Israel and France.		

