BANK LEUMI LE-ISRAEL B.M. AND INVESTEE COMPANIES

Condensed Financial Statements
as at 31 March 2011
(unaudited)

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31 May 2011

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A. General Developments in the Group's Business

The Directors' Report has been prepared in accordance with the Public Reporting Directives of the Supervisor of Banks. The principles applied in preparing the interim reports are consistent with the principles used in preparing the Annual Report as at 31 December 2010. In addition to that stated in Note 1b to the financial statements, the interim reports should be read in conjunction with the Annual Report for 2010.

Description of Leumi Group's Business Activities and their General Development

Total assets under the management of the Group (balance sheet items and off-balance sheet items*) amounted to some NIS 907 billion at the end of March 2011, as compared with NIS 889 billion at the end of 2010, an increase of some 2.08%, resulting primarily from the rise in the capital market and from the increase in activity.

* Total balance sheet items as well as customers' securities portfolios, and the value of securities of mutual funds, provident funds, pension funds and supplementary training funds held in custody, in relation to which operational management and custody services are provided.

Net profit attributable to shareholders in the banking corporation (hereinafter – the net profit) in the first quarter of 2011 amounted to NIS 577 million, compared with NIS 596 million in the corresponding period in 2010, a decrease of 3.2%.

Net operating profit attributable to shareholders in the banking corporation in the first quarter of 2011 amounted to NIS 576 million, compared with NIS 592 million in the corresponding period in 2010, a decrease of 2.7%.

The decrease in net operating profit is mainly explained by an increase in operating and other expenses and a decrease in the contribution of companies included on equity basis. On the other hand, the decrease in provisions for doubtful debts and an increase in net interest income and in operating and other income partially offset the abovementioned effects.

Net profit per share attributable to shareholders in the banking corporation during the first quarter of 2011 was NIS 0.39, compared with NIS 0.40 in the corresponding period in 2010 and NIS 1.61 in the whole of 2010.

Based on data of the banking system as at 31 December 2010, as published by the Bank of Israel, Leumi Group's share of the total banking system was as follows:

	31.12.2010	31.12.2009	31.12.2008	31.12.2007	31.12.2006
	In %				
Total assets	29.3	29.6	29.3	30.0	30.1
Credit to the public	28.9	28.3	29.1	29.7	29.8
Deposits of the public	29.5	29.9	29.8	30.2	30.5
Operating profit before tax	30.4	35.0	1.5(1)	37.9	27.5(2)
Net operating profit	29.8	35.8	- (3)	38.4	25.6(2)

(1) After neutralizing the losses of Bank Hapoalim.

(2) The decrease in the Group's share derives mainly from the volume of extraordinary salary expenses, approximately half of which arose from the privatization.

(3) There was an after-tax operating loss.

Control of the Bank

On 31 October 1993, the State of Israel became a shareholder of the Bank, under the Bank Shares Arrangement and the Bank Shares (Arrangement Shares) (Temporary Provision) Law, 1993 (the "Bank Shares Law"). As provided in the Bank Shares Law, the transfer of the shares in the Bank to the State and the exercise of the rights by virtue of the shares under this Law do not require a permit under the Banking (Licensing) Law, 1981.

On 31 March 2011, the State of Israel held 6.46% of the issued share capital and voting rights in the Bank as a result of the sale of 5% of the issued capital and voting rights in the Bank, on 19 January 2011, For further details, see "Sale of shares in the Bank by the State" below.

On 30 May 2011, the State held 6.028% of the issued capital and 6.46% of the voting rights in the Bank, following the sale of 0.43% of the issued capital and voting rights in the Bank by the State to employees in the Group. For further details, see "Sale of shares to employees", below.

Bank Shares (Arrangement Shares) (Temporary Provision) Law, 1993 (hereinafter "the Bank Shares Law")

The Bank Shares Law authorized the Shares Committee of the Bank to use for and on behalf of the State the voting rights by virtue of the State's holdings in the Bank.

The Bank's current Shares Committee was appointed by virtue of the Bank Shares (Arrangement Shares) (Temporary Provision) Law (Appointment of Committees and Terms of Office) Directives, 2009, which were published on 12 March 2009. The committee's appointment is valid through 31 October 2011, but will end earlier if and when one of the following events takes place: (1) no other party holds a control permit pursuant to section 34(b) of the Banking (Licensing) Law, 1981 and the State's holding of shares in the Bank has fallen below a percentage which does not exceed 5%, or (2) there is another party who holds a control permit pursuant to section 34(b) of the Banking (Licensing) Law, 1981 and the percentage of the shares in the Bank held by the State has fallen below a percentage which does not exceed 10%.

As of 24 May 2011, all of the directors serving on the Board of Directors of the Bank were appointed in accordance with the Bank Shares Law, with all the incumbent directors proposed to the general meetings of the Bank by the Bank's Shares Committee, and the committee voted for them by virtue of the State's shares in the Bank. On 24 May 2011, the Annual General meeting of the Bank was held, with agenda including, *inter alia*, the election of four directors to the Board of Directors of Bank. At the meeting, two directors, who had been proposed for election at the General Meeting by Shlomo Eliahu Holdings Ltd., and two directors who had been proposed for election at the General Meeting by the Bank's Shares Committee, were elected, subject to the approval or absence of objection of the Supervisor of Banks, has yet to be approved – see "Annual General Meeting and Election of Directors" below.

From this, it may be learned that, as long as over 50% of the directors of the Bank are appointed in accordance with the Bank Shares Law, the State of Israel holds over 50% of one of the means of control of the Bank and in accordance with the presumption regarding the definition of control in the Securities Law, it holds control of the Bank, subject to the restrictions determined in the Bank Shares Law. It should be noted that there is another interpretation. To the best of the Bank's knowledge, none of the holders of the means of control received a control permit. It should be further noted that Shlomo Eliahu Holdings holds 9.59% of the issued and paid-up of the Bank and the State of Israel through M.I. Properties holds 6.03% of the issued and paid-up share capital of the Bank (see details below).

Sale of Shares in the Bank by the State

On 9 June 2010, the Minister of Finance requested the Knesset Finance Committee to approve the sale of up to 10.46% of the State's holdings in the Bank to financial entities for marketing to investors in Israel and abroad, as part of one or more competitive procedures ("block trade"). On 3 November 2010, the Finance Committee decided to approve the said request in principle, although any sale would be subject to the approval of the closed sub-committee of the Finance Committee.

On 19 January 2011, the Bank was notified by the Ministry of Finance that the sale in a competitive procedure (off the stock exchange) of 73,677,561 ordinary shares of NIS 1.00 par value each (constituting 5% of the Bank's issued share capital) owned by the State to UBS Limited, for consideration of NIS 17.611 per share (aggregate proceeds of NIS 1,297,535,526.77). Following the sale, 95,179,941 ordinary shares of NIS 1.00 par value each of the Bank, constituting 6.46% of the Bank's issued share capital, remain in the hands of the State.

On 17 May 2011, the Bank was informed by the Finance Ministry that the off-stock exchange sale of 6,339,730 ordinary shares of NIS 1.00 par value each of the Bank (constituting 0.43% of the issued share capital of the Bank), owned by the State to the employees of the Bank Group, in consideration of NIS 13.3002797 per share (a total of NIS 84,320,182), In addition, on 30 May 2011, the Bank was informed by the Ministry of Finance that on 29 May 2011, the off-stock exchange sale to the Chairman of the Board of Directors of the Bank of 9,442 ordinary shares of NIS 1.00 par value each of the Bank (constituting 0.0006% of the Bank's issued capital), was completed, in consideration of NIS 13.37813 per share (aggregate total if NIS 126,316.30), following the approval of the Annual General Meeting held on 24v May 2011. The sale of the shares to employees, as aforesaid, is subject to the provisions of the outline prospectus published by the Bank on 6 April 2011.

Following the sale, 88,840,211 ordinary shares of NIS 1.00 par value each of the Bank, constituting 6.028% of the issued capital of the Bank, was still held by the State.

It should be noted that, pursuant to the provisions of the outline prospectus, during the blocked period of the shares and as long as the State's shareholding percentage in the Bank exceeds 5%, an irrevocable power of attorney is given to vote by virtue of the shares sold as aforesaid, and to make use of the right to appoint directors by virtue of the shares. For further details, see "Sale of shares to employees", below.

If and when the State reduces its holdings in the Bank to 5% or less and the Proposed Banking Law (Legislation Amendments), 2011, is passed, then the directors will be appointed in the Bank according to the format outlined in the abovementioned proposed law, as described on pages 46-48 to the 2010 Annual Report.

It should be noted that on 5 January 2011, a proposed Banking Law (Legislative Amendments), 2011 was published, proposing, *inter alia*, to expand and amend the Banking Law (Licensing) and the Banking Ordinance, such that it will regulate the proposal of directors, appointments and their term of office in a banking corporation without core control. The proposal was approved on first reading in the Knesset and passed for discussion in the Knesset Finance Committee.

Additional interested party

On 5 April 2011, Dash Apex Holdings Ltd. ("Dash Apex") notified the Bank that Dash Apex was an interested party in the Bank, due to holdings in the nostro account, by mutual funds that it manages, and by provident funds and pension funds that it manages. On 26 May 2011, Dash Apex informed the Bank that on 25 May 2011, Dash Apex ceased to be an interested party in the Bank.

Sale of Shares to Employees

In accordance with the agreements concerning the privatization of the Bank, and in accordance with agreements reached between the Accountant-General in the Finance Ministry and the employees of the Bank, the Audit Committee on 13 March 2011, and the Board of the Directors of the Bank on 17 March 2011, approved an outline prospectus for the offer by the State of Israel of the Bank's shares to employees of the Bank, Arab-Israel Bank Ltd., Leumi Mortgage Bank Ltd., and the Restaurant Association of Employees of Bank Le-Israel B.M. (registered association) ("the participants", "the outline prospectus").

The outline prospectus was submitted to the Israel Securities Authority as a preliminary outline prospectus on 17 March 2011 and as a final outline prospectus on 6 April 2011 after approval of the prospectuses committee of the Board of Directors.

Pursuant to the outline prospectus, on 17 May 2011, the purchase by the participants was completed, in accordance with and subject to arrangements and conditions detailed in the outline prospectus, 6,339,730 shares held by the State of Israel representing 0.43% of the Bank's issued and paid-up share capital of the Bank, as at the date of publication of the outline prospectus. On 24 May 2011, the General Meeting of the Bank approved the offer of 9,442 shares to the Chairman of the Board of Directors of the Bank, and the grant of a loan by the Bank to purchase the shares. On 30 May 2011, the Bank was informed by the Ministry of Finance that on 29 May 2011, the sale of the shares to the Chairman of the Board of Directors was completed.

The price per share for purposes of the offer to participants according to the outline prospectus was NIS 13.20825 per share as at 19 January 2011, and this share price was linked to the consumer price index using the "last known index" method, with the base index being the index for the month of December 2010, that was published on 14 January 2011. The share price was NIS 13.3002797. (The price of the shares purchased by the Chairman of the Board of Directors was NIS 13.37813).

The allocation of shares to the participants and determining the number of shares offered each participant was made relative to the salary serving as a basis for social provisions for those participants for the month of January 2011, in accordance with the terms of the outline prospectus. The Chairman of the Board (as stated above) and the President and CEO of the Bank are included in the participants.

The shares will be blocked for a period of four years from the determining date (as defined in the outline prospectus), will be deposited with a trustee.

In addition, the Audit Committee and the Board of Directors approved the granting of loans to the participants for the purchase of the shares offered in the outline prospectus.

The value of the benefit to the employees and to the Chairman of the Board of Directors in respect of the aforesaid purchase, which was assessed by an external valuer, includes a number of components and amounts to some NIS 11 million (including payroll tax and national insurance). This amount, a benefit of NIS 15 million, will be recorded in the second quarter of the year as a salary expense and in a capital reserve.

To finance the purchase of the shares, the Bank extended loans to the employees amounting to some NIS 44 million, with repayment in one amount at the end of the blocked period of the shares, of which loans amounting to NIS 12 million are linked to the consumer price index, bearing interest at 1.55%, and loans amounting to NIS 32 million are unlinked based on the prime rate less 0.75% and not under non-recourse conditions. The amount of the loans will be deducted from the Bank's capital. The offer of shares to the Chairman of the Board (9,442 shares) and granting a loan for their purchase under the outline prospectus were approved by the General Meeting of the Bank (see below).

Annual General Meeting and the Election of Directors

In accordance with the Bank's articles, at the Bank's Annual General Meeting, four directors retire, as follows: Miriam (Miri) Katz, Adv., Mr. Rami Avraham Guzman, Yaakov Mishal, Adv., and Mr. Zvi Koren.

On 24 May 2011, the Annual General Meeting of the Bank was held and the incumbent director, Miriam (Miri) Katz, Adv., was re-elected and Mr. David Avner and Mr. Amos Sapir were elected to serve as new directors of the Bank. Ms. Zipora Samet was elected to serve as external director in the Bank, pursuant to the Companies Law, 1999, for a period of three years.

Ms. Samet and Mr. Sapir were proposed for election at the Annual General Meeting by Shlomo Eliahu Holdings Ltd. Mr. Avner and Ms. Katz were proposed for election at the Annual General Meeting by the Bank's Shares Committee.

The term of office of the candidates who were elected at the meeting is contingent on the approval or absence of objection by the Supervisor of Banks pursuant to section 11A of the Banking Ordinance, 1941, which has not yet been received.

Capital Resources, Capital Adequacy and Transactions in the Shares of the Bank

Shareholders' Equity of the Group as at 31 March 2011 amounted to NIS 22,884 million, compared with NIS 23,667 million at the end of 2010, a decrease of 3.3%. The decrease derives from the effect of the change in respect of the initial transition to a method of calculating the allowance for credit loss pursuant to the directives of the Supervisor of Banks which are based in International Accounting Standard FAS 114, from the impairment of the available-for-sale security portfolio and from the reduction of capital in respect of the dividend recommended by the Board of Directors on 30 March 2011 and approved by the General Meeting on 24 May 2011. These changes were partially offset by the profit for the first quarter of the year.

The securities portfolio (nostro) is mainly comprised of bonds issued by governments, banks and foreign financial institutions, which generally represent the use of funds raised and available capital. Most of the securities portfolio is classified as available-for-sale securities, and is included in the balance sheet on the basis of fair value. The income is recorded in the profit and loss statement on an accrual basis, with the difference between the value on an accrual basis with regard to bonds, and on a cost basis with regard to shares, and the fair value being recorded directly as a separate item in shareholders' equity, after a deduction for the effect of related taxes.

In the first quarter of the year, there was an impairment of NIS 216 million, net, in shareholders’ equity was recorded in this item, compared with an increase in value of NIS 328 million, net, in the corresponding period in 2010. (All of the amounts are net, after the related tax effect.)

The total net accrued balance of adjustments to fair value of securities held in the available-for-sale portfolio as of 31 March 2011 amounted to a positive sum of NIS 252 million (after the effect of tax).

According to the rules for computing capital adequacy – Basel II, the balance in respect of the adjustment of securities to fair value is taken into account in the computation of capital for the purposes of the minimum capital ratio.

Shareholders' Equity relative to Total Assets reached 7.0% on 31 March 2011, compared with 7.2% on 31 December 2010.

Total Capital relative to Risk Components according to Basel II reached 14.1% as of 31 March 2011, compared with 15.1% on 31 December 2010. This ratio is higher than the minimum ratio of 9% set by the Supervisor of Banks. Tier 1 capital reached 8.25% as of 31 March 2011. This ratio reflect the actual core capital according the definition of the Bank of Israel, compared with 8.57% at the end of 2010. This ratio is also higher than required as explained below.

For detailed explanation, see pages 28-30 in the 2010 Annual Report.

Capital Adequacy Target

The Bank’s policy, as approved by the Board of Directors, is to maintain a level of capital adequacy that is higher than the threshold defined from time to time by the Bank of Israel and higher, in general, in relation to the banking system in Israel and at a rate similar to the long-term average in OECD countries.

The Group’s policy, which reflects its appetite for risk, in accordance with the above, includes a target for the capital adequacy ratio of 14.0%-14.5% and an aggregate capital ratio of 8.0%-8.5%.

In addition, targets that the Group wishes to fulfill in the event of a stress scenario have been defined:

1. First Tier capital adequacy ratio should not be less than 6.0% at all stages of materialization of the scenario.

2. Overall capital adequacy ratio should not be less than 9.0% at all stages of materialization of the scenario. In addition, it is sought that the capital base will be higher than the required risk capital (First Pillar + Second Pillar) at all stages of materialization of the scenario.

In a circular dated 30 June 2010, the Supervisor of Banks announced that the banks are required to adopt a capital policy for the interim period including a target as of 31 December 2010 for a core capital ratio (First Pillar capital excluding hybrid capital instruments). The target rate will be not less 7.5%. As of the date of the Report, this ratio stands in the Group at 8.25%, which is higher than the target prescribed by the Supervisor.

The abovementioned capital adequacy ratio policy relates to future transactions of the Bank, and comes within the definition of “forward-looking information”. For the meaning of this term, see the section, “Description of the Banking Corporation's Business and Forward-Looking Information” in the Directors' Report on page 18 below.

Structure of capital components for the purpose of computing the capital ratio (Table 2 - Basel II)

	31 March 2011	31 March 2010	31 December 2010
	NIS millions		
Tier 1 capital:			
Shareholders' equity	**7,059**	7,059	7,059
Premium	**1,129**	972	1,129
Reserves	**14,526**	14,706	15,437
Capital reserves from share-based transactions and other capital reserves	**51**	197	35
Adjustments from translation of financial statements of companies included on equity basis	**(132)**	(504)	(460)
Loans to employees for the purchase of Bank's shares	**(1)**	(371)	(1)
Minority interest in equity of consolidated companies	**314**	285	318
Amounts deducted from Tier 1 capital, including goodwill, investments and other intangible assets	**(318)**	(344)	(246)
Total Tier 1 capital	**22,628**	22,000	23,271
Tier 2 capital:			
45% of the amount of net profits, before the effect of relevant tax in respect of adjustments to fair value of available-for-sale securities	**168**	420	314
General provision for doubtful debts	**428**	428	428
Innovative and non-innovative hybrid capital instruments	**5,946**	5,799	5,911
Subordinated notes	**9,665**	10,218	11,217
Amounts deducted from Tier 2 capital	**(139)**	(64)	(154)
Total Tier 2 capital after deductions	**16,068**	16,801	17,716
Total capital base for purposes of capital adequacy	**38,696**	38,801	40,987

Capital adequacy - (Table 3 - Basel II):

Risk assets and capital requirements in respect of credit risk deriving from exposures to:	**31 March 2011** Risk assets	**31 March 2011** Capital requirements (3)	31 March 2011 Risk assets	31 March 2011 Capital requirements (3)	31 December 2010 Risk assets	31 December 2010 Capital requirements (3)
	NIS million					
Sovereign debts	**727**	**65**	1,280	115	798	72
Debts of public sector entities	**1,843**	**166**	2,178	196	1,874	169
Debts of banking corporations	**6,631**	**597**	10,874	979	6,384	575
Debts of corporations	**147,856**	**13,307**	137,297	12,357	143,939	12,955
Debts collateralized by commercial real estate	**18,153**	**1,634**	16,968	1,527	18,800	1,692
Retail exposures to individuals	**20,432**	**1,839**	20,219	1,820	21,707	1,954
Loans to small businesses	**10,450**	**941**	10,920	983	9,499	855
Housing loans	**26,645**	**2,398**	22,188	1,997	25,830	2,325
Securitization	**321**	**29**	561	50	267	24
Other assets	**11,276**	**1,015**	10,838	975	10,802	972
Total in respect of credit risk (1)	**244,334**	**21,991**	233,323	20,999	239,900	21,593
Risk assets and capital requirements in respect of market risk (1)	**9,184**	**827**	6,587	593	10,653	959
Risk assets and capital requirements in respect of operational risk (1) (2)	**20,826**	**1,874**	20,940	1,885	20,904	1,881
Total risk assets and capital requirements	**274,344**	**24,692**	260,850	23,477	271,457	24,433
Total capital base for capital adequacy	**38,696**		38,801		40,987	
Total capital ratio	**14.10%**		14.87%		15.10%	
Tier 1 capital ratio	**8.25%**		8.43%		8.57%	

(1) According to the standardized approach.
(2) According to the basic indicator approach.
(3) According to the 9% minimum requirement.
(4) Additional capital buffers were calculated in respect of the Second Pillar.

Below is the capital adequacy ratio on consolidated basis and for principal subsidiaries according to Basel II:

	31 March 2011	31 December 2010
	%	
Leumi – on consolidated basis	**14.10**	15.10
Leumi Mortgage Bank	**12.37**	14.08
Arab Israel Bank	**14.58**	14.86
Leumi Card	**14.10**	14.40
Bank Leumi U.S.A. (1)	**13.94**	13.52
Bank Leumi Switzerland	**31.93**	32.10

(1) Not obliged to report in accordance with principles of Basel II, and the data are according to U.S. regulations.

Issue of Subordinated Capital Notes and Subordinated Notes

On 27 August 2009, in accordance with a permit received from the Israel Securities Authority, the Bank published a shelf prospectus allowing it to issue up to 6 series of debentures (series 400 to 405), up to 11 series of subordinated capital notes (series 250 to 256 and series 300 to 303) and up to 6 series of subordinated capital notes (series 200 to 205). The maximum amount of debentures, subordinated notes and subordinated capital notes which the Bank may issue under this shelf prospectus is NIS 4 billion par value of each of the above series. The prospectus will remain valid for two years from the date of its publication.

In August 2010, the Bank published an amendment to the shelf prospectus including a reference made to the Bank's articles, including provisions on the subject of the Board of Directors, and a reference to the provisions in the Bank's articles regarding who is entitled to be elected as director at a General Meeting.

Distribution of Dividend

Dividend for 2010

Following the Bank's adoption of a capital policy for the interim period, and in view of the Bank's high capital adequacy ratios, which exceed that required by the Supervisor of Banks, and in view of its profitability in the first half of the year, the Board of Directors, at its meeting of 30 August 2010, having received an accounting and legal opinion that all the conditions were in existence for a permitted distribution under the Companies Law and the directives of the Supervisor of Banks, recommended the approval of the distribution of a dividend in cash totaling NIS 500 million, representing 39.8% of the net income for the first half of 2010. The dividend of some NIS 0.34 per share was paid to shareholders on 30 November 2010 after approval of the Special General Meeting of the Bank held on 4 November 2010.

At its meeting of 29 November 2010, the Board of Directors, having received an accounting and legal opinion that all of the conditions for a permitted distribution pursuant to the Companies Law and the Directives of the Supervisor of Banks had been fulfilled, recommended the approval of the distribution of an additional dividend in cash totaling NIS 500 million, and in total, NIS 1.0 billion (including the NIS 500 million above). The total dividend amounts to NIS 1.0 billion, representing 53.8% of the profit for the first nine months of the year. The additional dividend in the amount of some NIS 0.34 per share was paid to the shareholders on 27 January 2011, following the approval of the Special General Meeting of the Bank, held on 28 December 2010.

At its meeting of 29 March 2011, the Board of Directors, having received an accounting and legal opinion that all of the conditions for a permitted distribution pursuant to the Companies Law and the Directives of the Supervisor of Banks had been fulfilled, recommended the approval of the distribution of an additional dividend in cash totaling NIS 400 million, in addition to the cash dividend of NIS 1.0 billion which was distributed by the Bank in two equal tranches of NIS 500 million each as stated above. The distribution of the additional dividend amounting to NIS 400 million was approved at the Bank's Annual General Meeting held on 24 May 2011. The additional dividend represents 17% of the Bank's net profit for 2010, with the total dividend being distributed in respect of 2010. NIS 1.4 billion represents 59% of the Bank's net profit for 2010. The dividend of some NIS 0.27 per share will be paid on 28 June 2011 to shareholders holding shares in the Bank at 12 June 2011 (the determining date). The shares will be traded ex-dividend on 13 June 2011.

Bank Leumi le-Israel B.M. and its Investee Companies
Principal Data of Leumi Group

	Jan. - Mar. 2011	Jan. - Mar. 2010	Year 2010
Income, expenses and profits (in NIS millions):			
Net interest income before provision in respect of credit losses	**1,939**	1,807	7,433
Provision in respect of credit losses	**(102)**	130	584
Total operating and other income	**1,023**	999	4,111
Total operating and other expenses	**2,054**	1,833	7,890
Of which: costs of privatization (issue of shares and options to employees)	**-**	-	(22)
Operating profit before taxes	**1,010**	843	3,070
Net operating profit attributable to shareholders of the banking corporation	**576**	592	2,195
Profit from extraordinary items after tax before attributing to holders of non-controlling interests	**1**	4	183
Net profit for the period attributable to shareholders of the banking corporation	**577**	596	2,378
Net operating profit per share attributable to shareholders of the banking corpration (in NIS)	**0.39**	0.40	1.49
Net profit per share attributable to shareholders of the banking corpration (in NIS)	**0.39**	0.40	1.61
Dividends paid (for 2010)	**400**	-	1,000
Assets and liabilities at end of period (NIS millions):			
Total assets (total balance sheet)	**328,506**	317,631	328,170
Credit to the public	**225,071**	207,613	223,981
Securities	**47,090**	52,526	55,791
Deposits of the public	**248,258**	244,579	249,584
Debentures, notes, and subordinated notes	**26,985**	26,812	26,939
Shareholders' equity	**22,884**	22,696	23,667
Major financial ratios in annual terms (in %):			
Credit to the public, net, to total balance sheet	**68.5**	65.4	68.3
Securities to total balance sheet	**14.3**	16.5	17.0
Deposits of the public to total balance sheet	**75.6**	77.0	76.1
Deposits of the public to credit to the public	**110.3**	117.8	111.4
Total shareholders' equity to risk assets according to Basel II (a)	**14.10**	14.87	15.10
Tier I capital to risk assets according to Basel II	**8.25**	8.43	8.57
Shareholders' equity (excluding minority interest) to total balance sheet	**7.0**	7.1	7.2
Net profit to average shareholders' equity (excluding minority interest) (c)	**10.4**	11.2	10.3
Net operating profit to average shareholders' equity (excluding minority interest) (c)	**10.4**	11.2	9.5
Rate of provision for tax on the profit	**37.8**	39.5	40.9
Allowance for credit losses out of credit to the public (c)	**(0.18)**	0.25	0.26
Allowance for credit losses out of total risk of credit to the public (c)	**(0.12)**	0.16	0.17
Net interest income before provision for credit losses to total balance sheet (c)	**2.38**	2.30	2.26
Total income to total assets (b) (c)	**3.66**	3.58	3.52
Total income to total assets managed by the Group (b) (c) (d)	**1.31**	1.40	1.30
Total operating and other expenses to total assets (c)	**2.52**	2.33	2.40
Total expenses to total assets managed by the Group (c) (d)	**0.91**	0.91	0.89
Net profit to average total assets (c) (e)	**0.71**	0.74	0.73
Net operating profit to average total assets (c) (e)	**0.71**	0.74	0.67
Financial margin including income and expenses from derivative financial instruments	**1.26**	1.27	1.22
Operating expenses to total income (b)	**69.3**	65.3	68.3
Operating and other income to operating and other expenses	**49.8**	54.5	52.1
Operating and other income from total income (b)	**34.5**	35.6	35.6

(a) Shareholders' equity - plus minority interest and after deducting investments in the equity of companies included on equity basis and various adjustments.
(b) Total income - net interest income before provision for doubtful debts plus operating and other income.
(c) On an annual basis.
(d) Includes off-balance sheet activities.
(e) Average assets represent the total of income-bearing balance sheet assets and other assets.

B. Other Information

Principal Developments in the Economy(*)

General

In the first quarter of 2011, the Israeli economy grew by some 4.7% in real terms, following rapid growth in 2010. The rapid rate of growth in relation to the estimated figure on which the State Budget was based led to a higher level of revenues from taxes and to a State budget surplus. During the reported period, the rate of exchange of the shekel appreciated against the dollar, but depreciated against the euro, and the effective basket of currencies calculated by the Bank of Israel. This was due, inter alia, against the background of the worldwide weakness of the dollar.

The Israeli Consumer Price Index increased during the months of January – March by 0.7%, with the annual rate of increase at March 2011 amounting to 4.3%, which exceeds the price stability target of 1-3%, Against this backdrop, the Bank of Israel has continued the process of gradually raising interest rates throughout this period, and part of a process of "normalization", as it defined, i.e., as appropriate for the state of the economy, which growing at a rapid pace, as well as taking into account the rise in housing prices. Thus, the interest rate, which reached 2% in December 2010, was increased, and in March 2010, stood at 2.5%. Interest was raised in April 2011 to 3.0%, while interest for June was raised to 3.25%. In addition, the Bank of Israel took (macro-stabilizing) regulatory measures with the aim of influencing the mortgage market, instead of directly raising interest rates and thus trying to bring about moderation in the rise in housing prices.

The share and convertible securities index during the first three months of the year by some 2.5%, mainly as a result of an increase in uncertainty on the geo-political front. The Government bond market also suffered falls in price, mainly due to increasing interest rates in Israel and other countries and the expectation that this trend will continue throughout the year. On the other hand, the corporate debenture increased by some 1.9%. This reflects a decrease in the risk premium required by the investors, against the backdrop of an improvement in the state of the economy.

At the end of January 2011, the International Monetary Fund published its annual report on the Israeli economy. The report stated that Israel had got through the recession quite quickly, with the current challenge being to maintain its growth and low inflation. This was on account of the continuing uncertainty worldwide, the appreciation of the shekel and the “heating-up” of the housing market.

The Global Economy

In April 2011, the International Monetary Fund revised its forecast for world growth for 2011, in comparison with the previous forecast published in January 2011. According to the Fund’s revised forecasts, growth in the United States and the Eurozone in 2011 will be 2.8% and 1.6%, respectively, a fall of 0.2 percentage points and an increase of 0.1 percentage points, respectively, compared to the previous forecasts. This followed growth rates of 2.8% and 1.8%, respectively, in 2010.

At the beginning of 2011, there began a wave of social and political unrest in some countries in the Arab world, largely typified by violence, starting in Tunisia, and continuing in Egypt and Libya, Syria and other countries. As a consequence, geographical-political uncertainty with regard to the Middle East situation increased dramatically. All around the world, there were negative reactions on financial markets, on the stock markets of the leading economies,

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* Data sources: publications of the Central Bureau of Statistics, the Bank of Israel, the Ministry of Finance and the Tel Aviv Stock Exchange.

in the exchange rates of emerging markets and in the prices of commodities (particularly oil), etc.

In March 2011, there was a massive earthquake in Japan, followed by tsunami tidal waves along parts of the Japanese coast. The damage suffered by some regions of the country was extensive and included loss of life and infrastructure, including nuclear reactors, where the resultant damage led to significant environmental damage, even a long distance away from the area of the reactors. Preliminary estimates of the damage to the Japanese economy indicate an impairment to growth in 2011, with a recovery in 2012, mainly led by investments in construction and infrastructure.

Business Product and Economic Sectors

The business sector product expanded in the first quarter of the year by a real rate of 5.8%, compared to the preceding quarter. This is a continuation of the rapid growth rate of some 6.4% during the second half of 2010. This reflects a continuation of the fast growth rate of the corporate sector, resulting in an expansion in employment and fall in unemployment.

The Bank of Israel's survey of companies for the first quarter of 2011 indicated continuing expansion in activity in most market sectors (except the trading sector in which there was a slowdown in activity) with further expansion in activity also anticipated in the second quarter of the year.

The State Budget and its Financing

During the first quarter of the year, there was a Government budget surplus, excluding the net provision of credit, amounting to some NIS 2.0 billion, compared to a planned deficit for the whole of 2011 deficit of some NIS 25.2 billion (about 3.0% of GDP). During this period, a surplus of taxes collected was accumulated, compared to the target for the period, amounting to some NIS 1.7 billion, against a backdrop of rapid growth in the economy. The increase in tax revenues, compared to the corresponding period last year encompassed both revenues from direct taxes and from indirect taxes. Government expenditure grew in the first quarter by some 5.2%, compared with the corresponding period last year, and the expenditure as a percentage of the original budget was 21.2%, similar to the level of previous years.

Foreign Trade and Capital Movements

Israel’s aggregate trade deficit in the period, January – March, amounted to some US$ 3.4 billion, compared to some US$ 1.2 billion in the corresponding period last year. This increase derives from an increase in the volume of imports, higher than the increase in exports. When comparing the data for the fourth quarter with those of the fourth quarter of 2010, a similar trend is obtained, with the increase in imports encompassing all of its major components and most components of industrial export also expanded.

Foreign currency capital inflows to Israel in the first quarter of 2011 were characterized by a continuation of the trend which began last year, whereby there was a marked growth in the component of short-term financial investments (bonds and shares), both by foreign investors in Israel and Israelis overseas. Thus, the financial investment of foreign investors in Israel amounted to some US$ 1.7 billion and Israeli investors abroad, some US$ 1.9 billion, compared to some US$ 9.1 billion and some US$ 9.0 billion, respectively, in the whole of 2010. In contrast, direct investments by foreign residents in Israel (of a long-term nature) through the banks in Israel amounted to some US$ 1.1 billion in the first quarter, compared with some US$ 1.0 billion in the first quarter last year. These data indicate the existence of a less stable mix of capital inflows than in the past.

A large part of the financial investments by foreign investors was in Government bonds, particularly in T-Bills (*Makam*). Bank of Israel data on the holdings of the foreign investors in T-Bills indicate that their weighting continued to increase in the first quarter of the year, from some 28.4% at the end of December 2010 to some 33.4% at the end of March 2011. The significance of this is that the value of their holdings in T-Bills increased by some NIS 43.5 billion.

On 19 January 2011, the Bank of Israel announced that it intended to apply the new reporting regulations relating to shekel/foreign currency swap transactions and foreign currency future transactions to Israeli and foreign residents. On 20 January, the central bank announced that from 27 January 2011, banking corporations in Israel would be subject to a 10% liquidity obligation on transactions in foreign currency derivatives of foreign residents, which would increase the cost of these transactions for customers. This was in light of the fact that, in recent months, there had been a substantial increase in the volume of transactions in foreign currency derivatives executed by foreign residents. A significant part of the increase derived from the short-term activity of the foreign residents. This measure was intended to strengthen the Bank of Israel's ability to achieve the monetary policy targets, foreign currency policies and financial stability. For details of the regulations, see page 19.

On 27 January 2011, the Minister of Finance announced that he intended to take steps to cancel the tax exemption granted to foreign investors on profits arising from investment in T-Bills and short-term government debentures. Were it not for this exemption, those profits would be liable to tax at 15%. The legislative processes in this regard have not yet been completed.

Exchange Rates and Foreign Currency Reserves

In the first three months of 2011, there was an appreciation of some 1.9% in the rate of the shekel against the dollar, with the shekel depreciating by some against the euro by some 4.5%. Against this backdrop, there was also a slight devaluation of some 0.9% in the rate of the shekel against the nominal effective currency basket, which is calculated by the Bank of Israel and represents Israel’s main trading partners. The strengthening of the shekel against the dollar was attributable to the healthy state of the Israeli economy, as reflected by capital inflows, in particular, in the short term, and the weakness of the American currency worldwide. In April 2011, the shekel continued to strengthen against the dollar by some 2.5%.

Foreign currency balances in the Bank of Israel at the end of March 2011 amounted to some US$ 74.5 billion. This compared with US$ 70.9 billion at the end of December 2010. During this period, the Bank of Israel purchased some US$ 2.3 billion in the foreign currency market, in an attempt to prevent a further strengthening of the shekel.

Inflation and Monetary Policy

During the first quarter of the year, the Israeli Consumer Price Index increased by some 0.7%, while in the 12 months ended March 2011, it increased by some 4.3%. This rate is higher than the upper limit of the Government's price stability target of between 1% and 3%. The largest contribution to the increase in the index in January – March was in the item, transport and communication, which increased by some 2.3%, mainly as a result as increasing fuel prices. The other item that contributed significantly to the rise in the index was housing which increased by some 1.3%.

In the first quarter of the year, the Bank of Israel continued the process of gradually increasing interest rates. Thus, the interest rate, which, in December 2010, stood at 2.0%, was raised in February 2011 to 2.25% and in March to 2.5%. Further, the interest rate was raised in April to 3%, and was kept at this level in May, rising to 3.25% in June. According to the Bank of Israel, this gradual process is defined as a process of "normalization" of interest rates levels. The continuation of rapid growth, which impacts the inflationary "environment" above the price stability target, when the rate of increase in housing prices remaining high, has supported this process.

The increase in the prices of apartments, measured by the Central Statistical Bureau (though not constituting a part of the consumer price index) has led the Bank of Israel to take regulatory (macro-stability) measures as an alternative to the direct increase of interest rates. These measures are intended to act to moderate demand for housing loans and to restraint on price rises. For details regarding the new directives and the measures adopted by the Bank of Israel, see page 64.

The Capital Market

The shares and convertible securities index fell by some 2.5% in the first quarter of the year, after an increase of some 12.6% in the whole of 2010. The TA-100 index fell by some 1.3% during the period. The main reason for the fall in prices was, apparently, the effect of the geo-political situation in the region. In particular, this involved the destabilization of regimes in certain Arab states, resulting in increased uncertainty and reducing investors' enthusiasm for investing in high-risk assets such as shares. Average daily trading volumes of shares and convertible securities increased in the first quarter by some 6.9%, compared to the average for 2010, and amounted to NIS 2,180 thousand.

The Government bond market in the first three months of 2011 was characterized by price decreases, both in index-linked and unlinked bonds. The price of index-linked Government bonds fell by 1.3% (notably, 5-7 year bonds fell by some 2.4%), while unlinked bonds fell by some 1% (the fixed interest (*Shahar*) bond indices fell by some 1.5% and the variable interest (*Gilon*) *bond* index increased by some 1.0%). It appears that the decrease in bond prices is a result of a trend of increasing interest rates, both in the Bank of Israel and in some countries and expectations that these trends will continue in the coming year.

In contrast to the Government bond market, in the index-linked non-government debenture market (corporate bonds) there were price increases of some 1.9% in the first quarter of the year. This may be explained by the reduction in the risk premium demanded by investors in the light of the improvement in the state of the economy.

Financial Assets held by the Public

In the first quarter of 2011, the value of the portfolio of financial assets held by the public increased marginally by some 0.3% (nominal) to some NIS 2,546 billion. This stability in the value of the portfolio derives, on the one hand, from a fall in the share component (the effect of a fall in market prices) and the unlinked component, and, on the other hand, from an increase in the balance of index-linked and foreign currency-linked assets. The weight of shares (in Israel and abroad) in the financial assets portfolio of the Israeli public reached some 26.1% in March 2011, which is below the rate of 26.6% reached in December 2010.

Total financial assets of the public managed by **the Bank** (deposits of the public, debentures and capital notes, securities portfolios, including securities in the custody of mutual funds, provident and pension funds, and supplementary training funds for which operational management and custody services are provided) amounted to some NIS 854 billion at the end of March 2011, compared to some NIS 837 billion at the end of December 2010, an increase of 2.0%.

Bank Credit

Bank credit in the economy granted to the private sector (before provisions for doubtful debts and including housing loans) increased by some 0.8% in the first two months of the year. This was a consequence of increase of 0.8% in credit extended to the household sector (including, notably, credit granted for housing (mortgages), which increased by some 2.5%, and an expansion of some 0.8% in credit granted to the business sector.

The significant expansion in housing credit (the rate of change in March 2010 – March 2011 was some 18.1%) that was accompanied by a significant increase in housing prices in Israel, led the Bank of Israel, as aforesaid, to take a number of macro-stabilizing measures, intended to act to restrain demand housing credit and hence, suppress price rises, For details of these measures, see page 64.

Credit to the public in **the Bank** amounted to some NIS 142.0 billion at the end of March 2011, compared to NIS 143.4 billion at the end of December 2010, a decrease of 1.0%. Housing credit in Leumi Mortgages increased in the first quarter of 2011 by 3.5%.

Foreign and local rating agencies' credit ratings

On 18 April 2011, Moody's announced that it was reducing Leumi’s long-term credit rating in foreign currency and local currency from A1 to A2, with the rating outlook changed from "negative" to "stable", the background being a re-assessment of the Bank's financial solidity. The reduction in the Bank's rating was part of the reduction in rating of the five major Israeli banks.

	Rating agency	Short-term rating	Long-term rating	Long-term ratings outlook	Last update
State of Israel’s rating in foreign currency	Moody’s	P-1	A1	stable	April 2011
	S&P	A-1	A	stable	April 2011
	Fitch	F1	A	stable	May 2011
Leumi’s rating in foreign currency	Moody’s	P-1	A2	stable	April 2011
	S&P	A-2	BBB+	stable	May 2011
	Fitch	F2	A-	stable	May 2010
Leumi’s rating in local currency	Moody’s	P-1	A2	stable	April 2011
Leumi’s rating in local currency for debentures and standard deposits	Ma'alot	-*	AA+	stable	May 2010
	Midroog	P-1	Aaa	stable	March 2011
Leumi’s rating in local currency for subordinated capital notes	Ma’alot	-*	AA	stable	September 2010
	Midroog	-*	Aa1	stable	March 2011
Leumi’s rating in local currency for subordinated capital notes (Upper Tier II)	Ma’alot	-*	(A+,A)**	stable	May 2010
	Midroog	-*	Aa2	stable	March 2011

* Not relevant

** A: Upper Tier II capital with compulsory conversion of principal into shares of the fund (rating updated in May 2010).
A+: “New” Upper Tier II capital, not convertible into shares (rating updated in May 2010).

Developments in Leumi Share Price

From the beginning of the year until 31 March 2011, the price of Leumi shares fell from 1,817 points to 1,782 points, a change of 1.9%. During this period, the Bank's market value fell from NIS 26.8 billion to NIS 26.3 billion.

The return on the share in the first quarter of the year fell 0.02%, compared to the Bank index which fell by 2.06%.

From the end of March 2011 to 25 May 2011, the share price fell by 11.3% to a price of 1,581 points, and the market value reached NIS 23.3 billion.

The following table sets out details of changes in the CPI and in exchange rates:

	For the three months ended 31 March		For the year
	2011	2010	2010
	(in percentages)		
Rate of increase of the "known" CPI	**0.9**	(1.0)	2.3
Rate of decrease in the rate of the U.S. dollar	**(1.9)**	(1.6)	(6.0)
Rate of increase (decrease) in the rate of the euro	**4.5**	(8.3)	(12.9)
Rate of increase (decrease) in the rate of the pound sterling	**1.9**	(8.2)	(10.1)
Rate of increase in the rate of the Swiss franc	**0.4**	(4.9)	3.3

The following table sets out the principal representative exchange rates:

	31 March		31 December	
	2011	2010	2010	2009
	In NIS			
U.S. dollar	**3.481**	3.713	3.549	3.775
Euro	**4.950**	4.991	4.738	5.442
Pound sterling	**5.599**	5.609	5.493	6.111
Swiss franc	**3.804**	3.487	3.788	3.667

The following table sets out the quarterly changes in the consumer price index and exchange rates.

	2011	2010			
	1st quarter	4th quarter	3rd quarter	2nd quarter	1st quarter
	(in percentages)				
Rate of increase (decrease) in Israeli Consumer Price Index ("known" index)	**0.9**	0.65	1.23	1.34	(1.0)
Rate of increase (decrease) of the U.S. dollar exchange rate	**(1.9)**	(3.17)	(5.42)	4.36	(1.6)
Rate of increase (decrease) of the euro exchange rate	**4.5**	(5.00)	4.83	(4.67)	(8.3)
Rate of increase (decrease) of the pound sterling exchange rate	**1.9**	(5.31)	(0.38)	3.81	(8.2)
Rate of increase (decrease) of the Swiss franc exchange rate	**0.4**	0.97	4.64	2.82	(4.9)

General Environment and the Effect of External Factors on Activities

Description of the Banking Corporation's Business and Forward-Looking Information in the Directors' Report

The Directors' Report includes, in addition to data relating to the past, information that relates to the future, which is defined in the Securities Law, 1968 as "forward-looking information." Forward-looking information relates to a future event or matter, the realization of which is not certain and is not within the exclusive control of the Bank.

Forward-looking information is generally drafted using words or phrases such as "the Bank believes", "the Bank foresees", "the Bank expects", "the Bank intends", "the Bank plans", "the Bank estimates", "the Bank's policy", "the Bank's plans", "the Bank's forecast", "strategy", "aims", "likely to affect" and additional phrases testifying to the fact that the matter in question is a forecast of the future and not past facts.

Forward-looking information included in the Directors' Report is based, *inter alia*, on forecasts of the future regarding various matters related to economic developments in Israel and abroad, and especially to the foreign exchange and capital markets, legislation, directives of regulatory bodies, the behavior of competitors, technological developments and personnel issues.

As a result of the inability to foresee with certainty that these forecasts will be realized, and the fact that, in reality, events may turn out differently from those forecast, readers of the Report should relate to information defined as "forward-looking" with caution, since reliance on such information involves risks and uncertainty and the future financial and business results of Leumi Group are likely to be materially different.

The Bank does not undertake to publish updates of the forward-looking information included in this Report.

This does not detract from the Bank's reporting obligations pursuant to any relevant law.

Banking Legislation

Legislation and Regulation in the Area of Pension Counseling

On 27 March 2011, the Supervisor of the Capital Market, Insurance and Savings Division in the Finance Ministry published a draft law memorandum and drafts of regulations and circulars, as a part of the program to increase competition in pension savings products published in November 2010, and expanded upon on page 41-54 in the financial statements for 2010.

Memorandum of Supervision of Financial Services Law (Counseling, Marketing and Pension Clearing System) (Amended), 2011

It is proposed to change the arrangement stipulated in the law, whereby a pension counselor which is a banking corporation is not permitted to engage with an employer or with an employers' organization for the purpose of providing pension counseling services to an employee of that employer or to an employee of one who is a member of the employers' organization, by granting authority to the Supervisor of the Capital Market, Insurance and Savings to determine provisions for the purpose of the engagement of a pension counselor with an employer and employers' organization. It is further proposed to strengthen the protection of employees regarding pension counseling, and prevent a situation in which the employer forces the identity of the pension counselor on his employee, and enables a customer to choose the license holder who recommends him pension saving and prohibits the conditioning of service with service by the license holder. In addition, it is proposed to apply to the license-holder the debts to which the insurer is subject regarding the submission of reports and notices to the Supervisor of the Capital Market, Insurance and Savings.

Draft Supervision Regulations on Financial Services (Provident Funds) (Management Fees), 2011

This involves the application of a consistent model for ceiling for management fees in pension savings products from the class of provident funds and managers insurance, which will be gradually updated and the determination of the maximum rates of management fees in the pension savings products from the class of pension funds.

Draft Supervision Regulations on Financial Services (Provident Funds) (Distribution Commission), 2011

This involves the application of a consistent distribution commission model in all the pension savings products (except training funds) that will apply to both regular deposits and the accrual. It is proposed to determine that an insurer will also pay a distribution commission in respect of pension products which are under its management and in respect of which pension counseling have been provided to a customer.

Draft circular regarding management fees in pension savings instruments:

This is intended to increase transparency regarding the rate of management fees collected in the context id pension savings and the determination of a prohibition on raising management fees that have been agreed with the client for at least two years.

Legislation affecting the Banking System

Order of the Bank of Israel (Data on the Transactions in Foreign Currency Derivatives and Short-Term Debt Instruments), 2011

On 14 April 2011, the Bank of Israel published a draft order, whereby, effective 1 July 2011, imposing the obligation of reporting, *inter alia*, the transactions set forth below:

- In respect of shekel-foreign currency swap transactions and future transactions in foreign currency in amounts of US$ 10 million and more which residents of Israel and foreign residents have executed in one day, the reporting obligation will fall on the details of the said transactions and on the holdings of the residents of Israel and the foreign residents in these assets and in shekel-dollar transactions.
- In respect of transactions in T-Bills and in short-term Government bonds of NIS 10 million and more which foreign residents have executed in one day - the reporting obligation will fall on the details of the said transactions and on the holdings of the foreign residents in these assets.

The reporting obligation, as stated above, applies both to the aforesaid transaction-makers and the financial intermediaries that have executed a transactions, as aforesaid, whether for themselves or for their customer.

Accounting Policy on Critical Subjects

The Financial Statements have been prepared in accordance with generally accepted accounting principles and the directives of the Supervisor of Banks and his guidelines relating to the preparation of the annual and quarterly financial statements of a banking corporation, as detailed in Note 1 to the Annual Financial Statements as at 31 December 2010 and in addition to that stated in note 1b to the Financial Statements.

The preparation of the Consolidated Financial Statements in accordance with generally accepted accounting principles and the directives of the Supervisor of Banks requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the amounts of income and expenses.

The actual results relating to these estimates may differ from the estimates and/or the assumptions.

The estimates and assumptions are generally based on economic forecasts, assumptions regarding the various markets and past experience, following due consideration, which Management believes to be reasonable at the time of signature of the Financial Statements.

The principal critical accounting subjects referred to in the Annual Report as at 31 December 2010 were as follows: provisions for doubtful debts, derivative financial instruments, securities, obligations regarding employee rights, obligations in respect of legal claims, buildings and equipment and taxes on income.

Directives for the Measurement and Disclosure of Impaired Debts, Credit Risk and Allowance for Credit Losses

With effect from 1 January 2011, the directive regarding the measurement and disclosure of impaired debts, credit risk and allowance for credit losses came into force. The directive brings the reporting principles applicable to banking corporations in Israel on this topic into line with those applicable to banks in the United States and it is based, *inter alia*, on accounting principles generally accepted in the United States and directives of the United States Securities Authority relating to banks.

The five main subjects arranged in the directive are as follows:

a. A change in the definition of a problem debt. Three main types of problem debts are specified in the directive, creating a ranking of the severity of the problematic nature of the debt.

- **1.** Impaired debt – a debt where the Bank expects that it will be unable to collect all of the amounts that are due to it according to the debt agreement.

- **2.** Substandard debt – a debt which is not adequately protected by collateral or the repayment ability of the debtor and there is a distinct possibility that the Bank will absorb a loss in respect thereof if the deficiencies are not remedied.

- **3.** Special mention debt – a debt which has a potential weakness in respect of which the special attention of the management is required.

b. A change in the allowance for credit losses – the distinction is made between an allowance on an individual basis and an allowance on a group basis, and rules are prescribed for the calculation of these allowances.

1. Individual allowance – an allowance required to cover anticipated credit losses in respect of debts that have been examined on an individual basis and identified as being impaired.

2. Group allowance – in respect of all credit that is not classified as being impaired.

c. Accounting writing-off of debts

1. It is provided that any debt that is not collectible should be written off.

2. Any debt more than 150 days in arrears where the allowance is made on the basis of the group allowance.

3. An individual allowance after two years.

d. Interest income – It is provided, as a rule, that no uncollected interest income will be recorded for debts classified as impaired.

e. Disclosure – The directive expands the disclosure provided in the statements to the public with regard to the quality of the credit and the allowance for credit losses, and also expands the disclosure regarding the methods and assumptions used for measuring the credit loss allowance.

In addition, the directive determines a group allowance for credit losses in respect of the rest of the unimpaired credit risks. The aforesaid allowance cancels the additional and general provision in respect of problem debts and in respect of other features, for example, the non-receipt of financial statements, segmental deviation and other deviations from proper banking procedure, if any. In any case, in 2011, the additional provision should continue to be calculated for the sake of comparison with the group allowance, with the higher of the two being recorded in the books.

The effect of the change in the initial transition to the method of calculating the aforesaid provisions as of 31 December 2010 was included in retained profits in retained earnings in capital. The impact amounted to NIS 1,319 million, gross, and NIS 721 million, net after taxes.

Directives and interpretations regarding the strengthening of internal control on financial reporting of employee rights

On 27 March 2011, the directives of the Supervisor of Banks regarding the strengthening of internal control over financial reporting of employee rights were published. The directives provide a number of interpretations relating to the assessment of a liability in respect of employee rights and directives regarding internal control over the financial reporting process regarding employee rights, with a demand to recruit a qualified actuary, the identification and classification of liabilities in respect of employee rights, the existence of internal control for reliance on the actuary's assessment and validation and certain disclosure requirements.

On 23 May 2011, the Banking Supervision Department published an interpretation whereby the initial implementation of the abovementioned directive is deferred to 1 April 2011.

The Bank is examining the implications of the circular both on the measurement of liability and on the internal control process regarding employee rights. The matter is currently under discussion between the Bank and the Banking Supervision Department in the Bank of Israel. At this stage, it is not possible to estimate the impact on the measurement of liabilities in respect of employee rights.

Procedure for the Approval of the Financial Statements

The Bank's Board of Directors is the entity ultimately responsible for supervision within the Bank and for the approval of the Bank's financial statements. All the members of the Board of Directors possess accounting and financial expertise, and all of the members of the Board of Directors possess the qualifications of external directors (as required by the Bank Shares (Arrangement Shares) (Temporary Provisions) Law, 1993).

The Board of Directors has established a Financial Statements Review Committee, composed of members of the Board, the function of which is to discuss the financial statements and recommend their approval to the Board of Directors.

Before the financial statements are submitted to the Financial Statements Review Committee for discussion, the Bank's financial statements are discussed by the Disclosure Committee. The Disclosure Committee is a management committee comprised of all the members of the Bank's Management, and a member of the committee acts as Group Secretary. The Chief Internal Auditor and additional senior managers of the Bank participate in the discussions of the Committee. The Disclosure Committee checks, *inter alia*, that the information in the financial statements is accurate, complete and presented fairly. (The Disclosure Committee was set up as part of the implementation of the Bank Supervision Department directive, which is based on Section 302 of the SOX Law. See "Controls and Procedures with regard to Disclosure in the Financial Statements" on page 272 in the 2010 Annual Report.)

Prior to the discussion of the financial statements by the full Board of Directors, discussions are held by the Financial Statements Review Committee, with the participation of the President and Chief Executive Officer, the Senior Deputy Chief Executive Officer, the Chief Accounting Officer, the Chief Internal Auditor and others.

The background material sent to the members of the Financial Statements Review Committee for discussion includes the minutes of discussions in the Disclosure Committee and its decisions, the draft Board of Directors' Report, the draft of the Financial Statements, information regarding the Bank's exposure to legal claims and a description of the new legal claims and background material for discussion on the appropriateness of the classification of problematic customers. The members of the committee also receive details of new disclosure requirements (if any) applicable to the Bank.

As part of the deliberations, the committee discusses the appropriateness of the provisions and the classification of the Bank's problem debts, after the Chief Executive Officer has presented to the committee the extent of the provisions and the classification for problem debts and the changes and the trends in this area, and after the senior managers have presented the extent of the provisions and classifications for which they are responsible and have detailed the main factors of change in these areas. The subject of the legal claims and of the Bank's exposure in this regard is presented by the Bank's Chief Legal Advisor. The Senior Deputy Chief Executive Officer presents to the Committee the main and material matters in the Directors' Report and Financial Statements, the changes in critical accounting policies, if any, and the main matters discussed by the Disclosure Committee, and the Committee also discusses these matters.

The Financial Statements Review Committee submits its recommendations regarding the financial statements to the Board of Directors. The committee's recommendations relate, *inter alia*, (in accordance with the provisions of the Companies Regulations (Directives and Conditions Regarding the Process for Approving the Financial Statements), 2010) ("**the Companies Regulations**") to assessments and estimates made in connection with the statements; internal controls related to financial reporting, completeness and fairness of disclosure in the statements; the accounting policy adopted and the accounting treatment applied on the Bank's material interests; valuations, including assumptions and estimates on which they are based, which support the data in the financial statements.

Following the discussions of the Committee, there is discussion on the final draft of the Financial Statements in the full Board of Directors, attended by the President and Chief Executive Officer, the Senior Deputy Chief Executive Officer, the Chief Accounting Officer, the Chief Internal Auditor, and when the discussion concerns the approval of the annual Financial Statements, the other members of the Bank’s Management in addition. As background material for the discussion, the Directors receive the draft Financial Statements together with extensive accompanying background material, including in-depth comprehensive analyses of the Bank’s activities in its various areas of business.

In the context of this discussion, the Bank’s President and Chief Executive Officer reviews the results of Leumi Group's operations and the Senior Deputy Chief Executive Officer presents and analyzes the results of the Group's operations in Israel and abroad, including a description of risk exposure and compliance with the limits established with regard to such risks. Thereafter, the full Board of Directors discusses and approves the financial statements.

All the discussions of the Board of Directors, the Financial Statements Review Committee and the Committee for Disclosure regarding the financial statements are attended by representatives of the Bank’s joint auditors, who are available to the participants to answer questions and provide clarifications. The financial statements are approved by the Board of Directors following their presentation to the joint auditors to the Financial Statements Review Committee and the Audit Committee of the Board of Directors of any material weaknesses that may have arisen during the audit processes that they carried out, and after the Board is presented with the representations of the President and Chief Executive Officer and of the Senior Deputy Chief Executive Officer regarding evaluation of the Bank's disclosure controls and procedures for the financial statements.

The composition of the Financial Statement Review Committee is provided by the Companies Regulations. The committee includes five directors, including one external director (as stipulated in the Companies Law) serving in the Bank, who chairs the committee. A further two directors are external directors as stipulated by the Bank Supervision Department, and all of the directors have financial and accounting expertise.

Disclosure Policy

Pursuant to Bank of Israel directives, the reporting requirements in Pillar 3 of the Basel II directives oblige the Bank to determine a formal disclosure policy. The policy is to refer to the banking corporation's approach to determining what disclosure is made, including the internal controls on the process.

Leumi has determined its disclosure policy, which has been approved by the Board of Directors.

The disclosure policy is based on the Directives for Reporting to the Public of the Supervisor of Banks and the provisional directives of the Israel Securities Authority, which have been adopted by the Supervisor of Banks.

In accordance with the said disclosure policy, Leumi aims to provide all material information necessary to understand its statements, which will be reported clearly and in detail.

Information given in the Directors' Report is prepared in accordance with directives for Reporting to the Public, particularly with regard to “Temporary Order concerning the Description of the Banking Corporation's Business and Forward-Looking Information in the Directors' Report”. In accordance with the directive, the directors' report is to include information in the Bank's business, the operating segments in which it operates, the general environment in which it operates and its effect on the Bank, the control structure of the Bank and its organizational structure, legal proceedings, material agreements, and detailed information on other matters.

With regard to information which can be quantified monetarily, quantitative data is given, and with regard to other information, qualitative data is given.

The general principle according to which information is given in the report is the principle of materiality. The Bank's business and its activities are examined according to their scope and nature, and at the end of the examination, disclosure is made regarding matters of material monetary size in relation to the annual profit of the Bank, its assets or its equity. In addition, disclosure is made of matters of public interest or of special sensitivity, such as matters connected with the structure of the Bank, its management, legislation affecting the bank and so on.

For the purposes of complying with this policy, every material subject is brought for discussion to the Disclosure Committee, (see above chapter of the Procedure for Approval of the Financial Statements), which decides, in all dubious cases, whether to make the necessary disclosure. Minutes of the Disclosure Committee are sent for perusal by the members of the Financial Statements Review Committee of the Board of Directors.

See also page 135, “Controls and Procedures regarding Disclosure in the Financial Statements”.

C. Description of the Group's Business according to Segments and Areas of Activity

Development of Income, Expenses and Tax Provision

The net profit attributable to the shareholders of the banking corporation of Leumi Group for the first quarter of 2011 was NIS 577 million, compared with NIS 596 million in the corresponding period in 2010, a decrease of 3.2%.

The decrease in the net profit attributable to the shareholders of the Group for the first quarter of 2011, as compared with the corresponding period in 2010, is explained primarily by the following factors*:

1. An increase in operating and other expenses (including salary) amounting to NIS 221 million, before the effect of taxes.

2. A decrease in the Group's share in the profits of companies included on an equity basis amounting to NIS 127 million, net.

On the other hand, the following factors partially offset the above-mentioned decrease:

1. A decrease in expenses in respect of credit loss amounting to NIS 232 million, before the effect of taxes.

2. An increase in net interest income before expenses in respect of credit losses amounting to NIS 132 million, before the effect of taxes.

3. An increase in operating and other revenues amounting to NIS 24 million, before the effect of taxes.

* Before minority interest in consolidated companies.

Net interest income before expenses in respect of credit loss of Leumi Group for the first quarter of 2011 amounted to NIS 1,939 million, compared to NIS 1,807 million in the corresponding period in 2010, an increase of NIS 132 million, which constitutes an increase of 7.3%.

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* Before minority rights in consolidated companies.

The changes in the Group's net interest income before expenses in respect of credit loss for the first quarter of 2011 compared to the corresponding period in 2010 stem mainly from:

	For the three months ended		
	31 March 2011	31 March 2010	
	NIS millions		% change
Current activities	**1,836**	1,638	12.1
Collection of interest in respect of impaired debts (1)	**42**	144	(71.0)
Net effect in respect of non-income bearing debts	**(66)**	(56)	-
Exchange rate differentials in respect of financing shares recorded in operating income	**17**	5	+
Profits from sale of available-for-sale debentures, net	**77**	65	18.5
Realized and unrealized profits (losses) from adjustments to the fair value of debentures for trading, net	**(52)**	70	-
Financing income in connection with hedging of overseas investments* (2)	**3**	40	-
Adjustments to fair value of derivative instruments	**33**	(84)	+
Effect of the known CPI	**49**	(15)	+
Total	**1,939**	1,807	7.3

(1) From the first quarter of 2011, collections were first recorded in the allowance for credit losses, whereas in the past, they were included in net interest income.

(2) Revenues from/cost of hedging the asymmetry in the tax liabilities in respect of the exchange rate differentials relating to overseas investments, as compared with the exchange rate differentials relating to financing sources. The compensation for this cost is recorded in the tax item. See also the effect in the item on taxes.

As indicated in the above table, net interest income from current activities increased by 12.1%. The increase is attributable to the index-linked segment and the foreign currency segment as a result of an improvement in interest margins.

The following table sets out the development of net interest income according to the principal operating segments:

	First three months of		
Sector	**2011**	2010	% change
	NIS millions		
Households	**610**	490	24.5
Small businesses	**232**	220	5.5
Corporate banking	**487**	490	(0.6)
Commercial banking	**371**	364	1.9
Private banking	**108**	98	10.2
Financial management – capital markets	**129**	145	(11.0)
Other	**2**	-	-
Total	**1,939**	1,807	7.3

Total **Interest Margin** (excluding transactions in financial derivatives) in the first quarter of 2011 was 2.32%, compared with 2.46% in the corresponding period in 2010. The interest margin including transactions in derivatives was 1.26% in the first quarter of 2011, compared with 1.27% during the corresponding period in 2010, and 1.22% for the whole of 2010.

The interest margin in the unlinked shekel sector, including derivatives, during the period was 1.60%, compared with 1.93% last year. The decrease arises as a result of an increase of 56% in derivative activities in which the interest margin is particularly low. The interest margin in the foreign currency sector increased from 0.50% to 0.94% and total income increased by some NIS 107 million. The interest margin for the period in the index sector was 0.62%, compared to a negative 0.08% in the corresponding period in 2010 and income increased by NIS 196 million.

The interest margin during the first quarter of 2011 was mainly affected by the following:

a. Pursuant to the directives of the Supervisor of Banks, effective from 2011, the interest margin on credit to the public is calculated on average balances before expenses/for credit losses, compared with previous years when the average balance was net credit.

b. The low level of interest of the Bank of Israel and low interest rates worldwide resulted in an erosion of the interest margin as a result of current account balances, which are non-interest bearing, and the interest received in respect thereof fell significantly compared to the past.

c. The relatively low level of interest over time caused a contraction in the interest margin, primarily in the unlinked shekel sector in respect of fixed time-deposits in small amounts.

d. The low aggregate interest margin was also affected by timing differences in the measurement of profitability from activity in derivative financial instruments and from exchange rate differentials in respect of the hedging of investments abroad and investments in shares.

e. Competitive factors within the system also contributed to the decline of the interest margin.

The ratio of net interest income before provision for expenses in respect of credit losses to the average balance of income-yielding financial balance sheet assets was 2.53% (in annual terms), similar to the corresponding period last year.

Commissions from Financing Transactions during the first quarter of 2011 amounted to NIS 100 million, compared with NIS 90 million during the corresponding period in 2010, an increase of 11.1%. These commissions mainly include the income from off-balance sheet activity, such as guarantees for granting credit, guarantees for apartment purchasers and other guarantees, as well as commissions from foreign trade activity.

Other Financing Income and Expenses include, for the most part, profits/losses from the sale of debentures and the adjustment of debentures for trading to fair value or market value, and income from early credit repayment commissions. Net income from these operations during the first quarter of 2011 amounted to NIS 79 million, compared with NIS 313 million in the corresponding period in 2010, a decrease of 74.8%

The following are the main changes in other financing income and expenses:

	For the three months ended		
	31 March 2011	31 March 2010	
	NIS millions		% change
Net profit from sales of available-for-sale debentures	**80**	68	17.6
Loss on sale and decline in value of available-for-sale debentures	**(3)**	(3)	0.0
Profit (loss) from sales and adjustments to fair value of debentures for trading	**(52)**	70	-
Collection of interest in respect of credit losses (1)	**-**	144	-
Early credit repayment commissions	**39**	35	11.4
Other	**15**	(1)	+
Total	**79**	313	(74.8)

(1) From the first quarter of 2011, collections were first recorded in the allowance for credit losses, whereas in the past, they were included in net interest income.

Expenses in respect of credit losses in the Leumi Group for the first quarter of 2011 resulted in a reduction on expense of NIS 102 million, compared with an increase in expense of NIS 130 million in the corresponding period in 2010, a positive change of NIS 232 million.

In connection with the changes in the new directives regarding expenses in respect of credit losses and impaired debts, see page 20 above.

The effect of the change in the initial transition to the method of calculating the aforesaid provisions as of 31 December 2010 will be included in retained profits in shareholders' equity. The impact amounted to NIS 1,319 million, gross, and NIS 721 million, net after tax.

The overall rate of the expense for credit losses for the first quarter of 2011 was (0.18%) of total credit to the public (in annual terms), compared with a rate of 0.25% in the corresponding period in 2010, and compared with 0.26% for the whole of 2010. The overall rate of the expense for credit losses in relation to overall credit risk (balance sheet and off-balance sheet) was (0.12%), 0.16% and 0.23%, respectively.

As stated above, with effect from 1 January 2011, the directives of the Supervisor of Banks regarding the measurement and disclosure of impaired debts, credit risk and allowance for credit losses apply. The aforesaid directives adopt the generally accepted regulations of the authorities in the United States. Pursuant to the abovementioned regulation, the general and additional provision will be canceled and in its stead, there will be a group allowance in respect of credit risk. The group allowance as at 31 March 2011 amounts to NIS 2,335 million, compared to NIS 2,396 million as at 1 January 2011. The total addition to the allowance amounts to NIS 1,565 million, compared to the additional and general provision of NIS 770 million as at 31 December 2010. The addition to the group allowance as at 1 January 2011 was recorded as a capital debt and the change in the first quarter was recorded in the statement of profit and loss.

The following table sets out the breakdown of the expense in respect of credit losses according to principal operating segments:

	First three months of 2011		First three months of 2010	
	NIS millions	% *	NIS millions	%*
Households	**(29)**	**(0.1)**	20	0.1
Private banking	**(2)**	**(0.1)**	-	-
Small businesses	**(3)**	**(0.1)**	13	0.3
Corporate banking	**(75)**	**(0.4)**	73	0.4
Commercial banking	**(16)**	**(0.1)**	31	0.3
Other	**23**		(7)	
Total	**(102)**		130	

* Percentage of total credit at the end of the period on an annual basis.

See pages 42-43 for further details.

The following table sets out the breakdown of the individual expense in respect of credit losses by main sector of the economy*:

	First three months of 2011	First three months of 2010
	NIS millions	NIS millions
Industry	**(151)**	10
Construction and real estate	**59**	107
Trade	**(21)**	18
Transportation and storage	**44**	(1)
Communications and computer services	**6**	(2)
Financial services	**16**	6
Other business services	**17**	-
Private individuals - housing loans	**(11)**	(5)
Private individuals – other	**(49)**	29
Other	**(12)**	(3)
Total	**(102)**	159

* As at 31 March 2010, there was a specific provision for doubtful debts.

The following is a summary of the expenses in respect of credit losses:

	For the three months ended 31 March
	2011
	NIS millions
Individual allowance during the period	**120**
Reduction in individual allowance	**(181)**
Collection of debts previously written off	
Net reduction, carried to the profit and loss statement	**(61)**
Reduction carried to the profit and loss statement in respect of group allowance	**(41)**
Total reduction of expense in respect of credit losses	**(102)**

	For the three months ended 31 March
	2010
	NIS millions
Individual provision during the period	366
Reduction in individual provision	(200)
Collection of debts previously written off	(7)
Net addition, carried to the profit and loss statement	159
Reduction carried to the profit and loss statement in respect of additional provision	(29)
Total provision for doubtful debts	130

The following is the breakdown of the main expenses in respect of credit losses in the Group (the Bank and consolidated companies) charged to the profit and loss account:

	For the three months ended 31 March		
	2011	2010	
	NIS millions		% change
The Bank	**(116)**	109	+
Arab Israel Bank	**1**	5	+
Leumi Mortgage Bank	**(12)**	(6)	+
Leumi Card	**4**	7	+
Bank Leumi – U.S.A.	**(1)**	2	+
Bank Leumi – U.K.	**8**	1	
Bank Leumi – Romania	**13**	6	
Leumi Leasing and Investments	**1**	6	+
Total expense (income)	**(102)**	130	+

Non-performing assets (*), impaired debts accruing interest income, problem commercial credit risk and unimpaired debts in arrears of 90 days or more
(*) Impaired debts that do not accrue interest income

All of the balances shown in this appendix are presented pursuant to the new directives for the measurement and disclosure of impaired debts, credit risk and allowance for credit losses.

	31 March 2011	31 December 2010
	Reported amounts	
On a consolidated basis	NIS millions	
1. Non-performing assets:		
Impaired credit to the public not accruing interest income*		
Reviewed on an individual basis	**7,921**	8,876
Reviewed on a group basis	**7**	6
Impaired bonds not accruing interest income	**-**	-
Impaired debts not accruing interest income	**16**	19
Total impaired bonds not accumulating interest income	**7,944**	8,901
Assets received in respect of credit repaid	**111**	81
Total non-performing assets	**8,055**	8,982
2. Impaired debts in the restructuring of problem debts accruing interest income	**464**	461
3. Problem commercial credit risk (1):		
Balance sheet credit risk in respect of the public	**11,015**	12,734
Off-balance sheet credit risk in respect of the public (2)	**1,173**	1,800
Total problem commercial credit risk in respect of the public	**12,188**	14,534
Balance sheet credit risk in respect of others	**395**	443
Off-balance sheet credit risk in respect of others	**-**	-
Total problem commercial credit risk in respect of others	**395**	443
Total problem commercial credit risk	**12,583**	14,977
4. Unimpaired debts in arrears of 90 days or more	**564**	317
Of which: Housing loans for which provision has been made according to the extent of arrears	**-**	-
Housing loans for which provision has not been made according to the extent of arrears (3)	**244**	258
Unimpaired bonds in arrears of 90 days or more	**-**	-
Others	**320**	59

Note: Balance sheet and off-balance sheet credit risk is presented before the effect of the allowance for credit losses and before the effect of deductible collateral for the purpose of a borrower and a group of borrowers.
* It should be noted that the new method of accrual does not include CPI/foreign currency linkage differentials on the principal.

(1) Balance sheet credit (credit, bonds, other debts recognized in the balance sheet and assets in respect of derivative instruments) and off-balance sheet credit risk that is impaired, substandard or under special mention, except for balance sheet and off-balance sheet credit risk in respect of private individuals.
(2) As calculated for the purpose of restrictions on the indebtedness of a borrower or group of borrowers, except in respect of guarantees given by a borrower to secure the indebtedness of a third party, before the effect of deductible collateral.
(3) Housing loans, the minimum allowance in respect of which is calculated according to the extent of the arrears which are in arrears of between 3 months and 6 months, and other housing loans that are not impaired, which are in arrears of 90 days or more and the minimum allowance of which is not calculated according to the extent of arrears.

Below are a number of indices for reviewing credit risk according to the new directives:

	31 March 2010	31 December 2010
	%	
Balance of credit to the public not accruing interest income as a percentage of the balance of credit to the public	3.4	3.9
Balance of credit to the public which is not impaired in arrears of 90 days or more as a percentage of the balance of credit to the public	0.2	0.1
Balance of the allowance for credit losses in respect of credit to the public as a percentage of the balance of credit to the public	2.2	2.5
Balance of the allowance for credit losses in respect of credit to the public as a percentage of the balance of impaired credit to the public not accruing interest income	62.4	63.8
Problem commercial credit risk in respect of the public as a percentage of total credit risk in respect of the public	4.8	4.5

Net interest income after expenses in respect of credit losses of the Leumi Group in the first quarter of 2011 amounted to NIS 2,041 million, compared with NIS 1,677 million in the corresponding period last year, an increase of 21.7%.

Total operating and other income of the Leumi Group in the first quarter of 2011 amounted to NIS 1,023 million, compared with NIS 999 million in the corresponding period last year, an increase of 2.4%.

The following are the main changes in operating and other income:

	For the three months ended			
	31 March 2011	31 March 2010	Change	
	NIS millions		NIS millions	%
Operating commissions [(1)]	**975**	904	71	7.9
Profits from investments in shares [(2)]	**30**	74	(44)	(59.5)
Other income [(3)]	**18**	21	(3)	(14.3)
Total operating and other income	**1,023**	999	24	2.4

The following are the main additional details regarding each of the abovementioned items:

1. Operating commissions (an increase of NIS 71 million)

a. An increase in income from credit handling and preparation of contracts amounting to NIS 41 million (50.6%).

b. An increase in distribution commissions of financial products amounting to NIS 4 million (7.3%).

c. An increase in income from securities transactions amounting to NIS 16 million (7.4%).

d. An increase in income from credit cards amounting to NIS 9 million (4.6%).

2. Profits from investments in shares (a decrease of NIS 44 million).

a. Net profits from the sale of available-for-sale securities amounting to NIS 7 million, compared with losses amounting to NIS 2 million in the corresponding period in 2010.

b. Profits from the realization and adjustment to fair value of securities for trading amounting to NIS 2 million, similar to the corresponding period in 2010.

c. Dividends from available-for-sale shares and shares for trading amounting to NIS 21 million, compared with NIS 74 million in the corresponding period in 2010.

3. Other income (a decrease of NIS 3 million)

The proportion of operating and other income to total income (i.e. net interest income before provision for doubtful debts and operating and other income) was 34.5%, compared with 35.6% in the corresponding period in 2010 and for the whole of 2010.

Operating and other income covers 49.8% of operating and other expenses, compared with cover of 54.5% in the corresponding period in 2010, and compared with 52.1% for the whole of 2010.

Total Operating and Other Expenses of the Leumi Group in the first quarter of 2011 amounted to NIS 2,054 million, compared with NIS 1,833 million in the corresponding period in 2010, an increase of 12.1%.

Salary expenses increased in the first quarter of 2011 by NIS 183 million, and by 16.1%, compared to the corresponding period last year.

The increase in salary expenses is primarily attributable to the fact that in the first quarter of 2011, there were no profits in the severance pay fund and provident fund, which are also used as a fund to cover pension liability, compared with the profits in the corresponding period last year. After canceling the effect of special salary expenses (as set forth on page 36), salaries increased by 3.0%.

Operating and other expenses (maintenance of buildings and equipment, depreciation and others) increased in the first quarter of 2011 by NIS 38 million, an increase of 5.5%, compared with the corresponding period in 2010, mainly as a result of an increase in depreciation and building maintenance expenses, marketing expenses and professional counseling.

Operating expenses constitute 69.3% of total income, compared with 65.3% in the corresponding period in 2010, and compared with 68.3% for the whole of 2010.

Total operating and other expenses (in annual terms) constitute 2.52% of total balance sheet, compared with 2.33% in the corresponding period in 2010, and 2.40% for the whole of 2010.

Operating Profit before Taxes of the Leumi Group for the first quarter of 2011 amounted to NIS 1,010 million, compared with NIS 843 million in the corresponding period in 2010, an increase of 19.8%.

Provision for Taxes on Operating Profit of the Leumi Group in the first quarter of 2011 amounted to NIS 382 million, compared with NIS 333 million in the corresponding period in 2010. The rate of the provision in the said period was some 37.8% of the pre-tax profit, compared with 39.5% in the corresponding period in 2010, a decrease of some 1.7 percentage points.

Operating Profit after Taxes for the first quarter of 2011 amounted to NIS 628 million, compared with NIS 510 million in the corresponding period in 2010, an increase of 23.1%.

The Group's Share in Operating Profit after Taxes of Companies Included on Equity Basis amounted to a negative NIS 42 million in the first quarter of 2011, compared with a positive contribution of NIS 85 million in the corresponding period in 2010. For details, see page 84 below.

Net Operating Profit before Attribution to Holders of Non-controlling Interests in the first quarter of 2011 amounted to a profit of NIS 586 million, compared with a profit of NIS 595 million in the corresponding period in 2010, a decrease of 1.5%.

Net Operating Profit attributable to Holders of Non-controlling Interests in the first quarter of 2011 amounted to NIS 10 million, compared to a profit of NIS 3 million in the corresponding period in 2010.

Net Operating Profit attributable to the Shareholders in the Banking Corporation of the Group for the first quarter of 2011 amounted to NIS 576 million, compared with a profit of NIS 592 million in the corresponding period in 2010, a decrease of 2.7%.

Profit from Extraordinary Items after Taxes before attribution to holders of noncontrolling interests in the first quarter of 2011 amounted to NIS 1 million, compared with a profit of NIS 4 million in the corresponding period in 2010.

Net Profit before Attribution to Holders of Noncontrolling Interests for the first quarter of 2011 amounted to NIS 587 million, compared with a profit of NIS 599 million in the corresponding period in 2010, a decrease of 2.0%.

Net Profit attributable to Holders of Noncontrolling Interests for the first quarter of 2011 amounted to NIS 10 million, compared with a profit of NIS 3 million in the corresponding period in 2010.

Net Profit attributable to Shareholders in the Banking Corporation for the first quarter of the year amounted to NIS 577 million, compared with a profit of NIS 596 million in the corresponding period in 2010, a decrease of 3.2%.

Return on Shareholders' Equity – Average for the Period (to Shareholders of the Banking Corporation) in Annual Terms:

	2011	2010			
	1st quarter	4th quarter	3rd quarter	2nd quarter	1st quarter
	%				
Net profit *	10.4	9.0	10.7	12.1	11.2
Net operating profit *	10.4	9.1	10.7	8.7	11.2

Attributable to shareholders in the banking corporation.

Net Basic Operating Profit per Share attributable to Shareholders of the Banking Corporation reached NIS 0.39 in the first quarter of 2011, compared with NIS 0.40 in the corresponding period in 2010.

Net Basic Profit per Share attributable to Shareholders of the Banking Corporation reached NIS 0.39 during the first quarter of 2011, compared with NIS 0.40 in the corresponding period in 2010.

Development of Profit during the last five quarters

A. The following table is a condensed statement of operating profit and loss after taxes for the last seven quarters:

	2011	2010			
	1st Quarter	4th Quarter	3rd Quarter	2nd Quarter	1st Quarter
	NIS millions				
Net interest income	**1,939**	2,141	1,846	1,639	1,807
Income (expenses) in respect of credit losses	**102**	(212)	(46)	(196)	(130)
Operating and other income	**1,023**	1,090	983	1,039	999
Operating and other expenses	**(2,054)**	(2,263)	(1,810)	(1,984)	(1,833)
Operating profit before taxes	**1,010**	756	973	498	843
Provision for taxes	**(382)**	(385)	(413)	(125)	(333)
Operating profit after taxes	**628**	371	560	373	510
Group's share in operating profits (losses) after taxes of companies included on equity basis after the effect of taxes	**(42)**	161	57	117	85
Minority interests in operating profits after taxes of consolidated companies	**(10)**	(10)	(14)	(12)	(3)
Net operating profit attributable to shareholders in the banking corporation	**576**	522	603	478	592

B. The following table shows the development of the principal items in net interest income, before expense in respect of credit losses:

	2011	2010			
	1st Quarter	4th Quarter	3rd Quarter	2nd Quarter	1st Quarter
	NIS millions				
Current activity	**1,836**	1,799	1,633	1,493	1,638
Collection of interest in respect credit losses	**42**	205	109	160	144
Effect of non-interest bearing debts	**(66)**	(77)	(75)	(33)	(56)
Exchange rate differentials in respect of shares recorded in operating income or in capital reserve	**17**	10	19	(14)	5
Profits (losses) from the sale of available-for-sale debentures, net	**77**	88	78	31	65
Realized and unrealized profits from adjustments to fair value of debentures for trading	**(52)**	(63)	29	111	70
Financing income (cost) in connection with hedging of overseas investments	**3**	72	51	(33)	40
Adjustments to fair value of derivative instruments	**33**	83	(22)	(96)	(84)
Effect of the known CPI	**49**	24	24	20	(15)
Total	**1,939**	2,141	1,846	1,639	1,807

As of January 1st 2011, most of the collections are charged to expenses in respect of credit losses.

C. The following table shows the quarterly development of the expenses in respect of credit losses:

	2011	2010			
	1st Quarter	4th Quarter	3rd Quarter	2nd Quarter	1st Quarter
	NIS millions				
Individual allowance	**(61)**	248	63	244	159
Group allowance (2010 additional provision)	**(41)**	(36)	(17)	(48)	(29)
Total	**(102)**	212	46	196	130
Percentage of provision out of total credit to the public (on an annual basis)	**(0.18%)**	0.38%	0.09%	0.37%	0.25%

D. The following table shows the quarterly development of operating and other income:

	2011	2010			
	1st Quarter	4th Quarter	3rd Quarter	2nd Quarter	1st Quarter
	NIS millions				
Operating commissions	**975**	977	912	917	904
Profits from investments in shares	**30**	28	14	100	74
Other income	**18**	85	57	22	21
Total operating and other income	**1,023**	1,090	983	1,039	999

E. The following table shows the quarterly development of salary expenses:

	2011	2010			
	1st Quarter	4th Quarter	3rd Quarter	2nd Quarter	1st Quarter
	NIS millions				
Salary expenses, excluding special salary expenses	**1,136**	1,084	1,075	1,087	1,103
Special salary expenses	**183**	97	(16)	152	33
Of which:					
Supplement to provisions for severance pay and pension	**183**	33	(16)	126	(26)
Cancelation of benefit in respect of sale of shares to employees	**-**	-	-	(22)	-
Actuarial changes in respect of jubilee bonus	**-**	64	-	48	59
Total salary expenses	**1,319**	1,181	1,059	1,239	1,136

F. The following table shows the quarterly development of operating and other expenses and maintenance of buildings and equipment:

	2011	2010			
	1st Quarter	4th Quarter	3rd Quarter	2nd Quarter	1st Quarter
	NIS millions				
Depreciation	**167**	165	160	157	156
Maintenance of buildings and equipment	**241**	254	241	234	224
Other expenses	**327**	** 663	350	354	317
Total operating and other expenses*	**735**	1,082	751	745	697

* Excluding salary.

** Including special and non-recurring expenses / provisions amounting to NIS 200 million.

Structure and Development of Assets and Liabilities [(1)]

Total Assets of Leumi Group as at 31 March 2011 amounted to NIS 328.5 billion, compared with NIS 328.2 billion at the end of 2010, an increase of 0.1%, compared with 31 March 2010, an increase of 3.4%.

The value of the assets in the balance sheet denominated in and / or linked to foreign currency was some NIS 88.2 billion, some 26.8% of total assets. During the first quarter of 2011, the shekel appreciated against the U.S. dollar by 1.9% and depreciated against the euro by 4.5%. The changes in the rates of exchange in the first quarter of the year led to a decrease of 0.1% in total assets.

Total assets under the Group's management – the total of the balance sheet as well as customers' securities portfolios, and provident funds and supplementary training funds in respect of which operating management and custody services are provided - amount to some NIS 907 billion, compared with NIS 889 billion at the end of 2010 (some US$ 261 billion and US$ 251 billion, respectively), as detailed below.

The following table sets out the development of the main balance sheet items:

			Rate of change	
	31 March 2011	31 December 2010	Since December 2010	Since March 2010
	NIS millions		%	
Total assets	**328,506**	328,170	0.1	3.4
Cash and deposits with banks	**36,802**	30,052	22.5	(11.7)
Securities	**47,090**	55,791	(15.6)	(10.3)
Credit to the public	**225,071**	223,981	0.5	8.4
Buildings and equipment	**3,665**	3,638	0.7	3.4
Deposits of the public	**248,258**	249,584	(0.5)	1.5
Deposits from banks	**3,814**	2,691	41.7	20.7
Debentures, capital notes and subordinated capital notes	**26,985**	26,939	0.2	0.6

Deposits of the public amounted to NIS 248.3 billion as at 31 March 2011, compared with NIS 249.6 billion as at 31 December 2010, a decrease of 0.5%, and compared with 31 March 2010, an increase of 1.5%.

The appreciation of the shekel in relation to the dollar and a devaluation in relation to most foreign currencies in the first quarter of 2011 contributed in total to a 0.1% fall in total deposits of the public.

(1) The changes in percentages were calculated according to the balances in NIS millions.

The following table sets out the development of deposits of the public by principal operating segments:

Segment	**31 March 2011**	31 December 2010	Change
	NIS millions		%
Households	**118,228**	118,266	0.0
Small businesses	**16,588**	16,579	0.1
Corporate banking	**26,865**	26,281	2.2
Commercial banking	**37,764**	36,421	3.7
Private banking	**36,116**	36,241	(0.3)
Financial management, capital markets and other	**12,697**	15,796	(19.6)
Total	**248,258**	249,584	(0.5)

Debentures, Capital Notes and Subordinated Capital Notes totaled NIS 27.0 billion on 31 March 2011, compared with NIS 26.9 billion on 31 December 2010, an increase of 0.2%, and compared with 31 March 2010, an increase of 0.6%.

Off-balance sheet activity

The following table sets out the development of balances of the customers' (off-balance sheet) financial assets[(1)] managed by Leumi Group:

	31 March 2011	31 December 2010	Change	
	NIS millions		NIS millions	%
Securities portfolios	**511,366**	495,324	16,042	3.2
Of which: managed by mutual funds[(2) (3)]	**58,502**	57,129	1,373	2.4
Provident and pension funds[(2) (3)]	**45,434**	44,014	1,420	3.2
Supplementary training funds[(2) (3)]	**21,716**	21,064	652	3.1
Total	**578,516**	560,402	18,114	3.2

(1) Including an increase in the market value of securities and in the value of securities of mutual and provident funds held in custody, for which operating management and custody services are provided.
(2) The Group in Israel does not manage any mutual funds, provident funds or supplementary training funds.
(3) Assets of customers in respect of which the Group provides operating management services, including the fund balances of customers who are counseled by Leumi.

Credit to the public totaled NIS 225.1 billion on 31 March 2011 compared with NIS 224.0 billion on 31 December 2010, an increase of 0.5%, and compared with 31 March 2010, an increase of 8.4%. After canceling the effect of an increase in the allowance for credit losses (individual and group) according to the new directives, credit to the public increased by 1.1% and 9.0%, respectively.

The appreciation of the shekel in relation to the dollar and a devaluation in relation to most foreign currencies in the first quarter of 2011 contributed in total to a 0.2% increase in total credit to the public.

In addition to credit to the public, the Group invests in corporate debentures which, on 31 March 2011, amounted to NIS 12.1 billion, compared with NIS 11.7 billion on 31 December 2010, an increase of 3.5%.

The following table sets out the development of the overall credit risk[(1)] to the public by principal sectors of the economy:

Economy Sectors	**31 March 2011** Overall credit risk to the public	**31 March 2011** Percentage of total	31 December 2010 Overall credit risk to the public	31 December 2010 Percentage of total	Change
	NIS millions	%	NIS millions	%	%
Agriculture	**2,306**	**0.7**	2,162	0.6	6.7
Industry	**48,680**	**13.8**	46,919	13.7	3.8
Construction and real estate [(2)]	**77,491**	**21.8**	73,560	21.7	5.3
Electricity and water	**2,450**	**0.7**	2,109	0.6	16.2
Trade	**28,093**	**7.9**	25,923	7.6	8.4
Hotels, accommodation and food services	**5,061**	**1.4**	4,957	1.4	2.1
Transportation and storage	**5,626**	**1.6**	5,536	1.6	1.6
Communications and computer services	**9,401**	**2.7**	7,177	2.1	31.0
Financial services [(3)]	**44,933**	**12.7**	48,650	14.2	(7.6)
Other business services	**11,066**	**3.1**	9,219	2.7	20.0
Public and community services	**8,680**	**2.5**	8,624	2.5	0.6
Private individuals - housing loans	**55,625**	**15.7**	53,742	15.7	3.5
Private persons – other	**54,511**	**15.4**	53,481	15.6	1.9
Total	**353,923**	**100.0**	342,059	100.0	3.5

(1) Including off-balance sheet credit risk, investments of the public in debentures and other assets in respect of derivatives. Data as at 31 March 2011 are before a provision for credit losses and data for 31 December 2010 are after a provision for credit losses.

(2) Including housing loans extended to purchasing groups that are in the process of construction amounting to NIS 927 million and off-balance sheet credit risk amounting to NIS 1,772 million, compared to NIS 853 million and NIS 1,625 million, respectively, at 31 December 2010.

The following table shows the quarterly development of credit to the public by main activity sector:

	2011 1st Quarter	2010 4th Quarter	3rd Quarter	2nd Quarter	1st Quarter
	NIS millions				
Households*	**77,826**	76,341	73,136	71,156	68,248
Small businesses	**19,153**	19,018	17,614	17,544	17,590
Commercial banking	**46,116**	47,226	46,302	45,259	44,210
Corporate banking	**73,404**	73,163	72,390	70,845	70,415
Private banking	**7,666**	7,738	6,859	6,666	6,150
Financial management, capital markets and others	**906**	495	917	983	1,000
Total	**225,071**	223,981	217,218	212,453	207,613

* Credit to households also includes housing loans (mortgages).

Pledge in favor of the Bank of Israel

On 21 May 2008, the Bank signed a debenture, whereby it granted a first degree floating charge in favor of the Bank of Israel, on its rights to receive amounts and monetary shekel payments that are due and that will become due to the Bank from time to time, from customers which are corporations (established according to the laws of the State of Israel), which are not in arrears with their repayments to the Bank of credits received from it, and where the average duration of the credit does not exceed three years, and which was granted or which will be granted to these customers by the Bank. The charge is in an amount equal to the level of the amounts secured by the debenture, from time to time, up to an amount of NIS 1.1 billion.

This charge is to secure monies that will be required for the Bank's activities for the purpose of its activities with the CLS clearing house.

Additional data on total credit is set forth below.

The following table sets out the breakdown of total credit to the public* and off-balance sheet credit risk according to the size of the credit to a single borrower:

		31 March 2011		
Credit ceiling in NIS thousands		Percentage of total number of borrowers	Percentage of total balance sheet credit	Percentage of total off-balance sheet credit
From	To	%		
0	80	**83.1**	**5.9**	**16.9**
80	600	**14.4**	**18.4**	**10.7**
600	1,200	**1.5**	**9.0**	**2.7**
1,200	2,000	**0.4**	**4.3**	**1.6**
2,000	8,000	**0.4**	**9.0**	**5.3**
8,000	20,000	**0.1**	**7.6**	**5.5**
20,000	40,000	**0.05**	**7.1**	**6.0**
40,000	200,000	**0.04**	**16.7**	**18.5**
200,000	800,000	**0.01**	**15.7**	**17.6**
Above 800,000		**0.00**	**6.3**	**15.2**
Total		**100.00**	**100.00**	**100.00**

		31 December 2010		
Credit ceiling in NIS thousands		Percentage of total number of borrowers	Percentage of total balance sheet credit	Percentage of total off-balance sheet credit
From	To	%		
0	80	84.4	6.2	16.8
80	600	13.3	18.8	10.7
600	1,200	1.4	8.8	3.0
1,200	2,000	0.4	4.1	1.6
2,000	8,000	0.3	8.9	5.2
8,000	20,000	0.1	7.7	5.8
20,000	40,000	0.04	7.1	6.3
40,000	200,000	0.05	16.3	19.7
200,000	800,000	** 0.01	14.1	18.5
Above 800,000		*** 0.00	8.0	12.4
Total		100.0	100.0	100.0

* After deducting the specific provisions for doubtful debts.
** On 31 March 2011 - 153 borrowers and on 31 December 2010 - 139 borrowers
*** On 31 March 2011 - 23 borrowers and on 31 December 2010 - 23 borrowers.

The following are details of the balances of credit to the public and of the off-balance sheet credit risk (a) which exceed NIS 800 million per single borrower based on a more detailed breakdown of credit areas and based on a breakdown of economic sectors:

1. Credit risk according to size of credit to the borrower:

		31 March 2011					
		Number of borrowers		Balance sheet credit		Off-balance sheet credit	
Credit ceiling (in NIS millions)		Total	Of which: related parties	Total	Of which: related parties	Total	Of which: related parties
From	To			In NIS millions			
800	1,200	**13**	**1**	**6,480**	**709**	**5,980**	**462**
1,200	1,600	**3**	**-**	**1,575**	**-**	**2,780**	**-**
1,600	2,000	**3**	**-**	**2,542**	**-**	**2,618**	**-**
2,000	2,400	**3**	**-**	**3,679**	**-**	**3,015**	**-**
2,400	2,413	**1**	**-**	**433**	**-**	**1,980**	**-**
Total		**23**	**1**	**14,709**	**709**	**16,373**	**462**

All the related parties are corporations in which the Bank holds up to 20% and they are not controlling shareholders of the Bank. The credits specified in the above table do not include any debts for which provisions were made for doubtful debts.

		31 December 2010					
		Number of borrowers		Balance sheet credit		Off-balance sheet credit	
Credit ceiling in NIS millions		Total	Of this, related parties	Total	Of this, related parties	Total	Of this, related parties
From	To			In NIS millions			
800	1,200	14	-	8,017	-	5,445	-
1,200	1,600	4	1	4,032	890	1,461	516
1,600	2,000	3	-	969	-	4,669	-
2,000	2,400	-	-	-	-	-	-
2,400	2,800	1	-	2,607	-	59	-
2,800	3,200	-	-	-	-	-	-
3,200	3,630	1	-	2,612	-	1,018	-
Total		23	1	18,237	890	12,652	516

2. Credit risk according to industry sectors:

	31 March 2010		
	Number of borrowers	Balance sheet credit	Off-balance sheet credit
	Total	Total	Total
		In NIS millions	
Industry	**8**	**5,275**	**6,091**
Construction and real estate	**6**	**3,283**	**2,428**
Public and community services	**1**	**895**	**9**
Communications and computer services	**2**	**1,127**	**2,813**
Financial services	**5**	**3,490**	**4,056**
Electricity and water	**1**	**639**	**976**
Total	**23**	**14,709**	**16,373**

	31 December 2010		
	Total number of borrowers	Balance sheet credit	Off-balance sheet credit
	Total	Total	Total
		In NIS millions	
Industry	8	6,295	6,000
Construction and real estate	5	3,208	1,636
Public and community services	1	892	9
Communications and computer services	2	1,896	268
Financial services	6	5,496	4,268
Electricity and water	1	450	471
Total	23	18,237	12,652

The indebtedness of the six largest groups of borrowers represented 8.7% of total credit risk as of 31 March 2011 and 78.0% of the capital calculated for the limitation on the six largest groups of borrowers.

Problem debts

The risk of problem credit in accordance with the new regulations after individual provisions applicable from 1 January 2011:

	31 March 2011			31 December 2010 – proforma		
	Balance sheet	Off-balance sheet	Total	Balance sheet	Off-balance sheet	Total
	In NIS millions					
Impaired debts	**5,553**	**216**	**5,769**	**6,327**	**661**	**6,988**
Substandard debts	**784**	**7**	**791**	**869**	**50**	**919**
Special mention debts	**4,121**	**834**	**4,955**	**4,302**	**899**	**5,201**
Total	**10,458**	**1,057**	**11,515**	**11,498**	**1,610**	**13,108**

Problem credit risk:

	31 March 2011	31 December 2010
	Problem credit risk	Problem credit risk
	In NIS millions	
Commercial problem credit risk	**12,583**	**14,977**
Retail problem credit risk	**2,577**	**2,380**
Total	**15,160**	**17,287**
Allowance for credit losses	**3,645**	**4,179**
Problem credit after allowance for credit losses	**11,515**	**13,108**

The following table sets out the problem credit (1)(6)(7) according to the classifications determined in the directives of the Supervisor of Banks until 31 December 2010:

	31 December 2010	31 March 2010
	NIS millions	
Problem debts[(1)]		
Non-performing	**1,364**	1,707
Restructured [(2)]	**906**	626
To be restructured [(3)]	**482**	785
In temporary arrears	**297**	681
For special mention*	**9,921**	11,356
Total balance sheet credit to problem borrowers [(1)]	**12,970**	15,155
Off-balance sheet credit risk to problem borrowers [(1) (5)]	**2,634**	3,123
Debentures of problem borrowers (public)	**465**	589
Total overall credit risk of banks (debentures + deposits in banks)	**6**	-
Other assets in respect of derivatives of problem borrowers	**48**	101
Total overall credit risk in respect of problem borrowers[(1)]	**16,123**	18,968
Assets received in respect of repaid credit	**81**	84
*of which: debts for which there is a specific provision [(4)]	**5,946**	6,325
*of which: credit for housing for which there is a provision according to the extent of the arrears	**383**	309

(1) Not including problem loans that are covered by collateral eligible for deduction for the purpose of restrictions on the indebtedness of a borrower and a group of borrowers (Proper Conduct of Banking Business Directive No. 313).

(2) Credit that was restructured during the course of the current year and also credit that was restructured in previous years with a waiver of income.

(3) Credit to borrowers in respect of whom a decision to restructure has been made by the banking corporation's management, but the restructuring has not yet been implemented.

(4) Apart from credit for housing in respect of which there is a provision in accordance with the extent of the arrears.

(5) As calculated for the purposes of limits on the indebtedness of a single borrower and a group of borrowers, except in respect of guarantees given by a borrower to secure an obligation of a third party.

(6) Credit to problem borrowers as detailed in the disclosure format.

(7) Problem debts include credit classifications from the implementation of Proper Conduct of Banking Business Directive No. 325 "Management of Current Account Credit Lines". Pursuant to the above directive, and to clarifications of the Supervisor of Banks, the Bank is required to classify any excess over approved credit lines (where excesses are above NIS 1,000), if the Bank charges the customer excess interest. In this situation, the excess is to be classified as a non-accrual loan, and credit within the limit and the remainder of the customer's obligations must be classified as a special mention loan. The effect of the said directive has been to increase non-accrual loans by NIS 49 million, and special mention loans by NIS 1.163 million at the end of 2010.

Total problem debts under the old method as at 31 December 2010 amounted to NIS 16.1 billion, while according to the new regulation, problem debts amounted to NIS 13.1 billion. The decrease of NIS 3.0 billion derives mainly from a change in consideration of Proper Conduct of Banking Management Directive No. 325, as noted above, from a resultant cancelation of the classification of special mention debts, and from an improvement in the total problem debts.

Credit to Governments amounted to NIS 357 million on 31 March 2011, compared with NIS 379 million on 31 December 2010, a decrease of 5.8%, and compared with 31 March 2010, a decrease of 12.3%.

Securities

The Group's investments in securities amounted to NIS 47.1 billion on 31 March 2011, compared with NIS 55.8 billion at 31 December 2010, a decrease of 15.6%**.**

Securities are classified into three categories: securities for trading, available-for-sale securities and debentures held to maturity.

Securities for trading are presented in the balance sheet at fair value and the difference between fair value and adjusted cost is charged to the statement of profit and loss. Available-for-sale securities are presented at fair value, where the difference between fair value and adjusted cost is presented as a separate item in shareholders' equity in other overall profit, called "adjustments for presentation of available-for-sale securities at fair value" ("shareholders' equity"), less the related tax, but whenever the decrease in value is of a non-temporary nature the difference is charged to the statement of profit and loss. Debentures held to maturity are presented at adjusted cost (par value plus accumulated interest and linkage differentials, less/plus a discount or premium).

For details of the accounting policy and treatment in connection with the valuation of the securities portfolio and distinctions between temporary or other impairment, see chapter on "Critical Accounting Policy on page 62 and note 1 to the annual financial statements for 2010.

The following table sets out the classification of the securities item in the consolidated balance sheet as at in accordance with the rules set forth above:

	31 March 2011				
	Adjusted cost	Unrealized gains from adjustments to fair value	Unrealized losses from adjustments to fair value	Fair value	Balance sheet value
	NIS millions				
Debentures					
Held to maturity	**-**	**-**	**-**	**-**	**-**
Available-for-sale	**35,718**	**341**	**(536)**	**35,523**	**35,523**
For trading	**8,521**	**62**	**(94)**	**8,489**	**8,489**
	44,239	**403**	**(630)**	**44,012**	**44,012**
Shares and funds					
Available-for-sale	**2,218**	**527**	**(20)**	**2,725**	**2,725**
For trading	**713**	**1**	**(361)**	**353**	**353**
	2,931	**528**	**(381)**	**3,078**	**3,078**
Total securities	**47,170**	**931**	**(1,011)**	**47,090**	**47,090**

* Carried to profit and loss

	31 December 2010				
	Adjusted cost	Unrealized gains from adjustments to fair value	Unrealized losses from adjustments to fair value	Fair value	Balance sheet value
	NIS millions				
Debentures					
Held to maturity	-	-	-	-	-
Available-for-sale	44,271	418	(432)	44,257	44,257
For trading	8,367	90	(59)	8,398	8,398
	52,638	508	(491)	52,655	52,655
Shares and funds					
Available-for-sale	2,211	653	(5)	2,859	2,859
For trading	636	-	(359)	277	277
	2,847	653	(364)	3,136	3,136
Total securities	55,485	1,161	(855)	55,791	55,791

As at 31 March 2011, some 81.2% of the Group's *nostro* portfolio was classified as available-for-sale securities and some 18.8% as the trading portfolio. This classification allows for flexibility in the management of the securities portfolio. Some 6.5% of the value of the securities represents investments in shares of companies that are not presented on equity basis, but according to cost or to the market value of the shares traded on the stock exchange.

The following table sets out details of the Group's activity in debentures:

	31 March 2010	31 December 2010
	NIS millions	
Debentures redeemed and/or sold (held to redemption and available-for-sale)	**13,793**	30,709
Purchases of debentures held to redemption and available-for-sale	**4,424**	30,082
Net profit from investments in debentures:		
Financing income on accrual basis	**483**	(951)
Profit (loss) from sale and from decrease in value of available-for-sale debentures	**77**	262
Profit (loss) realized and/or unrealized from adjustments to fair value of debentures for trading	**(52)**	147

The following table sets out details of the composition of investments in debentures according to linkage basis:

	31 March 2011			31 December 2010		
	Government of Israel	**Foreign governments**	**Other companies**	Government of Israel	Foreign governments	Other companies
	NIS millions					
Israeli currency:						
Unlinked	**12,430**	**-**	**480**	22,691	-	523
CPI-linked	**7,620**	**-**	**1,045**	6,399	-	937
Foreign currency including foreign currency-linked	**1,833**	**3,349**	**17,255**	1,810	2,851	17,174
Total debentures*	**21,883**	**3,349**	**18,780**	31,170	2,851	18,634

* Of which NIS 2,312 million subordinated debentures.

In the first quarter of 2011, there was a decrease of some NIS 0.1 billion, or about 0.8%, in Group investments in corporate debentures, including banks, mainly in foreign currency debentures abroad. In fact, almost all of the debentures are invested in debentures of leading government in the OECD organization and in the Israeli government.

The following table sets out the value of securities by method of calculation in NIS millions:

	31 March 2011	31 December 2010
Securities traded on an active market*	**39,219**	47,874
Securities according to prices determined according to external models**	**6,338**	6,339
Securities according to quotation from counterparty or to cost	**1,533**	1,578
Total	**47,090**	55,791

* Including fair value calculated in accordance with models based on available market data.
** Including securities amounting to NIS 599 million which were revalued by the Bank on the basis of the discounting rates independently determined in the Bank by Sha'arey Ribit.

For further details, see note 2 to the financial statements.

Below is a table of details of investments in corporate debentures (not banks) only issued in Israel and abroad, by sector of the economy (available-for-sale and trading portfolio):

	31 March 2011	
	Issued in Israel	Issued abroad
Sector of economy	NIS million	
Agriculture	**-**	**44**
Industry	**91**	**542**
Construction and real estate	**41**	**113**
Electricity and water	**275**	**194**
Trade	**234**	**60**
Transportation and storage	**25**	**30**
Communications and computer services	**155**	**280**
Financial services	**580**	**9,293**
Other business services	**9**	**63**
Public and community services	**25**	**76**
Total	**1,435**	**10,695**

The available-for-sale portfolio

The following table shows the composition of the available-for-sale portfolio as at 31 December:

	31 March 2011		31 December 2010		Change	
	NIS millions					
	Abroad	In Israel	Abroad	In Israel	Abroad	In Israel
Debentures	**19,873**	**15,650**	19,616	24,641	257	(8,991)
Shares and funds	**734**	**1,991**	563	2,296	171	(305)
Total	**20,607**	**17,641**	20,179	26,937	428	(9,296)

a. In the first quarter of 2011, NIS 324 million (before tax) was recorded to shareholders' equity in respect of the available-for-sale portfolio, due to impairment of Government of Israel bonds as a result of an increase in returns, and impairment in respect of shares, compared with an increase in value of NIS 473 million (before taxes) in the corresponding period last year.

b. In addition, NIS 77 million was recorded to profit and loss, in respect of profits from the sale of debentures after setting off provisions defined as impairment of securities of a non-temporary nature, compared with profits of NIS 65 million in the corresponding period last year.

c. The following table shows a summary of the above results in respect of the available-for-sale portfolio (including financing income):

	For the period ended		
	31 March 2011	31 March 2010	31 December 2010
	NIS millions		
Profits (losses) in respect of securities which were recorded to profit and loss	**521**	(731)	(546)
Of which: Exchange rate differentials	**201**	(998)	(1,866)
Adjustments to capital reserve of available-for sale securities	**(324)**	473	235

d. The following table shows net balances in shareholders' equity (net adjustments in respect of available-for-sale securities before tax):

	31 March 2011	31 December 2010	Movement 1st quarter
	NIS millions		
Shares	**507**	648	(141)
Israel government debentures	**(111)**	115	(226)
Foreign government debentures	**(15)**	3	(18)
Other debentures *	**(69)**	(132)	63
Other credit instruments	**61**	63	(2)
Total	**373**	697	(324)
Related tax	**(121)**	(229)	108
Net total	**252**	468	(216)

* Of which the balance of the accumulated impairment in respect of subordinated notes issued by foreign banks is NIS (131) million.

The accumulated net balance of adjustments to fair value of securities held in the available-for-sale portfolio, as at 31 March 2011, amounted to a positive amount of NIS 252 million (after the effect of tax). These amounts represent net profits/losses which had not been realized at the dates of the Financial Statements.

e. The following is the impairment in value of available-for-sale securities charged to shareholders' equity as at 31 March 2010:

		Duration of decline in value since commencement of the decline*				
		Up to 6 months	6-9 months	9-12 months	More than 12 months	Total amount
		NIS millions				
Rate of decline						
Up to 10%	Shares	**9**	**-**	**-**	**-**	**9**
	Asset-backed debentures	**21**	**-**	**-**	**18**	**39**
	Other debentures	**234**	**37**	**6**	**123**	**400**
	Total	**264**	**37**	**6**	**141**	**448**
10%- 20%	Shares	**-**	**-**	**-**	**-**	**-**
	Asset-backed debentures	**3**	**-**	**-**	**8**	**11**
	Other debentures	**-**	**-**	**-**	**64**	**64**
	Total	**3**	**-**	**-**	**72**	**75**
20%-30%	Shares	**-**	**-**	**-**	**-**	**-**
	Asset-backed debentures	**-**	**-**	**-**	**5**	**5**
	Other debentures	**-**	**-**	**-**	**4**	**4**
	Total	**-**	**-**	**-**	**9**	**9**
30%-35%	Shares	**-**	**-**	**-**	**-**	**-**
	Asset-backed debentures	**-**	**-**	**-**	**4**	**4**
	Other debentures	**-**	**-**	**-**	**-**	**-**
	Total	**-**	**-**	**-**	**4**	**4**
35%-40%	Shares	**-**	**-**	**-**	**-**	**-**
	Asset-backed debentures	**-**	**-**	**-**	**-**	**-**
	Other debentures	**-**	**8**	**-**	**-**	**8**
	Total	**-**	**8**	**-**	**-**	**8**
Above 40%	Shares	**11**	**-**	**-**	**-**	**11**
	Asset-backed debentures	**-**	**-**	**-**	**1**	**1**
	Other debentures	**-**	**-**	**-**	**-**	**-**
	Total	**11**	**-**	**-**	**-**	**12**
Total amount	Shares	**20**	**-**	**-**	**-**	**20**
	Asset-backed debentures	**24**	**-**	**-**	**36**	**60**
	Other debentures	**234**	**45**	**6**	**191**	**476**
Overall total		**278**	**45**	**6**	**227**	**556**

For the treatment of revaluing the securities and the distinction between temporary decreases in value and those of a non-temporary nature, see page 59 in the 2010 Financial Statements.

* The duration of the impairment since the beginning of the decline means the duration since the beginning of any impairment in the security.

Trading Portfolio

The following table shows the composition of the trading portfolio:

	31 March 2011		31 December 2010		Change	
	NIS millions					
	Abroad	In Israel	Abroad	In Israel	Abroad	In Israel
Debentures	**2,467**	**6,022**	2,119	6,279	348	(257)
Shares and funds	**97**	**256**	99	178	(2)	78
Total	**2,564**	**6,278**	2,218	6,457	346	(179)

In respect of debentures for trading, realized and unrealized profits amounting to NIS 52 million were recorded in the profit and loss statement, compared with profits of NIS 70 million in the corresponding period in 2010, and in respect of shares and funds, realized and unrealized profits were recorded amounting to NIS 2 million similar to the corresponding period in 2010.

Investments in Securities Issued Abroad

The Group's securities portfolio includes some NIS 23.2 billion (some US$ 6.7 billion) of securities issued abroad, all of which (but for some 3.0%) are investment grade securities, of which some 94% are rated 'A-' and above, and of which some 31% are rated 'AAA'. The portfolio includes subordinated debentures issued by foreign banks having a fair value of NIS 2,312 million, some 9.0% of the total investment in securities issued abroad. Of the said portfolio, some NIS 20.6 billion (some US$ 5.9 billion) is classified in the available-for-sale portfolio, some NIS 2.6 billion (some US$ 0.8 billion) is classified in the securities for trading portfolio.

The following table shows the composition of investments in securities issued abroad:

	31 March 2011		31 December 2010	
	Available-for-sale portfolio	Trading portfolio	Available-for-sale portfolio	Trading portfolio
Balance sheet value	NIS millions			
Government debentures	**4,189**	**918**	3,831	750
Debentures of banks and financial institutions	**10,143**	**554**	10,589	348
Asset-backed debentures	**4,365**	**207**	4,341	213
Other debentures	**1,176**	**788**	855	808
Shares and funds	**734**	**97**	563	99
Total	**20,607**	**2,564**	20,179	2,218

Management of the Bank estimates that the impairment in value of the available-for-sale portfolio is mostly temporary in nature. The Bank intends, and is able, to continue to hold the investments until the expected return of the full cost of the assets or until maturity. Therefore, this impairment is charged to shareholders' equity. The net decrease in value credited to shareholders' equity in respect of securities issued abroad, from the date of purchase until 31 March 2011 amounts to some NIS 67 million (some NIS 44 million after taxes). During 2010, the negative capital reserve decreased by NIS 129 million, and through the end of the first quarter of 2011, the negative reserve fell by a further NIS 24 million..

The following table shows the fair value as at 31 March 2010 of debentures of banks and financial institutions abroad (excluding asset-backed securities):

	AAA to AA-	A+	A	A-	BBB+ to BBB-	BB+ to B-	Unrated	Total
	NIS millions							
United Kingdom	**728**	**100**	**-**	**351**	**336**	**87**	**-**	**1,602**
Austria (1)	**-**	**-**	**76**	**-**	**-**	**-**	**-**	**76**
Italy (1)	**435**	**-**	**-**	**-**	**-**	**-**	**-**	**435**
Ireland (1) (5)	**-**	**-**	**-**	**-**	**13**	**-**	**-**	**13**
Belgium (1)	**-**	**-**	**376**	**-**	**-**	**-**	**-**	**376**
Germany (1)	**48**	**154**	**-**	**107**	**-**	**-**	**-**	**309**
The Netherlands (1)	**273**	**347**	**36**	**155**	**17**	**-**	**98**	**926**
Luxembourg (1)	**-**	**32**	**49**	**-**	**-**	**-**	**13**	**94**
Spain (1) (5)	**324**	**30**	**-**	**38**	**-**	**-**	**-**	**392**
Finland (1)	**27**	**-**	**29**	**-**	**-**	**-**	**-**	**56**
France (1)	**747**	**15**	**-**	**-**	**-**	**-**	**-**	**762**
Switzerland	**108**	**-**	**-**	**-**	**-**	**-**	**-**	**108**
Australia	**638**	**-**	**-**	**-**	**-**	**-**	**-**	**638**
Sweden	**56**	**-**	**68**	**-**	**-**	**-**	**-**	**124**
New Zealand	**216**	**-**	**-**	**-**	**-**	**-**	**-**	**216**
Norway	**41**	**32**	**-**	**-**	**-**	**-**	**-**	**73**
Canada	**17**	**-**	**-**	**-**	**-**	**-**	**-**	**17**
Other (2)	**34**	**48**	**68**	**-**	**-**	**-**	**120**	**270**
United States – by bank								
Citigroup Inc. NY	**-**	**104**	**-**	**809**	**-**	**-**	**-**	**913**
HSBC Bank	**10**	**-**	**-**	**311**	**-**	**-**	**-**	**321**
Manhattan Bank N.A.	**133**	**128**	**-**	**-**	**-**	**-**	**-**	**261**
Bank of America	**53**	**-**	**517**	**-**	**-**	**-**	**-**	**570**
Goldman, Sachs and Co.	**-**	**277**	**-**	**-**	**-**	**-**	**69**	**346**
Morgan Stanley	**-**	**-**	**305**	**-**	**-**	**-**	**-**	**305**
Wells Fargo Bank N.A.	**148**	**627**	**-**	**-**	**-**	**-**	**-**	**778**
Merrill Lynch International B.A.	**-**	**-**	**354**	**-**	**-**	**-**	**78**	**432**
United States – other (3)	**63**	**22**	**20**	**52**	**-**	**-**	**130**	**287**
Total (4)	**4,099**	**1,916**	**1,899**	**1,823**	**366**	**87**	**508**	**10,697**

(1) Countries in the Eurozone bloc.
(2) This amount includes investments in 4 countries
(3) This amount includes investments in 10 banks in the United States.
(4) Including subordinated debentures, the fair value of which as at 31 March 2011 was NIS 2,312 million (including the available-for-sale and trading portfolios) and as at 31 December 2010, NIS 2,000 million.
(5) For further details in connection with credit exposure, see page 123.

Investments in foreign asset-backed securities

The Group's securities portfolio as of 31 March 2011 includes some NIS 4.6 billion (some US$ 1.3 billion) of asset-backed securities (both mortgage-backed and non-mortgage-backed), all of which (save for 5.0%) are rated 'A-' and above, of which some 80% are rated 'AAA'. Of the said portfolio, some NIS 4.4 billion (some US$ 1.2 billion) is classified in the available-for-sale portfolio, and the balance in the securities held for trading portfolio.

The following table shows a summary of investments in asset-backed securities in the available-for-sale portfolio as at 31 March 2011:

	Adjusted value	Unrealized profits	Unrealized losses	Balance sheet value (fair value)
	NIS millions			
MBS - mortgage-backed securities	**3,470**	**59**	**(29)**	**3,500**
ABS-asset-backed securities (other than mortgage-backed)	**823**	**73**	**(31)**	**865**
Of which: CLO	**700**	**56**	**(29)**	**727**
SCDO	**44**	**17**	**-**	**61**
Other	**79**	**-**	**(2)**	**77**
Total	**4,293**	**132**	**(60)**	**4,365**

For the definition of asset-backed securities see Note 3 to the 2010 Financial Statements.

Securitization Exposures

Investment in asset-backed securities by type of exposure (Table 9(f) – Basel II)

	31 March 2011	31 December 2010
	Accrued amount of exposure	
	NIS millions	
Mortgage-backed Securities (MBS):		
Pass-through securities:		
Securities guaranteed by US Government GNMA	**1,526**	1,734
Securities issued by FNMA and FHLMC	**236**	257
Other securities	**7**	7
Other mortgage-backed securities:		
Securities issued by FHLMC, FNMA, or GNMA, or guaranteed by these entities	**1,413**	1,451
Other mortgage-backed securities	**368**	48
Total mortgage-backed securities (MBS)	**3,550**	3,497
Asset-backed securities (ABS):		
Debtors in respect of credit cards	**37**	38
Lines of credit for any purpose secured by dwelling	**5**	5
Credit for purchase of vehicle	**145**	152
Other credit to private persons	**5**	6
Credit not to private persons	**6**	5
CLO debentures	**727**	760
SCDO debentures	**61**	57
Others	**36**	34
Total Asset-backed (ABS)	**1,022**	1,057
Total Asset-backed Securities	**4,572**	4,554

Investment in asset-backed securities by risk weighting * (Table 9(g) – Basel II)

	31 March 2011	31 December 2010	**31 March 2011**	31 December 2010
	Accrued amount of exposure		Capital requirement for securitization exposure	
	NIS millions		NIS millions	
20%	**829**	502	**15**	9
50%	**112**	110	**5**	5
100%	**99**	111	**9**	10
350%	**-**	-	**-**	-
Deducted from equity	**184**	214	**-**	-
Total	**1,224**	937	**29**	24

* Not including GNMA, FNMA, FHLMC securities, which are presented as liability of the U.S. government.

The Group’s portfolio of available-for-sale investments in foreign asset-backed securities as of 31 March 2011 includes investments in mortgage-backed securities in the total amount of some NIS 3.5 billion. 90% of the mortgage-backed securities in the available-for-sale portfolio are guaranteed or directly issued by United States federal agencies (FNMA, FHLMC, GNMA) FNMA and FHLMC have come under governmental protection under the U.S. administration’s rescue plan and the GNMA debentures have government guarantees. The rest of the bonds are rated 'AAA'.

As at 31 March 2011, the accumulated net increase in value charged to shareholders' equity resulting from the mortgage-backed securities portfolio was some NIS 30 million.

The total of the mortgage-backed securities that are not (U.S.) government guaranteed and are not backed by American federal entities in both the available-for-sale and trading portfolios, amounts to some NIS 375 million.

The forecast term to maturity for all the mortgage-backed securities portfolio is, on average, some 3.5 years.

In addition to the mortgage-backed securities, the Group’s available-for-sale portfolio also includes other securities that are backed by assets other than mortgages (car financing credit and other types of credit), amounting to some NIS 865 million, of which CLO-type debentures account for some NIS 727 million. The projected term to maturity of the portfolio of securities backed by assets other than mortgages is some 4.0 years on average.

2. Investments in other (non asset-backed) securities issued abroad

The Group’s securities portfolio as of 31 March 2011 includes some NIS 18.6 billion (some US$ 5.3 billion) of non-asset-backed securities, which include mainly securities issued by banks and financial institutions, including subordinated debentures, the balance being mainly securities issued by the Government of Israel. Of these securities, NIS 16.2 billion (US$ 4.7 billion) are classified in the available-for-sale portfolio, and some NIS 2.4 billion in the securities for trading portfolio. Of these securities, 94% are rated 'A-' and above, of which, some 19% are rated 'AAA".

For further details regarding exposure to overseas banks and financial institutions, see page 119.

The Bank estimates that the decline in the prices of these securities is mostly of a temporary nature, and most of the decline in value was therefore charged to shareholders' equity. This is on the basis of criteria set out in the note 1 to the 2010 Annual Report, Significant Accounting Policies, taking into account other parameters, such as, the involvement and back-up, including direct investment in capital, of governments and ensuring the solidity of these and other banks in their countries, and assessment of the market for the risk of failure of banks, as reflected in the process of credit derivatives (CDS) and the increase in value after the balance sheet date, high credit rating (Group A and above) and analyses of resistance in extreme scenarios.

As of 31 March 2011, the accumulated decrease in value charged to shareholders' equity in respect of non-asset-backed securities issued abroad in the available-for-sale portfolio amounted to NIS 139 million (NIS 91 million after tax), after a reduction of NIS 64 million in the first quarter of 2011.

The debentures that are not asset-backed securities and were issued abroad are mainly debentures issued by banks.

The Bank intends, and is able, to continue to hold these debentures until maturity or at least until the return of their value.

	Fair value		Capital reserve at the end of the third quarter
	31 March 2011	31 December 2010	
	NIS millions		
Total subordinated bank debentures issued abroad	**2,095**	1,796	(131)
Of which: subordinated debentures that declined in value by more than 35%	**-**	-	

In addition, the available-for-sale portfolio includes portfolio of securities that are non-asset backed securities also in the trading portfolio. The trading portfolio includes mainly securities of banks and financial institutions, and securities portfolios managed by external investment managers and securities funds. All the securities in the trading portfolio are investment grade securities, and about 91% are rated 'A' and higher. The value of the trading portfolio which is non-asset backed as at 31 March 2011 amounted to some NIS 2.4 billion (US$ 0.7 billion). The difference between the fair value and the amortized cost, if any, is charged to the profit and loss statement.

Investments in debentures issued in Israel

Investments in debentures issued in Israel at 31 March 2011 amounted to NIS 21.7 billion, of which NIS 20.1 billion was in debentures issued by the Government of Israel, with the balance, NIS 1.6 billion, in corporate debentures. Some 71% of the investments in corporate debentures amounted to NIS 1.1 billion in the available-for-sale portfolio, with the balance in the trading portfolio.

Out of the total amount of NIS 1.1 billion in the corporate debenture portfolio in the available-for-sale portfolio, the positive capital reserve amounts to NIS 40 million, and the negative capital reserve amounts to NIS 14 million, with the highest decline in value being 5.5%.

3. Investments in shares and funds

Total investments in shares and funds amounted to some NIS 3,078 million as at 31 March 2011, of which some NIS 1,801 million was in quoted shares and some NIS 1,277 million in unquoted shares. Out of the total investment, NIS 2,725 million is classified as available-for-sale and NIS 353 million is classified in the trading portfolio.

The following table sets out the principal investments in shares and funds recorded in the securities item[(1)] (Table 13(B) Basel II):

	Bank's share on a consolidated basis in the paid-up capital giving the right to receive profits		Value of the investment in the consolidated balance sheet*		Capital adequacy retirements		Listed/ Not listed
	31 March 2011	31 December 2010	**31 March 2011**	31 December 2010	**31 March 2011**	31 December 2010	
	%		NIS millions				
Migdal Insurance and Financial Holdings Ltd.	**9.79**	9.80	**669**	744	**60**	**67**	Listed
Africa Israel Properties Ltd.	**2.2**	2.2	**32**	35	**3**	**3**	Listed
Super-Pharm (Israel) Ltd.	**-**	18.0	**-**	182	**-**	**16**	Not listed
Otzar Hityashvuth Hayehudim B.M.	**8.62**	8.62	**85**	85	**8**	**8**	Listed
Partner Communication Ltd.	**4.96**	4.96	**508**	553	**46**	**50**	Listed
Electra Consumer Products (1970) Ltd. [(3)]	**9.0**	9.0	**99**	105	**9**	**9**	Not listed
TSI Roads Limited Partnership	**19.52**	19.52	**127**	`127	**11**	11	Not listed
Tower Semiconductor capital notes	-	-	**49**	49	**4**	**4**	Not listed
Visa International	-	-	**35**	35	**3**	**3**	Listed
CLS Bank	-	-	**21**	21	**2**	**2**	Not listed
Funds	**-**	-	**1,104**	861	**99**	**77**	Not listed
Apax	**-**	-	**61**	60	**5**	**5**	Not listed
Other	**-**	-	**288**	279	**26**	**27**	188 Not listed
Total	**-**	-	**3,078**	3,136	**277**	**282**	

* The value of investment in the consolidated balance sheet is equal to the balance of the fair value of the investment.

** Transferred to companies included on equity basis

(1) For details of non-banking investments presented on equity basis, see page 84.

Tnuva

On 2 March 2011, the Bank signed an agreement with M.B.S.T. Ltd. ("Mivtach"), for the purchase of 13,500 ordinary shares and 94,674 redeemable "A" shares, representing 13.5% (fully diluted) of the issued and paid up capital of AP. MS. TN. Ltd. ("the company") for consideration of about NIS 388.5 million. The company holds (indirectly) some 76.7331% of the total rights in the Tnuva Group.

The purchase agreement is subject to conditions precedent which include, *inter alia*, the signing of agreements between Mivtach and the additional purchasers for purchasing the balance of Mivtach's holdings in the company (about 13.5% of the equity of the company), the signing of a shareholders' agreement between the Bank and the Apax Funds**,** regulatory approvals, and the receipt of approvals from the financing banks**.**

The Bank will, in accordance with its commitment to the Bank of Israel, sell 3.5% of the equity of the company within one year of the date of completion of the purchase agreement.

On 12 May 2011, an addendum to the purchase agreement was signed, according to which (a) the date for the completion of the transaction which is the subject of the purchase agreement ("the transaction") was extended to 15 June 2011; (b) shekel interest of 3.04% per annum will be added to the consideration stipulated in the purchase agreement, with effect from 3 April 2011 to the date of completing the transaction; and (c) an additional condition precedent will be added to the purchase agreement, according to which the purchase agreement is subject to the further approval by the parties authorized in the Bank and Mivtach Shamir.

The following table shows investments (positions) in shares and funds in the securities item (available-for-sale portfolio and trading portfolio) (NIS millions):

	Balance sheet amount	
	31 March 2011	31 December 2010
Quoted shares	**1,801**	1,847
Funds according to quote by counterparty	**886**	714
Unquoted shares	**391**	575
Total	**3,078**	3,136

Other assets and debit balances in respect of derivative instruments

As of 31 March 2011, other assets and debit balances in respect of derivative instruments amounted to NIS 11.4 billion, compared with NIS 11.2 billion at the end of 2010, an increase of 1.9%. The increase resulted mainly from an increase in net deferred tax receivable amounting to NIS 0.6 billion. The balance of the fair value of derivative instruments carried out with and for customers fell by NIS 0.2 billion.

Operating Segments in the Group

The Group operates in various operating segments through the Bank and its subsidiaries, in all fields of banking and financial services. Furthermore, the Group invests in non-banking corporations that operate in various fields, including insurance, real estate, shipping, energy, industry and others.

The operating segments are defined in accordance with the characteristics determined by the Bank of Israel. A detailed description of the operating segments and the manner of their measurement is provided in the Annual Report for 2010.

Following are principal data according to operating segments of the principal balance sheet items as at 31 March 2011:

	Credit to the Public			Deposits of the Public			Total Assets		
	31 March 2011	31 December 2010	Change	**31 March 2011**	31 December 2010	Change	**31 March 2011**	31 December 2010	Change
	NIS millions		%	NIS millions		%	NIS millions		**%**
Households[1]	**77,826**	76,341	1.9	**118,228**	118,266	0.0	**78,577**	76,923	2.2
Small businesses	**19,153**	19,018	0.7	**16,568**	16,579	0.1	**19,184**	19,039	0.8
Corporate banking [2]	**73,404**	73,163	0.3	**26,865**	26,281	2.2	**75,223**	75,108	0.2
Commercial banking	**46,116**	47,226	(2.4)	**37,764**	36,421	3.7	**48,308**	49,316	(2.0)
Private banking	**7,666**	7,738	(0.9)	**36,116**	36,241	(0.3)	**10,595**	10,618	(0.2)
Financial management - capital markets and other	**906**	495	83.0	**12,697**	15,796	(19.6)	**96,619**	97,166	(0.6)
Total	**225,071**	223,981	0.5	**248,258**	249,584	(0.5)	**328,506**	328,170	0.1

(1) Credit to households also includes housing loans (mortgages). After canceling the effect of this credit, credit (banking and financial) to households decreased by 0.5-%. Housing loans amounted to NIS 52,600 million at the end of March 2011, having increased by 3.1%. The rate of increase in credit (banking and financial) for 2010 was 5.4%.

(2) There was an increase of some NIS 387 million in credit in the corporate banking segment for activities in Israel, and an increase of 0.3% overall.

Following are principal data according to operating segments of off-balance sheet items and data on customer balances in the capital market:

	Guarantees and Documentary Credit			Securities Portfolios, including Mutual Funds		
	31 March 2011	31 December 2010	Change	**31 March 2011**	31 December 2010	Change
Segment	NIS millions		%	NIS millions		%
Households	**462**	519	(11.0)	**98,354**	96,212	2.2
Small businesses	**1,398**	1,307	7.0	**7,528**	9,404	(19.9)
Corporate banking	**25,618**	24,114	6.2	**95,058**	94,234	0.9
Commercial banking	**6,459**	6,789	(4.9)	**44,605**	45,615	(2.2)
Private banking	**459**	482	(4.8)	**75,445**	75,201	0.3
Financial management – capital markets and other	**799**	757	5.5	**190,376**	174,658	9.0
Total	**35,195**	33,968	3.6	**511,366**	495,324	3.2

The following table sets out the net operating profit according to operating segments:

	For the three months ended		
	31 March 2011	31 March 2010	Change
Segment	NIS millions		%
Households	**111**	**32**	**246.9**
Small businesses	**97**	**72**	**34.7**
Corporate banking	**339**	**230**	**47.4**
Commercial banking	**154**	**112**	**37.5**
Private banking	**50**	**30**	**66.7**
Financial management – capital markets and other	**(174)**	**120**	**-**
Total	**577**	**596**	**(3.2)**

Explanations for the changes in profitability are provided below.

Return on equity according to operating segments

In accordance with directives of the Bank of Israel, it was decided to calculate the return on equity to be allocated to each of the operating segments.

The equity for the purpose of calculating the capital to risk assets ratio (Tier 1 and Tier 2 capital) was allocated to the segments according to the relative share of each segment in the total of all the weighted risk assets of the Group, and according to the allocation of Pillar 2 equity for each segment according to its characteristics and its components.

The profit of operating segments was adjusted for the risk capital in each segment. The return on risk-adjusted capital was calculated as the ratio of the adjusted profit to shareholders' equity allocated to the segment, which represents a part of the allocated risk capital (Tier 1 and Tier 2).

The following table sets out the net profit return, adjusted for risk, on equity according to operating segments calculated as described above:

Segment	Return on capital in % of net operating profit		
	31 March 2011	31 March 2010	31 December 2010
Households	**10.5**	3.0	4.3
Small businesses	**29.5**	22.0	18.5
Corporate banking	**18.4**	12.7	14.1
Commercial banking	**16.1**	11.3	8.0
Private banking	**25.9**	15.7	12.5
Financial management – capital markets and other	**(13.6)**	12.1	1.1
Other	**(25.3)**	23.9	19.3

Below is the return on risk-adjusted capital (RORAC) and the economic value added (EVA) for the Bank taking into account the cost of capital according to the multi-year return determined in the work plan, by operating segment:

The figures for EVA and RORAC have been calculated according to the allocation of all of the capital of the Bank between the segments (as per the actual capital adequacy pursuant to Basel II.

	As at 31 March 2011		As at 31 March 2010	
	Allocating all the capital		Allocating all the capital	
	RORAC	EVA	RORAC	EVA
Segment	%	NIS millions	%	NIS millions
Households	**10.5**	**5**	4.3	(233)
Small businesses	**29.5**	**62**	18.5	117
Corporate banking	**18.4**	**150**	14.1	348
Commercial banking	**16.1**	**56**	8.0	(76)
Private banking	**25.9**	**30**	12.5	17
Financial management – capital markets	**(13.6)**	**(251)**	5.6	(171)
Other	**(25.3)**	**(32)**	20.2	73
Total for net profit	**10.4**	**20**	10.3	75

The following table shows the quarterly development of the net operating profit by operating segment:

Segment	**2011**	2010			
	1st quarter	4th quarter	3rd quarter	2nd quarter	1st quarter
	NIS millions				
Households	**111**	18	68	53	37
Small businesses	**97**	59	66	59	72
Corporate banking	**339**	336	342	291	229
Commercial banking	**154**	40	55	98	110
Private banking	**50**	16	19	23	29
Financial management – capital markets	**(175)**	53	53	(46)	115
Total	**576**	522	603	478	592

1. Households

The following tables set out a summary of the profit and loss of the Households segment:

	Banking and finance	Credit cards	Capital market	Mortgages	Overseas activity Banking and finance	Overseas activity Mortgages	Total
	31 March 2011						
	NIS millions						
Net interest income:							
From external sources	**(161)**	**52**	**1**	**522**	**-**	**2**	**416**
Intersegmental	**604**	**(9)**	**(1)**	**(404)**	**5**	**(1)**	**194**
Operating and other income:							
From external sources	**151**	**115**	**142**	**26**	**1**	**-**	**435**
Intersegmental	**1**	**49**	**-**	**5**	**-**	**-**	**55**
Total income	**595**	**207**	**142**	**149**	**6**	**1**	**1,100**
Provisions for doubtful debts	**(22)**	**5**	**-**	**(13)**	**-**	**1**	**(29)**
Operating and other expenses:							
To external sources	**640**	**152**	**91**	**61**	**4**	**1**	**949**
Intersegmental	**1**	**(1)**	**-**	**6**	**-**	**-**	**6**
Operating profit (loss) before taxes	**(24)**	**51**	**51**	**95**	**2**	**(1)**	**174**
Provision for taxes	**(10)**	**15**	**18**	**34**	**-**	**-**	**57**
Operating profit (loss) after taxes	**(14)**	**36**	**33**	**61**	**2**	**(1)**	**117**
Minority interests' share in profits of consolidated companies	**-**	**(6)**	**-**	**-**	**-**	**-**	**(6)**
Net profit (loss)	**(14)**	**30**	**33**	**61**	**2**	**(1)**	**111**
% Return on equity							**10.5%**
Average balance of assets	**18,044**	**7,309**	**122**	**52,266**	**118**	**150**	**78,009**
of which: investments in companies included on the equity basis	**-**	**6**	**-**	**-**	**-**	**-**	**6**
Average balance of liabilities	**112,344**	**1,011**	**-**	**9,489**	**851**	**7**	**123,702**
Average balance of risk assets	**20,702**	**7,326**	**123**	**26,930**	**289**	**53**	**55,423**
Average balance of mutual fund and supplementary training fund assets	**-**	**-**	**54,959**	**-**	**-**	**-**	**54,959**
Average balance of securities	**-**	**-**	**53,013**	**-**	**166**	**-**	**53,179**
Average balance of other assets under management	**274**	**-**	**-**	**5,913**	**-**	**-**	**6,187**
Balance of credit to the public	**17,804**	**7,029**	**122**	**52,600**	**116**	**155**	**77,826**
Balance of deposits of the public	**112,320**	**32**	**-**	**5,033**	**836**	**7**	**118,228**

Households (cont.)

	Banking and finance	Credit cards	Capital market	Mortgages	Activity abroad	Total
	31 March 2010					
	NIS millions					
Net interest income:						
From external sources	163	43	1	113	-	320
Intersegmental	215	(3)	-	(45)	3	170
Operating and other income:						
From external sources	146	114	135	32	1	428
Intersegmental	-	54	-	4	-	58
Total income	524	208	136	104	4	976
Provisions for doubtful debts	19	5	-	(6)	2	20
Operating and other expenses:						
To external sources	621	139	69	58	6	893
Intersegmental	2	(1)	-	5	-	6
Operating profit (loss) before taxes	(118)	65	67	47	(4)	57
Provision for taxes	(39)	17	23	17	-	18
Operating profit (loss) after taxes	(79)	48	44	30	(4)	39
Minority interests' share in profits of consolidated companies	-	(7)	-	-	-	(7)
Net profit (loss)	(79)	41	44	30	(4)	32
% Return on equity						3.0%
Average balance of assets	15,753	6,817	100	45,242	308	68,220
of which: investments in companies included on the equity basis	-	8	-	-	-	8
Average balance of liabilities	110,958	946	-	10,395	954	123,253
Average balance of risk assets	18,838	7,650	99	24,119	381	51,087
Average balance of mutual fund and supplementary training fund assets	-	-	45,821	-	-	45,821
Average balance of securities	-	-	49,131	-	152	49,283
Average balance of other assets under management	142	-	-	6,743	-	6,885
Total net interest income	378	40	1	68	3	490
Balance of credit to the public	17,717	7,247	123	51,002	252	76,341
Balance of deposits of the public	111,989	27	-	5,378	872	118,266

Main Changes in the Scope of Operations

Total credit to the public in the households segment increased by NIS 1.5 million, or 1.9% compared with the end of 2010. Housing loans increased by 3.1%, and credit, after cancelling out the effect of housing loans, increased by 0.4%. Deposits of the public amounted to NIS 118 million, similar to the end of 2010.

Main Changes in Net Profit

In the first three months of 2011, net profit in the households segment amounted to NIS 111 million, compared with NIS 32 million in the corresponding period last year, an increase of NIS 79 million or 246.9%. The increase in profit derives from an increase in income of NIS 124 or 12.7% due to a decrease in expenses in respect of credit losses amounting to NIS 49 million, which was partially offset by an increase in operating expenses of NIS 56 million or 6.2%.

The return on equity of the net profit was 10.5%.

Data relating to the risk features of housing loans – Leumi Mortgages

Disclosure of housing loans

Pursuant to a letter of the Bank of Israel dated 15 May 2011, the Bank is required to include in the Report of the Board of Directors disclosure regarding developments in credit risks in the housing loan portfolio as defined in Proper Conduct of Banking Management Directive of the Bank of Israel No. 451 (hereinafter: "housing loans"), and the activity carried out in order to manage these risks.

The data relating to the risk features of the housing loans, pursuant to the aforementioned Bank of Israel letter, developments on credit risks and the way of managing them, including reference to measures adopted by the Bank to deal with these risk features, are as follows:

The following table presents data concerning new loans granted and loans refinanced for the purchase of a residential dwelling and for the pledge of a residential dwelling:

	First three months of 2011	First three months of 2010	Change
	NIS millions		%
From Bank funds	**3,607**	3,113	15.9
From Ministry of Finance funds:			
Loans	**5**	8	(37.5)
Standing loans	**1**	1	-
Total new loans	**3,613**	3,122	15.7
Refinanced loans	**405**	339	19.5
Total	**4,018**	3,461	16.1

	Balance of credit portfolio	Annual rate of increase
	NIS millions	%
December 2008	39,344	
December 2009	42,734	8.6
December 2010	49,319 *	15.4
March 2011	51,042	3.5

The balance of the housing credit portfolio as at 31 March 2011 is NIS 51,042 million, an increase of 3.5%, compared with the balance of the portfolio as at 31 December 2010. The increase in the level of housing credit in recent years is attributable to demand for housing units and an increase in the prices of housing units, with the majority constituting credit for the purchase of residential dwellings.

* Data as at 31 December 2010 are presented after implementation of the Supervisor of Banks' Directives - Measurement and Disclosure of Impaired Debts.

Development of credit portfolio according to linkage basis:

	Unlinked	Percentage of credit portfolio	Index-linked	Percentage of credit portfolio	Foreign currency	Percentage of credit portfolio	Total portfolio
	NIS millions	%	NIS millions	%	NIS millions	%	NIS millions
December 2009	15,585	36.5	26,114	61.1	1,035	2.4	44,273
December 2010 *	21,552	43.7	26,619	54.0	1,148	2.3	49,319
March 2011	23,050	45.2	26,703	52.3	1,289	2.5	51,042

As indicated by the above table, the proportion of unlinked credit increased in 2009 by 36.5% to 45.2% at the end of the first quarter of 2011, as a result of an increase of some 48% in 2009 and through the end of the first quarter of 2011, on account of a reduction in the proportion of the index-linked credit.

Development of credit portfolio at variable and fixed interest:

	Fixed		Variable			Total credit portfolio
	Unlinked	Index-linked	Unlinked	Index-linked	Foreign currency	
	NIS millions					
December 2010 *	766	11,309	20,786	15,310	1,148	49,319
March 2011	843	11,071	22,707	15,632	1,289	51,042

The low shekel interest environment in the economy in the said years, 2010-2011, led to an increase in the proportion of unlinked loans in particular, as well as in variable interest loans, mainly unlinked loans based on prime.

* Data as at 31 December 2010 are presented after implementation of the Supervisor of Banks' Directives - Measurement and Disclosure of Impaired Debts.

Development of the housing credit by type of interest:

The development of the new credit extended by variable and fixed interest is as follows (a variable interest loan is loan where the interest is not likely to change over the life of the loan):

	2011 1st quarter	2010 1st quarter	2nd quarter	3rd quarter	4th quarter	2009
	Percentage of loans extended					
	%					
Fixed - linked	**6.1**	7.1	6.9	5.6	7.1	6.5
Variable – index-linked (5 years or more)	**8.9**	12.0	13.1	10.7	10.3	4.5
Fixed-un linked	**2.8**	3.0	5.0	2.7	6.0	1.2
Variable – index-linked (up to 5 years)	**15.3**	15.3	15.4	15.9	11.6	15.0
Variable – unlinked	**61.6**	60.1	56.7	61.9	61.2	70.5
Variable – foreign currency	**5.3**	2.5	2.9	3.2	3.8	2.3

The percentage of new credit extended by Leumi Mortgages in housing loans at variable interest in the first quarter of 2011 was 91%, compared to 88% in 2010, of which most was on the basis of prime (unlinked variable). The data relate to all types of variable interest and the different linkage segments, including loans in which the interest is variable each period of five years and more.

Development of the balance of problem debts:

The balance of problem debts in the housing loan portfolio more than 90 days in arrears is as follows:

	Balance of debt	Problem debt	Percentage of problem debt
	NIS millions		%
December 2008	40,024	1,587	4.0
December 2009	43,317	1,306	3.0
December 2010	49,911	1,046	2.1
March 2011	51,603	974	1.9

Data as at 31 December 2010 are presented after implementation of the Supervisor of Banks' Directives - Measurement and Disclosure of Impaired Debts.

The total allowance for credit losses as at 31 March 2011, which includes the group allowance for housing loans (hereinafter "the overall allowance"), as required by a letter from the Bank of Israel dated 1 May 2011 is NIS 561 million, representing 1.1% of the housing balance, compared to the total of the overall allowance, as set forth above as at 1 January 2011, amounting to NIS 592 million, or 1.19% of the housing credit balance. The decrease in the allowance for credit losses is attributable to the decrease in the balance of arrears in the Bank's credit portfolio and results from the improvement in economic indicators.

Data relating to new housing credit:

During the first quarter of 2011, the Bank Mortgage extended new credit amounting to NIS 3,354 million in housing loans, similar to the quarterly average for 2010.

Development of rate of financing, in new credit, above 60%:

The table below presents the development of the new credit extended by the Bank at a rate of a financing higher than 60%, (the rate of financing is the ratio between the rate of credit approved for the borrower (even if all or part thereof has not yet been actually extended) and the value of the asset which is the subject of the loan) and the value of the mortgaged asset, when extending the credit facility.

	2011	2010				2009
	1st quarter	4th quarter	3rd quarter	2nd quarter	1st quarter	Average
	%					
From 60 to 69	**21.7**	21.5	21.6	28.6	30.1	32.4
From 70 to 79	**15.4**	18.9	18.2	22.3	19.2	14.7
Above 80	**3.0**	2.8	3.7	3.5	2.6	2.0

As is apparent, in recent years, the Bank has gradually reduced the credit extended at a rate higher than 60%.

Development of new credit, where the repayment ratio is less than 2:

The rate of the new housing loan credit in the first quarter of 2011 in which the minimum repayment ratio was lower than 2 for income earners earning less than NIS 10,000, at the date of approving the credit out of the total new credit extended, stood at 3%, compared to 2% in 2010. It should be noted that the aforementioned cases include also but not exclusively borrowers with a high credit rating (the repayment ratio is calculated as follows: the fixed monthly income of the borrower divided by total monthly repayments in respect of existing loans and the new loan).

Development of new credit, in which the maturity dates are longer than 25 years:

The rate of new housing loan credit in the first quarter of 2011, in which the repayment schedule according to the loan contracts is longer than 25 years, stood at 49% of total new credit extended, compared with an average of 37% in 2010. The lengthening of the duration of the loans derives partly from a change in the Bank's credit policy, which included a significant reduction in the extending of short-term bridging (bullet) loans.

As a general rule, Leumi Mortgage does not extend new loans whose terms allow the borrower to pay back less than the interest accruing on the loan, except in exceptional cases.

Leumi Mortgage does not extend loans secured by a second charge, except in exceptional cases.

As a general rule, Leumi Mortgage does not extend new loans where the information available to Leumi Mortgage on the borrower, or on the collateral, at the date of granting the loan, is not complete, updated, and verified.

Development of Credit Risk

In recent years, there has been a marked increase in housing prices, leading to a substantial increase in the extent of housing credit, against a backdrop of increasing demand for housing units, for both residential and investment purposes. Against the backdrop of this increase in prices, the risk inherent in extending loans at high rates of financing has increased, stemming from the high burden of debt on the borrower, and higher exposure when the security becomes impaired.

In addition, the low interest rates that have prevailed in the economy in recent years, mainly unlinked prime interest, have led to a sharp increase in the proportion of unlinked variable interest loans out of total credit to the public in the mortgage market. As a consequence, in an environment of increasing interest rates, borrowers are exposed to a sharp rise in the level of mortgage payments.

The sharp increase in apartment prices, in housing credit, the increase in the extent of loans taken, and the increase in the proportion of variable interest credit – are trends that increase the risk inherent in the Leumi Mortgage credit portfolio. The average mortgage extended by Leumi Mortgage in 2009 was NIS 596 thousand, while the average mortgage in 2010 was NIS 665 thousand, and in the first quarter of 2011, was NIS 652 thousand.

It appears that, until now, the quality of the Leumi Mortgage's portfolio has been good, based on data on the extent of debt in arrears, the rate of allowances for credit losses, and the percentage of problem debt in the Leumi Mortgage's credit portfolio, as well as a very low rate of losses in the realization of assets.

Contending with developments in credit risk

The management of credit risk by Leumi Mortgage is anchored in a credit policy document and backed up by various working procedures, including underwriting procedures. The credit policy defines the Bank's goals, taking into account a macroeconomic forecast and capital adequacy ratios, including risk appetite. The policy encompasses the method of examining applications for credit and the principal factors taken into consideration when giving approval to a credit facility, credit authorities, and the requirements for allocating appropriate collateral to each type of request.

Leumi Mortgage examines and makes changes to credit policy in accordance with changes occurring in the business and regulatory environment.

Credit risks are managed on a day-to-day basis in accordance with the principles of credit policy. A process for upgrading the quality of risk management takes place on a routine basis, and a tightening of control on credit is carried out where the level of risk has increased. In view of the complexity of the issues and the variable environment, a number of measures were taken, as detailed below, in order to reduce exposure to the Leumi Mortgage's credit risks, including the definition of stricter administrative restrictions and the allocation of capital cushions in respect of the Second Pillar of the Basel II directives, in respect of high-risk features.

The main measures adopted by the Bank for managing credit risk are as follows:

a. Management structure and authorities:

The Credit Risk Manager of Leumi Mortgage is responsible for designing the Leumi Mortgage's credit policy and for coordinating and supervising this policy. Under the responsibility of the Credit Risk Manager, management and control of credit risks are performed, as well as policy and procedure updates, analytical work, development and validation of models. and controlling the granting and management of credit.

The Credit Risk Management Unit carries out monitoring at the frequency provided in the policy document. In addition, once a year it reports to the Risk Management Committees of Management and the Board of Directors. Every new risk or new product is submitted for approval by all the risk managers, with tools to minimize the risks defined also in the credit policy document.

Leumi Mortgage has a Credit Review Unit whose main activity is to assess the quality of exceptional populations of customers and the quality of the overall credit portfolio. In addition, the Unit monitors unusual data in the Bank relating to the amount of debits returned and arrears in new loans, and draws the necessary conclusions.

Leumi Mortgage operates a system of authorities for determining customer credit facilities. This system provides an effective solution for the needs of customers according to the 3 levels of main decision-makers: personal authority, credit committees of both management and the Board of Directors of Leumi Mortgage, and the plenum of the Board of Directors. The appropriate authority for the approval of every credit portfolio is determined, *inter alia*, by the following criteria: the risk rating of the borrower according to an internal statistical model, the extent of the credit facility requested, and the percentage of financing requested.

b. Principles in the management of credit risks with the customer:

Credit applications are examined according to transaction type and characteristics, for example: the purchase of a dwelling by persons upgrading their housing, purchase by young couples, loans under an existing pledge of an asset, purchase of land, private construction, etc.

In every credit application, an examination is made, *inter alia*, of the repayment capacity of the potential borrower vis-à-vis the amount of the monthly repayment that has to be met.

In every credit application, the borrower's credit rating is checked on the basis of a statistical model indicating the risk profile of the borrower.

Leumi Mortgage extends credit against the pledge of real-estate collateral, with the pledge being received prior to the granting of the credit.

In addition, Leumi Mortgage examines, *inter alia*, the rate of financing in the request according to the principles of credit policy.

Leumi Mortgage has procedures which define how the pledge received is registered, as a function of the type of transaction and the method of recording the asset (*Tabu*, Israel Land Administration) and ensures that the customer has purchased appropriate insurance for purposes of reducing credit risk – life assurance and/or asset insurance.

c. Tools for controlling credit risk

Leumi Mortgage has a number of control teams that examine the required credit documentation and collateral, both before and after making the loan.

Leumi Mortgage has a chart of credit risks and controls, which describes the risks and the measures the Bank takes in order to reduce borrower and collateral risk, and minimize exposure.

As an integral part of the activity of the Credit Risk Management Unit, statistical models are constructed and reinforced for rating credit extended to the customer on making the request, and for examining of the credit portfolio held. The unit independently and methodically monitors and controls customer risk ratings.

Sensitivity tests, scenarios and stress scenarios are performed on the quantitative results of the risks that are measured. Stress scenarios are based on macroeconomic risk factors and internal factors, such as: percentage of financing, repayment ratio, changes in unemployment rate, impairment of asset value, geographical area, etc. The scenarios assist the Bank, *inter alia*, in setting credit targets in the annual work-plan, in quantifying the risk inherent in a new activity/product that is about to be launched, and formulating capital buffers within the framework of the Second Pillar.

Leumi Mortgage has management reports for the purpose of managing exposure and credit risk, including the quality of borrowers' credit ratings, and for performing sensitivity analysis and stress scenarios, and as part of operating credit processes, checks are made on the completeness, reliability and quality of the information.

Control at Group level – In the context of the Risk Management Division of Leumi, there are functions for credit risk management control and control of models and methodology for the measurement of credit risk. The Risk Management Division of Leumi operates, *inter alia*, to assist in assessing the adequacy of the models implemented in Leumi Mortgage for measuring risk and in developing methodology for the quantitative measurement of credit risks in Leumi Mortgage.

The following steps have been taken:

As a result of economic developments occurring in the economy in recent years, as presented above, Leumi Mortgage adopted a number of measures in order to contend with the increase in the abovementioned credit risks:

As part of the Bank's risk management, it was decided to tighten administrative restrictions for the following characteristics: high rates of financing, current monthly repayment capacity, credit ratings in accordance with the Bank's internal statistical model, loan products/paths, types of interest and the amounts of loans.

When approving the credit application, the repayment capacity is examined for borrowers taking an unlinked variable interest loan, according to a rate of interest higher than the current rate, in order to ensure that the borrower will meet loan repayments even if there is an increase in interest rates.

Leumi Mortgage has examined, as part of a stress scenario, the effect of impairment in collateral and an increase in interest rates, on losses of Leumi Mortgage.

As a part of the capital planning process and its goals, Leumi Mortgage retains additional "capital buffers" to contend with higher risk characteristics, such as: a capital buffer in respect of loans at high rates of financing, a capital buffer in respect of the gap between the current rate of provision for doubtful debts and the average rate over the economic cycle, and a capital buffer in respect of the possibility of a fall in real estate prices.

It should be noted that as of 5 May 2011, Leumi Mortgage is acting in accordance with a letter from the Supervisor of Banks dated 3 May 2011, according to which Leumi Mortgage will be able to approve housing loans, providing that the variable interest component does not exceed 33.3% (a variable interest loan is loan in which the interest varies over a period of up to 5 years).

In addition and in the light of the requirements of the Supervisor of Banks, a group allowance for credit losses was made as at 31 March 2011 in excess of provisions according to the extent of arrears as required in the Proper Conduct of Banking Management of the Bank of Israel, No. 314.

* The definitions mentioned in the aforementioned disclosure, (e.g., repayment ratio, rate of financing, etc.) are according to reports made by the Bank to the Bank of Israel.

Pension Counseling Services

The balances of the pension assets of customers receiving counseling in the Leumi Group up to the end of March 2011, including advanced training funds in respect of which counseling was provided in the framework of pension counseling and/or investment advice, amounted to some NIS 13.85 billion.

2. Small Businesses

The following tables set out a summary of the profit and loss in the Small Businesses segment:

	Banking and finance	Credit cards	Capital market	Mortgages	Real estate	Overseas activity: Banking and finance	Overseas activity: Real estate	Total
	31 March 2011							
	NIS millions							
Net interest income:								
From external sources	**194**	**5**	**-**	**1**	**74**	**9**	**1**	**284**
Intersegmental	**(27)**	**(1)**	**-**	**(1)**	**(21)**	**(2)**	**-**	**(52)**
Operating and other income:								
From external sources	**80**	**26**	**7**	**-**	**13**	**3**	**-**	**129**
Intersegmental	**-**	**(13)**	**-**	**-**	**-**	**-**	**-**	**(13)**
Total income	**247**	**17**	**7**	**-**	**66**	**10**	**1**	**348**
Provisions for doubtful debts	**(10)**	**-**	**-**	**-**	**3**	**4**	**-**	**(3)**
Operating and other expenses:								
To external sources	**156**	**11**	**3**	**-**	**24**	**7**	**-**	**201**
Intersegmental	**-**	**1**	**-**	**-**	**-**	**-**	**-**	**1**
Operating profit (loss) before taxes	**101**	**5**	**4**	**-**	**39**	**(1)**	**1**	**149**
Provision for taxes	**35**	**2**	**1**	**-**	**13**	**-**	**-**	**51**
Operating profit (loss) after taxes	**66**	**3**	**3**	**-**	**26**	**(1)**	**1**	**98**
Minority interests' share in profits of consolidated companies	**(1)**	**-**	**-**	**-**	**-**	**-**	**-**	**(1)**
Net profit (loss)	**65**	**3**	**3**	**-**	**26**	**(1)**	**1**	**97**
% Return on equity								**29.5%**
Average balance of assets	**11,997**	**789**	**37**	**111**	**5,235**	**578**	**106**	**18,853**
Average balance of liabilities	**13,485**	**1,398**	**-**	**-**	**2,812**	**411**	**78**	**18,184**
Average balance of risk assets	**10,941**	**623**	**42**	**86**	**5,240**	**667**	**106**	**17,705**
Average balance of mutual fund and supplementary training fund assets	**-**	**-**	**2,285**	**-**	**-**	**-**	**-**	**2,285**
Average balance of securities	**-**	**-**	**6,628**	**-**	**-**	**4**	**-**	**6,632**
Average balance of other assets under management	**256**	**-**	**-**	**-**	**-**	**-**	**-**	**256**
Balance of credit to the public	**12,316**	**779**	**33**	**107**	**5,226**	**584**	**108**	**19,153**
Balance of deposits of the public	**13,309**	**-**	**-**	**-**	**2,774**	**436**	**69**	**16,588**

Small Businesses (cont.)

	Banking and finance	Credit cards	Capital market	Mortgages	Real estate	Overseas activity: Banking and finance	Overseas activity: Real estate	Total
	31 March 2010							
	NIS millions							
Net interest income:								
From external sources	156	5	-	1	56	11	1	230
Intersegmental	3	(1)	-	-	(7)	(5)	-	(10)
Operating and other income:							-	-
From external sources	73	24	6	-	12	3	-	118
Intersegmental	-	(14)	-	-	-	-	-	(14)
Total income	232	14	6	1	61	9	1	324
Provisions for doubtful debts	8	-	-	-	-	5	-	13
Operating and other expenses:								
To external sources	153	10	2	-	25	8	-	198
Intersegmental	-	1	-	-	-	-	-	1
Operating profit (loss) before taxes	71	3	4	1	36	(4)	1	112
Provision for taxes (benefit)	25	1	1	-	13	-	-	40
Net profit (loss)	46	2	3	1	23	(4)	1	72
% Return on equity								22.0%
Average balance of assets	11,096	768	33	142	4,816	681	102	17,638
Average balance of liabilities	12,262	1,421	-	-	2,144	491	81	16,399
Average balance of risk assets	9,934	703	36	148	4,782	839	98	16,540
Average balance of mutual fund and supplementary training fund assets	-	-	1,888	-	-	-	-	1,888
Average balance of securities	-	-	3,895	-	-	5	-	3,900
Average balance of other assets under management	302	-	-	-	-	-	-	302
Balance of credit to the public	12,171	778	42	114	5,238	572	103	19,018
Balance of deposits of the public	13,402	-	-	-	2,705	386	86	16,579

Small Businesses (cont.)

Main Changes in the Scope of Operations

Total credit to the public in the segment increased by NIS 135 million compared with the end of 2010, an increase of 0.7%, and total deposits of the public increased by NIS 9 million, an increase of 0.1%.

Main Changes in the Net Profit

In the first three months of 2011, net profit in the small businesses segment totaled NIS 97 million, compared with NIS 72 million in the corresponding period last year, an increase of 34.7%. The increase in profit derives mainly from an increase in income of NIS 24 million, 7.4%, and from a decrease in the provisions for doubtful debts in the amount of NIS 16 million.

The return on equity of the net profit was 29.5%.

3. Corporate Banking

The following tables set out a summary of the profit and loss of the Corporate Banking segment:

	Banking and finance	Credit cards	Capital market	Real estate	Overseas activity: Banking and finance	Overseas activity: Real estate	Total
	31 March 2011						
	NIS millions						
Net interest income:							
From external sources	**314**	**6**	**5**	**336**	**6**	**(1)**	**666**
Intersegmental	**(6)**	**(2)**	**(5)**	**(167)**	**(1)**	**2**	**(179)**
Operating and other income:							
From external sources	**55**	**48**	**5**	**30**	**1**	**-**	**139**
Intersegmental	**-**	**(28)**	**-**	**-**	**-**	**-**	**(28)**
Total income	**363**	**24**	**5**	**199**	**6**	**1**	**598**
Provisions for doubtful debts	**9**	**-**	**-**	**(84)**	**-**	**-**	**(75)**
Operating and other expenses:							
To external sources	**103**	**17**	**3**	**34**	**2**	**-**	**159**
Intersegmental	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Operating profit before taxes	**251**	**7**	**2**	**249**	**4**	**1**	**514**
Provision for taxes	**85**	**1**	**1**	**86**	**1**	**-**	**174**
Operating profit after taxes	**166**	**6**	**1**	**163**	**3**	**1**	**340**
Minority share in profits of comsolidated companies	**-**	**(1)**	**-**	**-**	**-**	**-**	**(1)**
Net profit	**166**	**5**	**1**	**163**	**3**	**1**	**339**
% Return on equity							**18.4%**
Average balance of assets	**47,267**	**393**	**156**	**26,463**	**886**	**-**	**75,165**
Average balance of liabilities	**25,343**	**2,602**	**116**	**5,913**	**351**	**287**	**34,612**
Average balance of risk assets	**65,990**	**405**	**155**	**26,874**	**1,469**	**-**	**94,893**
Average balance of mutual fund and supplementary training fund assets	**-**	**-**	**1,401**	**-**	**-**	**-**	**1,401**
Average balance of securities	**-**	**-**	**93,092**	**-**	**153**	**-**	**93,245**
Average balance of other assets under management	**180**	**-**	**-**	**-**	**-**	**-**	**180**
Balance of credit to the public	**45,975**	**351**	**157**	**26,109**	**812**	**-**	**73,404**
Balance of deposits of the public	**20,610**	**-**	**143**	**5,374**	**482**	**256**	**26,865**

Corporate Banking (cont.)

	Banking and finance	Credit cards	Capital market	Real estate	Overseas activity: Banking and finance	Overseas activity: Real estate	Total
	31 March 2010						
	NIS millions						
Net interest income:							
From external sources	198	6	(1)	210	4	-	417
Intersegmental	102	(1)	1	(29)	(1)	1	73
Operating and other income:							
From external sources	47	43	7	15	1	-	113
Intersegmental	-	(31)	-	-	-	-	(31)
Total income	347	17	7	196	4	1	572
Provisions for doubtful debts	(24)	1	-	96	-	-	73
Operating and other expenses:							
To external sources	88	16	2	33	2	1	142
Intersegmental	-	-	-	-	-	-	-
Operating profit (loss) before taxes	283	-	5	67	2	-	357
Provision for taxes (benefit)	100	-	2	24	1	-	127
Net profit (loss)	183	-	3	43	1	-	230
% Return on equity							12.7%
Average balance of assets	44,289	452	156	26,577	553	108	72,135
Average balance of liabilities	24,353	2,612	-	5,545	75	330	32,915
Average balance of risk assets	60,539	433	156	26,662	811	107	88,708
Average balance of mutual fund and supplementary training fund assets	-	-	596	-	-	-	596
Average balance of securities	-	-	84,661	-	162	-	84,823
Average balance of other assets under management	211	-	-	-	-	-	211
Balance of credit to the public	45,230	398	155	26,422	958	-	73,163
Balance of deposits of the public	20,761	-	89	4,940	174	317	26,281

Corporate Banking (cont**.)**

Main Changes in the Scope of Operations

Total credit to the public in the segment at 31 March 2011 increased by NIS 241 million compared with the end of 2010, an increase of 0.3% and total deposits of the public increased by NIS 584 million, or 2.2%.

Main Changes in Net Profit

In the first three months of 2011, net profit in the corporate banking segment totaled NIS 339 million, compared with NIS 230 million during the corresponding period in 2010, an increase of 47.4%. The increase in profit derives mainly from a decrease in respect of credit losses of NIS 148 million and from an increase in total income amounting to NIS 26 million or 4.5%, which was partially offset by an increase in operating expenses of NIS 17 million, or 12%.

The return on equity of the net profit was 18.4%.

4. Commercial Banking

The following tables set out a summary of the profit and loss of the Commercial Banking segment:

	Banking and finance	Credit cards	Capital market	Real estate	Overseas activity: Banking and finance	Overseas activity: Capital market	Overseas activity: Real estate	Total
	31 March 2011							
	NIS millions							
Net interest income:								
From external sources	**(1,427)**	**2**	**(7)**	**122**	**122**	**-**	**34**	**(1,154)**
Intersegmental	**1,608**	**(1)**	**8**	**(63)**	**(18)**	**-**	**(9)**	**1,525**
Operating and other income:								
From external sources	**61**	**16**	**11**	**8**	**10**	**2**	**1**	**109**
Intersegmental	**-**	**(9)**	**-**	**-**	**-**	**-**	**-**	**(9)**
Total income	**242**	**8**	**12**	**67**	**114**	**2**	**26**	**471**
Provisions for doubtful debts	**(44)**	**-**	**-**	**22**	**5**	**-**	**1**	**(16)**
Operating and other expenses:								
To external sources	**138**	**6**	**7**	**18**	**72**	**2**	**7**	**250**
Intersegmental	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Operating profit before taxes	**148**	**2**	**5**	**27**	**37**	**-**	**18**	**237**
Provision for taxes	**52**	**-**	**2**	**9**	**14**	**-**	**6**	**83**
Net profit	**96**	**2**	**3**	**18**	**23**	**-**	**12**	**154**
% return on equity								**16.1%**
Average balance of assets	**23,733**	**316**	**675**	**7,883**	**12,737**	**-**	**3,468**	**48,812**
Average balance of liabilities	**28,403**	**887**	**-**	**2,460**	**7,931**	**-**	**382**	**40,063**
Average balance of risk assets	**24,536**	**259**	**1,045**	**8,357**	**13,018**	**-**	**3,468**	**50,683**
Average balance of mutual fund and supplementary training fund assets	**-**	**-**	**4,030**	**-**	**-**	**132**	**-**	**4,162**
Average balance of securities	**-**	**-**	**39,151**	**-**	**-**	**1,882**	**-**	**41,033**
Average balance of other assets under management	**599**	**-**	**-**	**-**	**-**	**-**	**-**	**599**
Balance of credit to the public	**21,465**	**313**	**304**	**7,973**	**12,951**	**-**	**3,110**	**46,116**
Balance of deposits of the public	**27,384**	**-**	**-**	**2,426**	**7,612**	**-**	**342**	**37,764**

Commercial Banking (cont.)

	Banking and finance	Credit cards	Capital market	Mortgages	Real estate	Overseas activity: Banking and finance	Overseas activity: Capital market	Overseas activity: Real estate	Total
	31 March 2010								
	NIS millions								
Net interest income:									
From external sources	192	2	1	(3)	65	114	-	34	405
Intersegmental	1	-	(1)	4	(14)	(17)	-	(14)	(41)
Operating and other income:									
From external sources	56	14	13	-	8	9	2	2	104
Intersegmental	-	(9)	-	-	-	-	-	-	(9)
Total income	249	7	13	1	59	106	2	22	459
Provisions for doubtful debts	24	-	-	(3)	3	5	-	2	31
Operating and other expenses:									
To external sources	132	5	7	-	18	77	2	14	255
Intersegmental	1	-	-	-	-	-	-	-	1
Operating profit before taxes	92	2	6	4	38	24	-	6	172
Provision for taxes	34	-	2	1	13	8	-	2	60
Net profit	58	2	4	3	25	16	-	4	112
% return on equity									11.3%
Average balance of assets	22,211	326	413	511	6,025	12,183	-	3,628	45,297
Average balance of liabilities	25,547	891	-	122	2,122	7,995	-	377	37,054
Average balance of risk assets	25,203	315	379	791	6,072	12,191	-	3,319	48,270
Average balance of mutual fund and supplementary training fund assets	-	-	3,076	-	-	-	171	-	3,247
Average balance of securities	-	-	36,079	-	-	-	2,483	-	38,562
Average balance of other assets under management	541	-	-	-	-	-	-	-	541
Balance of credit to the public	22,291	306	1,045	-	7,781	12,042	-	3,761	47,226
Balance of deposits of the public	25,837	-	-	-	2,183	7,989	-	412	36,421

Commercial Banking (cont**.)**

Main Changes in the Scope of Operations

Total credit to the public in the segment at 31 March 2011 decreased by NIS 1.1 million or 2.4%, compared with the end of 2010, and total deposits of the public increased by NIS 1.3 million, or 3.7%.

Main Changes in Net Profit

In the first three months of 2011, net profit in the commercial banking segment totaled NIS 154 million, compared with NIS 112 million during the corresponding period in 2010, an increase of NIS 42 million or 37.5%. The increase in profit derives from a decrease in the provision in respect of credit losses amounting to NIS 47 million, and an increase in income amounting to NIS 12 million or 2.6%.

The return on equity of the net profit was 16.1%.

5. Private Banking

The following tables set out a summary of the profit and loss in the Private Banking segment:

						Overseas activity				
	Banking and finance	Credit cards	Capital market	Mortgages	Real state	BankinH and finance	Capital market	Real estate	Mortgages	Total
	31 March 2011									
	NIS millions									
Net interest income:										
From external sources	**(45)**	**-**	**-**	**-**	**2**	**26**	**-**	**9**	**-**	**(8)**
Intersegmental	**81**	**-**	**-**	**-**	**1**	**37**	**-**	**(4)**	**1**	**116**
Operating and other income:										
From external sources	**7**	**-**	**43**	**-**	**2**	**29**	**37**	**1**	**-**	**119**
Intersegmental	**1**	**-**	**-**	**-**	**-**	**2**	**-**	**-**	**-**	**3**
Total income	**44**	**-**	**43**	**-**	**5**	**94**	**37**	**6**	**1**	**230**
Provisions for doubtful debts	**(2)**	**-**	**-**	**-**	**1**	**(1)**	**-**	**-**	**-**	**(2)**
Operating and other expenses:										
To external sources	**40**	**-**	**16**	**-**	**2**	**70**	**30**	**1**	**-**	**159**
Intersegmental	**1**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**1**
Operating profit before taxes	**5**	**-**	**27**	**-**	**2**	**25**	**7**	**5**	**1**	**72**
Provision for taxes	**2**	**-**	**9**	**-**	**1**	**7**	**1**	**1**	**-**	**21**
Operating profit after taxes	**3**	**-**	**18**	**-**	**1**	**18**	**6**	**4**	**1**	**51**
Minority interests in profits of consolidated subsidiaries	**-**	**-**	**-**	**-**	**-**	**(1)**	**-**	**-**	**-**	**(1)**
Net profit (loss)	**3**	**-**	**18**	**-**	**1**	**17**	**6**	**4**	**1**	**50**
% Return on equity										**25.9%**
Average balance of assets	**1,409**	**59**	**8**	**44**	**471**	**8,022**	**-**	**567**	**26**	**10,606**
Average balance of liabilities	**20,669**	**-**	**-**	**-**	**847**	**15,349**	**-**	**11**	**183**	**37,059**
Average balance of risk assets	**1,309**	**45**	**7**	**34**	**476**	**7,200**	**-**	**198**	**26**	**9,295**
Average balance of mutual fund and supplementary training fund assets	**-**	**-**	**4,715**	**-**	**-**	**-**	**1,602**	**-**	**-**	**6,317**
Average balance of securities	**-**	**-**	**38,973**	**-**	**-**	**-**	**30,340**	**-**	**-**	**69,313**
Average balance of other assets under management	**215**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**215**
Balance of credit to the public	**1,266**	**58**	**10**	**44**	**462**	**4,659**	**-**	**1,135**	**32**	**7,666**
Balance of deposits of the public	**20,353**	**-**	**-**	**-**	**902**	**14,709**	**-**	**22**	**130**	**36,116**

Private Banking (cont.)

	Banking and finance	Credit cards	Capital market	Real state	Overseas activity: Banking and finance	Overseas activity: Capital market	Overseas activity: Real estate	Total
	31 March 2010							
	NIS millions							
Net interest income:								
From external sources	(20)	-	-	1	20	-	-	1
Intersegmental	52	-	-	1	43	-	1	97
Operating and other income:								
From external sources	7	-	39	2	32	31	-	111
Intersegmental	-	-	-	-	2	-	-	2
Total income	39	-	39	4	97	31	1	211
Provisions for doubtful debts	-	-	-	-	-	-	-	-
Operating and other expenses:								
To external sources	41	-	14	2	82	26	1	166
Intersegmental	-	-	-	-	1	-	-	1
Operating profit (loss) before taxes	(2)	-	25	2	14	5	-	44
Provision for taxes (benefit)	(1)	-	8	1	4	1	-	13
Operating profit (loss) after taxes	(1)	-	17	1	10	4	-	31
Minority interests in profits of consolidated subsidiaries	-	-	-	-	(1)	-	-	(1)
Net profit	(1)	-	17	1	9	4	-	30
% Return on equity								15.7%
Average balance of assets	1,164	53	1	449	9,020	-	28	10,715
Average balance of liabilities	22,915	-	-	742	17,012	-	230	40,899
Average balance of risk assets	1,638	52	-	422	7,275	-	29	9,416
Average balance of mutual fund and supplementary training fund assets	-	-	3,396	-	-	1,447	-	4,843
Average balance of securities	-	-	35,247	-	-	30,210	-	65,457
Average balance of other assets under management	295	-	-	-	-	-	-	295
Balance of credit to the public	1,385	61	7	472	5,793	-	20	7,738
Balance of deposits of the public	20,460	-	-	785	14,760	-	236	36,241

Private Banking (cont.)

Main Changes in the Scope of Operations

Total credit to the public in the segment at 31 March 2011 decreased by NIS 72 million, or 0.9%, compared with the end of 2010, and total deposits of the public decreased by NIS 125 million or 0.3%, also as a result of appreciation of the shekel in relation to the dollar.

Main Changes in Net Profit

In the first three months of 2011, net profit in the private banking segment amounted to NIS 50 million, compared with NIS 30 million in the corresponding period in 2010, an increase of NIS 20 million or 66.7%. The increase in profit derives mainly from an increase in income amounting to NIS 19 million or 9.0% and a decrease in operating expenses amounting to NIS 7 million or 4.2%, as a result an improvement in the activity of the segment in Israel and in Leumi UK.

The return on equity of the net profit was 25.9%.

6. Financial Management – Capital Markets

In the first three months of 2011, the net loss in the financial management segment amounted to NIS 150 million, compared with a profit of NIS 97 million in the corresponding period in 2010. The decrease is explained mainly by the following factors:

a. An increase in operating and other expenses amounting to NIS 182 million. Most of the increase derives from an increase in operating expenses, as a result of a fall in the profits of the severance pay and provident funds, compared to profits in the corresponding period last year. The net effect is a decrease of NIS 129 million.

b. A decrease in the Group's share in profits of companies included on equity basis amounting to NIS 128 million.

c. The improvement in contribution of the overseas units partially offset the above negative effects.

Companies Included on Equity Basis (Non-Banking) – (reported in the Financial Management Sector)

This includes the results of the Group's investment in non-banking (real) investments.

Leumi Group's total investments in companies included on equity basis amounted to NIS 2,032 million on 31 March 2011, compared with NIS 1,924 million on 31 December 2010. The decrease is attributable to the sale shares in Paz Co.

Total investments in shares of companies included on equity basis (Table 13B - Basel II):

	Book value (NIS millions)			Market value (NIS millions)		Capital adequacy requirements	
Company	**31 March 2011**	31 December 2010	% change	**31 March 2011**	31 December 2010	**31 March 2011**	31 December 2010
The Israel Corporation Ltd.	**1,563**	1,635	(9.6)	**5,766**	5,953	**141**	147
Others *	**469**	289	62.3	**-**	-	**42**	26
Total	**2,032**	1,924	5.6	**5,766**	5,953	**183**	173

* Including investments in SuperPharm amounting to NIS 182 million.

The contribution to Group profit of companies included on equity basis in the first three months of 2011 amounted to a loss of NIS 42 million, compared with a profit of NIS 85 million in the corresponding period last year.

The following table shows the companies' contribution to the Group's net profit (in NIS millions):

	For the three months ended 31 March		
	2011	2010	% change
The Israel Corporation Ltd.	**(32)**	66	-
Paz Oil Company Ltd. *	**-**	18	-
Others	**(10)**	1	-
Total	**(42)**	85	-

* The investment was sold in June 2010.

Holdings in Non-banking Holding Corporations (Conglomerates)

The Bank's holdings in non-banking corporations are subject to restrictions determined in the Banking (Licensing) Law, 1981 (the "Banking Law"). The Banking Law determines, *inter alia*, in section 24A, that a banking corporation is entitled to hold more than 1% of the means of control in only one conglomerate (a corporation whose capital exceeds some NIS 2,000 million and operates in more than three branches of the economy). The Bank has holdings in one conglomerate - the Israel Corporation Ltd.

7. Others - this segment includes activities not allocated to the other segments.

This segment includes the other activities of the Group, none of which amounts to a profit segment according to the directives of the Bank of Israel. This activity includes primarily: part of the operations of companies that are not allocated to the other segments. During the first three months of 2011, the loss in the "Others" segment amounted to NIS 24 million, compared with a profit of NIS 23 million in the corresponding period last year.

The following table sets out details of the main changes, in NIS millions:

	For the three months ended 31 March		
	2011	2010	Change in amount
Profit (loss) from extraordinary items	**1**	4	(3)
From operating activity at the Bank	**3**	3	0
Other companies in Israel	**5**	1	4
Overseas companies	**8**	1	7
Tax adjustments (1)	**(41)**	14	(55)
Total	**(24)**	23	(47)

(1) Tax differentials between tax calculations in the segments and the effective tax in the Consolidated Statements.

Activities in Products

A. Capital market activities - The Group's activities in the capital market include investment counseling activity, including counseling in relation to supplementary training funds, brokerage in the securities and financial instruments market, including activity carried out through the foreign currency and Israeli and foreign securities dealing rooms, brokerage and custody services, and banking and financial services for entities active in the capital market. A subsidiary company of Leumi Partners Ltd. engages in underwriting and distribution of public and private offerings.

The following tables set out details of the capital market operations as presented in the various operating segments:

	House-holds	Small businesses	Corporate banking	Commercial banking	Private banking	Financial management and others	Overseas activities	Total
	For the three months ended 31 March 2011							
	NIS millions							
Profit from net interest income	-	-	-	**1**	-	-	-	**1**
Operating and other income	**142**	**7**	**5**	**11**	**43**	**35**	**40**	**283**
Total income	**142**	**7**	**5**	**12**	**43**	**35**	**40**	**284**
Operating and other expenses	**91**	**3**	**3**	**7**	**16**	**14**	**34**	**168**
Operating profit before taxes	**51**	**4**	**2**	**5**	**18**	**21**	**6**	**116**
Net profit	**33**	**3**	**1**	**3**	**18**	**15**	**5**	**78**

	House-holds	Small businesses	Corporate banking	Commercial Banking	Private banking	Financial management and others	Overseas activities	Total
	For the three months ended 31 March 2010							
	NIS millions							
Profit from net interest income	1	-	-	-	-	-	-	1
Operating and other income	135	6	7	13	39	25	35	260
Total income	136	6	7	13	39	25	35	261
Operating and other expenses	69	2	2	7	14	7	29	130
Operating profit before taxes	67	4	5	6	25	18	6	131
Net profit	44	3	3	4	17	12	5	88

In the first quarter of 2011, net operating profit after taxes from capital market operations amounted to NIS 78 million, compared with NIS 88 million in the corresponding period in 2010.

B. Credit Cards - Leumi Card

This activity includes mainly the issue of credit cards to private customers and voucher clearing services for businesses.

The principal credit card activities are carried out by the subsidiary, Leumi Card, which engages in the issue of credit cards, the provision of voucher clearing services and the development of payment solutions.

Leumi Card ended the first quarter of 2011 with a net profit of NIS 40 million, compared with NIS 34 million in the corresponding period in 2010.

During the first quarter of 2011, the volume of activity by Leumi Card cardholders increased by 5.1% compared with the activity in the corresponding period in 2010. The number of valid cards increased by some 2.3% in the first quarter of 2011, as compared with the corresponding period last year.

The following tables set out details of credit card activity as presented in the various operating segments:

	House-holds	Small businesses	Corporate banking	Commercial banking	Private banking	Total
	For the three months ended 31 March 2011					
	NIS millions					
Profit from net interest income	**43**	**4**	**4**	**1**	**-**	**52**
Operating and other income	**164**	**13**	**20**	**7**	**-**	**204**
Total income	**207**	**17**	**24**	**8**	**-**	**256**
Allowance for credit losses	**5**	**-**	**-**	**-**	**-**	**5**
Operating and other expenses	**151**	**12**	**17**	**6**	**-**	**186**
Operating profit before taxes	**51**	**5**	**7**	**2**	**-**	**65**
Minority interests	**(6)**	**-**	**(1)**	**-**	**-**	**(7)**
Net profit	**30**	**3**	**5**	**2**	**-**	**40**

	House-holds	Small businesses	Corporate banking	Commercial banking	Private banking	Total
	For the three months ended 31 March 2010					
	NIS millions					
Profit from net interest income	40	4	5	2	-	51
Operating and other income	168	10	12	5	-	195
Total income	208	14	17	7	-	246
Provisions for doubtful debts	5	-	1	-	-	6
Operating and other expenses	138	11	16	5	-	170
Operating profit before taxes	65	3	-	2	-	70
Share of minority shareholders	(7)	-	-	-	-	(7)
Net profit	41	2	-	2	-	45

The operating profit from credit card activities in the first quarter of 2011 amounted to NIS 40 million as compared with NIS 43 million in the corresponding period in 2010, a decrease of 7.0%, resulting primarily from an increase in expenses of NIS 16 million, partially offset by an increase in revenues of NIS 12 million.

C. Real Estate

	Small businesses	Corporate banking	Commercial banking	Private banking	Overseas activities	Total
	For the three months ended 31 March 2011					
	NIS millions					
Profit from net interest income	**53**	**169**	**59**	**3**	**33**	**317**
Operating and other income	**13**	**30**	**8**	**2**	**2**	**55**
Total income	**66**	**199**	**67**	**5**	**35**	**372**
Provision for credit losses	**3**	**(84)**	**22**	**1**	**1**	**(57)**
Operating and other expenses	**24**	**34**	**18**	**2**	**7**	**85**
Operating profit before taxes	**39**	**249**	**27**	**2**	**27**	**344**
Net profit	**26**	**163**	**18**	**1**	**18**	**226**

	Small businesses	Corporate banking	Commercial banking	Private banking	Overseas activities	Total
	For the three months ended 31 March 2010					
	NIS millions					
Profit from net interest income	49	181	51	2	32	315
Operating and other income	12	15	8	2	3	40
Total income	61	196	59	4	35	355
Provision for doubtful debts	-	96	3	-	2	101
Operating and other expenses	25	`33	18	2	16	94
Operating profit before taxes	36	67	38	2	17	160
Net profit	23	43	25	1	11	103

Profit Centers in the Group

The following table sets out details of the contribution of the Group's major profit centers to net operating profit:

	For the first three months of			For the first three months of		
	2011(1)	2010(1)	Change	**2011(2)**	2010(2)	Change
	NIS millions		%	NIS millions		%
The Bank	**396**	388	2.1	**400**	485	(17.5)
Consolidated companies in Israel (3)	**160**	149	7.4	**160**	149	7.4
Overseas consolidated companies (4)	**52**	(8)	+	**48**	(105)	+
Companies included on equity basis (3)	**(32)**	63	-	**(32)**	63	-
Net operating profit	**576**	592	2.5	**576**	592	2.7
Overseas subsidiaries' profit, in nominal terms (US$ millions) (5)	**16.1**	11.4	41.2	**16.1**	11.4	41.2

(1) Translation adjustments in respect of overseas investments are offset against translation adjustments of the financing sources at the Bank after the effect of taxes.
(2) According to the financial statements (not including translation adjustments of the financing sources at the Bank).
(3) Companies included on equity basis belonging to Israeli companies are included in the data of the consolidated companies in Israel.
(4) After certain adjustments to Israeli accounting principles.
(5) As reported by the overseas subsidiaries, including overseas branches and minority interests.

The following are the main changes in the contribution of the profit centers (after translation adjustments):

- The increase in net operating profit at the Bank arises mainly from a fall in credit loss expenses, an increase in net increase income and an increase in operating and other income, which was partially offset by an increase in operating expenses. Most of the explanations for the abovementioned changes are presented on pages 25-36 as part of the discussion on the Group's results and those arising mainly from the Bank's results.

- The increase in net operating profit of consolidated companies in Israel derives mainly from an increase in the profits of the Leumi Mortgage Bank and Leumi Leasing and Investments which was partially offset by a decrease in the profits of Leumi Partners and Leumi Real Holdings.

- The increase in the profit of overseas subsidiaries derives from negative exchange rate differentials in respect of low overseas investments, compared with high negative exchange rate differentials in the corresponding period in 2010, as well as an increase in the profits of the overseas units.

- The decrease in income of companies included on an equity basis derives from a decrease in income from the Israel Corporation.

The operating profits of the overseas units in nominal terms as published by them (including the Bank’s overseas branches and minority interests), translated for convenience to U.S. dollars, totaled some US$ 16.1 million, an increase of US$ 4.7 million compared with the corresponding period in 2010. The contribution of the overseas units in shekels, after certain adjustments to Israeli accounting principles, amounted to a profit of NIS 48 million, compared with a loss of NIS 105 million in the corresponding period in 2010. Excluding the effect of exchange rate differentials in respect of the net cost of financing sources, the profit of the overseas subsidiaries amounted to NIS 52 million, compared with a loss of NIS 8 million in the corresponding period in 2010, an increase of NIS 60 million, deriving mainly from changes in negative exchange rate differentials in respect of overseas investments, due to the appreciation of the shekel in relation to the foreign currencies. In the first three months of 2011, the exchange rate differentials in respect of foreign investments were positive totaling NIS 7 million, compared with negative differentials amounting to NIS 142 million in the corresponding period of 2010.

Activities of Major Investee Companies

General

The Bank Leumi Group operates in Israel and abroad through overseas subsidiaries, comprising banks, a mortgage bank, finance companies and financial service companies. The Group also invests in non-banking corporations operating in the fields of insurance, infrastructure and real estate.

Consolidated Subsidiaries in Israel

The Bank's investments in consolidated subsidiaries in Israel amounted to NIS 6,984 million on 31 March 2011, compared with NIS 7,123 million on 31 December 2010. The contribution to operating profit in the first three months of 2011 was some NIS 160 million, compared with some NIS 149 million in the corresponding period in 2010, an increase of 8.1%.

The following table sets out the contribution of the major consolidated companies in Israel to the net profit of the Group:

	Return on Group investment		Contribution to Group profit (1)		
	For the period ended 31 March				
	2011	2010	**2011**	2010	Change
	%		NIS millions		%
Leumi Mortgage Bank	**9.2**	4.6	**59.4**	27.7	114.4
Arab Israel Bank	**30.7**	24.4	**23.8**	18.0	32.2
Leumi Card	**17.2**	17.2	**31.8**	27.0	17.8
Leumi Partners (2)	**16.4**	67.0	**21.4**	51.0	(58.0)
Leumi Securities (formerly Psagot – Ofek)	**2.5**	12.8	**0.5**	2.3	(78.3)
Leumi Real Holdings	**2.0**	12.9	**4.4**	18.6	(76.3)
Leumi Leasing and Investments	**4.2**	-	**9.4**	(2.2)	+
Others	**4.2**	2.6	**9.8**	6.1	60.7
Total consolidated subsidiaries in Israel	**9.3**	9.7	**160.5**	148.5	8.1

(1) The profit (loss) presented is according to the Group's share in the results.
(2) Including the profit and/or loss of companies included on an equity basis of Leumi Partners.

Overseas Consolidated Subsidiaries

The Bank's investments in overseas consolidated subsidiaries amounted to NIS 4,037 million on 31 March 2011, compared with NIS 3,986 million on 31 December 2010.

In the first three months of 2011, the contribution of overseas consolidated subsidiaries to the net operating profit of the Group, after offsetting translation adjustments, amounted to a profit of NIS 52 million, compared with a loss of NIS 8 million in the corresponding period in 2010, as detailed below:

	For the three months ended 31 March	
	2011	2010
	NIS millions	
Operating profit of the subsidiaries in shekels (the Group's share)	**55**	37
Exchange rate differentials in respect of the investment	**(7)**	(142)
Total	**48**	(105)
Exchange rate differentials in respect of the net cost of financing sources, after taxes	**4**	97
Total contribution of the subsidiaries (after offsetting net financing sources)	**52**	(8)

The following table sets out the contribution of the principal overseas consolidated companies to the net profit of the Group:

	Return on the Group's investment		Contribution to the Group's profit(*)		
	For the period ended 31 March				
	2011	2010	**2011**	2010	
	%		NIS millions		% change
Leumi USA (BLC)	**-**	0.1	**(5.5)**	0.7	-
Leumi UK	**24.3**	1.5	**32.8**	2.3	+
Leumi Switzerland	**5.7**	-	**8.6**	(3.6)	+
Leumi Luxembourg	**26.6**	1.6	**6.5**	0.4	+
Leumi Re	**49.5**	4.7	**7.8**	1.1	+
Leumi Romania	**3.7**	-	**2.3**	(7.3)	+
Others	**-**	-	**(0.8)**	(1.6)	+
Total overseas consolidated subsidiaries	**5.3**	-	**51.7**	(8.0)	+

(*) Translation adjustments in respect of the overseas investments were offset against translation adjustments in respect of the Bank's financing sources after the effect of taxes, in the amount of NIS 4 million (NIS 97 million in the corresponding period in 2010). The following are some of the sums that were offset:

Leumi USA - NIS (29.4) million in 2011, compared with NIS (25.6) million in 2010.
Leumi UK - NIS 7.5 million in 2011, compared with NIS (32.8) million in 2010.
Leumi Switzerland - NIS 1.6 million in 2011, compared with NIS (17.6) million in 2010.
Leumi Romania - NIS 14.1 million in 2011, compared with NIS (11.8) million in 2010.

The increase in the contribution to profit derives mainly from the effect of the appreciation of the rate of the shekel, compared to the dollar and a devaluation compared to most currencies. The effect of the exchange rate differentials was to decrease pre-tax profit by NIS 7 million during the first three months of 2011, compared with a larger decrease in pre-tax profit by NIS 142 million in the corresponding period in 2010. Net financing income after tax recorded at the Bank, which offset part of these exchange rate differentials, totaled some NIS 4 million during the first three months of 2011, compared with income of NIS 97 million in the corresponding period in 2010.

The following table sets out details of the net profit (loss) of the overseas subsidiaries as reported by them:

	For the three months ended 31 March		
	2011	2010	Change
	In millions		%
Leumi USA (BLC) (US$)	**2.5**	3.7	(32.4)
Of which: BL USA – dollar ($)	**5.2**	4.4	16.6
Leumi UK (£)	**5.4**	3.3	63.6
Leumi Switzerland (CHF)	**2.5**	2.2	13.6
Leumi Luxembourg (€)	**1.0**	0.7	42.9
Leumi Re (US$)	**2.3**	0.4	+
Leumi Romania – (Ron *)	**(2.3)**	-	-
Total translated to the dollar	**16.5**	11.7	41.0

* US$ 1 = Ron 1.2002.

The nominal profit of the overseas consolidated subsidiaries as reported by them totaled US$ 16.5 million in the first three months of 2011, compared with US$ 11.7 million in the corresponding period in 2010, an increase of 41.0%.

For information regarding legal actions and other matters connected to consolidated companies, see Note 6 to the Financial Statements.

Non-Banking Activities of Companies Included on Equity Basis

Total investments of the Group in companies included on equity basis amounted to NIS 2,032 million on 31 March 2011, compared with NIS 1,924 million on 31 December 2010.

During the first three months of 2011, the contribution to net profit was a loss of NIS 42 million, compared with a profit of NIS 85 million in the corresponding period in 2010. The decrease in profit stems from the fall in the profits of the Israel Corporation and from the sale of shares of Paz Oil Company Ltd. in June 2010.

Exposure to Risk and Methods of Risk Management

This section is set out in more detail in the 2010 Financial Statements (pages 189-236), and so it should be read in conjunction with the above Annual Report.

1. Market and Liquidity Risks

Strategy for Management of Market and Liquidity Risks

The business results, the fair value of assets and liabilities, shareholders' equity, cash flows and the value of the Bank are exposed to market risks arising from volatility in interest rates, exchange rates, the CPI, the prices of securities in Israel and abroad and other economic indices.

The policy for managing market risks is intended, on the one hand, to support the achievement of business goals by assessing the risks and damage that can result from exposure to risks and their limitation, in comparison with the forecast profit from them, and, on the other hand, to reduce the level of risk deriving from the Bank's ongoing activity, after taking into account the volume of activity, limitations and costs of hedging activity, changes occurring in the business environment in Israel and throughout the world, directives and requirements of the Bank of Israel, and developments occurring worldwide with regard to measurements and methods of managing risks and adapting them to the needs of the Group and the Bank.

The Bank's management of its exposure to market risks is constantly reviewed and updated.

The market risk management policy prescribes limits on financial exposure. These limits are intended to reduce the damage that may result from unexpected changes in the markets. The system of limits demarcates the impact of exposure on the economic present value, the accounting profit and the liquidity position to unexpected changes in the various risk factors, such as interest rates, the CPI, exchange rates, etc.

Market risks management at Group level is carried out at the overall level of both the banking portfolio and the trading portfolio. However, the Bank has specific limits for the trading portfolios and for each of the subsidiary companies.

Limits at Board of Directors level have been adjusted to the Bank's risk appetite in the light of targets for 2011. With the aim of managing in an efficient manner the capital and buffers against market risks required under Basel II. Limits set at the Group level include all the subsidiary companies in Israel and overseas. Overseas subsidiaries determine market risk management policy in coordination with the Bank in Israel, whereas the frameworks for exposure to market risks are fixed on a uniform basis set by the Bank and approved by the Bank's Market Risk Officer.

The Bank implements Proper Conduct of Banking Business Directive No. 339 of the Supervisor of Banks, on the matter of the Group's market risk management. The directive stipulates basic principles for the manner of managing and controlling risks, including the responsibility of the Management and the Board of Directors, the definition of the means of control and the tools for measuring risk and supervision of these risks.

The new directives of the Bank of Israel, which are based on the guidelines of the second pillar of Basel II, are being implemented in stages, according to a predetermined work program.

Information on the exposure position is received from the subsidiary companies once a month or on request, and is taken into account in the overall management of the Group's exposures.

The following table sets forth the capital requirements in respect of market risks (Table 10 - Basel II):

	31 March 2011	31 March 2010	31 December 2010
	NIS millions		
Capital requirement in respect of:			
Interest risks	**555**	395	742
Share price risk	**18**	33	20
Exchange rate risk	**163**	97	97
Options	**91**	68	100
Total capital requirement in respect of market risks	**827**	593	959

2. Main Risks in Market Risk

2.1 Basis Exposure

In accordance with accounting principles, capital is defined as an unlinked shekel source, such that an investment of the capital in a sector other than the unlinked shekel sector is defined as a basis exposure. Exposure to the basic risks is measured as a percentage of the Group's exposed capital.

The exposed capital, at the Bank level, includes shareholders' equity and certain reserves, less fixed assets and investments in investee companies, excluding the investments in subsidiaries abroad, which are financed from foreign currency sources and are therefore not deducted from capital. At the Group level, the exposed capital includes shareholders' equity and certain reserves, less fixed assets and investments in companies included on the equity basis.

The exposure to basis risk is reflected in the loss that may occur due to changes in the CPI and exchange rates, as a result of the difference between the value of the assets and the value of the liabilities, including the effect of futures transactions, in each of the linkage sectors.

The Bank's policy is to maintain close control over risks deriving from basis exposure, remaining within the limits set by the Board of Directors, and to establish the extent of exposure in each linkage sector on a regular and current basis, in accordance with economic forecasts of developments in the capital and money markets, as well as changes in prices, inflation and anticipated relative prices in the various sectors.

Exposure limits approved by the Board of Directors are determined in accordance with considerations of expected return and risk and allocated between the trading rooms, ALM, and the subsidiary companies. The ALM and trading rooms' positions are managed on a routine daily basis, having additional limits at the level of the risk, instrument and type of activity.

The subsidiaries abroad and in Israel generally maintain a balance between the assets and liabilities in the various currencies, and their available capital is invested in the local currency. These subsidiaries manage basis exposures at low volumes, based on policies drawn from resolutions of their local boards of directors, and in coordination with the Bank in Israel.

For the purposes of day-to-day management and reporting, certain changes have been made to take into account the Bank's economic approach to basis risks, which differs from the accounting approach.

The Bank uses an economic approach in managing basis exposure. Accordingly, there is no strict adherence to the accounting classification as presented in the note on assets and liabilities according to linkage basis, although adjustments are made taking into account the economic reality. In its ongoing management of the exposure, the Bank takes into consideration the inconsistency that is sometimes created, with the object of limiting the impact on the reported accounting profit.

The exposure position in the basis, calculated pursuant to generally accepted accounting principles, is presented in Note 5 to the Financial Statements.

The following table sets forth the actual exposure at Group level, compared with the limits stipulated by the Board of Directors. The data is presented in terms of percentages of the exposed capital:

	Approved limits maximum surplus (or deficit)	**Actual exposure (%)**		
		31 March 2011	31 March 2010	31December 2010
Unlinked	45% - (45%)	**(11.7)**	(9.8)	(8.6)
CPI-linked	30% - (30%)	**10.6**	7.3	8.2
Foreign currency*	15% - (15%)	**1.1**	2.5	0.4

* In addition, the Bank and the subsidiaries have limits on the maximum exposure in each currency.

During the first three months of 2011, the CPI-linked surplus was about 10% of the exposed capital. This rate fluctuated during the period between 6% and 16%. A relatively low volume of capital was channeled to the foreign currency and foreign-currency-linked sector, and therefore the effect of the change in exchange rates did not materially affect pre-tax profit.

Changes in the exchange rate affect the effective tax rate, since the exchange rate differences in respect of the overseas investments are not taken into account in the income basis for calculating the tax provision, unlike exchange rate differences in respect of financing sources, thereby leading to a lack of symmetry in respect of exchange rate differences. Subject to the rates of change in the exchange rates of the various currencies relative to the shekel, and taking into account the volume of the overseas investments, this may have a material effect on the tax provision. The tax exposure in respect of the overseas investments is hedged by the Bank.

At the beginning of 2011, forward transactions were executed against the expected net income in foreign currency to protect against changes in the exchange rates of the various currencies.

During the first three months of 2011, the Group complied with all the basis exposure limits approved by the Board of Directors.

The following table shows the sensitivity to changes in the exchange rates of the major currencies as at 31 March 2011. The measurement relates to the effect of such changes on the capital of the Bank and includes activity in balance sheet and off-balance sheet instruments:

	US$	€	£	CHF	Yen
	NIS millions				
Increase of 5% in exchange rate	(32)	7	4	(2)	6
Increase of 10% in exchange rate	(73)	11	6	(11)	(16)
Decrease of 5% in exchange rate	26	(21)	0	(1)	(13)
Decrease of 10% in exchange rate	48	(27)	3	6	(22)

2.2 Interest Exposure

The exposure to risk from changes in interest arises from the gap between interest payment dates and interest adjustment dates of assets and liabilities in each of the sectors. In order to manage interest risk, the gaps between the assets and liabilities in future periods are examined, and the average durations of the assets, liabilities and capital in each sector are compared. In addition, a measurement is made in each sector of the exposure to changes in interest relating to the potential erosion of the economic value[1] and of the annual accounting profit as a result of a shift in the yield curves in each of the sectors.

As at 31 March 2011, the economic value exposure in the CPI-linked sector was to a fall in interest rates. The majority of the assets and liabilities in this sector have fixed medium and long-term interest rates. The exposure derives mainly from subordinated notes (used as Tier II capital at Group level) issued for long terms.

In the unlinked shekel sector, the economic value exposure was to a rise in interest rates. In this sector, most of the assets and liabilities are short term or at floating rates of interest. Medium and long-term exposures derive from the securities portfolio and from the off-balance sheet derivatives portfolio.

In the foreign currency sector, the exposure is lower, as most of the activity is at floating interest rates.

The exposure to an unexpected change of 1% in the interest rate for all periods is measured in each of the sectors individually and in all the sectors together.

- The potential erosion of the economic value – the difference between the present value of the assets and liabilities. In calculating the present value, the cash flows are deducted from the cash flows in the credit risk-free yield curve, i.e. from government bonds.
- The potential erosion of the annual accounting profit from a change in the value of transactions assessed at market prices (derivative instruments and trading portfolios), resulting from change in interest rates, as well as balance sheet items (loans and deposits) repayable during the year and rolled over at new interest rates.

[1] The economic value of the capital is defined as the difference between the current value of the assets and the liabilities. In calculating the current value, the cash flows are deducted from the credit risk-free yield curve.

Interest risk is measured and managed in practice on the basis of various behavioral assumptions as to repayment dates of assets and liabilities. The principal assumptions are as follows:

- In the index-linked sector, an estimate regarding early repayments and withdrawals at exit points in savings plans is taken into account. The assumption regarding potential withdrawals is based on previous customer behavior.
- According to previously accumulated experience, there is a long-standing stable credit balance in non-interest bearing current accounts. Accordingly, for the purposes of measuring and managing interest exposure, the Bank's policy is to regard part of the non-interest bearing current account balances as a long-term liability. Periodically, the movement in non-interest bearing current account balances is examined in order to decide how it should be spread. As of 2011, the Bank pays interest to individual customers on credit balances on current accounts in shekels, commencing from the first shekel and up to a maximum amount of NIS 5,000.
- Leumi Mortgage Bank **–** The management of exposures takes into account assumptions regarding early repayments of loans. Assumptions regarding CPI-linked loans at fixed rates of interest rely on a statistical model for predicting early repayments.

This statistical model is checked regularly and its assumptions are modified according to management’s expectations of early repayments for the ensuing months, based upon economic parameters and developments in the financial markets (interest rates, bond prices and the rate of inflation).

2.2.1 Interest exposure and compliance with limitations

The following table presents the exposure to interest changes at the Group level, calculated according to accounting principles. In the first three months of 2011, the Group was in compliance with all the risk exposure limits set by the Board of Directors. For further details regarding risk exposure, see Exhibit B in the Management Review.

	31 March 2011			31 December 2010		
	Unlinked	CPI-linked	In or linked to foreign currency	Unlinked	CPI-linked	In or linked to foreign currency
Average duration (in years):						
Assets [(1)]	**0.78**	**3.23**	**0.81**	0.76	3.14	0.75
Liabilities [(1)]	**0.71**	**3.31**	**0.79**	0.68	3.56	0.68
Gap in duration (in years)	**0.07**	**(0.08)**	**0.02**	0.08	(0.42)	0.07
Difference in the internal rate of return (%)	**0.91**	**0.44**	**1.48**	0.6	0.6	1.71

(1) Including forward transactions and options and based on fair value figures of financial instruments.

In calculating the average duration of liabilities in the CPI-linked sector, an estimate of early repayments and withdrawals at exit points of savings plans is taken into account, on the basis of a model which estimates the anticipated early repayments based on the behavior of savers. The average duration of liabilities, according to the original cash flow of the savings schemes is longer, reaching 3.32 years, with a gap in the internal rate of return (IRR) of 0.63%.

The data presented above take into account early repayments of CPI-linked mortgages according to a statistical model that estimates expected repayments on the basis of the borrowers' past behavior. The average duration of assets at the end of the reported period, according to the original cash flow, without taking into account early repayments, is longer, reaching 3.56 years, and an IRR gap of about 0.63%.

Current account balances are presented in Exhibit B to the Management Review, pursuant to directives of the Bank of Israel, as demand deposits for up to one month. However, for the purposes of interest exposure, a certain percentage of the current account balances in shekels and in foreign currency is spread over a repayment period of up to ten years, in accordance with a behavioral model whose basic assumptions are regularly updated. Taking into account the above assumptions, the average duration of liabilities is longer, reaching 0.77 years in unlinked shekels and 0.84 years in foreign currency, with an IRR gap of 2.35% and 2.04% respectively.

Interest risk is managed on the basis of various behavioral assumptions regarding the original payment dates of the assets and liabilities. With the aim of limiting interest risks, the Board of Directors of the Bank and the boards of directors of the Israel and overseas subsidiaries have approved limits on the maximum potential erosion of the economic value and the accounting profit as a result of a corresponding change of 1% in the interest curves.

The following table presents a summary of the exposures to unforeseen changes in interest rates at the Group level (before tax, in NIS millions)*:

	Potential erosion of economic worth		**Potential erosion of annual profit****	
Effect of a corresponding change of 1% in the interest curve:	**31 March 2011**	31 December 2010	**31 March 2011**	31 December 2010
Actual	**802**	665	**102**	114
Limit	**1,100**	1,100	**500**	650

* In a direction that adversely affects to the Bank.
** The maximum erosion of the annual profit, based on an examination of the next three years.

During the first three months of 2011, the potential erosion in the economic value ranged from NIS 727 million to NIS 802 million, and that of the annual profit from NIS 97 million to NIS 102 million.

During the first three months of 2011, the Group complied with all interest exposure limits prescribed by the Board of Directors.

In addition, monitoring and reporting is carried out regarding the potential interest exposure arising from the Bank's liabilities for pension and severance pay payments to active employees who have yet to retire.

The following table illustrates the impact of potential changes in interest rates on the fair value of the financial instruments of the Bank and its consolidated companies, excluding non-financial items:

The net fair value of financial instruments, before the effect of changes in interest, as at 31 March 2011, in NIS millions:

	Israeli currency		Foreign currency, including Israeli currency linked to foreign currency		
	Unlinked	CPI-linked	Dollar	Euro	Others
Financial assets	**162,738**	**62,651**	**54,073**	**17,014**	**13,740**
Amounts receivable in respect of derivative financial and off-balance sheet instruments	**194,046**	**3,466**	**181,984**	**36,510**	**46,491**
Financial liabilities	**141,544**	**50,244**	**70,120**	**19,625**	**9,718**
Amounts payable in respect of derivative financial and off-balance sheet instruments	**198,926**	**11,447**	**169,026**	**33,939**	**51,068**
Net fair value of financial instruments	**16,314**	**4,646**	**(3,089)**	**(40)**	**(555)**

The net fair value of financial instruments after the effect of changes in interest rates, as at 31 March 2011, in NIS millions: (Table 14 - Basel II):

	Israeli currency		Foreign currency, including Israeli currency linked to foreign currency		
Change in interest rates	Unlinked	CPI-linked	Dollar	Euro	Others
Immediate corresponding increase of 1%	**15,878**	**5,066**	**(3,091)**	**(64)**	**(566)**
Immediate corresponding increase of 0.1%	**16,270**	**4,688**	**(3,089)**	**(42)**	**(556)**
Immediate corresponding decrease of 1%	**16,777**	**4,198**	**(3,076)**	**(15)**	**(545)**

3. Value at Risk (VaR)

The Bank manages the exposure to market risks by various means, as mentioned above, as well as by means of a statistical model – the VaR model. According to Bank of Israel directives, the risk measured by the VaR relates to the potential loss from holding all the balance-sheet and off-balance-sheet positions exposed to market risks, including the positions in the trading portfolios.

The VaR measures the expected potential loss resulting from possible changes in market prices. In practice, it measures the expected decrease in the present value of the assets less the liabilities in the given mix in the portfolio's structure, at a given confidence level, over a given future period, according to a given statistical distribution. The VaR is calculated monthly at Group level, and more frequently at the Bank level and for the shekel trading portfolio.

The VaR and the limits in VaR terms are calculated according to the parametric model, with a 99% confidence level, and for a position-holding period of two weeks. The VaR model has a number of weaknesses. The model assumes that the statistical structure of the changes in prices (or interest rates) that is foreseen in the capital market gives an indication of the future behavior of these prices (or interest rates). The parametric VaR model we use also assumes a multivariate normal distribution of the changes in the risk factors. This measurement, by definition, ignores losses that are may be incurred over and above the given significance level (the distribution tail). Examination of stress scenarios provides the lacking perspective.

In order to test the validity of the VaR model, the Bank performs daily back-testing, by comparing the actual change in the economic value of the Bank with the estimated change as derived from the VaR model. The tests performed thus far confirm the validity of the model. As stated above, the Bank's VaR is calculated every two weeks with a probability of 99%. After the two-week period, the back-testing process examines the theoretical change in the Bank's value, assuming that the positions do not change and that the only changes are those in the market prices.

The VaR of the plain vanilla options portfolio is also examined using the Monte Carlo simulation method, in order to test the non-linear risk components.

During 2011, various adjustments have been made to the method of calculating and back testing in accordance with the Basel II standard.

The following table presents the estimated VaR at Group level in NIS millions:

	VaR at economic value			VaR in mark-to-market portfolios		
	31 March 2011	31 March 2010 *	31 December 2010	**31 March 2011**	31 March 2010 *	31 December 2010
Actual	**159**	359	183	**50**	134	43
The limit	**500**	600	600	**400**	400	400

* According to the previous calculation method.

During the first three months of 2011, the VaR of the economic value ranged from NIS 179 million to NIS 159 million.

During the first three months of 2011, the Group was in compliance with all the VaR limits set by the Board of Directors.

4. Stress Scenarios

From time to time, the global and domestic markets are subject to shocks, which manifest themselves in especially high volatility of the parameters that deviate from normal historical behavior. The VaR or other models do not provide information regarding losses that may occur under extreme market conditions, and exceeding the predetermined confidence level. Thus, in addition, risk is also measured in various stress scenarios. These include all risk factors to which the Bank is exposed and represent a part of the ICAAP process described on page 227 of the Annual Report.

Stress tests at Leumi are built by the Stress Tests Committee headed by the Chief Risk Manager. The Committee is responsible for the periodic definition and revision of the stress tests. Generally speaking, the Committee meets at least once a month. The set of stress scenarios includes reference to aspects of market risks, credit risks and operating risk, and includes scenarios that combine the various types of risk. In the Committee's meetings, scenarios are examined and updated in accordance with developments and different assessments.

The Committee is comprised of representatives of various units specializing in the management of various risks and also representing the business side. If necessary, the Committee makes use of opinions of additional experts for purposes of assessing specific risks that are not within the direct expertise of members of the Committee.

As part of the Committee's activity, a set of stress tests is defined at Group level, the aim of which is to cover a large number of serious to reasonable scenarios to which the Bank is exposed during the course of its activity as a going concern and to identify concealed risks not at times of crisis. The Stress Tests Committee has prepared a preliminary prioritization of the scenarios, which it believes are the most significant for the Group, either because of the seriousness of the scenario, or because of the probability of its occurrence (or a combination of both).

In order to ensure the Bank's survival as a going concern, continuing to conduct its business, even in the event of serious but reasonable stress scenarios, the Bank verifies that the minimum capital adequacy ratio will not be less than the minimum required by the Supervisor of Banks (presently, 9%) at any moment in time during a stress scenario, and verifies its compliance also with other, more stringent, ratios defined as part of the Group risk appetite.

These requirements exist for all stress scenarios examined by the Group, particularly the most serious scenario, including a significant worsening in non-banking indices and a marked rise in provisions for doubtful debts, the collapse of a foreign bank to which the Group is materially exposed, the collapse of a group of borrowers (as defined in Proper Conduct of Banking Business Directive No. 313), with all its implications and the "drying up" of the domestic and global bond market.

5. Liquidity Risk

Liquidity is defined as the corporation's ability to finance increases in assets and to comply with its payment liabilities. The ability to withstand liquidity risk involves the uncertainty relating to the possibility of raising sources and/or realizing assets unexpectedly within a short period, without incurring a material loss.

In accordance with Bank of Israel directives, the Bank implements an overall liquidity risk management policy in Israeli currency and in foreign currency. The purpose of this policy is to support the achievement of business goals, while evaluating and limiting losses that may arise from exposure to liquidity risks. The principles of the Bank's liquidity management policies have been adopted by the subsidiaries abroad.

Responsibility for managing liquidity risk in units overseas devolves on the units themselves, together with advice, coordination and professional support of the ALM Department in Israel. For every overseas unit of the Bank, the liquidity management policy is approved by the local board of directors. The risk management policy of overseas units is determined in accordance with Group policy and subject to directives of local regulations in every unit. In this framework, limits are set, and compliance with limits is examined in the framework of the market and liquidity risk management committees, both at the units and in Israel.

The Bank maintains day-to-day monitoring of the liquidity position and liquidity risk indices. Liquidity risk is measured and managed through an internal model, Liquidity at Risk (LAR), whose purpose is to evaluate and monitor the liquid means at the Bank's disposal, under various scenarios, which are examined and updated in line with various market developments. These scenarios include a normal business scenario and stress scenarios affecting the Bank and the entire banking system.

The liquidity position is examined in each of the scenarios by means of two quantitative indices: the liquidity gap and the liquidity ratio. The principles at the basis of the model propose that insofar as there are more liquid assets (such as cash, deposits at the Bank of Israel, a realizable bond portfolio and credit, the repayment of which is expected) than there are liabilities that are expected to be realized pursuant to the model, thus the Bank secures its ability to meet all its liquidity needs.

The rate of change in the balance of deposits and credit for all payment periods, under different scenarios, is established according to different parameters depending on the level of the scenario's severity. The behavioral functions are defined on the basis of the judgment of the business functions, exercised with the assistance of historical data; these take into consideration parameters such as the size and substance of the deposit according to which the expected cash flows are calculated.

It should be noted that the stress scenarios are more severe than anything that the Bank has experienced in the past and the assumptions of these scenarios are therefore necessarily based more on the judgment of the senior professional functions at the Bank than on any historical data.

Leumi has prepared a contingency plan as part of its preparations for an extreme scenario, which includes the strategy for managing a liquidity crisis, including the appointment of a management team to be responsible for dealing with the crisis and defining the procedures and steps required for contending therewith.

In addition to the model described above, Leumi operates an additional measurement system for early warning of exceptional and unexpected developments in liquidity risk, as follows:

- As part of the ongoing management of liquidity in Israeli currency and foreign currency, forecasts are made of the daily liquidity situation, using the Bank's existing information systems. At the end of each business day, the gap between the forecast liquidity and the actual liquidity is measured. The spread of the gap is used for updating the model and for improving the quality of the forecasting of the liquidity situation.

- In the foreign currency sector, the rate of long-term assets being financed by short-term liabilities, the "long/short" ratio, is also monitored. This limit is adjusted from time to time according to the circumstances in the market.
- In the Israeli currency and foreign currency sectors, trends in the liquidity position are examined (daily, monthly, etc.) over a protracted period, in order to monitor the developments in deposits of the public, in credit to the public and liquidity in general, as well as measuring the interest gap risk.

5.1. Liquidity Status and Compliance with Limits

As required by the Bank of Israel's Directive No. 342, the Board of Directors has approved the policy for managing liquidity risks and prescribed limits, as follows: the liquidity ratio must be higher than 1 and the liquidity gap must be higher than zero in each of the scenarios during the planned periods of one day, one week and one month.

The following table shows the liquidity gap and liquidity ratio in Israeli currency and foreign currency, in each of the four types of defined scenarios, for a repayment period of one month, as at 31 March 2011 (without movement between sectors*):

	Israeli currency for one month		Foreign currency for one month	
	Gap	Ratio	Gap	Ratio
Scenario/period	NIS billions			
Regular	**34.5**	**12.0**	**14.6**	**3.8**
Statistical	**29.5**	**4.6**	**11.1**	**2.3**
Stress at Leumi	**20.0**	**1.7**	**9.2**	**1.5**
Systemic stress	**24.4**	**2.2**	**14.4**	**2.2**

* Leumi assumes that in stress situations the foreign currency sector, if it has a liquidity surplus, can assist the Israel currency sector and *vice versa*.

The above measurement relates solely to the Bank, and includes a line for support to Leumi Romania amounting to US$ 50 million, and to Leumi U.K. amounting to £ 120 million.

During the first three months of 2011, the Group was in compliance with all limits prescribed by the Board of Directors.

Credit Risk

For details regarding the exposure to and management of credit risks, see pages 193-208 of the Annual Report for 2010.

Once a year, the Bank's credit policy statement is updated and approved by the Board of Directors. This document serves as a policy guideline for the Bank's operations in Israel, with the exception of certain areas where there is a Group policy.

The main principles of the credit policy statement are brought to the attention of the subsidiaries in Israel and abroad. The document serves as a guideline for the credit policy to be adopted by them. Each of the subsidiary companies defines an independent credit policy which is approved by its authorized bodies and brought to the attention of its management.

A draft Group credit policy statement is currently being prepared, which outlines credit policy for Bank Leumi in Israel and the overseas units of the Bank in the US, UK, and Romania. The statement is a "master" statement and will serve as a framework for the Bank and its overseas units.

The Bank's credit policy is based on the spreading and supervised management of risks. This is effected through the diversification of the Bank's credit portfolio among the various sectors of the economy and among a large number of borrowers. In its capacity as a central player in the providing finance to the Israeli economy, the Bank implements a strategy of involvement in the principal activity sectors of the economy and provides credit to the various types of manufacturing and trading sectors, to the diverse public sector, to individuals and to households.

The credit policy of the Bank represents a central pillar of credit management and is based on the risk appetite of the Leumi Group in the credit area. Leumi Group's **risk appetite** consists of 3 main components: qualitative principles in taking and managing risk, an outline for activity, and quantitative limits. Managing the loan portfolio in the Bank requires, *inter alia*, having a quantitative assessment of the risk level of the borrowers. To achieve this aim, models are built in the Bank with automatic systems to support the process of examining a borrower's risk level, the expectancy of a loss and the return required for these risks.

The Bank is in the process of setting up an advance system for managing the loan portfolio with the aim of upgrading its abilities to control the various risks, particularly various concentration risks, to maintain limits over the risk factors in the area of credit, to direct activities with the objective of improving the ratio of return on risk and to facilitate better pricing of credit risks.

In the context of the Bank's credit policy in Israel, principles and rules have been prescribed in accordance with which the Bank's credit portfolio is to be granted, managed and supervised, with the object of improving the quality of the portfolio and reducing the risk inherent in its management. These principles and rules relate both to the individual customer and to the sectors of the economy and to operating segments.

The Bank's Board of Directors approves the Bank's credit policy and voluntary limits, including the restrictions to the sectors of the economy.

As explained in the Annual Report for 2010, as part of the changes in the risk management structure at Leumi, and the setting up of the Risk Management Division, a Chief Credit Risk Officer was appointed, who reports to the Chief Risk Officer of the Group. The Risk Management Division will lead risk management at the portfolio level and, as part of this, the evaluation of the overall credit risk profile and by sub-risk in a forward-looking manner, formulating risk policy, developing and upgrading models for managing and pricing credit risks, and evaluating the risk in the work plan of the business divisions. The business divisions will continue to lead risk management and control at the individual transaction and specific project level, by virtue of their proximity to the customer and in the field, and in partnership with the Risk Management Division in real time, mainly in the larger transactions and projects at Bank level.

Allowance for credit losses and classification of problem debts

Among the measures employed by the Bank to manage credit risks is a methodology to locate and identify problem debts that it implements in all lines of business. This methodology includes a structured quarterly work process, pursuant to which a thorough scan is made of the credit portfolio, utilizing several criteria that provide an early warning of the transition of a debt to a problem one.

In the Corporate Division, which handles the Bank's largest customers, as well as in the Commercial Banking Division, which handles middle market business companies, there are also quarterly credit control processes, in which an examination is made of borrowers whose risk rating is better than that which would normally require inclusion in the customer population defined as sensitive.

Every quarter, a discussion is held in the committee for doubtful debts of the Bank, chaired by the President and CEO, with regard to the quarterly provisions required and the recommendations for the classification of debts as problem. Furthermore, discussions are also held in the committee of the Board of Directors for examining the financial statements, where allowances for credit losses and the classification of problem debts are examined.

The control process ends with decisions on classification or the making of a provision, and with reporting thereon to the accounts department.

As explained in the Annual Report for 2010, as of 1 January 2011 the directive regarding "Measurement and Disclosure of Impaired Debts, Credit Risk and Allowance for Credit Losses" came into force. The directive brings the reporting principles applicable to banking corporations in Israel on this topic into line with those applicable to banks in the US and is based, *inter alia*, on generally accepted accounting principles in the US and directives of the US Securities and Exchange Commission relating to banks.

Emphasis on business strategy

As of the end of the second quarter of 2009, a recovery in business activity has been felt in the financial market in Israel, together with positive growth figures, against the backdrop of the increase that occurred in domestic demand as well as in exports. This trend continued in 2010 and in the first quarter of 2011. At the same time, in May 2010, Israel joined the OECD. That said, there are certain external factors that are likely to have a negative impact on growth in the Israeli economy, such as the impact of foreign exchange rates, and the geopolitical situation in the area.

Despite the growth of the Israeli economy, but faced with prevailing uncertainty against the background of ongoing financial difficulties in certain countries, the Bank adopts a selective policy in broadening its activity, while distinguishing between the various levels of risk and adapting credit margins and terms accordingly.

The Bank operates a constant policy of identifying sensitive borrowers and sectors of the population, maintaining a close and regular supervision over the effects of the erosion and exposures on the relevant borrowers.

The Bank regularly conducts an examination and update of risk ratings to ensure they reflect the borrowers' present state, with particular emphasis on the customers that are exposed to certain sectors of the economy, both locally and overseas, as well as having connections to geographic areas that are particularly affected. In addition, the Bank continues to be active in locating and correcting shortcomings in credit documentation and collateral.

For the purpose of managing the Bank's credit portfolio as a whole, there exists a **Credit Portfolio Management Unit** with the aim of creating transparency in the structure of the credit portfolio in accordance with its risk levels and factors, setting internal limits for the credit portfolio in different segments (such as limits on economic sectors), and examining the impact of new large transactions on the structure of the credit portfolio.
The unit is engaged in the producing of tools for evaluating the performance of the Bank's credit portfolio in terms of yield vs. risk, formulating recommendations for the preferable structure of the credit portfolio, and recommending the execution of transactions/measures with the aim of improving the portfolio's structure and risks. All this is in order to facilitate pro-active management of the portfolio that will lead to improving the order of priorities with regard to the allocation of capital.

The following sets out certain data relating to credit exposures and risks:

1. Exposure and Management of Credit Risks in Credit to the Public

Credit risk exposure by principal types of credit exposure (Table 4(b) – Basel II):

	31 March 2011	31 March 2010	31 December 2010	**31 March 2011**	31 March 2010	31 December 2010
Type of credit exposure	Gross credit risk exposure			Average gross credit risk exposure		
	NIS million			NIS million		
Credit	**265,082**	248,032	252,759	**263,890**	247,954	252,255
Debentures	**37,592**	40,987	45,448	**41,520**	41,330	42,935
Others	**13,245**	13,017	12,716	**12,981**	12,910	12,820
Guarantees and liabilities on account of customers	**109,596**	100,054	106,229	**107,987**	96,278	103,173
Transactions in derivative financial instruments	**14,101**	9,556	13,852	**13,978**	10,143	12,194
Total	**439,616**	411,646	431,004	**440,356**	408,615	423,377

Credit risk in accordance with the standardized approach (Table 5 – Basel II)*:

The tables below set forth details of gross credit exposure according to risk weighting, the exposure being distributed by the counterparty, before and after deduction of credit risk in respect of recognized collateral.

Amount of exposure before expenses in respect of credit losses and before deduction of credit risk**

	31 March 2011									
	0%	20%	35%	50%	75%	100%	150%	350%	Deduction from equity	Gross credit exposure (1)
	NIS millions									
Sovereign debts	43,966	2,733	-	283	-	47	-	-	-	47,029
Debts of public-sector entities	-	3,212	-	3,282	-	-	13	-	-	6,507
Debts of banking corporations	-	22,057	-	3,731	-	548	6	-	-	26,342
Debts of corporations	-	795	-	6,483	-	180,063	10,033	-	-	197,374
Debts collateralized by commercial real estate	-	-	-	-	-	18,931	965	-	-	19,896
Retail exposures to individuals	-	-	-	-	50,984	178	171	-	-	51,333
Loans to small businesses	-	-	-	-	18,427	298	134	-	-	18,859
Housing mortgages	-	-	37,943	-	16,578	3,112	174	-	-	57,807
Securitization	-	829	-	112	-	99	-	-	184	1,224
Other assets	2,157	-	-	-	-	10,713	375	-	-	13,245
Total credit risk	46,123	29,626	37,943	13,891	85,989	213,989	11,871	-	184	439,616

Amount of exposure after expenses in respect of credit losses and before deduction of credit risk**

	31 March 2011									
	0%	20%	35%	50%	75%	100%	150%	350%	Deduction from equity	Gross credit exposure (1)
	NIS millions									
Sovereign debts	43,966	2,733	-	283	-	47	-	-	-	47,029
Debts of public-sector entities	-	3,212	-	3,275	-	-	13	-	-	6,500
Debts of banking corporations	-	22,057	-	3,731	-	548	6	-	-	26,342
Debts of corporations	-	795	-	6,483	-	177,111	9,938	-	-	197,327
Debts collateralized by commercial real estate	-	-	-	-	-	18,484	895	-	-	19,379
Retail exposures to individuals	-	-	-	-	50,630	116	169	-	-	50,915
Loans to small businesses	-	-	-	-	18,272	130	131	-	-	18,833
Housing mortgages	-	-	37,849	-	16,528	2,694	165	-	-	57,236
Securitization	-	829	-	112	-	99	-	-	184	1,224
Other assets	2,157	-	-	-	-	10,713	375	-	-	13,245
Total credit risk	46,123	29,626	37,849	13,884	85,430	209,942	11,692	-	184	434,730

Amount of exposure after expenses in respect of credit losses and after deduction of credit risk**

	31 March 2011									
	0%	20%	35%	50%	75%	100%	150%	350%	Deduction from equity	Gross credit exposure (1)
	NIS millions									
Sovereign debts	45,989	2,770	-	283	-	46	-	-	-	49,088
Debts of public-sector entities	-	1,187	-	3,274	-	-	12	-	-	4,473
Debts of banking corporations	-	22,215	-	3,835	-	530	7	-	-	26,587
Debts of corporations	-	795	-	6,473	-	166,421	9,791	-	-	183,480
Debts collateralized by commercial real estate	-	-	-	-	-	17,543	895	-	-	18,438
Retail exposures to individuals	-	-	-	-	48,250	116	164	-	-	48,530
Loans to small businesses	-	-	-	-	16,400	128	126	-	-	16,654
Housing mortgages	-	-	37,842	-	16,432	2,683	164	-	-	57,121
Securitization	-	829	-	112	-	99	-	-	184	1,224
Other assets	2,157	-	-	-	-	10,713	375	-	-	13,245
Total credit risk	48,146	27,796	37,842	13,977	81,082	198,279	11,534	-	184	418,840

(1) Before converting to credit of off-balance sheet components, as required in the Basel II Directives (e.g. weighting of unutilized facilities), and before deduction of credit risk as a result of carrying out certain actions (e.g. use of guarantees).

** For details, see Tables 4 (b) and 4 (d) below.

*** The deduction of credit risk expresses the final classification of the risk weighting between the various rates.

Amount of exposure after expenses in respect of credit losses and before deduction of credit risk**

	31 March 2010									
	0%	20%	35%	50%	75%	100%	150%	350%	Deduction from equity	Gross credit exposure (1)
	NIS millions									
Sovereign debts	47,228	3,662	-	136	-	620	-	-	-	51,646
Debts of public-sector entities	-	4,914	-	3,598	-	7	20	-	-	8,539
Debts of banking corporations	-	13,187	-	16,334	-	202	1	-	-	29,724
Debts of security company	-	-	-	-	-	-	-	-	-	-
Debts of corporations	-	117	-	502	-	161,782	11,354	-	-	173,755
Debts collateralized by commercial real estate	-	-	-	-	-	16,473	1,388	-	-	17,861
Retail exposures to individuals	-	-	-	-	47,999	24	1,014	-	-	49,037
Loans to small businesses	-	-	-	-	16,705	578	1,436	-	-	18,719
Housing mortgages	-	-	33,370	-	13,906	841	229	-	-	48,346
Securitization	-	513	-	229	-	166	-	51	43	1,002
Other assets	2,347	1	-	-	-	10,332	337	-	-	13,017
Total credit risk	49,575	22,394	33,370	20,799	78,610	191,025	15,779	51	43	411,646

Amount of exposure after expenses in respect of credit losses and after deduction of credit risk**

	31 March 2010									
	0%	20%	35%	50%	75%	100%	150%	350%	Deduction from equity	Gross credit exposure (1)
	NIS millions									
Sovereign debts	50,133	3,662	-	136	-	619	-	-	-	54,550
Debts of public-sector entities	-	2,011	-	3,596	-	7	20	-	-	5,634
Debts of banking corporations	-	13,385	-	16,777	-	202	1	-	-	30,365
Debts of security company	-	-	-	-	-	-	-	-	-	-
Debts of corporations	-	117	-	502	-	155,353	11,135	-	-	167,107
Debts collateralized by commercial real estate	-	-	-	-	-	15,455	1,332	-	-	16,787
Retail exposures to individuals	-	-	-	-	45,716	24	920	-	-	46,660
Loans to small businesses	-	-	-	-	15,016	577	1,324	-	-	16,917
Housing mortgages	-	-	33,367	-	13,794	841	229	-	-	48,231
Securitization	-	513	-	229	-	166	-	51	43	1,002
Other assets	2,347	1	-	-	-	10,332	337	-	-	13,017
Total credit risk	52,480	19,689	33,367	21,240	74,526	183,576	15,298	51	43	400,270

(1) Before conversion to credit of off-balance sheet components as required by the Basel II directives (e.g., the weighting of unutilized facilities) and before adjustment of credit risk as a result of entering into certain transactions (e.g., by using guarantees).

* See summary in Tables 4(b) and 4(d) below.

** The adjustment of credit risk reflects the classification of the final weight of the risk between the various rates.

Amount of exposure after expenses in respect of credit losses and before deduction of credit risk**

	31 December 2010									
	0%	20%	35%	50%	75%	100%	150%	350%	Deduction from equity	Gross credit exposure (1)
	NIS millions									
Sovereign debts	47,976	2,805	-	231	-	184	-	-	-	51,196
Debts of public-sector entities	-	3,481	-	3,307	-	-	20	-	-	6,808
Debts of banking corporations	-	20,095	-	3,973	-	554	11	-	-	24,633
Debts of corporations	-	848	-	6,286	-	172,485	9,514	-	-	189,133
Debts collateralized by commercial real estate	-	-	-	-	-	18,880	1,036	-	-	19,916
Retail exposures to individuals	-	-	-	-	51,284	124	905	-	-	52,313
Loans to small businesses	-	-	-	-	15,466	115	664	-	-	16,245
Housing mortgages	-	-	37,476	-	17,501	1,920	210	-	-	57,107
Securitization	-	502	-	110	-	111	-	-	214	937
Other assets	2,098	-	-	-	-	10,250	368	-	-	12,716
Total credit risk	50,074	27,731	37,476	13,907	84,251	204,623	12,728	-	214	431,004

Amount of exposure after expenses in respect of credit losses and after deduction of credit risk**

	31 December 2010									
	0%	20%	35%	50%	75%	100%	150%	350%	Deduction from equity	Gross credit exposure (1)
	NIS millions									
Sovereign debts	50,271	2,816	-	230	-	184	-	-	-	53,501
Debts of public-sector entities	-	1,215	-	3,299	-	-	20	-	-	4,534
Debts of banking corporations	-	20,284	-	4,087	-	554	11	-	-	24,936
Debts of corporations	-	848	-	6,286	-	161,954	9,058	-	-	178,146
Debts collateralized by commercial real estate	-	-	-	-	-	17,794	1,021	-	-	18,815
Retail exposures to individuals	-	-	-	-	48,617	124	832	-	-	49,573
Loans to small businesses	-	-	-	-	13,802	113	585	-	-	14,500
Housing mortgages	-	-	37,469	-	17,394	1,910	207	-	-	56,980
Securitization	-	502	-	110	-	111	-	-	214	937
Other assets	2,098	-	-	-	-	10,250	368	-	-	12,716
Total credit risk	52,369	25,665	37,469	14,012	79,813	192,994	12,102	-	214	414,638

Credit risk exposure by counterparty and by main types of credit exposure – (Table 4(d) – Basel II):

	31 March 2011					
	Credit	Bonds	Others	Guarantees and other obligations	Transactions in financial derivatives	Total
	NIS millions					
Sovereign debts	**23,944**	**20,780**	**-**	**2,288**	**17**	**47,029**
Debts of public-sector entities	**3,121**	**3,256**	**-**	**130**	**-**	**6,507**
Debts of banking corporations	**11,454**	**6,242**	**-**	**1,863**	**6,783**	**26,342**
Debts of corporations	**114,484**	**6,090**	**-**	**69,564**	**7,236**	**197,374**
Debts collateralized by commercial real estate	**18,498**	**-**	**-**	**1,398**	**-**	**19,896**
Retail exposures to individuals	**25,716**	**-**	**-**	**25,552**	**65**	**51,333**
Loans to small businesses	**14,672**	**-**	**-**	**4,187**	**-**	**18,859**
Housing mortgages	**53,193**	**-**	**-**	**4,614**	**-**	**57,807**
Securitization	**-**	**1,224**	**-**	**-**	**-**	**1,224**
Other assets	**-**	**-**	**13,245**	**-**	**-**	**13,245**
Total credit risk	**265,082**	**37,592**	**13,245**	**109,596**	**14,101**	**439,616**

	31 March 2010					
	Credit	Bonds	Others	Guarantees and other obligations	Transactions in financial derivatives	Total
	NIS millions					
Sovereign debts	28,413	22,340	-	893	-	51,646
Debts of public-sector entities	3,188	5,198	-	153	-	8,539
Debts of banking corporations	12,101	10,864	-	1,559	5,200	29,724
Debts of security company	-	-	-	-	-	-
Debts of corporations	105,301	1,583	-	62,515	4,356	173,755
Debts collateralized by commercial real estate	16,452	-	-	1,409	-	17,861
Retail exposures to individuals	23,455	-	-	25,582	-	49,037
Loans to small businesses	13,817	-	-	4,902	-	18,719
Housing mortgages	45,305	-	-	3,041	-	48,346
Securitization	-	1,002	-	-	-	1,002
Other assets	-	-	13,017	-	-	13,017
Total credit risk	248,032	40,987	13,017	100,054	9,556	411,646

	31 December 2010					
	Credit	Bonds	Others	Guarantees and other obligations	Transactions in financial derivatives	Total
	NIS millions					
Sovereign debts	20,079	28,655	-	2,462	-	51,196
Debts of public-sector entities	3,175	3,507	-	126	-	6,808
Debts of banking corporations	8,719	6,725	-	1,687	7,502	24,633
Debts of corporations	111,842	5,624	-	65,364	6,303	189,133
Debts collateralized by commercial real estate	18,406	-	-	1,510	-	19,916
Retail exposures to individuals	26,631	-	-	25,635	47	52,313
Loans to small businesses	12,637	-	-	3,608	-	16,245
Housing mortgages	51,270	-	-	5,837	-	57,107
Securitization	-	937	-	-	-	937
Other assets	-	-	12,716	-	-	12,716
Total credit risk	252,759	45,448	12,716	106,229	13,852	431,004

Distribution of portfolio by repayment period and by main types of credit exposure – (Table 4(e) – Basel II):

	31 March 2011					
	Credit	Bonds	Others	Guarantees and other obligations	Transactions in financial derivatives	Total
	NIS millions					
Up to one year	**137,703**	**12,508**	**3,596**	**67,656**	**5,913**	**227,376**
From one to five years	**59,566**	**14,179**	**495**	**27,472**	**1,968**	**103,680**
More than five years	**67,510**	**10,905**	**584**	**14,468**	**3,749**	**97,216**
Non-monetary items	**303**	**-**	**8,570**	**-**	**2,471**	**11,344**
Total	**265,082**	**37,592**	**13,245**	**109,596**	**14,101**	**439,616**

	31 March 2010					
	Credit	Bonds	Others	Guarantees and other obligations	Transactions in financial derivatives	Total
	NIS millions					
Up to one year	135,184	9,201	3,546	64,844	3,982	216,757
From one to five years	59,249	15,373	361	22,475	2,611	100,069
More than five years	53,484	16,413	555	12,735	2,638	85,825
Non-monetary items	115	-	8,555	-	325	8,995
Total	248,032	40,987	13,017	100,054	9,556	411,646

	31 December 2010					
	Credit	Bonds	Others	Guarantees and other obligations	Transactions in financial derivatives	Total
	NIS millions					
Up to one year	127,782	18,526	3,110	61,696	6,877	217,991
From one to five years	61,141	14,763	500	29,310	2,040	107,754
More than five years	63,816	12,159	515	15,223	3,714	95,427
Non-monetary items	20	-	8,591	-	1,221	9,832
Total	252,759	45,448	12,716	106,229	13,852	431,004

Reduction of credit risk (Table 7 – Basel II):

	31 March 2011					
	Gross credit exposure according to allowances for credit losses	Gross credit exposure after allowance for credit losses	Total exposure covered by guarantees and deducted	Total amounts added	Total exposure covered by eligible financial collateral	Net credit exposure
	NIS millions					
Sovereign debts	**47,029**	**47,029**	**-**	**2,060**	**(1)**	**49,088**
Debts of public-sector entities	**6,507**	**6,500**	**(2,023)**	**-**	**(4)**	**4,473**
Debts of banking corporations	**26,342**	**26,342**	**(17)**	**262**	**-**	**26,587**
Debts of corporations	**197,374**	**194,327**	**(260)**	**-**	**(10,587)**	**183,480**
Debts collateralized by commercial real estate	**19,896**	**19,379**	**(2)**	**-**	**(939)**	**18,438**
Retail exposures to individuals	**51,333**	**50,915**	**(2)**	**-**	**(2,383)**	**48,530**
Loans to small businesses	**18,859**	**18,533**	**(17)**	**-**	**(1,862)**	**16,654**
Housing mortgages	**57,807**	**57,236**	**(1)**	**-**	**(114)**	**57,121**
Securitization	**1,224**	**1,224**	**-**	**-**	**-**	**1,224**
Other assets	**13,245**	**13,245**	**-**	**-**	**-**	**13,245**
Total	**439,616**	**434,730**	**(2,322)**	**2,322**	**(15,890)**	**418,840**

	31 March 2010				
	Gross credit exposure	Total exposure covered by guarantees and deducted	Total amounts added	Total exposure covered by eligible financial collateral	Net credit exposure
	NIS millions				
Sovereign debts	51,646	-	2,905	(1)	54,550
Debts of public-sector entities	8,539	(2,902)	-	(3)	5,634
Debts of banking corporations	29,724	-	642	(1)	30,365
Debts of security company	-	-	-	-	-
Debts of corporations	173,755	(612)	-	(6,036)	167,107
Debts collateralized by commercial real estate	17,861	(11)	-	(1,063)	16,787
Retail exposures to individuals	49,037	(3)	-	(2,374)	46,660
Loans to small businesses	18,719	(19)	-	(1,783)	16,917
Housing mortgages	48,346	-	-	(115)	48,231
Securitization	1,002	-	-	-	1,002
Other assets	13,017	-	-	-	13,017
Total	411,646	(3,547)	3,547	(11,376)	400,270

	31 December 2010				
	Gross credit exposure	Total exposure covered by guarantees and deducted	Total amounts added	Total exposure covered by eligible financial collateral	Net credit exposure
	NIS millions				
Sovereign debts	51,196	-	2,305	-	53,501
Debts of public-sector entities	6,808	(2,266)	-	(8)	4,534
Debts of banking corporations	24,633	-	303	-	24,936
Debts of corporations	189,133	(313)	-	(10,674)	178,146
Debts collateralized by commercial real estate	19,916	(2)	-	(1,099)	18,815
Retail exposures to individuals	52,313	(3)	-	(2,737)	49,573
Loans to small businesses	16,245	(22)	-	(1,723)	14,500
Housing mortgages	57,107	(2)	-	(125)	56,980
Securitization	937	-	-	-	937
Other assets	12,716	-	-	-	12,716
Total	431,004	(2,608)	2,608	(16,366)	414,638

Below are credit risk balances to third parties (Table 8 – Basel II):

	31 March 2011				
	Par value balances	Gross positive fair value of contracts	Set-off benefits	Eligible collateral	Net credit exposure of derivatives
	NIS millions				
Interest contracts	**201,131**	**3,641**	-	-	**3,641**
Foreign currency contracts	**210,979**	**7,667**	-	-	**7,667**
Contracts in respect of shares	**26,096**	**2,471**	-	-	**2,471**
Commodities and other contracts	**2,222**	**322**	-	-	**322**
Credit derivative transactions	**1,830**	**-**	-	-	**-**
Total	**442,258**	**14,101**	-	-	**14,101**

	31 March 2010				
	Par value balances	Gross positive fair value of contracts	Set-off benefits	Eligible collateral	Net credit exposure of derivatives
	NIS millions				
Interest contracts	166,442	3,403	-	-	3,403
Foreign currency contracts	150,967	5,228	-	-	5,228
Contracts in respect of shares	6,491	658	-	-	658
Commodities and other contracts	2,332	267	-	-	267
Credit derivative transactions	594	-	-	-	-
Total	326,826	9,556	-	-	9,556

	31 December 2010				
	Par value balances	Gross positive fair value of contracts	Set-off benefits	Eligible collateral	Net credit exposure of derivatives
	NIS millions				
Interest contracts	172,027	4,039	-	-	4,039
Foreign currency contracts	227,274	7,534	-	-	7,534
Contracts in respect of shares	14,739	2,044	-	-	2,044
Commodities and other contracts	1,530	235	-	-	235
Credit derivative transactions (1)	2,334	-	-	-	-
Total	417,904	13,852	-	-	13,852

2. **The following table presents the credit exposure with respect to the fair value of derivatives, by counterparty to the contract (appears under Other Assets as at 31 March 2011):**

	AAA to AA-	A+	A	A-	BBB to BBB-	BB+ to B-	Unrated	Total
Overseas Banks	NIS millions							
Euro zone[1]	**1,228**	**11**	**90**	**-**	**-**	**-**	**3**	**1,332**
United Kingdom [2]	**492**	**11**	**87**	**-**	**4**	**-**	**7**	**601**
United States	**722**	**54**	**3**	**-**	**-**	**-**	**106**	**885**
Other	**165**	**28**	**-**	**-**	**2**	**-**	**18**	**213**
Total overseas banks	**2,607**	**104**	**180**	**-**	**6**	**-**	**134**	**3,031**
Israeli banks [3]	**62**	**256**	**397**	**235**	**-**	**-**	**4**	**954**

Corporate customers by branch of the economy	
Financial services[4]	**2,790**
Industry[5]	**799**
Construction and real estate	**102**
Transportation and storage	**25**
Trade	**127**
Electricity and water	**260**
Business services	**17**
Private individuals	**43**
Communications and computer services	**17**
Others	**29**
Total corporate customers	**4,209**
Others*	**225**
Total exposure	**8,419**

* Reverse transactions carried out by the customers and offset for the purpose of risk according to the branches of the economy.

(1) This amount includes transactions in 6 countries.
(2) This amount includes transactions with 8 banks.
(3) This amount includes transactions with 12 banks.
(4) This amount includes transactions with 387 customers, where the highest amount for a single customer is NIS 449 million.
(5) This amount includes transactions with 296 customers, where the highest amount for a single customer is NIS 489 million.

3. Credit exposure to overseas financial institutions

The following table sets out the credit exposure to overseas financial institutions [(1)]:

	As at 31 March 2011			
	Balance sheet credit risk [(2)]	Securities [(3)]	Current off-balance sheet credit risk [(4)]	Current credit risk
	NIS millions			
External credit rating[(5)]				
AAA to AA-	**8,526**	**4,100**	**715**	**13,341**
A+ to A-	**2,382**	**5,639**	**88**	**8,109**
BBB+ to BBB-	**76**	**367**	**1**	**444**
BB+ to B-	**7**	**87**	**24**	**118**
Below B	**-**	**-**	**-**	**-**
Unrated	**1,113**	**504**	**122**	**1,739**
Total current credit exposure to overseas financial institutions	**12,104**	**10,697**	**950**	**23,751**
Problem loan balances	**8**	**372**	**-**	**380**

	As at 31 December 2010			
	Balance sheet credit risk [(2)]	Securities [(3)]	Current off-balance sheet credit risk [(4)]	Current credit exposure
	NIS millions			
External credit rating [(5)]				
AAA to AA–	8,504	4,717	591	13,812
A+ to A–	2,191	5,738	120	8,049
BBB+ to BBB-	16	316	1	333
BB+ to B–	190	79	18	287
Below B	-	-	-	-
Unrated	948	87	86	1,121
Total current credit exposure to foreign financial institutions	11,849	10,937	816	23,602
Problem loan balances	6	-	-	6

(1) Overseas financial institutions include banks, investment banks, insurance companies and institutional bodies.

(2) Deposits in banks, credit to the public, securities that were borrowed or purchased in the context of buy-back agreements and other assets in respect of derivatives (fair value of derivatives).

(3) Including subordinated bank debentures, whose fair value, as at 31 March 2011, was NIS 2,312 million, and as at 31 December 2010, was NIS 2,000 million.

(4) Mainly guarantees and undertakings for the provision of credit (excluding off-balance sheet derivatives.)

(5) As of 2010, the Bank uses ratings of the Moody's agency only to rate foreign financial institutions to which there is credit exposure.

Notes:

a. Credit exposures are presented after deducting the specific provisions for doubtful debts.
b. Credit exposures do not include investments in asset-backed securities (see the details in the Note on securities).
c. Some of the banks have received government support of various types, including direct investments in the bank's capital, government guarantees of certain asset portfolios of the banks, guarantees enabling the banks to raise sources of financing, etc.
d. For further information regarding the composition of the credit exposure in respect of derivatives vis-à-vis banks and broker/dealers (local and overseas), see Note 7 to the Financial Statements.

Credit exposure to overseas financial institutions refers to commercial banks, bank holding companies, investment banks, insurance companies and institutional bodies.

The exposure by country is divided as follows: United States 38.0%, Europe (Germany, France, Switzerland, Spain and the Benelux countries) 30.0%, United Kingdom 20.0%, and other countries 12.0%.

Exposure includes deposits in foreign banks, some 93% of which are short-term deposits of up to one week, and debentures, usually for a period of up to five years. Against the backdrop of the crisis in the financial markets, and the weakening of banks' financial strength, the Bank is closely monitoring the condition of banks throughout the world. During 2009 and 2010, the list of banks with which the Bank and its overseas subsidiaries deposit foreign currency liquidity balances was reduced significantly, and thus the extent of the exposure to them was reduced.

Additional details regarding investments in securities, mainly debentures of overseas banks, are presented on page 51.

Management of the exposure to and credit lines of overseas financial institutions takes into consideration, *inter alia*:

- Their size, as reflected, *inter alia*, in the size of their shareholders' equity after write-offs due to losses and capital increases during the past year.
- Their strength, as reflected in capital adequacy ratios (especially Tier I capital).
- The market's valuation, as reflected in the market value of their shares and their risk, as estimated with the help of their credit derivatives (CDS).
- The ratings assigned to them by the international rating agencies.
- The financial strength of the country where the bank's center of activity is located.
- Additional considerations, such as the level of support, including direct investment in the banks' capital by governments, for the purpose of insuring the stability of these banks and of other banks in their countries.
- The policy for managing the exposure to overseas financial institutions includes, *inter alia*, limits on the amounts of exposure at bank and country level.

4. Exposure to foreign countries*:

The exposure to foreign countries risk according to final risk is distributed among geographical regions and countries, the main exposure being to countries in Western Europe and in North America. The exposure to country risk is the exposure to customers who operate in these countries (Table 4(c) Basel II):

	31 March 2011		
	Balance sheet credit risk	Off-balance sheet credit risk	Total credit risk
	NIS millions		
USA	**22,838**	**10,426**	**33,264**
UK	**7,806**	**9,217**	**17,023**
France	**3,783**	**2,849**	**6,632**
Switzerland	**2,644**	**1,615**	**4,259**
Germany	**3,757**	**4,371**	**8,128**
The Netherlands	**2,782**	**522**	**3,304**
Others	**11,382**	**2,513**	**13,895**
Total	**54,992**	**31,513**	**86,505**

	31 December 2010		
	Balance sheet credit risk	Off-balance sheet credit risk	Total credit risk
	NIS millions		
USA	23,677	11,743	35,420
UK	8,589	7,782	16,371
France	3,766	3,226	6,992
Germany	4,219	4,835	9,054
Switzerland	2,007	2,314	4,321
Others	12,819	2,850	15,669
Total	55,077	32,750	87,827

* In connection with exposure to foreign countries, see also Exhibit D.

The following table presents the exposure to countries according to the credit rating of the countries as rated by the World Bank, in NIS millions as at 31 March 2011:

Rating	Balance sheet exposure	Off-balance-sheet exposure	Total exposure	Percentage of exposure in relation to total	Of which, problem
OECD countries with high income	**51,652**	**30,541**	**82,193**	**95.0**	**1,377**
High-income countries	**1,189**	**405**	**1,594**	**1.9**	**-**
Countries with mid-high income	**1,895**	**355**	**2,250**	**2.6**	**475**
Countries with mid-low income	**246**	**212**	**458**	**0.5**	**1**
Countries with low income	**10**	**-**	**10**	**0.0**	**-**
Total	**54,992**	**31,513**	**86,505**	**100.0**	**1,853**

The amount of exposure to countries with liquidity problems as defined by the Bank of Israel (countries which receive financial aid from the IMF or whose obligations are rated with a credit rating of CCC or below) totals NIS 1,362 million and relates to 11 countries.

The countries are rated according to national income per capita as follows:
High income - exceeding US$ 12,196 per capita.
Medium-high income - from US$ 3,946 to US$ 12,195 per capita.
Medium-low income - from US$ 996 to US$ 3,945 per capita.
Low income – up to US$ 995 per capita.

Following are the names of the principal countries in each of the categories:

a. OECD countries:

USA, Italy, Australia, Austria, Ireland, Belgium, Canada, Czech Republic, Denmark, Finland, Israel, Hungary, France, United Kingdom, Japan, Spain, Switzerland, Luxembourg, Slovenia, the Netherlands, Sweden, Poland, Germany and Korea

b. Countries with high income:

Cyprus, Hong Kong, Monaco, Singapore, Cayman Islands and Croatia

c. Countries with mid-high income:

Argentina, Brazil, Bulgaria, Chile, Mexico, Panama, Romania, Russia, South Africa, Turkey, Venezuela, Uruguay, Columbia, Peru

d. Countries with mid-low income:

China, Ecuador, Egypt, India, Jordan, Paraguay, the Philippines, Thailand, the Ukraine

e. Countries with low income:

A large number of the African countries, Haiti, Nepal

Exposure to certain foreign countries:

	31 March 2011				
	Credit to the public	Bonds	Bank deposits	Other	Total
Country	NIS million				
Ireland	**30**	**53**	**3**	**-**	**86**
Greece	**5**	**-**	**-**	**1**	**6**
Spain	**5**	**466**	**18**	**57**	**546**
Portugal	**-**	**-**	**-**	**-**	**-**
Total	**40**	**519**	**21**	**58**	**638**

The exposure in Ireland is principally to the Irish Government. Most of the exposure in Spain is to Santander Bank, the majority of whose revenues are from sources outside of Spain.

Operating and Legal Risks

In the framework of the Risk Management Division, an Operational Risk Unit was established to be responsible for planning, upkeep and ongoing development of a framework for managing operating risk in the Group.

In December 2010, the Basel Committee promulgated a paper on Operational Risk Management, entitled "Sound Practices for the Management and Supervision of Operational Risk". This paper defined for the first time, *inter alia*, three lines of defense for managing risk, tools and responsibilities were outlined for defining and monitoring risk tolerance, the preferred structure was defined for a policy statement and reports to management, a committee structure was defined, and the subject of addressing new products was dealt with in depth. Leumi is currently studying and examining the recommendations.

See pages 222-227 of the 2010 Annual Report for details of operational and legal risks.

Risk Factor Table

There were no changes to the Table of Risk Factors compared with the Table appearing on page 221 of the 2010 Annual Report.

Linkage Status and Liquidity Status

Linkage Status

The following sets out the linkage balance sheet status, as shown in Note 5 to the Financial Statements:

The following table sets out the linkage balance sheet status:

	As at 31 March 2011			As at 31 December 2010		
	Unlinked	CPI-linked	Foreign currency(2)	Unlinked	CPI-linked	Foreign currency(2)
	NIS millions					
Total assets (1)	**169,002**	**60,667**	**105,471**	170,811	59,655	105,567
Total liabilities (1)	**152,598**	**58,697**	**109,273**	153,742	58,313	108,469
Total exposure in sector	**16,404**	**1,970**	**(3,802)**	17,069	1,342	(2,902)

(1) Including forward transactions and options.
(2) Including foreign-currency-linked.
(3) The foreign currency short position derives mainly from a hedging transaction in respect of the investments in overseas subsidiaries, and also in respect of the hedging of future foreign currency earnings.

For the purposes of day-to-day management and reporting, certain changes have been made bringing into account the Banks economic approach to base risk, in contrast to the accounting approach. Exposure in the base calculated using the economic approach is set forth in the chapter "Exposure to Risk and the Ways of Managing Them".

Liquidity Position and Raising Funds by the Bank

The volume of the banking system's balances with the Bank of Israel (current account balances and monetary deposits) at the end of March 2011 stood at some NIS 101 billion, similar to the end of December 2010.

The average volume of these balances in the first quarter of the year was about NIS 101 billion, compared with about NIS 88 billion in the fourth quarter of 2010.

The average volume of Leumi's balances with the Bank of Israel (current account balances and monetary deposits) at the end of March 2011 stood at some NIS 21 billion, compared with some NIS 17 billion at the end of December 2010.

The average volume of Leumi's balances with the Bank of Israel in the first quarter of the year stood at some NIS 18 billion compared with some NIS 17 billion in the fourth quarter of 2010.

In the first quarter of 2011, holdings by the public of *Makam* (T-bills) declined by some NIS 5 billion to a level of NIS 129 billion. In addition, the Bank of Israel purchased from the system some NIS 2 billion, compared with some NIS 5 billion in the fourth quarter of 2010.

On 20 January 2011, the Bank of Israel published changes in liquidity regulations, which came into force on 27 January. According to the announcement, banking corporations are required to hold liquid assets in shekels at a rate of 10% in respect of shekel-foreign currency swap transactions and shekel-foreign currency futures transactions, executed with foreign residents (including foreign banks). Liquidity is to be held from the date the transactions are executed until the end of the life of the transaction; in particular, for swap transactions, from the execution of the transaction until the settlement date of the final part of the transaction. These regulations apply to transactions carried out from 27 January 2011, as well as to existing transactions that were extended or renewed on that date.

Leumi has made the preparations necessary for implementing the directive in accordance with Bank of Israel requirements.

The structure of the Bank's assets and liabilities continues to indicate a high level of liquidity. This is the result of a deliberate policy of raising stable and diversified sources, while placing importance on the raising of deposits from a large number of customers, for varying periods, including long term. Some 38% of the assets are deposited in banks and/or are invested in securities, similar to the percentage at 31 December 2010.

Leumi monitors, on an ongoing basis, its liquidity status and the indices that are intended to warn of changes in the liquidity position, *inter alia*, by using an internal model developed at the Bank pursuant to a directive of the Bank of Israel. The various assumptions forming the basis of the model are examined and updated regularly according to developments in the major relevant parameters.

At the end of March 2011, the Bank held cash and deposits in banks amounting to some NIS 77 billion, an increase of NIS 9.1 billion, or 13.4%. Of this, some NIS 40 billion was deposited in Leumi Mortgage Bank.

The Bank also has a securities portfolio of some NIS 38 billion, which is invested mainly in Israeli government debentures, foreign government debentures, and debentures of foreign banks.

During the first quarter of 2011, the amount of total credit to the public decreased by NIS 1.4 billion, or 1.0%. The decrease was recorded in all of the sectors. Total credit to the public granted by Leumi Mortgage Bank increased by NIS 1.8 billion, of which NIS 1.0 billion was in credit based on prime. Total credit to the public in Leumi Mortgage Bank, based on prime, amounted to NIS 21.7 billion on 31 March 2011.

The balance of deposits of the public at the Bank, including subordinated notes and capital notes, decreased during the first quarter of 2011 by some NIS 1.1 billion, or 0.5%. In the shekel sectors, there was a decrease of NIS 1.7 billion, or 1.1%, as opposed to an increase of NIS 0.3 billion, or 0.4%, in the foreign currency sector.

During the period under review, the volume of customers' off-balance sheet monetary assets at the Bank increased by some NIS 13.6 billion. After canceling out the effect of the decrease in market value, a positive increment amounting to some NIS 16.0 billion was recorded in these customer assets.

Basel Directives

The figures in Leumi's financial statements, the calculation of risk assets, and the capital adequacy ratio as of 31 March 2011 are calculated and reported according to instructions required in accordance with the standardized approach of Basel II. The minimum capital adequacy ratio of 14.1% reported by Leumi as at 31 March 2011, according to assessments by the Group, cover the capital required in respect of the First Pillar and the Second Pillar, including stress scenarios used by the Group in its internal assessments.

Leumi Group implements the requirements of the directives with emphasis on the following:

1. Enhanced corporate governance, internal control, audit and compliance.

2. Adopting and carrying out organizational and procedural changes in the area of credit, market and operational risk management.

3. Establishing and assimilating the ICAAP (Internal Capital Adequacy Assessment Process) as a central tool for capital planning and risk management.

4. Segmentation of lines of business in accordance with business activity and the allocation of capital required for each of the lines of business.

5. Changing and upgrading policy and procedures in the organization together with business cooperation between lines of business and synchronizing the different activities.

6. Creating a clear link between the risk profile and quality of risk management in the Group, and the risk appetite, business strategy, and capital requirements.

7. Changed thinking and corporate culture in the transfer to the effective management of the loan portfolio, the pricing of risks, and the measurement of performance on a risk-adjusted basis by the Bank and for each line of business.

8. Upgrading the activity of product managers and activities for strengthening the management and monitoring of risks in these products.

9. Data collection and the establishment of databases required for the assessment of risk variables for every activity, and the combination of these databases into an integrated system while synchronizing the various systems and databases. In addition, Leumi has upgraded the risk measurement system for corporate borrowers to an advanced system including a modeling workshop.

10. Purchase and upgrading of risk management and capital calculation systems, and linking them to existing systems. These systems upgrade and improve significantly the Bank's ability with regard to effective and risk-focused risk management.

11. Validation of models for assessing risks and pricing transactions.

12. Surveying and mapping of operational risks as part of a three year program to implement the standardized approach also for operational risks (allocating revenue according to 8 lines of business under Basel II).

13. Improving the strength of the Bank as a result of adopting, developing and formulating advanced methodologies for identifying and evaluating risks.

14. Improving profitability as a result of raising the quality of risk management and measurement of the profitability of lines of business also on the basis of models for adjusted return on risk – RORAC (Return on Risk Adjusted Capital) and EVA (Economic Value Added).

ICAAP (Internal Capital Adequacy Assessment Process)

The process in the Group is divided into two main components:

1. Assessment of the Group's capital adequacy and an examination of the ability to bear losses in accordance with the risk appetite and the risk profile. When assessing capital adequacy, the Group takes into account the Group's strategic plans and its future capital needs as reflected in the three-year plan, in light of the economic forecasts.

   In the framework of examining risk-bearing ability, the Group examines its survival capacity in different types of stress scenarios covering all material risks to which the Group is exposed, and at various levels of severity, such as a sectoral crisis, a mild or a severe recession. Stress scenarios are developed and presented in a designated steering committee for the subject comprising risk managers and content managers from various business areas and representatives of subsidiary companies, and the results of the above discussions are reported to the Board of Directors and Management in the framework of their risk committees.

   Results of significant scenarios are examined against the present capital structure and the multi-year plan. It should be pointed out that, even under the most severe scenarios, according to internal calculations and before the subject goes through the Supervisory Review Process, the Group does not exceed the risk-bearing ability it has determined for itself. In the framework of the capital adequacy assessment process and as part of improving risk management, stress scenarios have become an integral part of routine risk management both at Group level and at the level of the business units and subsidiary companies.

2. An annual review of risk management in the Group, an examination of compliance by risk management with standards required by the Basel II directives, the identification of strengths and weaknesses and the construction of work programs for the improvement and update of risk management processes, also, *inter alia*, in light of economic reviews and update of economic forecasts. The assessment of risk management processes is closely linked to capital adequacy assessment, and the allocation of capital is carried out in accordance with the severity of the losses and the quality of their management.

   The results of the process are formally collated in the ICAAP document submitted to the Supervisor of Banks at the end of June 2010. On the basis of this document, a dialogue will take place with the Supervisor of Banks with the aim of approving the capital adequacy determined by the Bank as a target in accordance with Basel II principles. This process will be examined by the Supervisor of Banks as part of the Supervisory Review Process (SRP).

   Pursuant to the requirements of the Supervisor of Banks, the Bank submitted the ICAAP Report for 2010 in May 2011.

Appointment of Chief Risk Manager and Formulation of Structure of Risk Management Function

Following the publication by the Supervisor of the final and binding version of a circular of the Supervisor of Banks, the Bank appointed a Chief Risk Manager, and submitted to the Supervisor of Banks at the end of 2010 the structure of the risk management function that was determined, together with the activities and authorities under its responsibility. For details, see the chapter on Exposure to Risks and Methods of Risk Management.

Below are a number of points for emphasis in the completion of Group preparations in 2011:

1. **First Pillar** – completion of dealing with subjects required by the standardized approach such as: completion of computer applications, the use of all pledged securities eligible as collateral for reducing risk (after the recognition of government bonds as risk-reducing collateral), continued enhancing of data, the use of data of domestic rating agencies for risk assessment etc.

   Second Pillar -

   - Monitoring regulatory instructions published from time to time and treatment of discrepancies discovered.
   - Upgrading risk management processes as required by the guidelines.
   - Upgrading the use of ICAAP as a central tool in capital planning and risk management.
   - Increasing the use of stress scenarios in the business area.
   - Continued synchronization of new information systems introduced in 2010

2. Increasing and broadening implementation of the principles of corporate governance.

3. Upgrading the methodology for allocating capital to the business units and the measurement of risk-adjusted performance of the lines of business.

4. Increasing the preferred method of treatment of risk management in overseas units from the aspects of advice, support and control, adapted to Group risk management policy.

Trends and Forward-looking Information – Basel III

In December 2010, the Bank for International Settlements (BIS) published the Basel III directives. These directives rely on the Basel II directives, without replacing them, and update several aspects as reflected in the lessons of the recent financial crisis.

The aim of the directives proposed by the BIS is to enhance the stability of the banking system in times of crisis, in view of the lessons of the 2008 crisis, while adding improvements in the area of risk management and emphasis on:

- Improvement in the quality of capital.
- Improving the liquidity ratios of the Bank and fixing uniform standards for measuring liquidity.
- Strengthening supervision – determining better tools for adapting capital requirements for every bank in accordance with its risk profile.
- Lowering dependency of capital requirements on the financial situation.
- Increasing the transparency of methods for risk management.

Below are a number of points for emphasis in the Basel III directives:

1. A definition of the higher minimal capital ratio requirement for the core capital (including capital buffers) for Tier 1 capital and total capital components*. Banks shall be required to meet these ratios gradually until 2019.

As a percentage of risk assets	Core capital ratio	Tier 1 capital ratio	Total capital ratio
Minimal capital required ratio	4.5%	6.0%	8.0%
Capital preservation buffer	2.5%	2.5%	2.5%
Minimal capital ratio + capital preservation	7.0%	8.5%	10.5%
Anti – cyclical capital buffer	0%-2.5%		

* The Banking Supervision Department in Israel has set a requirement of 7.5% for the core capital ratio in the banking system from 31 December 2010.

2. Focusing on strengthening the components of core capital, the component with the highest quality among the Bank's capital base components.

3. The capital instruments in Tier 1 capital and Tier 2 capital will be required to include a mechanism for absorbing losses in case of insolvency.

4. The distinction between Upper Tier 2 capital and Lower Tier 2 capital was abolished and Tier 3 was abolished.

5. A new capital conservation buffer was determined – aimed at ensuring sufficient capital for absorbing losses at times of crisis.
   The capital conservation buffer was set at 2.5% of total weighted risk assets, and includes core capital components. The buffer is constructed as an additional layer to the required core capital ratio of 4.5%.
   While the Bank's adequacy is within the range of the capital conservation buffer, distributing surplus profits, repurchasing stock or paying bonuses should be limited rather than limiting the business activity of the Bank.

6. A new countercyclical capital buffer was determined, at the level of 0%-2.5%. The supervising authority of each country will determine when a “credit bubble” and a potential for material losses begin to form, and verify that the system has sufficient capital for absorbing these losses. This means that the local supervisory authorities will be able to moderate an increase in credit by controlling the level of the buffer required from the banking system.
7. A new limitation was set as an addition to the capital adequacy ratio, which will be called the leverage ratio – one of the main components characterizing the last crisis was the considerable leverage of balance sheet and off-balance sheet assets in the banking system. At the peak of the crisis, the banking sector had to materially reduce its leverage, in a way which intensified the negative effect on the prices of assets, eroded capital ratios and led to a squeeze of credit in the economy.
   In light of that, a leverage ratio which is not derived from risk assets was determined. This ratio will supplement existing capital adequacy ratios.

8. Gradual transition arrangements were set for implementing the directive gradually from 2013-2019.

9. Liquidity ratios - Two new liquidity ratios have been added, emphasizing the ability to manage medium and long term liquidity risks, as during the recent crisis there was a relatively long period time when it was not possible to raise capital or sell certain assets in the markets:

   1. A 30-day short-term liquidity coverage ratio (LCR).

   2. A net stable funding ratio (NSFR) (recalculated).

Full details on the subject of liquidity appear in a separate BIS document from December 2010.

Leumi Group has begun studying the implications of the above recommendations, if and when they are adopted in Israel, on capital adequacy and liquidity ratios that would be required. The Group has also begun reviewing the gaps likely to be disclosed as a result of the implementation of the above recommendations.

In addition, further documents of the BIS were published in 2010 on corporate governance and remuneration issues.

Certain data required under the Third Pillar of Basel II has been expanded and/or added in the Directors' Report and Financial Statements for 2010 and for this report in accordance with the Directives of the Banking Supervision Department, as set out below:

Subject	Table	Directors Report		Financial Statements	
		To 31 March 2011	For 2010	To 31 March 2011	For 2010
General	1	-	Page 13	-	-
Capital Structure (Qualitative and Quantitative)	2	Page 8	Pages 27-28	Note 4	Note 13
Capital Adequacy (Qualitative and Quantitative)	3	Page 9	Pages 28-29	-	-
Risk Exposures and Assessment – General Qualitative Disclosure		-	Pages 189-191	-	
Credit Risk Qualitative Disclosure	4	Pages 105-115	Pages 193-204	-	-
Credit Risk Exposures by Main Types of Credit	4(b)	Page 109	Page 191		
Exposures by Geographic Area to Foreign Countries	4(c)	Pages 121-122	Pages 234-235	Exhibit D	Exhibit F
Credit Risk Exposures by Counterparty and Main Types of Credit	4(d)	Page 113-114	Page 197	-	
Credit Exposures by Repayment Period	4(e)	Page 114	Page 198		
Problematic Credit Risk Exposures and Provision for Doubtful Debts by Economic Sector	4(f)	-	-	Exhibit C	Exhibit E
Total Impaired Loans and Provisions by Geographic Area	4(g)	-	-	Exhibit D	Exhibit F
Movement in Balances of Provision for Credit Losses	4(h)	-	-	Note 3	Note 4c
Credit Exposures by Risk Weighting	5	Pages 108-112	Page 192	-	-
Reduction of Credit Risk (Qualitative and Quantitative)	7	Pages 108-109	Page 205	-	-
Credit Exposures in Derivatives by Third Party (Qualitative and Quantitative)	8	Page 117	Page 206	-	-
Securitization (Qualitative and Quantitative)	9(f), 9(g)	Page 53 Page 53	Pages 113-114	Note 2	Note 3
Market Risk (Qualitative and Quantitative)	10	Pages95-105	Pages 209-220	-	-
Operational Risk - Qualitative Disclosure	12	Page 123	Pages 222-235	-	-
Investments in Shares (Qualitative and Quantitative)	13(b)	Page 56	Page 117	-	-
Investment in Shares of Companies Included on Equity Basis	13(b)	Page 84	Page 162	-	-
Interest Risk	14	Pages 97-101	Pages 211-215	Exhibit B	Exhibit D

Legal Proceedings

1. Civil Proceedings

1.1 The Bank is a party to legal proceedings, including petitions for leave to approve class actions, brought against it by customers and former customers of the Bank, and various third parties considering themselves prejudiced or harmed by the Bank's activity during the ordinary course of its business.

In the opinion of the Management of the Bank, based on legal opinions, appropriate provisions have been included in the Financial Statements to cover possible damages in respect of all the claims.

The grounds for claims against the Bank are different and varied, including assertions as to the non-execution of instructions or their late execution, petitions for approval of attachments imposed by third parties on assets of debtors that according to them, are held by the Bank, assertions that interest charged is in accordance with the interest rates agreed upon between the Bank and the customer, interest rates deviating from those permitted by law, errors in the dates of debiting and crediting accounts in respect of checks drawn on them, assertions in connection with the charging of commissions, assertions relating to securities, labor relations, drawing checks without cover, and failure to honor checks.

For details regarding claims and petitions for leave to approve class actions filed against the Bank, see Note 6 to the Financial Statements.

Claims in an amount exceeding 1% of the shareholders' equity of the Bank on 31 March 2011, of about NIS 230 million, are detailed in Note 6 to the Financial Statements.

1.2 As part of measures taken to recover debts during the ordinary course of its business, the Bank, *inter alia*, initiates various legal proceedings against debtors and guarantors, and proceedings to realize collateral. The Financial Statements contain provisions for doubtful debts that were made by the Bank on the basis of an assessment of all the risks involved in the credit to the various sectors of the economy and taking into account the extent of the information concerning the relevant debtor/guarantor with regard to his financial strength and the collateral given to the Bank to secure repayment of the debt.

1.3 Property of Holocaust Victims

On 24 March 2011, pursuant to the recommendation of the arbitrators, a settlement agreement was signed between the Bank and the Company ("the settlement agreement"), which has the validity of an arbitration decision, in accordance with which the Bank will pay the Company an amount of NIS 130.8 million (which includes the amount of NIS 20 million mentioned above, in values adjusted to March 2011), being (a) in final and absolute settlement of all the claims of the Company of any sort and type against the Bank, Bank Leumi Le-Israel Trust Company B.M., Leumi Mortgage Bank B.M., and against any subsidiary of related company of any of the above, including against the shareholders, directors, officers, employees, and consultants of any of the above, and (b) subject to indemnity arrangements and other arrangements determined in the settlement agreement ("the payment"). Payment is to be made without the Bank admitting to any of the claims or any of the allegations by the Company, and without detracting from the claims of the Bank against the Company, beyond the letter of the law, and out of a desire to facilitate assistance to Holocaust survivors while they are still alive, and accordingly the settlement agreement provides that the funds are intended to assist Holocaust survivors and that payment is to heirs of Holocaust victims only. On 7 April 2011, the Bank paid the Company the above sum.

1.4 On 1 February 2011, the Tel Aviv District Court, with the agreement of the parties, dismissed a claim and petition for approval of a claim as a class action, which was submitted on 14 January 2010 for an amount of about NIS 74 million against Leumi Card and Leumi Card Credit, that they charged vendors, who entered into clearing services agreements with them, for the full amount of clearing commissions in respect of transactions that had been cancelled.

1.5 In March 2011, the Court in the United Kingdom dismissed the claim filed by a customer against Bank Leumi (UK) in the amount of some US$ 50 million as a counter-claim to the claim filed by Bank Leumi (UK) against her in respect of a debt of some €13 million, which resulted from activity in derivatives and accepted the claim in full by Bank Leumi (UK) against the customer.

2. Other Proceedings

On 26 April 2009, a ruling of the Antitrust Commissioner was received at the Bank, pursuant to section 43(a) (1) of the Antitrust Law, 1988, according to which restrictive trade agreements, relating to the transfer of information regarding commissions, had existed between the Bank, Bank Hapoalim B.M., Israel Discount Bank Ltd., Mizrahi-Tefahot Bank Ltd. and the First International Bank of Israel Ltd., during the period from the beginning of the 1990's until the commencement of the Antitrust Authority's investigation of the matter, in November 2004. This is a civil ruling, which constitutes *prima facie* evidence of the matters therein determined in any legal proceedings. The Bank submitted an appeal against this ruling. On 22 February 2011, the Commissioner’s response was submitted to the Bank. Following the parties' agreement, the appeal and additional appeals served by other banks were transferred to a bridging procedure after the Antitrust Court requested the parties to consider so doing. At this stage, the implications of the ruling cannot be assessed.

For further details regarding contingent liabilities, see Note 6 to the Financial Statements.

D. Additional Matters

Leumi for the Community - Social Involvement

Leumi's involvement in the community continued in 2011 in the main areas on which the Group focuses: youth, culture, the arts, health, and specific assistance to distressed sections of the population.

"Leumi Tomorrow - The Centennial Fund for Endowing Israel's Future Generation"

The "Leumi Tomorrow" Association has decided for the first time to invest in programs in the area of social initiative. In the context of a commitment for creating social change, the Association decided to participate on the project with the Tel Aviv-Jaffa Academic College. The College is running a program to encourage and train students to set up and run projects for social change in the local community. Leumi Tomorrow's support for this activity in 2011 will amount to hundreds of thousands of shekels.

Leumi for the Arts – "Available Light" Exhibition

In the framework of Leumi's support for Israeli art, the "Available Light" exhibition was held at the "Leumi Mani House" – Leumi's Visitors and Arts Center.

The exhibition comprises two series of photographs: "Ghetto 2010" – a collection of photographic work by the artist Oren Yizrael, as photographed behind the scenes of the play "Ghetto"; and "Hidden in Movement" – works photographed by the artist Daniel Chechik, during rehearsals by the Bat-Sheva Dance Company. Both exhibitions employed a special lighting technique, which utilizes natural light without using external light sources.

Summary of Leumi's Donations and Sponsorships during the Quarter

In the first quarter of 2011, Leumi Group donated and provided sponsorships for social welfare and community purposes amounting to some NIS 10.3 million, of which donations totaled some NIS 7.0 million.

Internal Auditor

Details regarding the Group's Internal Audit, including the professional standards according to which it operates, the annual and multi-year work plans and the considerations used in establishing same, were included in the Annual Report for 2010.

The Internal Auditor's report for 2010 was submitted on 7 April 2011, and discussed in the Audit Committee on 12 April 2011.

Controls and Procedures

Controls and Procedures Regarding Disclosure in the Financial Statements

The Management of the Bank, together with the President and Chief Executive Officer and the Head of Finance, Accounting and Capital Markets, have, as at the end of the period covered by this Report, evaluated the effectiveness of the disclosure controls and procedures of the Bank. On the basis of this evaluation, the President and Chief Executive Officer of the Bank and the Head of Finance, Accounting and Capital Markets, have concluded that, as at the end of the said period, the disclosure controls and procedures of the Bank are effective for the recording, processing, summarizing and reporting of the information that the Bank is required to disclose in its quarterly financial statements, in accordance with the public reporting directives of the Supervisor of Banks and at the time required in these directives.

Pursuant to the initial implementation on 1 January 2011 of the directives of the Supervisor of Banks on the measurement and disclosure of impaired debts, credit risk and provision for credit losses, there were changes in the first quarter of 2011 in the processes for classifying problem debts and calculating the provision for credit losses, and so there was a change in the Bank's internal control over financial reporting. The Bank began mapping out the control environment relating to these processes for purposes of preparing the financial; statements for the first quarter in the new format. For purposes of the CEO of the Bank and the Head of Finance, Accounting and Capital Markets signing the certification concerning internal control over financial reporting for the first quarter, key compensatory controls relating to integrity of the data and reasonability of the results were implemented during the preparation of the financial statements for this quarter. The new computer systems developed for purposes of implementing the impaired debts directives, as well as new features for existing systems, began operating for the first time in 2011, and in those cases where deficiencies were discovered, steps are being taken to correct them as soon as possible.

Apart from the aforementioned, no material change occurred in the internal controls on financial reporting of the Bank during the quarter ending on 31 March 2011 that materially affected or is reasonably anticipated to materially affect the Bank’s internal control of financial reporting.

Management’s Responsibility for the Internal Control of Financial Reporting (SOX Act 404)

The Supervisor of Banks published a circular detailing provisions for the implementation of the requirements of Section 404 of the Sox Act. In Section 404, the SEC and the Public Company Accounting Oversight Board determined provisions as to management’s responsibility for the internal control over financial reporting and as to the external auditors’ opinion with regard to the audit of the internal control over financial reporting.

The Supervisor’s directives in the said circular prescribe that:

- Banking corporations shall apply the requirements of section 404 and also the SEC’s directives that were published thereunder.

- Proper internal control requires the existence of a control system in accordance with a defined and recognized framework, and the COSO (Committee of Sponsoring Organizations of the Treadway Commission) model meets with the requirements and can be used in order to assess the internal control.

The COSO model provides defined standards for the purpose of assessing the internal control system in the organization and the ways in which it can be improved, and defines internal control as a process which is influenced by the board of directors, the management and other persons within the company.

According to the COSO model, reference should be made to five components:

1. The Control Environment: This component involves the examination of the management's conduct with reference to various subjects such the existence of a code of ethics, management's aggressiveness in reports, etc.

2. Risk Assessment: This component involves the examination of the relevant risks regarding each process and sub-process that is checked, which have an impact on the financial statements.

3. Control Activities: This component involves the examination of the relevant controls regarding each of the risks that was identified at the risk assessment stage.

4. Information & Communication: This component involves checking that the information required for the Bank's activity is available, and that there is a mechanism that processes the information received and transfers it to the appropriate functions at the Bank.

5. Monitoring: this component involves the examination of the existence of a mechanism that checks the monitoring of the correction of deficiencies. Proper supervision may be expressed in a periodic examination of the internal control system, continuous implementation of opportunities for improvement, response by the management to the internal control recommendations made by external auditors as well as internal parties, rapid adaptation to new regulatory directives, etc.

The Bank has been working to implement the directive in Leumi Group on an ongoing basis, together with consultants who have been engaged for the purpose of carrying out the project.

Organizational Structure and Appointments

As of 1 April 2011, in accordance with the approval of the Board of Directors, the following promotions were made:

1. The following members of management were promoted to the rank of Deputy Chief Executive Officer: Mr. Zvi Itskovich – Head of International and Private Banking Division, Mr. Baruch Lederman – Head of Banking Division, Mr. Itzhak Malach – Head of Operations, Information Systems and Administration, Prof. Dani Tsiddon, Head of Capital Markets Division, and Ms. Rakefet Russak- Aminoach – Head of Corporate Division.

   The following members of management were promoted to the rank of First Executive Vice President: Mr. Gideon Altman – Head of Commercial Banking Division, Mr. Kobi Haber – Head of Finance and Economics Division, Mr. Dani Cohen – Head of Human Resources Division, and Mr. Menachem Schwartz – Head of Accounting.

2. Adv. Nomi Sandhaus, Chief Legal Advisor, was appointed to serve as a member of the Bank's Management.

3. Following the retirement (due to his having reached retirement age), of Senior Deputy Chief Executive Officer Mr. Zeev Nahari, Ms. Rakefet Russak-Aminoach will be appointed, as of 1 July 2011, to serve as Senior Deputy Chief Executive Officer and Acting CEO in the absence of the President and CEO.

Board of Directors

During the first quarter of 2011 and up until the date of publication of this Report, the following changes took place in the composition of the Board of Directors:

At the Special General Meeting held on 28 December 2010, Prof. Gabriella Shalev was elected as an external director of the Board of Directors of the Bank under section 239 of the Companies Law, 1999. Prof. Shalev was elected for a three-year period commencing 1 February 2011, succeeding Prof. Israel Gilead who completed two terms of office of three years each, as an external director in the Bank. Confirmation by the Supervisor of Banks at the Bank of Israel that it had no objection to the term of office of Professor Shalev was received on 12 January 2011.

The Board of Directors expressed its thanks to Prof. Israel Gilead, who made a major contribution to promoting and furthering the Bank's business.

For information regarding the above Annual General Meeting of the Bank, and the election of candidates to serve as directors, see page 6 above.

At the meeting of the Board of Directors held on 31 May 2011, it was resolved to approve and publish the Group’s condensed unaudited Consolidated Financial Statements as of 31 March 2011 and for the period ending on that date.

During the period of January to March 2011, the Board of Directors held 19 plenary meetings and 45 committee meetings.

The Bank’s Board of Directors expresses its appreciation and gratitude to employees and managers of the Bank and of Group companies in Israel and overseas, for their dedicated work and their contribution to the promotion of the Group’s business.

David Brodet	Galia Maor
Chairman of the Board of Directors	President and Chief Executive Officer

31 May 2011

Rates of Financing Income and Expenses (on a Consolidated Basis) (a)
Reported amounts

Exhibit A

	For the three months ended 31 March							
	2011				2010			
			Rate of income (expenses)				Rate of income (expenses)	
	Average balance (b)	Financing income (expenses)	Excluding the effect of derivatives	Including the effect of derivatives	Average balance (b)	Financing income (expenses)	Excluding the effect of derivatives	Including the effect of derivatives
	(NIS millions)		%	%	(NIS millions)		%	%
Israeli currency - unlinked								
Assets (c) (e)	**163,799**	**1,701**	**4.22**		154,688	1,260	3.30	
Effect of embedded and ALM derivatives (d)	**72,306**	**59**			41,568	33		
Total assets	**236,105**	**1,760**		**3.02**	196,256	1,293		2.66
Liabilities (e)	**139,287**	**(557)**	**(1.61)**		129,702	(302)	(0.93)	
Effect of embedded and ALM derivatives (d)	**74,107**	**(194)**			47,295	(21)		
Total liabilities	**213,394**	**(751)**		**(1.42)**	176,997	(323)		(0.73)
Interest margin			**2.61**	**1.60**			2.37	1.93
Israeli currency – linked to the CPI								
Assets (c) (e)	**60,180**	**1,071**	**7.31**		59,769	45	0.30	
Effect of embedded and ALM derivatives (d)	**2,837**	**66**			3,083	(9)		
Total assets	**63,017**	**1,137**		**7.41**	62,852	36		0.23
Liabilities (e)	**47,416**	**(844)**	**(7.31)**		48,274	(45)	(0.37)	
Effect of embedded and ALM derivatives (d)	**10,043**	**(107)**			10,922	(1)		
Total liabilities	**57,459**	**(951)**		**(6.79)**	59,196	(46)		(0.31)
Interest margin			**-**	**0.62**			(0.07)	(0.08)
Foreign currency –								
(including Israeli currency linked								
to foreign currency)								
Assets (c) (e)	**85,869**	**388**	**1.82**		90,135	(2,984)	(12.60)	
Effect of derivatives: (e)								
Hedging derivatives	**426**	**-**			1,142	(1)		
Embedded derivatives and ALM	**145,237**	**505**			137,815	(2,580)		
Total assets	**231,532**	**893**		**1.55**	229,092	(5,565)		(9.37)
Liabilities (e)	**99,872**	**104**	**0.42**		107,075	3,720	13.19	
Effect of derivatives: (e)								
Hedging derivatives	**439**	**-**			1,053	1		
Embedded derivatives and ALM	**137,554**	**(463)**			125,470	2,271		
Total liabilities	**237,865**	**(359)**		**(0.61)**	233,598	5,992		9.87
Interest margin			**2.24**	**0.94**			0.59	0.50

See notes on page 141.

Rates of Financing Income and Expenses (on a Consolidated Basis) (a)
Reported amounts

Exhibit A (cont'd)

	For the three months ended 31 March							
	2011				2010			
			Rate of income				Rate of income	
	Average balance (b)	Financing income (expenses)	Excluding the effect of derivatives	Including the effect of derivatives	Average balance (b)	Financing income (expenses)	Excluding the effect of derivatives	Including the effect of derivatives
	(NIS millions)		%	%	(NIS millions)		%	%
Total monetary assets generating interest Income (e) (f)	**309,848**	**3,160**	**4.14**		304,592	(1,679)	(2.19)	
Effect of derivatives:								
Hedging derivatives	**426**	**-**			1,142	(1)		
Embedded derivatives and ALM (d)	**220,380**	**630**			182,466	(2,556)		
Total assets	**530,654**	**3,790**		**2.89**	488,200	(4,236)		(3.43)
Total monetary liabilities generating interest expenses (d)	**286,575**	**(1,297)**	**(1.82)**		285,051	3,373	4.65	
Effect of derivatives: (e)								
Hedging derivatives	**439**	**-**			1,053	1		
Embedded derivatives and ALM	**221,704**	**(764)**			183,687	2,249		
Total liabilities	**508,718**	**(2,061)**		**(1.63)**	469,791	5,623		4.70
Interest margin			**2.32**	**1.26**			2.46	1.27
In respect of options		**10**				(7)		
In respect of other derivatives (excluding options, hedging derivative instruments, ALM derivatives and embedded derivatives which have been separated) (e)		**21**				24		
Financing commissions and other financing income (g)		**179**				403		
Other financing income		**-**				-		
Net interest income before allowance for credit losses		**1,939**				1,807		
Allowance for credit losses		**102**				(130)		
Net interest income after allowance for credit losses		**2,041**				1,677		
Monetary assets generating interest income (d) (f)	**309,848**				304,592			
Assets derived from derivative instruments (h)	**8,046**				6,466			
Other monetary assets (d)	**5,828**				3,607			
Allowance for credit losses	**(5,507)**				(895)			
Total monetary assets	**318,215**				313,770			
Monetary liabilities generating interest expenses (d)	**286,575**				285,051			
Liabilities derived from derivative instruments (h)	**9,314**				7,464			
Other monetary liabilities (d)	**7,652**				7,605			
Total monetary liabilities	**303,541**				300,120			
Total monetary assets exceed monetary liabilities	**14,674**				13,650			
Non-monetary assets	**9,010**				8,811			
Non-monetary liabilities	**591**				389			
Total capital resources	**23,093**				22,072			

See notes on page 141.

Notes:

(a) The data in this exhibit is shown before and after the effect of derivative instruments (including the effect of off-balance sheet derivative instruments).

(b) Based on monthly opening balances, and quarterly opening balances in foreign consolidated companies, except for the unlinked Israeli currency sector where the average balance is based on daily figures, and before deduction of the average balance sheet balance of allowances for credit losses. In 2010, after deduction of the balance sheet balance of allowances for credit losses.

(c) The average balance of unrealized profits (losses) from adjustment to fair value of debentures held for trading and available for sale has been deducted from (added to) the average balance of the assets as follows:

In the unlinked Israeli currency sector for the three month period an amount of NIS (178) million (31 March 2010 – NIS 16 million).

In the linked Israeli currency sector for the three month period an amount of NIS 277 million (31 March 2010 – NIS 158 million).

In the foreign currency sector (which includes Israeli currency linked to foreign currency) for the three month period an amount of NIS (74) million (31 March 2010 – NIS (180) million).

(d) Excluding derivative instruments.

(e) Includes hedging derivative instruments (excluding options), embedded derivatives which have been separated, and ALM derivatives, which constitute part of the Bank's asset and liability management system.

(f) The average balance of unrealized profits (losses) on adjustment to fair value of debentures held for trading and available for sale has been deducted from (added to) the average balance of assets in the various sectors, for the three month period an amount of NIS 25 million (31 March 2010 - NIS (6) million).

(g) This includes profits and losses on sales of investments in debentures and adjustments to fair value of debentures held for trading.

(h) Includes the average balance for derivative instruments (does not include average of off-balance sheet derivative instruments).

Rates of Financing Income and Expenses (on a Consolidated Basis) (a)
Nominal U.S. $
Exhibit A (cont'd)

	For the three months ended 31 March							
	2011				2010			
			Rate of income				Rate of income	
	Average balance (b)	Financing income (expenses)	Excluding the effect of derivatives	Including the effect of derivatives	Average balance (b)	Financing income (expenses)	Excluding the effect of derivatives	Including the effect of derivatives
	(U.S.$ millions)		%	%	(U.S.$ millions)		%	%
Foreign currency:								
Local operations (including Israeli currency linked to foreign currency)								
Assets (c) (d)	14,632	79	2.18		14,671	76	2.08	
Effect of derivatives: (e)								
Hedging derivatives	118	-			305	1		
Embedded derivatives and ALM	40,024	15			36,718	4		
Total assets	54,774	94		0.69	51,694	81		0.63
Liabilities (d)	19,789	(32)	(0.65)		20,188	(23)	(0.46)	
Effect of derivatives: (e)								
Hedging derivatives	121	-			281	-		
Embedded derivatives and ALM	37,895	(15)			33,416	(16)		
Total liabilities	57,805	(47)		(0.33)	53,885	(39)		(0.29)
Interest margin			1.53	0.36			1.62	0.34
Foreign currency – Foreign operations (integrated operations)								
Assets (c) (d)	9,240	70	3.06		9,281	76	3.31	
Effect of embedded and ALM derivatives (e)	39	4			36	21		
Total assets	9,279	74		3.23	9,317	97		4.20
Liabilities (d)	7,942	(15)	(0.76)		8,290	(19)	(0.92)	
Effect of embedded and ALM derivatives (e)	51	(3)			41	-		
Total liabilities	7,993	(18)		(0.90)	8,331	(19)		(0.92)
Interest margin			2.30	2.33			2.39	3.28
Total:								
Interest income (c) (d)	23,872	149	2.52		23,952	152	2.56	
Effect of derivatives: (e)								
Hedging derivatives	118	-			305	1		
Embedded derivatives and ALM	40,063	19			36,754	25		
Total assets	64,053	168		1.05	61,011	178		1.17
Interest expense (d)	27,731	(47)	(0.68)		28,478	(42)	(0.59)	
Effect of derivatives: (e)								
Hedging derivatives	121	-			281	-		
Embedded derivatives and ALM	37,946	(18)			33,457	(16)		
Total liabilities	65,798	(65)		(0.40)	62,216	(58)		(0.38)
Interest margin			1.84	0.65			1.97	0.79

See notes on page 143.

Rates of Financing Income and Expenses (on a Consolidated Basis) (a)

Nominal U.S. $

Exhibit A (cont'd)

Notes:

(a) The data in this exhibit is shown before and after the effect of derivative instruments (including the effect of off-balance sheet derivative instruments).

(b) Based on monthly opening balances for the Bank and consolidated companies in Israel and on quarterly opening balances for foreign subsidiaries, and after deduction of the average balance sheet balance of the provisions for credit losses.

(c) The average balance of unrealized losses on adjustment to fair value of debentures held for trading and available for sale has been added to the average balance of the assets for domestic and foreign operations, in the amount of US$20 million (31 March 2010 - US$48 million).

(d) Excluding derivative instruments.

(e) Hedging derivative instruments (excluding options), embedded derivatives which have been separated, and ALM derivatives, which constitute part of the Bank’s asset and liability management system.

Exposure to Interest Rate Fluctuations - on Consolidated Basis

Reported amounts

Exhibit B:

	31 March 2011												31 December 2010		
	On demand up to one month	One to three months	Three months to one year	One to three years	Three to five years	Over five to ten years	Over ten to twenty years	Over twenty years	Without fixed maturity	Total	Internal rate of return	Effective Duration (b)	Total fair value	Internal rate of return	Effective Duration (b)
	NIS millions										%	Years		%	Years
Israeli currency - unlinked															
Financial assets, amounts receivable in respect of derivative instruments and off-balance sheet financial instruments															
Financial assets (a)	131,820	5,484	14,371	4,272	1,611	3,940	208	6	1,026	162,738	5.14	0.41	164,964	4.27	0.43
Derivative financial instruments (excluding options)	38,189	53,309	54,543	16,139	9,076	13,691	113	-	-	185,060	-	1.14	178,211	-	1.09
Options (in terms of basis asset) (d)	2,336	2,349	3,969	332	-	-	-	-	-	8,986	-	-	7,578	-	-
Off-balance sheet financial instruments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total fair value	172,345	61,142	72,883	20,743	10,687	17,631	321	6	1,026	356,784	5.14	0.78	350,753	4.27	0.76
Financial liabilities, amounts payable in respect of derivative instruments and off-balance sheet financial instruments															
Financial liabilities (a)	118,167	6,108	7,986	7,510	754	1,005	1	-	13	141,544	4.23	0.28	140,887	3.67	0.28
Derivative financial instruments (excluding options)	42,362	62,515	42,630	19,126	8,624	11,828	449	-	-	187,534	-	1.08	182,032	-	1.04
Options (in terms of basis asset) (d)	2,888	2,942	5,059	393	-	-	-	-	-	11,282	-	-	10,367	-	-
Off-balance sheet financial instruments	-	-	110	-	-	-	-	-	-	110	-	0.50	89	-	0.50
Total fair value	163,417	71,565	55,785	27,029	9,378	12,833	450	-	13	340,470	4.23	0.71	333,375	3.67	0.68
Financial instruments, net															
Exposure to interest rate fluctuations	8,928	(10,423)	17,098	(6,286)	1,309	4,798	(129)	6							
Accumulated exposure in the sector	8,928	(1,495)	15,603	9,317	10,626	15,424	15,295	15,301							
Israeli currency – linked to the CPI															
Financial assets, amounts receivable in respect of derivative instruments and off-balance sheet financial instruments															
Financial assets (a)	2,426	3,362	17,213	17,344	11,006	9,356	1,699	170	75	62,651	3.19	3.21	62,174	2.83	3.20
Derivative financial instruments (excluding options)	212	631	911	240	243	831	398	-	-	3,466	-	3.61	2,704	-	1.89
Options (in terms of basis asset) (d)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Off-balance sheet financial instruments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total fair value	2,638	3,993	18,124	17,584	11,249	10,187	2,097	170	75	66,117	3.19	3.23	64,878	2.83	3.14
Financial liabilities, amounts payable in respect of derivative instruments and off-balance sheet financial instruments															
Financial liabilities (a)	1,844	1,730	11,013	11,342	10,976	11,602	1,332	185	-	50,024	2.75	3.64	51,636	2.23	3.83
Derivative financial instruments (excluding options)	263	651	5,185	2,579	2,063	698	-	-	-	11,439	-	1.86	9,685	-	2.13
Options (in terms of basis asset) (d)	-	-	8	-	-	-	-	-	-	8	-	-	8	-	-
Off-balance sheet financial instruments	-	-	-	-	-	-	-	-	-	-	-	-	83	-	0.50
Total fair value	2,107	2,381	16,206	13,921	13,039	12,300	1,332	185	-	61,471	2.75	3.31	61,412	2.23	3.56
Financial instruments, net															
Exposure to interest rate fluctuations	531	1,612	1,918	3,663	(1,790)	(2,113)	765	(15)							
Accumulated exposure in the sector	531	2,143	4,061	7,724	5,934	3,821	4,586	4,571							

See notes on page 146.

Exposure to Interest Rate Fluctuations - on Consolidated Basis

Reported amounts

Exhibit B (cont'd):

	31 March 2011												31 December 2010		
	On demand up to one month	One to three months	Three months to one year	One to three years	Three to five years	Over five to ten years	Over ten to twenty years	Over twenty years	Without fixed maturity	Total	Internal rate of return	Effective Duration (b)	Total fair value	Internal rate of return	Effective Duration (b)
	NIS millions										%	Years		%	Years
Foreign currency and foreign currency linked															
Financial assets, amounts receivable in respect of derivative instruments and off-balance sheet financial instruments															
Financial assets (a)	43,508	19,900	6,936	7,128	4,945	2,076	57	10	267	84,827	3.06	0.72	84,043	3.14	0.70
Derivative financial instruments (excluding options)	54,580	47,977	52,548	55,406	2,670	9,042	183	128	151	222,685	-	1.00	198,480	-	0.93
Options (in terms of basis asset) (d)	5,545	4,640	19,054	6,256	299	6,506	-	-	-	42,300	-	-	44,194	-	-
Off-balance sheet financial instruments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total fair value	103,633	72,517	78,538	68,790	7,914	17,624	240	138	418	349,812	3.06	0.81	326,717	3.14	0.75
Financial liabilities, amounts payable in respect of derivative instruments and off-balance sheet financial instruments															
Financial liabilities (a)	58,363	17,542	20,377	2,434	368	327	41	-	11	99,463	1.58	0.30	99,253	1.43	0.30
Derivative financial instruments (excluding options)	47,252	39,802	54,052	55,832	5,926	10,688	204	127	151	214,034	-	1.17	189,015	-	1.03
Options (in terms of basis asset) (d)	4,957	4,009	17,998	6,215	299	6,506	-	-	-	39,984	-	-	41,357	-	-
Off-balance sheet financial instruments	-	-	15	-	-	-	-	-	-	15	-	0.50	72	-	0.50
Total fair value	110,572	61,353	92,442	64,481	6,593	17,521	245	127	162	353,496	1.58	0.79	329,697	1.43	0.68
Financial instruments, net															
Exposure to interest rate fluctuations	(6,939)	11,164	(13,904)	4,309	1,321	103	(5)	11							
Accumulated exposure in the sector	(6,939)	4,225	(9,679)	(5,370)	(4,049)	(3,946)	(3,951)	(3,940)							
Total exposure to interest rate fluctuations															
Financial assets, amounts receivable in respect of derivative instruments and off-balance sheet financial instruments															
Financial assets (a) (c)	177,754	28,746	38,520	28,744	17,562	15,372	1,964	186	4,775	313,623	3.61	1.06	314,357	3.23	1.06
Derivative financial instruments (excluding options)	92,981	101,917	108,002	71,785	11,989	23,564	694	128	1,397	412,457	-	1.08	380,616	-	1.02
Options (in terms of basis asset) (d)	7,881	6,989	23,023	6,588	299	6,506	-	-	-	51,286	-	-	51,772	-	-
Accumulated exposure in the sector	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total fair value	278,616	137,652	169,545	107,117	29,850	45,442	2,658	314	6,172	777,366	3.61	1.00	746,745	3.23	0.96
Financial liabilities, amounts payable in respect of derivative instruments and off-balance sheet financial instruments															
Financial liabilities (a) (c)	178,374	25,380	39,376	21,286	12,098	12,934	1,374	185	358	291,365	2.86	0.86	291,824	2.36	0.92
Derivative financial instruments (excluding options)	89,877	102,968	101,867	77,537	16,613	23,214	653	127	1,364	414,220	-	1.15	381,924	0.00	1.06
Options (in terms of basis asset) (d)	7,845	6,951	23,065	6,608	299	6,506	-	-	-	51,274	-	-	51,732	-	-
Off-balance sheet financial instruments	-	-	125	-	-	-	-	-	128	253	-	0.50	367	0.00	0.50
Total fair value	276,096	135,299	164,433	105,431	29,010	42,654	2,027	312	1,850	757,112	2.86	0.96	725,847	2.36	0.93
Financial instruments, net															
Exposure to interest rate fluctuations	2,520	2,353	5,112	1,686	840	2,788	631	2							
Accumulated exposure in the sector	2,520	4,873	9,985	11,671	12,511	15,299	15,930	15,932							

See notes on page 146.

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Notes:

(a) Excluding balance-sheet balances of derivative financial instruments, fair value of off-balance sheet financial instruments, and fair value of hybrid financial instruments. The figures in the "Without fixed maturity" column are the non-discounted balance-sheet balances, including overdue balances in the amount of NIS 1,364 million.

(b) Weighted average as per fair value of effective duration.

(c) Including non-monetary assets shown in "Without fixed maturity" column.

(d) Duration less than 0.05 years.

General notes:

(1) In this table, the data by periods shows the present value of future cash flows, discounted at the internal rate of return used for discounting them to the fair value included in respect of the financial instrument, in consistency with the assumptions used to calculate the fair value of the financial instrument. For further details regarding the assumptions used in the calculation of the fair value of the financial instruments, see Note 18D in the Annual Financial Report.

(2) The internal rate of return is the interest rate for discounting the cash flows expected from a financial instrument to the fair value included in respect of it.

(3) The effective duration of a group of financial instruments constitutes an approximation of the percentage change in the fair value of the group of financial instruments that would be caused as a result of a small change (an increase of 0.1%) in the internal rate of return of each of the financial instruments.

(4) The effect of hedging transactions is included in total assets or total liabilities, as applicable.

Credit to the Public - Risk by Economic Sector - on a Consolidated Basis
Reported amounts

Exhibit C

	31 March 2011							
	Risk of credit to the public					Credit losses (4)		
				Risk of credit to the public includes:				
	Balance sheet credit risk (*) (1)	Off-balance sheet credit risk (*) (2)	Overall credit risk	Problematic commercial credit risk (*) (3)	Impaired credit to the public (*)	Expenses in respect of credit losses	Net accounting write-offs	Balance of allowance for credit losses
	NIS millions							
Activities of borrowers in Israel:								
Agriculture	1,851	349	2,200	163	120	1	4	(73)
Industry	22,992	13,370	36,362	1,756	1,076	(144)	(73)	(795)
Construction and real estate (6)	39,759	26,126	65,885	4,948	3,287	53	147	(1,420)
Electricity and water	1,514	495	2,009	52	2	2	-	(7)
Commerce	16,556	4,297	20,853	1,089	558	(25)	12	(364)
Hotels and restaurants	3,620	291	3,911	796	643	(17)	39	(164)
Transport and storage	4,112	1,024	5,136	207	129	27	27	(100)
Communications and computer services	4,042	4,333	8,375	139	91	6	25	(96)
Financial services	16,210	12,026	28,236	684	595	17	130	(277)
Business and other services	4,814	1,714	6,528	99	51	16	(24)	(90)
Public and community services	6,066	945	7,011	245	96	2	(2)	(28)
Private individuals - loans for housing	53,122	1,151	54,273	---	749	(13)	18	(573)
Private individuals - other	26,382	26,015	52,397	---	69	(53)	(38)	(443)
	201,040	92,136	293,176	10,178	7,466	(128)	265	(4,430)
Activities of borrowers abroad	45,316	15,431	60,747	2,010	1,255	26	93	(885)
Total	246,356	107,567	353,923	12,188	8,721	(102)	358	(5,315)
Credit risk included within the various economic sectors:								
Settlement movements (4)	3,032	657	3,689	160	102	(8)	17	(56)
Local authorities (5)	3,097	120	3,217	39	67	-	-	(7)

(1) Including credit to the public in the amount of NIS 196,101 million in respect of activity in Israel and NIS 33,916 million in respect of activity abroad, investments in debentures of the public in the amount of NIS 1,435 million in respect of activity in Israel and NIS 10,695 million in respect of activity abroad, and other assets in respect of derivative instruments corresponding to transactions with the public in the amount of NIS 3,504 million in respect of activity in Israel and NIS 705 million in respect of activity abroad.

(2) Credit risk on off-balance sheet financial instruments as calculated for the purpose of per borrower credit limitations.

(3) Balance sheet and off-balance sheet credit risk in respect of the public, which is impaired, inferior, or under special supervision, excluding balance sheet and off-balance sheet credit risk in respect of private individuals.

(4) Including in respect of off-balance sheet credit instruments (appearing in the balance sheet under "Other Liabilities".

(5) Kibbutzim and moshavim, regional and national organizations and corporations controlled by settlement movement.

(6) Including corporations under their control.

(7) Including housing loans made to purchasing groups in process of construction in the amount of NIS 927 million and off-balance sheet credit risk in the amount of NIS 1,772 million.

(*) Balance sheet and off-balance sheet credit risk, problematic commercial credit risk, and impaired credit to the public appear before the effect of the provision for credit losses, and before the effect of collateral eligible for deduction for purposes of the single borrower and group borrower limitation.

Note - Credit risk and balances of problematic debts are stated net of specific provisions for doubtful debts.

Credit to the Public - Risk by Economic Sector - on a Consolidated Basis (cont'd)
Reported amounts

Exhibit C (cont'd)

	31 March 2010				
	Balance sheet credit risk (1)	Off-balance sheet credit risk (2)	Total credit risk to public	Expense in the period for specific provision for doubtful debts	Balance of problematic debts (3)
	NIS millions				
Activities of borrowers in Israel:					
Agriculture	1,879	351	2,230	1	159
Industry	20,928	14,518	35,446	11	2,117
Construction and real estate (6) (7)	35,782	23,057	58,839	6	6,425
Electricity and water	1,224	471	1,695	-	3
Commerce	14,313	3,698	18,011	5	1,346
Hotels and restaurants	3,469	277	3,746	(4)	1,569
Transport and storage	3,899	1,180	5,079	(2)	826
Communications and computer services	5,025	2,131	7,156	(2)	299
Financial services	13,607	11,536	25,143	5	581
Business and other services	4,263	1,536	5,799	-	405
Public and community services	6,279	973	7,252	-	257
Private individuals - loans for housing (7)	45,808	2	45,810	(5)	800
Private individuals - other	23,291	25,561	48,852	26	965
	179,767	85,291	265,058	41	15,752
Activities of borrowers abroad (8)	43,050	16,126	59,176	118	3,216
Total	222,817	101,417	324,234	159	18,968
Credit risk included within the various economic sectors:					
Settlement movements (4)	2,762	877	3,639	14	746
Local authorities (5)	3,168	137	3,305	-	79

(1) Including credit to the public in the amount of NIS 176,393 million in respect of activity in Israel and NIS 31,968 million in respect of activity abroad, investments in debentures of the public in the amount of NIS 1,011 million in respect of activity in Israel and NIS 10,685 million in respect of activity abroad, and other assets in respect of derivative instruments corresponding to transactions with the public in the amount of NIS 2,363 million in respect of activity in Israel and NIS 397 million in respect of activity abroad.
(2) Credit risk on off-balance sheet financial instruments as calculated for the purpose of per borrower credit limitations.
(3) Balances of problematic debt net of credit covered by collateral allowed as a deduction for purposes of individual and group borrower limits, including off-balance sheet risk components.
(4) Kibbutzim and moshavim, regional and national organizations and corporations controlled by settlement movement.
(5) Including corporations under their control.
(6) Including housing loans and off-balance sheet credit risk made to purchasing groups in process of construction.
(7) Reclassified.
(8) Reclassified – Debentures of banking holding companies abroad were reported as debentures of banks.

Note - Credit risk and balances of problematic debts are stated net of specific provisions for doubtful debts.

Credit to the Public - Risk by Economic Sector - on a Consolidated Basis (cont'd)
Reported amounts

Exhibit C (cont'd)

	31 December 2010				
	Balance sheet credit risk (1)	Off-balance sheet credit risk (2)	Total credit risk to public	Expense in the period for specific provision for doubtful debts	Balance of problematic debts (3)
	NIS millions				
Activities of borrowers in Israel:					
Agriculture	1,729	324	2,053	(2)	177
Industry	21,440	13,243	34,683	(51)	1,691
Construction and real estate (6) (7)	38,144	24,650	62,794	212	5,454
Electricity and water	1,257	505	1,762	1	6
Commerce	15,571	3,761	19,332	85	1,228
Hotels and restaurants	3,441	309	3,750	(34)	1,456
Transport and storage	3,958	1,161	5,119	(61)	642
Communications and computer services	4,836	1,857	6,693	(54)	172
Financial services	16,842	12,049	28,891	(62)	632
Business and other services	4,747	1,702	6,449	12	453
Public and community services	6,065	1,110	7,175	11	235
Private individuals - loans for housing (7)	50,980	1,523	52,503	(51)	654
Private individuals - other	26,111	25,589	51,700	206	837
	195,121	87,783	282,904	212	13,637
Activities of borrowers abroad (8)	44,887	14,268	59,155	509	2,480
Total	240,008	102,051	342,059	721	16,117
Credit risk included within the various economic sectors:					
Settlement movements (4)	2,804	633	3,437	(95)	192
Local authorities (5)	3,154	119	3,273	-	73

(1) Including credit to the public in the amount of NIS 190,651 million in respect of activity in Israel and NIS 33,975 million in respect of activity abroad, investments in debentures of the public in the amount of NIS 1,367 million in respect of activity in Israel and NIS 10,290 million in respect of activity abroad, and other assets in respect of derivative instruments corresponding to transactions with the public in the amount of NIS 3,103 million in respect of activity in Israel and NIS 622 million in respect of activity abroad.

(2) Credit risk on off-balance sheet financial instruments as calculated for the purpose of per borrower credit limitations.

(3) Balances of problematic debts net of credit covered by collateral allowed as a deduction for purposes of individual and group borrower limits, including off-balance sheet risk components.

(4) Kibbutzim and moshavim, regional and national organizations and corporations controlled by the settlement movement.

(5) Including corporations under their control.

(6) Including housing loans made to purchasing groups in process of construction in the amount of NIS 853 million and off-balance sheet credit risk in the amount of NIS 1,625 million.

(7) Reclassified.

(8) Reclassified – Debentures of banking holding companies abroad were reported as debentures of banks.

Note - Credit risk and balances of problematic debts are stated net of specific provisions for doubtful debts.

Country Exposure
Reported Amounts

Exhibit D:

Part A – Information on total country exposure and on exposure to countries whose total individual exposure exceeds 1% of total assets or exceeds 20% of equity for purposes of calculating capital ratios, whichever is the lower.

	31 March 2011					
	Balance Sheet Exposure (a)					
	Cross-Border Balance Sheet Exposure			Net Foreign-office Claims on Local Residents		
Country	To governments (c)	To banks	To others	Balance sheet exposure before deducting local liabilities	Deduction for local liabilities	Balance sheet exposure after deducting local liabilities
	(NIS millions)					
United States	230	2,474	11,389	15,815	7,070	8,745
England	-	2,666	1,593	5,687	2,140	3,547
France	1,226	1,942	615	-	-	-
Switzerland	-	740	1,077	1,306	479	827
Germany	491	1,905	1,361	-	-	-
Holland	375	992	1,415	-	-	-
Others	607	6,204	3,810	1,753	992	761
Total country exposure	2,929	16,923	21,260	24,561	10,681	13,880
Total exposure to LDC countries	92	114	1,241	1,695	991	704
Total exposure to PIGS countries (d)	-	387	193	-	-	-

	Total balance sheet exposure		Off - Balance Sheet Exposure (a) (b)				
					Cross-Border Balance Sheet Exposure (a)		
Country		Balance sheet commercial credit risk	Balance of problematic debts	Total off-balance sheet exposure	Of which: Problematic off-balance sheet commercial credit risk	Repayment up to one year	Repayment over one year
	(NIS millions)						
United States	22,838	518	371	10,426	1	6,888	7,205
England	7,806	595	315	9,217	1	1,635	2,624
France	3,783	32	25	2,849	-	1,204	2,579
Switzerland	2,644	143	143	1,615	-	1,078	739
Germany	3,757	2	2	4,371	-	2,264	1,493
Holland	2,782	20	9	522	-	859	1,923
Others	11,382	543	394	2,513	1	6,581	4,040
Total country exposure	54,992	1,853	1,259	31,513	3	20,509	20,603
Total exposure to LDC countries	2,151	481	313	567	-	1,017	430
Total exposure to PIGS countries (d)	580	10	10	58	-	108	472

(a) Balance sheet and off-balance sheet credit risk, problematic commercial credit risk, and impaired debts appear before the effect of the provision for credit losses, and before the effect of collateral eligible for deduction for purposes of the single borrower and group borrower limitation. This does not include elements of off-balance credit risk.

(b) Credit risk in off-balance sheet financial instruments as calculated for purposes of single borrower limitations.

(c) Includes governments, official institutions and central banks.

(d) Exposure to PIGS countries includes the following countries: Portugal, Ireland, Greece and Spain.

Country Exposure
Reported Amounts

Exhibit D (cont'd):

Part A – Information on total country exposure and on exposure to countries whose total individual exposure exceeds 1% of total assets or exceeds 20% of equity for purposes of calculating capital ratios, whichever is the lower.

	31 March 2010					
	Balance Sheet Exposure					
	Cross-Border Balance Sheet Exposure			Net Foreign-office Claims on Local Residents		
	To governments (a)	To banks	To others	Balance sheet exposure before deducting local liabilities	Deduction for local liabilities	Balance sheet exposure after deducting local liabilities
Country	(NIS millions)					
United States	483	(c) 3,499	(c) 11,211	17,364	7,417	9,947
England	19	(c) 3,678	(c) 1,166	4,435	1,702	2,733
France	1,271	2,394	510	-	-	-
Switzerland	4	294	649	1,528	548	980
Germany	33	2,782	1,101	-	-	-
Others (c)	196	8,169	5,831	1,990	1,079	911
Total country exposure	2,006	20,816	20,468	25,317	10,746	14,571
Total exposure to LDC countries	138	321	1,093	1,924	1,078	846
Total exposure to PIGS countries (c)	-	797	98	-	-	-

	31 March 2010					
	Balance Sheet Exposure		Off - Balance Sheet Exposure			
	Total balance sheet exposure				Cross-Border Balance Sheet Exposure	
		Balance of problematic debts (b)	Total off-balance sheet exposure	Of which: Problematic off-balance sheet credit risk	Repayment up to one year	Repayment over one year
	(NIS millions)					
Country						
United States	25,140	921	11,221	-	6,333	8,860
England	7,596	439	7,289	2	3,290	1,573
France	4,175	18	2,600	-	2,041	2,134
Switzerland	1,927	143	1,662	-	387	560
Germany	3,916	-	2,772	-	2,129	1,787
Others (c)	15,107	148	3,201	-	8,172	6,024
Total country exposure	57,861	1,669	28,745	2	22,352	20,938
Total exposure to LDC countries	2,398	47	951	-	910	642
Total exposure to PIGS countries (c)	895	5	50	-	489	406

(a) Includes governments, official institutions and central banks.
(b) Balances of problematic debts less debts covered by eligible collateral for purposes of per borrower or group borrowers' debt limitation. This does not include elements of off-balance credit risk.
(c) Restated.

Country Exposure
Reported Amounts

Exhibit D (cont'd):

Part A – Information on total country exposure and on exposure to countries whose total individual exposure exceeds 1% of total assets or exceeds 20% of equity for purposes of calculating capital ratios, whichever is the lower.

	31 December 2010					
	Balance Sheet Exposure					
	Cross-Border Balance Sheet Exposure			Net Foreign-office Claims on Local Residents		
	To governments (a)	To banks	To others	Balance sheet exposure before deducting local liabilities	Deduction for local liabilities	Balance sheet exposure after deducting local liabilities
Country	(NIS millions)					
United States	455	2,485	11,288	16,661	7,212	9,449
England	18	3,462	1,439	5,502	1,832	3,670
France	1,184	2,022	560	-	-	-
Switzerland	-	350	886	1,266	495	771
Germany	248	2,734	1,237	-	-	-
Others	605	6,076	5,400	1,708	970	738
Total country exposure	2,510	17,129	20,810	25,137	10,509	14,628
Total exposure to LDC countries	103	154	1,186	1,658	969	689
Total exposure to PIGS countries (c)	-	447	40	-	-	-

	31 December 2010					
	Balance Sheet Exposure		Off - Balance Sheet Exposure			
	Total balance sheet exposure				Cross-Border Balance Sheet Exposure	
		Balance of problematic debts (b)	Total off-balance sheet exposure	Of which: Problematic off-balance sheet credit risk	Repayment up to one year	Repayment over one year
	(NIS millions)					
Country						
United States	23,677	782	11,743	-	6,191	8,037
England	8,589	395	7,782	-	2,441	2,478
France	3,766	14	3,226	-	1,257	2,509
Switzerland	2,007	147 (c)	2,314	-	755	481
Belgium	4,219	1	4,835	-	2,708	1,511
Others	12,819	237	2,850	-	6,511	5,570
Total country exposure	55,077	1,576	32,750	-	19,863	20,586
Total exposure to LDC countries	2,132	168	688	-	1,117	326
Total exposure to PIGS countries (c)	487	3	65	-	100	387

(a) Includes governments, official institutions and central banks.

(b) Balances of problematic debts less debts covered by eligible collateral for purposes of per borrower or group borrowers' debt limitation. This does not include elements of off-balance credit risk.

(c) Restated.

Country Exposure

Exhibit D (cont'd):

Notes:

In accordance with the Directive of the Supervisor of Banks, country exposure is shown on an end-risk basis, as follows:

- The accounting balance of a debt is to be dealt with as the amount of exposure to the legal country of residence of the debtor who bears the end risk after the effect of guarantees, liquid collateral and credit derivatives.
- The accounting balance of an investment in shares is to be dealt with as the amount of exposure to the country of residence of the issuer of the security.
- Off-balance sheet credit risk is shown as an off-balance sheet exposure to the country of residence of the counterparty to the transaction as it was calculated for the purposes of per borrower debt limitation.

From the aspect of determining end-risk, collateral is to be considered as follows:

- Third party guarantees according to the country of residence of the guarantor.
- Securities - The country of residence is that of the issuer of the security.
- The Directive makes it clear that real estate and debtors' balances do not represent collateral for purposes of determining end-risk.
- For purposes of determining end-risk only specific collaterals were taken into account.

Part B – At 31 March 2011, there was no aggregate balance sheet exposure to foreign countries whose total individual exposure was between 0.75% and 1% of total consolidated assets or 15%-20% of the equity, whichever the lower.
As of 31 March 2010, the exposure amounted to NIS 5,690 million, attributed to Belgium, Switzerland, and Holland (31 December 2010 – NIS 4,165 million attributed to Holland and Belgium).

Part C – The exposure to the foreign countries with liquidity difficulties as defined by Bank of Israel (a country which receives financial assistance from IMF or its liabilities have a credit rating of CCC or lower) amounts to NIS 1,362 million and relates to 11 countries.

Certification

I, Galia Maor, certify that:

1. I have reviewed the Quarterly Report of Bank Leumi le-Israel B.M. (the "Bank") for the quarter ended on 31 March 2011 (the "Report").

2. Based on my knowledge, the Report does not contain any untrue statement of a material fact or omit to state a material fact that is necessary so that the statements included therein, in light of the circumstances under which such statements were included, are not misleading with reference to the period covered by the Report.

3. Based on my knowledge, the financial statements, and other financial information included in the Report, fairly present in all material respects the financial condition, results of operations and changes in shareholders' equity and cash flows of the Bank for the dates and periods covered by the Report.

4. I and the Bank's other certifying officers are responsible for establishing and maintaining controls and procedures with regard to the Bank's disclosure and internal control of financial reporting (as defined in the Public Reporting Directives concerning "The Directors' Report"), and also:

   (a) We have established such controls and procedures, or caused such controls and procedures to be determined under our supervision, so as to ensure that material information relating to the Bank, including its consolidated corporations, is made known to us by others within the Bank and in those corporations, particularly during the period of preparation of the Report;

   (b) We have established such internal control over financial reporting, or caused such internal control to be established under our supervision, so as to provide a reasonable level of confidence regarding the reliability of financial reporting and that the financial statements for external purposes are prepared in accordance with accepted accounting principles and the directives of the Supervisor of Banks and his instructions; and

   (c) We have evaluated the effectiveness of the Bank's disclosure controls and procedures and presented in this Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by the Report, based on our evaluation; and

   (d) We have disclosed in the Report any change in the Bank's internal control over financial reporting that occurred during this quarter that has materially affected, or is reasonably likely to materially affect, the Bank's internal control over financial reporting; and

5. I and the Bank's other certifying officers have disclosed to the Joint Auditors, the Board of Directors, the Audit Committee and the Financial Statements Review Committee of the Board of Directors of the Bank, based on our most recent evaluation of internal control over financial reporting:

   (a) All significant deficiencies and material weaknesses in the establishment or operation of internal control over financial reporting which are reasonably likely to adversely affect the Bank's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether material or immaterial, in which Management was involved or in which other employees were involved who have a significant role in the Bank's internal control over financial reporting.

The above does not derogate from my responsibility or the responsibility of any other person, pursuant to any law.

31 May 2011

Galia Maor
President and Chief Executive Officer

Certification

I, Zeev Nahari, certify that:

1. I have reviewed the Quarterly Report of Bank Leumi le-Israel B.M. (the "Bank") for the quarter ended on 31 March 2011 (the "Report").

2. Based on my knowledge, the Report does not contain any untrue statement of a material fact or omit to state a material fact that is necessary so that the statements included therein, in light of the circumstances under which such statements were included, are not misleading with reference to the period covered by the Report.

3. Based on my knowledge, the financial statements, and other financial information included in the Report, fairly present in all material respects the financial condition, results of operations and changes in shareholders' equity and cash flows of the Bank for the dates and periods covered by the Report.

4. I and the Bank's other certifying officers are responsible for establishing and maintaining controls and procedures with regard to the Bank's disclosure and internal control of financial reporting (as defined in the Public Reporting Directives concerning "The Directors' Report"), and also:

   (a) We have established such controls and procedures, or caused such controls and procedures to be determined under our supervision, so as to ensure that material information relating to the Bank, including its consolidated corporations, is made known to us by others within the Bank and in those corporations, particularly during the period of preparation of the Report;

   (b) We have established such internal control over financial reporting, or caused such internal control to be established under our supervision, so as to provide a reasonable level of confidence regarding the reliability of financial reporting and that the financial statements for external purposes are prepared in accordance with accepted accounting principles and the directives of the Supervisor of Banks and his instructions; and

   (c) We have evaluated the effectiveness of the Bank's disclosure controls and procedures and presented in the Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by the Report, based on our evaluation; and

   (d) We have disclosed in the Report any change in the Bank's internal control over financial reporting that occurred during this quarter that has materially affected, or is reasonably likely to materially affect, the Bank's internal control over financial reporting; and

5. I and the Bank's other certifying officers have disclosed to the Joint Auditors, the Board of Directors, the Audit Committee and the Financial Statements Review Committee of the Board of Directors of the Bank, based on our most recent evaluation of internal control over financial reporting:

   (a) All significant deficiencies and material weaknesses in the establishment or operation of internal control over financial reporting which are reasonably likely to adversely affect the Bank's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether material or immaterial, in which Management was involved or in which other employees were involved who have a significant role in the Bank's internal control over financial reporting.

The above does not derogate from my responsibility or the responsibility of any other person, pursuant to any law.

31 May 2011

Zeev Nahari
Senior Deputy Chief Executive Officer
Chief Financial Officer,
Head of Finance, Accounting and Capital Markets

Joint Auditors' Review Report to the Shareholders of Bank Leumi le-Israel B.M.

Introduction

We have reviewed the accompanying financial information of Bank Leumi le-Israel B.M. (henceforth: "the Bank") and its subsidiaries, which comprises the condensed interim consolidated balance sheet as of 31 March, 2011 and the related interim condensed consolidated statements of profit and loss, changes in shareholders' equity and cash flows for the three month period ending on that date. The Board of Directors and Management are responsible for the preparation and presentation of financial information for this interim period in accordance with International Accounting Standard IAS 34 - "Interim Financial Reporting" and in accordance with directives and guidelines of the Supervisor of Banks. Our responsibility is to express a conclusion on this interim financial information based on our review.

We did not review the condensed interim financial information of consolidated companies, whose assets included on consolidation constitute approximately 2% of total consolidated assets as of 31 March, 2011 and whose net interest income before expenses for credit losses included in the consolidated statements of profit and loss constitute some 3% of the total consolidated net interest income before expenses for credit losses for the three month period ending on that date. The condensed interim financial information of those companies was reviewed by other auditors, whose review reports have been furnished to us, and our conclusion, insofar as it relates to the financial information in respect of those companies, is based on the review reports of the other auditors.

Scope of review

We conducted our review in accordance with Review Standard 1 of the Institute of Certified Public Accountants in Israel, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" and a review standard implementation of which in review of banking corporations was required in guidelines of the Supervisor of Banks. A review of interim financial information consists of making inquiries, 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 generally accepted auditing standards in Israel 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.

Conclusion

Based on our review and the review reports of other auditors, nothing has come to our attention that causes us to believe that the accompanying interim financial information was not prepared, in all material respects, in accordance with International Accounting Standard IAS 34 and in accordance with directives and guidelines of the Supervisor of Banks.

Without qualifying our above conclusion**,** we draw attention to:

1. that stated in Note 6C clauses 2 and 4 of the condensed interim financial statements concerning claims against the Bank and against consolidated subsidiaries, including petitions for their approval as class actions.
2. that stated in Note 6D concerning claims relating to a company included on equity basis and dependence on receipt of services from infrastructure companies.
3. that stated in Note 6E concerning the ruling of the Antitrust Commissioner.

The Bank is unable to estimate the effect of the said matters on the Bank, if any, on its financial condition and on its operating results, and whether or not they will be of a material nature.

Kost Forer Gabbay & Kasierer	**Somekh Chaikin**
Certified Public Accountants (Isr.)	**Certified Public Accountants (Isr.)**

31 May 2011

Condensed Consolidated Balance Sheet as at 31 March 2011
Reported amounts

	31 March 2011	31 March 2010	31 December 2010
	(Unaudited)	(Unaudited)	(Audited)
	(NIS millions)		
Assets			
Cash and deposits with banks	**36,802**	41,664	30,052
Securities	**47,090**	52,526	55,791
Securities borrowed or purchased under agreement to resell	**2,068**	638	1,190
Credit to the public (a)	**230,017**	217,994	234,255
Allowance for credit losses (a)	**(4,946)**	(10,381)	(10,274)
Net credit to the public	**225,071**	207,613	223,981
Credit to governments	**357**	407	379
Investments in companies included on the equity basis	**2,032**	2,196	1,924
Buildings and equipment	**3,665**	3,543	3,638
Goodwill (a)	**45**	121	45
Assets in respect of derivative instruments (a)	**8,419**	6,019	8,716
Other assets (a)	**2,957**	2,904	2,454
Total assets	**328,506**	317,631	328,170
Liabilities and equity capital			
Deposits of the public	**248,258**	244,579	249,584
Deposits from banks	**3,814**	3,160	2,691
Deposits from governments	**721**	678	660
Securities loaned or sold under agreement to repurchase	**1,533**	175	1,006
Debentures, bonds and subordinated notes	**26,985**	26,812	26,939
Liabilities in respect of derivative instruments (a)	**10,170**	7,277	9,985
Other liabilities (a)	**13,827**	11,969	13,320
Total liabilities	**305,308**	294,650	304,185
Minority interest	**314**	285	318
Shareholders' equity	**22,884**	22,696	23,667
Total shareholders' equity	**23,198**	22,981	23,985
Total liabilities and equity capital	**328,506**	317,631	328,170

(a) Comparative figures have been reclassified in order to comply with the method of presentation in the current period. Comparative figures in respect of credit to the public and the allowance for credit losses have not been restated pursuant to implementation of the new directives, and are not comparable with current data.

The accompanying notes are an integral part of these Condensed Financial Statements.

David Brodet
Chairman of the Board of Directors

Galia Maor
President and Chief Executive Officer

Zeev Nahari
Senior Deputy Chief Executive Officer
Chief Financial Officer,
Head of Finance, Accounting and Capital Markets

Date of approval of the Financial Statements: 31 May 2011

Condensed Consolidated Statement of Profit and Loss
For the Periods Ended 31 March 2011
Reported Amounts

	Dor the three months ending 31 March		For the year ending 31 December
	2011	2010	2010
	(Unaudited)		(Audited)
	(NIS millions)		
Net interest income before allowance for credit losses	**1,939**	7,023	7,433
Provision for credit losses	**(102)**	1,517	584
Net interest income after provision for credit losses	**2,041**	5,506	6,849
Operating and other income			
Operating commissions	**975**	904	3,710
Profits from investments in shares, net	**30**	74	216
Other income	**18**	21	185
Total operating and other income	**1,023**	999	4,111
Operating and other expenses			
Salaries and related expenses	**1,319**	1,136	4,615
Building and equipment maintenance and depreciation	**408**	380	1,591
Goodwill (a)	**-**	4	80
Other expenses (a)	**327**	313	1,604
Total operating and other expenses	**2,054**	1,833	7,890
Operating profits before taxes	**1,010**	4,672	3,070
Provision for taxes on operating profit	**382**	333	1,256
Operating profit after taxes	**628**	4,339	1,814
Group equity in after-tax operating profits (losses) of companies included on equity basis	**(42)**	81	420
Net operating profit			
Before attribution to noncontrolling interest	**586**	595	2,234
Attributable to noncontrolling interests	**(10)**	1,986	(39)
Attributable to shareholders of the banking corporation	**576**	2,581	2,195
Net profit from extraordinary activities after taxes, before attribution to noncontrolling interests	**1**	4	183
Net Profit for the period			
Before attribution to noncontrolling interest	**587**	2,014	2,417
Attributable to noncontrolling interests	**(10)**	(3)	(39)
Attributable to shareholders of the banking corporation	**577**	2,011	2,378

		NIS	
Basic and diluted earnings per share			
Net operating profit	**0.39**	0.40	1.49
After-tax profit from extraordinary items	**0.00**	0.00	0.12
Total	**0.39**	0.40	1.61

(a) Comparative figures have been reclassified in order to comply with the method of presentation in the current period.

The accompanying notes are an integral part of these Condensed Financial Statements.

Condensed Consolidated Statement of Changes in Shareholders' Equity
For the Periods Ended 31 March 2011
Reported Amounts

	For the three months ended 31 March 2011 (Unaudited)											
		Capital reserves			Accumulated other comprehensive income (expenses)							
	Share capital	Premium	Share-based payment transactions and others (a)	Total share capital and capital reserves	Adjustments in respect of presentation of securities available for sale at fair value	Translation adjustments (b)	Reserves in respect of companies included on equity basis	Retained earnings	Loans to employees for purchase of the Bank's shares	Total	Non-controlling interests	Total equity
	NIS millions											
Balance at the beginning of the period (Audited)	7,059	1,129	10	8,198	468	(460)	25	15,437	(1)	23,667	318	23,985
Adjustment of opening balances in respect of change to impaired debts - IFRS (b) (c)	-	-	-	-	-	381	-	(1,090)	-	(709)	(14)	(723)
Net profit for the period	-	-	-	-	-	-	-	577	-	577	10	587
Dividend proposed	-	-	-	-	-	-	-	(400)	-	(400)	-	(400)
Other comprehensive loss in companies included on equity basis which was directly recorded in retained earnings	-	-	-	-	-	(53)	16	2	-	(35)	-	(35)
Adjustments in respect of presentation of securities available for sale at fair value	-	-	-	-	(240)	-	-	-	-	(240)	-	(240)
Profits in respect of securities available for sale that were realized and classified to profit and loss	-	-	-	-	(84)	-	-	-	-	(84)	-	(84)
Related tax effect	-	-	-	-	108	-	-	-	-	108	-	108
Balance at the end of the period	7,059	1,129	10	8,198	252	(132)	41	14,526	(1)	22,884	314	23,198

See footnotes on page 162.

The accompanying notes are an integral part of these Condensed Financial Statements.

Condensed Consolidated Statement of Changes in Shareholders' Equity (cont'd)

Reported Amounts

	For the three months ended 31 March 2010 (Unaudited)								
		Capital reserves			Accumulated other comprehensive income (expenses)				
	Share capital	Premium	Share-based payment transactions and others (a)	Total share capital and capital reserves	Adjustments in respect of presentation of securities available for sale at fair value	Translation adjustments (b)	Retained earnings	Loans to employees for purchase of the Bank's shares	Total share-holders' equity
	NIS millions								
Balance at the beginning of the period (Audited)	7,059	972	197	8,228	309	(474)	14,176	(377)	21,862
Net profit for the period	-	-	-	-	-	-	596	-	596
Other comprehensive loss in companies included on equity basis which was directly recorded in retained earnings	-	-	-	-	-	-	(66)	-	(66)
Adjustments in respect of presentation of securities available for sale at fair value	-	-	-	-	536	-	-	-	536
Losses in respect of securities available for sale that were realized and classified to profit and loss	-	-	-	-	(63)	-	-	-	(63)
Related tax effect	-	-	-	-	(145)	-	-	-	(145)
Translation adjustments for companies included on equity basis	-	-	-	-	-	(30)	-	-	(30)
Loans to employees for purchase of Bank's shares	-	-	-	-	-	-	-	6	6
Balance at the end of the period	7,059	972	197	8,228	637	(504)	14,706	(371)	22,696

See footnotes on page 162.

The accompanying notes are an integral part of these Condensed Financial Statements.

Condensed Consolidated Statement of Changes in Shareholders' Equity (cont'd)

Reported Amounts

	For the year ended 31 December 2010 (Audited)									
		Capital reserves			Accumulated other comprehensive income (expenses)					
	Share capital	Premium	Share-based payment transactions and others (a)	Total share capital and capital reserves	Adjustments in respect of presentation of securities available for sale at fair value	Translation adjustments (b)	Reserves in respect of companies included on equity basis	Retained earnings	Loans to employees for purchase of the Bank's shares	Total share-holders' equity
	NIS millions									
Balance as at 31 December 2009 (Audited)	7,059	972	197	8,228	309	(474)	-	14,176	(377)	21,862
Net profit for the year	-	-	-	-	-	-	-	2,378	-	2,378
Expiry of options	-	157	(157)	-	-	-	-	-	-	-
Benefit in respect of shares based payment transactions	-	-	(30)	(30)	-	-	-	-	-	(30)
Dividend paid	-	-	-	-	-	-	-	(500)	-	(500)
Proposed dividend	-	-	-	-	-	-	-	(500)	-	(500)
Other comprehensive profit in companies included on the equity basis which was directly recorded in retained earnings	-	-	-	-	-	14	25	(117)	-	(78)
Adjustments in respect of presentation of securities available for sale at fair value	-	-	-	-	538	-	-	-	-	538
Profits in respect of securities available for sale that were realized and classified to profit and loss	-	-	-	-	(303)	-	-	-	-	(303)
Related tax effect	-	-	-	-	(76)	-	-	-	-	(76)
Loans to employees for purchase of Bank's shares	-	-	-	-	-	-	-	-	376	376
Balance as at 31 December 2010	7,059	1,129	10	8,198	468	(460)	25	15,437	(1)	23,667

(a) Including NIS 10 million of other capital reserves.
(b) Adjustments arising from translation of the financial statements of foreign subsidiaries, whose operating currency is different from the operating currency of the Bank, have been transferred to retained earnings pursuant to the change to reporting according to IAS 21, in the amount of NIS 381 million.
(c) Including NIS 721 million un respect of the change to implementation of the Impaired Debts Directive (NIS 1,319 million gross). See also Note 3(D) below.

The accompanying notes are an integral part of these Condensed Financial Statements.

Consolidated Statements of Cash Flows
For the Periods Ended 31 March 2011
Reported amounts

	For the three months ended 31 March 2011	For the three months ended 31 March 2010	For the year ended 31 December 2010
	Unaudited		Audited
	(NIS millions)		
Cash flows generated by operating activities:			
Net profit for the year (b)	**587**	599	2,417
Adjustments required to cash flows generated by operating activities:			
Equity in undistributed losses (profits) of companies included on equity basis (a)	**42**	(83)	(348)
Minority interest in profits of subsidiaries	**-**	-	-
Depreciation of buildings and equipment	**167**	156	638
Amortization	**-**	4	80
Provision for doubtful debts	**(102)**	130	584
Change in provision for decrease in value of assets transferred to the Group's ownership	**-**	2	14
Net gain on sale of securities available for sale	**(85)**	(65)	(310)
Realized and unrealized gain from adjustment of held for trading securities to fair value	**50**	(72)	(148)
Gain on receipt of shares without payment	**-**	-	(2)
After-tax profit on realization of investments in subsidiaries and companies included on equity basis	**-**	-	(181)
Net gains, after tax, on sale of buildings and equipment	**3**	(5)	(2)
Provision for impairment of debentures available for sale	**-**	1	6
Provision for impairment of shares available for sale	**1**	1	1
Deferred taxes in respect of operating profit, net	**64**	(102)	(51)
Increase (decrease) in excess of provisions for severance pay and pensions over amounts funded	**168**	27	177
Other, net	**-**	-	3
Net cash generated by operating activities	**891**	593	2,878

(a) Net of dividend received.

(b) Comparative figures have been reclassified in order to comply with the method of presentation in the current period.

The accompanying notes are an integral part of these Condensed Financial Statements.

Consolidated Statements of Cash Flows (cont'd)
For the Periods Ended 31 March 2011
Reported amounts

	For the three months ended 31 March 2011	For the three months ended 31 March 2010	For the year ended 31 December 2010
	Unaudited		Audited
	(NIS millions)		
Cash flows generated by activities in assets:			
Net increase in deposits with banks for an initial period exceeding three months	**566**	240	1,330
Acquisition of debentures held to maturity	**-**	(53)	(77)
Proceeds from redemption of debentures held to maturity	**-**	178	226
Acquisition of securities available for sale	**(4,618)**	(2,705)	(30,511)
Proceeds from sale of securities available for sale	**10,461**	4,726	16,038
Proceeds from redemption of securities available for sale	**3,365**	2,956	14,668
Net decrease (increase) in securities held for trading	**(217)**	410	1,355
Net decrease (increase) in credit to the public	**(3,003)**	(3,060)	(19,242)
Net decrease in credit to governments	**22**	-	28
Acquisition of shares in companies included on equity basis	**(2)**	(3)	(14)
Proceeds of realization of investment in companies included on equity basis	**-**	-	765
Acquisition of buildings and equipment	**(215)**	(161)	(719)
Net decrease (increase) in securities borrowed or purchased under agreements to resell	**(878)**	106	(446)
Proceeds from sale of buildings, net of related taxes	**2**	14	24
Proceeds from realization of assets transferred to Group ownership	**-**	-	8
Repayment of shareholders' loans to a company included on equity basis	**-**	-	2
Decrease (increase), net, in assets in respect of derivative instruments (a)	**298**	460	(2,239)
Decrease (increase), net, in other assets (a)	**(41)**	247	813
Net cash generated by (used for) activities in assets	**5,740**	3,355	(17,991)
Cash flows generated by activities in liabilities and capital			
Net increase (decrease) in:			
Deposits of the public	**(1,326)**	(5,839)	(834)
Deposits from banks	**1,123**	(625)	(1,094)
Deposits from governments	**61**	(34)	(52)
Issue of debentures, bonds and subordinated notes	**-**	2,300	4,075
Redemption of debentures, bonds and subordinated notes(a)	**(143)**	(492)	(2,834)
Dividend paid to minority shareholders of consolidated companies	**-**	-	(3)
Net increase (decrease) in other liabilities (a)	**737**	85	1,248
Net increase (decrease) in securities loaned or sold under agreements to repurchase	**527**	(98)	733
Increase (decrease) , net, in liabilities in respect of derivative instruments	**206**	(280)	2,440
Dividend paid to share holders	**(500)**	-	(500)
Repayment of loans to employees for purchase of the Bank's shares	**-**	6	376
Net cash generated by activities in liabilities and capital	**685**	(4,977)	3,555
Increase (decrease) in cash	**7,316**	(1,029)	(11,558)
Balance of cash at beginning of period	**28,697**	40,255	40,255

(a) Comparative figures have been reclassified in order to comply with the method of presentation in the current period.

The accompanying notes are an integral part of these Condensed Financial Statements.

Consolidated Statements of Cash Flows (cont'd)
For the Periods Ended 31 March 2011
Reported amounts

Appendix A - Transactions not involving cash flows:

In the period of three months ending 31 March 2011:
(1) Dividend proposed in the amount of NIS 400 million.
(2) During the period, securities were transferred from the available-for-sale portfolio to credit to the public, in the amount of NIS 739 million, due to the loaning of securities.
(3) During the period, assets were transferred from credit to the public to other assets in the amount of NIS 3 million, in respect of loans that were repaid.

In the period of three months ending 31 March 2010:
(1) During the period, securities were transferred from the available-for-sale portfolio to credit to the public, in the amount of NIS 42 million, due to the loaning of securities.

In 2010:
(1) Proposed dividend in the amount of NIS 500 million (paid 27 January 2011).
(2) During the year, securities were transferred from the available-for-sale portfolio to credit to the public, in the amount of NIS 651 million, due to loaning of securities.
(3) During the year, assets were transferred from credit to the public to other assets in the amount of NIS 16 million, in respect of loans that were repaid.
(4) During the period, fixed assets were acquired against liabilities to suppliers in the amount NIS 26 million.

The accompanying notes are an integral part of these Condensed Financial Statements.

Note 1 - Significant Accounting Policies

A. The Condensed Consolidated Interim Financial Statements as at 31 March 2011 have been prepared in accordance with accounting principles used in the preparation of interim reports. The accounting principles used in preparing the interim reports are consistent with those used in preparing the audited Financial Statements as at 31 December 2010, apart from that stated in paragraph B below. These Statements should be read in conjunction with the Annual Financial Statements as at 31 December 2010 and for the year ended on that date, and their accompanying Notes.

B. Initial Implementation of Accounting Standards, Updates to Accounting Standards, and Directives of the Banking Supervision Department

As of reporting periods commencing 1 January 2011, the Bank implements the accounting standards and directives set out below:

- Directives of the Banking Supervision Department on the subject of measurement and disclosure of impaired debts, credit risk and allowance for credit losses, and an amendment to directives on the treatment of problem debts.

- Certain International Financial Reporting Standards (IFRS).

  Fair Value Measurements - US Financial Accounting Standard FAS 157 (ASC 820-10), and Fair Value Alternative for Financial Assets and Financial Liabilities - US Financial Accounting Standard FAS 159 (ASC 825-10).

Below are the main changes made in accounting policy for these condensed quarterly financial statements:

1. Directives of the Banking Supervision Department on Measurement and Disclosure of Impaired Debts, Credit Risk and Allowance for Credit Losses, and Amendment to Directives on the Treatment of Problem Debts.

Pursuant to the new directive of the Supervisor of Banks on the subject of “Measurement and Disclosure of Impaired Debts, Credit Risk and Allowance for Credit Losses”, the Bank implements, as of 1 January 2011, the relevant US accounting standards (ASC 310) and Staff Positions of US banking supervisory authorities and the US Securities and Exchange Commission, as adopted in the Public Reporting Directives.

The main changes in accounting policy pursuant to the Directive are:

Banking corporations are required to maintain an allowance for credit losses at a level appropriate to cover expected credit losses relating to their loan portfolio, including in respect of off-balance sheet credit risk. Provisions for credit losses will include:

- Individual allowance for credit losses - this will apply to each debt whose contractual balance (without deducting: accounting write-offs not involving a legal waiver, interest not recognized, allowances for credit losses, and collateral) is NIS 1.0 million or more, and any other debt identified for individual assessment by the banking corporation. The allowance will be based on the measurement of the impairment of the debt, based on the present value of future expected cash flows, discounted at the effective rate of interest of the debt; or, when a debt is dependent on collateral or when an asset is expected to be seized, based on the fair value of the collateral pledged to secure such credit (less costs of sale).

- Group allowance for credit losses – this is implemented for allowances for impairment for large groups of relatively small and homogeneous debts, and in respect of debts that have been assessed individually and found not to be impaired. Measurement of credit losses, on balance sheet credit and on off-balance sheet credit instruments, is performed based on an estimate of rates of past credit losses of each homogeneous group of debts with similar risk characteristics. The allowance assessed on a group basis for off-balance sheet credit instruments is based in the rates of allowance determined for balance sheet credit, taking into account the percentage of off-balance sheet credit risk expected to be realized. The credit realization percentage is calculated by the Bank based on credit conversion coefficients as set out in Proper Conduct of Banking Business Directive No. 203 – Measurement and Adequacy of Capital – Credit Risk – Standardized Approach, with certain adjustments in cases where the Bank has prior experience indicating percentages for the realization of credit.

New categories of problem loans have been defined, including:

- Impaired debt – this is credit in respect of which the banking corporation anticipates that it cannot collect the entire amount due, according to the contractual terms of the loan agreement, and for which the allowance for credit losses is measured by way of an individual allowance. The above classification is to be applied also for credit in arrears of more than 90 days, restructured debts, and on current account balances in an over-limit situation, which are defined as problem debts in arrears. Debts after restructuring, including those which prior to the restructuring were assessed on a group basis, are to be classified as an impaired debt and assessed on an individual basis for purposes of making an allowance for credit losses or an accounting write-off. In view of the fact that the debt in respect of which a problem debt restructuring was carried out will not be repaid in accordance with its original contractual terms, the debt continues to be classified as an impaired debt even after the debtor returns to a repayment schedule under the new terms.

- Substandard credit risk – this is defined as credit which is insufficiently protected by the present established value and the debtor's repayment ability, or by the pledged collateral, and regarding which there is a distinct possibility that the banking corporation will suffer some loss if the deficiencies are not remedied.

  No interest income is to be recorded for impaired debts (not including index-linkage and foreign currency linkage differentials added to the principal). Regarding debts assessed and provided for on a group basis, which are in arrears of 90 days or more, the Bank does not discontinue accruing interest income.

Directives in respect of the accounting write-off of problem debts were made stricter. The directive stipulates inter alia that:

- Any debt considered uncollectible, or a debt which the Bank has made efforts to collect over an extended period, is to be written off in the accounts.

- An accounting write-off is to be made immediately against the allowance for credit losses of any part of a debt which exceeds the value of the collateral, which is identified as uncollectible.

- The accounting write-off for a debt in respect of which individual allowances for credit losses have been made should not be postponed. Generally, the write-off should be after two years.

- Problem debts in respect of which the allowance is measured based on a group allowance for credit losses are to be written off when the period of arrears exceeds 150 days.

- At the time of initial implementation, the Bank was required, inter alia:
    - To write off in the accounts any debt that at that date meets the conditions for being written off in the accounts.
    - To classify as special mention, substandard, or impaired, any debt that meets the conditions for such classification.
    - To cancel all interest income which has accumulated at the date of implementation of the directive but not yet collected, in respect of any debt which at that date meets the relevant conditions.
    - Differences generated at the date of initial implementation of the new instructions, between the balance of allowances for credit losses under existing instructions, and their balance calculated under the new instructions, were charged to retained earnings in shareholders' equity.
- A temporary directive has been implemented for the years 2011-2012 (hereinafter: "the transitional period"), which contains a simpler model for calculating credit loss allowances on a group basis. According to the temporary directive, the rate of allowances for credit losses on a group basis will be determined for the transitional period based on the range of historical rates for provisions for doubtful debts during the years 2008-2010, segmented by sector of the economy, as well as on the actual rate of net accounting write-offs as of 1 January 2011. In addition to calculating the range of historical rates in the various sectors of the economy as mentioned above, the Bank, for purposes of determining the appropriate rate of the provision, takes into account other data, including trends in the volume of credit in each sector and the conditions of the sector, macroeconomic data, a general assessment of the quality of credit to sectors of the economy, changes in volume and the trend of balances in arrears and impaired balances, and the effect of the changes on credit concentrations.
- With the aim of adapting the definitions and terms included in Proper Conduct of Banking Business Directive No. 315, on the subject of "Supplementary provision for doubtful debts", to the terms included in the new directives, effective 1 January 2011 the term "problem debts" will be changed to "Credit risk under negative classification and credit risk under special mention", and will include three types of debts as mentioned above: "impaired debts", "substandard debts" and "special mention debts".

  The supplementary provision serves only as an indicator regarding the group allowance so that if the amount of the total group allowance is less than the supplementary and general provision, provision is to be made for the higher of the two calculations.

The rates of supplementary provision applying to the various types of problem debts will be as follows:

- Credit risk "under special mention" – 1%
- "Substandard" credit risk – 2%
- "Impaired" credit risk – 4%

2. Adoption of International Financial Reporting Standards (IFRS)

The Bank implements the international financial reporting standards as included in the Public Reporting Directives, in the areas listed below:

Reporting Standard	**Subject**
IAS 8	Accounting Policies, Changes in Accounting Estimates and Errors
IAS 21	The Effects of Changes in Foreign Exchange Rates
IAS 33	Earnings per Share
IFRS 2	Share-based Payment
IAS 29	Financial Reporting in Hyperinflationary Economies
IAS 34	Interim Financial Reporting
IFRS 3 (2008)	Business Combinations
IAS 27 (2008)	Consolidated and Separate Financial Statements
IAS 28	Investments in Companies Included on Equity Basis
IAS 36	Impairment of Assets
IAS 17	Leases
IAS 16	Fixed Assets
IAS 40	Investment Property
IFRS 5	Non-current Assets Held for Sale and Discontinued Operations
IAS 10	Events after the Reporting Period
IAS 20	Accounting for Government Grants and Disclosure of Government Assistance
IAS 31	Interests in Joint Ventures
IAS 38	Intangible Assets

The international financial reporting standards listed above were adopted in accordance with the following principles (unless determined otherwise by the Supervisor of Banks):

- In cases where material matters are not specifically addressed by the standards or interpretations, or there are a number of alternatives for the treatment of a material matter, banking corporations shall act according to specific implementation instructions established by the Supervisor;

- In cases where a material issue arises which is not resolved in the International Financial Reporting Standards or in the implementation instructions of the Supervisor, banking corporations shall treat the issue according to accounting principles generally accepted by U.S. banks specifically applicable to these matters;

- Where an International Standard contains a reference to another International Standard adopted in the Public Reporting Directives, the banking corporation shall act in accordance with the provisions of the International Standard;

- Where an International Standard contains a reference to another International Standard not adopted in the Public Reporting Directives, the banking corporation shall act in accordance with the Reporting Directives and with generally accepted accounting principles in Israel;

- Where an International Standard contains a reference to the definition of a term defined in the Public Reporting Directives, the reference to the definition in the Directives shall replace the original reference.

The Bank implements the above International Financial Reporting Standards and related interpretations as of 1 January 2011. The initial implementation of the International Financial Reporting Standard adopted in this circular was performed in accordance with transitional directives established in the International Financial Reporting Standard, including the retroactive adjustment of comparative figures if required by the specific Standard.

(1) The implications on the financial statements of adopting International Financial Reporting Standards on subjects that are not a core part of the business are not material.

Business Combinations (IFRS 3) (2008) and Consolidated and Separate Financial Statements (IAS 27)

Pursuant to the instructions of the Supervisor of Banks, the Group adopted the relief provided in IFRS 1 – Initial Implementation of International Financial Reporting Standards. Accordingly, the Group does not implement IFRS 3 (2008) retroactively with regard to business combinations, acquisitions of companies included on equity basis, acquisitions of companies under joint control, and acquisitions of minority interests occurring prior to 1 January 2011. Thus, for acquisitions occurring prior to 1 January 2011, goodwill recognized and surplus costs generated represent the amounts recognized in accordance with the Public Reporting Directives of the Supervisor of Banks.

As of 1 January 2011, the Group recognizes goodwill at the acquisition date at the fair value of the proceeds paid, including amounts recognized in respect of any rights not conferring control over an acquiree, as well as the fair value at the acquisition date of equity rights in the acquire that were held prior to then by the acquirer, after deducting the net amount attributable on acquisition to identifiable assets that were acquired and liabilities that were assumed.

In the event the Group carries out an acquisition at an advantageous price (an acquisition including negative goodwill), it recognizes the profit generated as a result in the profit and loss statement at the acquisition date, after carrying out an additional examination of the amounts attributed to the assets and liabilities of the entity acquired.

There was no material effect as a consequence of the initial implementation of IFRS 3 (2008).

IAS 21 – The Effects of Changes in Foreign Exchange Rates

Pursuant to the instructions of the Supervisor of Banks, prior to the adoption of IFRS, an overseas unit of a banking corporation was classified as a foreign operation whose functional currency is the same as the functional currency of the banking corporation. In accordance with IFRS, in order to determine the functional currency, the banking corporation has to consider, *inter alia*, the following factors:

- The currency that mainly influences sale prices for goods and services (this will often be the currency in which sales prices for goods and services are denominated and settled, and the currency of the country whose competitive forces and regulations mainly determine the sale prices of its goods and services.

- The currency that mainly influences labor, material and other costs of providing goods or services (this will often be the currency in which such costs are denominated and settled).

- Additional factors that may provide evidence of an entity's functional currency, such as the currency in which funds from financing activities are generated, and the currency in which receipts from operating activities are usually retained.

- Relationship of the overseas unit with the banking corporation – whether the foreign operation has a significant degree of autonomy; whether transactions of the overseas unit with the banking corporation are a high or low proportion of the foreign operation's activities; whether cash flows of the foreign operation directly affect the cash flows of the banking corporation and are readily available for remittance to it; and whether cash flows from the foreign operation are sufficient to service existing and normally expected debt obligations of the entity, without funds being made available by the banking corporation.

Based on an examination of these criteria, it was decided that the functional currency of certain overseas banking entities is not the same as the Israel shekel. That said, changing the classification of an overseas banking entity as an entity whose functional currency is different from the Israel shekel requires receipt of a pre-ruling from the Manager of the Financial Reporting Unit at the Banking Supervision Department. Until such pre-ruling is received, the Bank continues to treat the overseas banking units as foreign operations whose functional currency is the same as the Israel shekel.

Pursuant to the instructions of the Supervisor of Banks regarding the manner of initial implementation, the Standard has been implemented as of the financial statements for periods commencing 1 January 2011. In the light of this, a debit capital reserve of translation differences in the sum of NIS 381 million, which were accumulated until 1994 in respect of overseas banking entities, classified previously as autonomous entities, has been classified on the date of transition to retained earnings.

IAS 17 – Leases

Leases, including leases of land from the Israel Land Authority, or other third parties, where the Group materially bears all the risks and returns from the property, are classified as finance leases. At the commencement of the initial lease term, leased assets are recognized at an amount equal to the lower of fair value and the present value of future minimum lease payments. The asset is amortized over the period of the lease, and the liabilities are recognized as adjusted cost in accordance with the effective interest method. The effect of implementation is expressed in amortization of properties over the period of the lease in the sum of about NIS 14 million.

IAS 38 – Intangible Assets

An intangible asset is recognized only if its cost can be measured reliably, and it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity. If an intangible asset was initially recognized and measured according to cost, its subsequent valuation will be at its cost less any accumulated amortization and any accumulated impairment losses (cost model) or according to its fair value at the date of the revaluation less any subsequent accumulated amortization and any subsequent impairment losses (revaluation model).

Goodwill recognized in the framework of a business combination in subsequent periods, is measured according to cost after deducting impairment losses generated, and is not amortized systematically. The measurement of the impairment is examined at least once a year.

There was no material effect from initial implementation.

3. Fair Value Measurements - US Financial Accounting Standard FAS 157 (ASC 820-10) hereinafter "FAS 157" and the Fair Value Alternative - US Financial Accounting Standard FAS 159 (ASC 825-10) hereinafter: "FAS 159"

FAS 157 defines fair value and establishes a consistent working framework for the measurement of fair value by defining fair value assessment techniques with regard to assets and liabilities, and by establishing a fair value hierarchy and detailed instructions for implementation.

The Bank distinguishes between two types of data used in establishing fair value:

Observable inputs provide information available to the market received from independent sources, and unobservable inputs reflect assumptions by the banking corporation. These types of data create a fair value hierarchy detailed as follows:

Level 1 inputs: quoted prices (not adjusted) in active markets for identical assets or liabilities.

Level 2 inputs: prices quoted for similar assets or liabilities in active markets; prices quoted for identical assets or liabilities in inactive markets; prices derived from evaluation models in which all the significant inputs are observable in the market, or are supported by observable market data.

Level 3 inputs: unobservable inputs for the asset or the liability deriving from evaluation model for which one or more of the significant inputs are not observable.

The implementation of the rules set forth in FAS 157 required the cessation of the use of the blockage factor in calculating fair value, and replaced those directives prohibiting the recognition of day-one gains and requiring that the fair value of derivative instruments not traded on an active market be determined according to the transaction price.

FAS 157 requires the banking corporation to reflect credit risk and other risks of the bank in the measurement of the fair value of debt, including derivatives, issued by it and measured at fair value.

The Bank is required to reexamine methods of assessment implemented by it for measuring fair value, taking into consideration the relevant circumstances for the various transactions, including prices of recent transactions in the market, indicative prices of assessment services, and the results of back-testing of similar types of transactions.

Pursuant to transitional directives for 2011, specific instructions were given concerning data used in calculated the fair value of derivative instruments. In addition, it was decided that for quarterly and annual financial statements in 2011, a banking corporation is not required to use complex models that include various scenarios of potential exposure in order to contend with the credit risk component included in the fair value of derivative instruments. In accordance with the above transitional directives, and pursuant to the instructions of the Supervisor of Banks, the Bank carries out the aforesaid adjustment calculation on a Group basis, while making use of a credit quality model according to groups of similar counterparties, e.g. based on internal ratings.

FAS 159 allows a banking corporation to elect, on defined dates, to measure financial instruments and certain other items (the eligible items) at fair value, which under the Public Reporting Directives are not required to be measured at fair value. Unrealized profits and losses in respect of changes in the fair value of the items for which the fair value alternative is selected shall be reported in the statement of profit and loss for each consecutive reporting period. In addition, prepaid costs and fees related to the items for which the fair value alternative is selected shall be recognized in profit and loss on the date of creation, rather than deferred. The election to apply the fair value alternative, as noted above, shall be made instrument by instrument, and cannot be cancelled. In addition, FAS 159 establishes presentation and disclosure requirements aimed at facilitating comparisons between banking corporations that choose different bases for measurement of similar types of assets and liabilities.

Notwithstanding the above, it is clarified by the Banking Supervision Department that a banking corporation shall not elect the fair value alternative unless it has developed in advance know-how, systems, procedures, and controls at a high level, which will enable it to measure the item to a high degree of reliability. Thus, a banking corporation shall not elect the fair value alternative with regard to any asset requiring classification as level 2 or level 3 of the fair value hierarchy, or with regard to any liability, unless it receives advance approval to do so from the Banking Supervision Department.

There was no material effect from initial implementation.

C. Future Application of New Accounting Standards and Directives of the Supervisor of Banks

1. In December 2006, the Israel Accounting Standards Board published Accounting Standard No. 23 - The Accounting Treatment of Transactions between an Entity and its Controlling Shareholder. The standard replaces the provisions of the Securities Regulations (Presentation of Transactions between a Company and its Controlling Shareholder in the Financial Statements), 1996, as adopted in the Public Reporting Directives of the Supervisor of Banks. The standard provides that assets and liabilities included in a transaction between the entity and its controlling shareholder shall be measured on the transaction date at fair value and that the difference between the fair value and the consideration recorded in the transaction shall be included in shareholders' equity. A debit difference effectively constitutes a dividend and accordingly reduces retained earnings. A credit difference effectively constitutes an investment by the shareholder and shall therefore be presented as a separate item under shareholders' equity called "capital reserve from transaction between an entity and its controlling shareholder".

The standard discusses three issues relating to transactions between an entity and its controlling shareholder, as follows: (1) the transfer of an asset to the entity by the controlling shareholder, or alternatively, the transfer of an asset from the entity to the controlling shareholder; (2) the assumption by the controlling shareholder of all or part of a liability of the entity to a third party, indemnification of the entity by the controlling shareholder in respect of an expense, and the waiving by the controlling shareholder of all or part of the entity's debt to it; and (3) loans that were granted to the controlling shareholder or loans that were received from the controlling shareholder. The standard also determines the disclosure that is to be made in the financial statements regarding transactions between the entity and its controlling shareholder during the period.

In May 2008, a letter was circulated by the Supervisor of Banks stating that a reexamination was taking place of the rules to be applied to banking corporations and credit card companies regarding the treatment of transactions between an entity and its controlling shareholder. According to the letter, the Banking Supervision Department intends to determine that the following rules will apply to transactions between a banking corporation and credit card companies and their controlling owner, and on transactions between a banking corporation and a company under its control:

- International financial reporting standards;
- In the absence of any specific reference in international financial reporting standards, the accepted accounting rules in the U.S. applying to banking corporations in the U.S. will be implemented, provided that they do not contradict international financial reporting standards;

- In the absence of any specific reference being made in the accounting principles generally accepted in the U.S., the relevant parts in Standard 23 are to be implemented, provided that they do not contradict international financial reporting standards as well as accounting principles generally accepted in the U.S. as mentioned above.

As at the date of publication of this Report, the Supervisor of Banks has not yet published a final directive regarding the adoption of specific rules on this subject and on the manner of their initial implementation.

2. In July 2006, the Israel Accounting Standards Board published Accounting Standard No. 29 - Adoption of International Financial Reporting Standards (IFRS). The standard prescribes that entities that are subject to the Securities Law, 1968, and that are required to report according to the regulations of that law, shall prepare their financial statements in accordance with IFRS for periods commencing 1 January 2008. The aforementioned does not yet apply to banking corporations, the financial statements of which are prepared in accordance with the directives and guidelines of the Supervisor of Banks.

In June 2009, the Banking Supervision Department published a circular on the subject of "Reporting of Banking Corporations and Credit Card Companies in Israel in accordance with International Financial Reporting Standards (IFRS)", which determines the expected manner of adoption of IFRS by banking corporations. Pursuant to the circular, the target date for reporting of banking corporations and credit card companies according to IFRS standards is:

- Subjects that are not a core part of the banking business – beginning 1 January 2011. However, IFRS standards on the subjects set out below have not yet come into force and will be adopted pursuant to instructions by the Banking Supervision Department when published regarding the timing and manner of their i9nitial implementation:

IAS 7	Statement of Cash Flows
IAS 12	Income Taxes
IAS 19	Employee Benefits
IAS 23	Borrowing Costs
IAS 24	Related Party Disclosures

- Subjects that are a core part of the banking business – beginning 1 January 2013, while the Banking Supervision Department intends to make a final decision in this regard during 2011. The final decision will be made while taking into account the timetable laid down in the U.S., and progress made in the convergence process between the International and American Standard Boards.

  The circular clarifies that following completion of the process of adaptation of the directives to IFRS, the Banking Supervision Department will continue to have the authority to lay down binding clarifications regarding the manner of implementation of the requirements of the international standards, and to determine additional directives where such is required in light of the requirements of regulatory authorities in developed countries worldwide, or on subjects not dealt with in the international standards. In addition, the Banking Supervision Department retains its authority to determine disclosure and reporting requirements.

3. In April 2011, the FASB published Accounting Standards Update ASU 2011-02 – "A Creditor's Determination of Whether a Restructuring is a Troubled Debt Restructuring". According to the US Standard on the subject (ASC 310), a troubled debt restructuring is a debt that went through a formal debt restructuring, in the course of which – for economic or legal reasons relating to the financial difficulties of the debtor –the Bank granted a concession to the borrower.

The update provides additional instructions clarifying when a debt restructuring is to be considered a troubled debt restructuring in which a concession was granted by the creditor. In particular, clarifications were added relating to the method of implementing the test of a concession in the effective interest rate. In addition, instructions were included for determining if the concession granted in a debt restructuring where the contractual interest rate according to the new terms is higher than the original contractual interest rate, but still lower than market interest rates regarding loans of similar risk characteristics, and taking into consideration the range of conditions determined in the restructuring. Furthermore, it was explained that in those situations where the debtor does not have the possibility of raising a debt of similar risk characteristics under market conditions, the Bank will be required to examine the range of the other terms of the restructuring to determine if a concession had been granted.

For purposes of determining if the borrower is in difficulties, the Bank is required, inter alia, to make an assessment if the borrower is expected to go into default in the foreseeable future. In the event that the said default is probable, the Bank is to draw the conclusion that the borrower is in financial difficulties.

In addition, according to the current standard, an insignificant delay in payments does not constitute a concession. The ASU provides a list of indicators which may show that the delay is insignificant, such as the amount of the restructured payments is insignificant relative to the unpaid principal or relative to collateral value, and the delay is insignificant relative to the frequency of payments (monthly, quarter, etc.), the debt's original contractual maturity and expected duration. According to the ASU, a creditor has to take into account the cumulative effect of past restructurings when determining if the delay is insignificant.

In addition, the ASU provides a list of disclosure requirements regarding troubled debt restructuring activities.

The rules set out in the ASU will come into effect for periods commencing after 15 June 2011 (i.e. as of 1 July 2011). Early adoption is permitted. Changes in the method of measurement of the allowance for credit losses will be implemented prospectively (i.e. measurement of debt balances defined as impaired debts following the initial implementation of the ASU).

Pursuant to the instructions of the Banking Supervision Department, this update is to be implemented by banking corporations as of the date of its applicability for banks in the US, except for disclosure requirements not applicable at this stage.

The Bank is examining the implications of the initial implementation of the Accounting Standards Update.

4. In April 2011, the FASB published Accounting Standards Update ASU 2011-03 – "Reconsideration of Effective Control for Repurchase Agreements", which constitutes an update to rules set out in FAS 166 (ASC 860).

According to the update, the method of assessing the existence of effective control by the transferor in repurchase agreements is required to be changed. Assessing the existence of effective control will focus on the contractual rights and contractual liabilities of the transferor, and so the following will not be taken into account: (1) the criterion requiring the transferor to have the ability to repurchase securities transferred, even in the event of default by the transferee, and (2) instructions relating to the collateral maintenance related to the above criterion. Other criteria for assessing the existence of effective control were not amended by the ASU. These criteria indicate that the transferor retains effective control of the assets transferred (and so the transfer of assets will be treated as a secured debt) if all of the following conditions are met:

- The assets to be repurchased or redeemed are the same or substantially the same as those transferred;

- The agreement is to repurchase or redeem them before maturity, at a fixed or determinable price; and

- The agreement is entered into contemporaneously with the transfer.

The update is effective for periods beginning after 15 December 2011 (i.e. as of 1 January 2012) and applied prospectively for new transactions and modifications of existing transactions that took place at the beginning of the first quarterly or annual period after the effective date. Early adoption is not permitted.

The Bank is examining the implications of the initial implementation of the Accounting Standards Update.

5. Instructions and Clarifications on the Strengthening of Internal Control over Financial Reporting relating to Employee Rights

On 27 March 2011, instructions were published by the Banking Supervision Department on the strengthening of internal control over financial reporting relating to employee rights. The instructions provide a number of clarifications concerning assessing the liability in respect of employee rights, and instructions in the matter of internal control of the financial reporting process on the subject of employee rights, with a requirement for the engagement of an authorized actuary, the identification and classification of liabilities in respect of employee rights, the maintaining of internal controls for purposes of reliance on the actuary's valuation and its validation, as well as certain disclosure requirements. On 23 May 2011, the Banking Supervision Department published a clarification according to which initial implementation is postponed until 1 April 2011.

The Bank is examining the implications of the circular both for the measurement of the liability and the internal control process related to employee rights. The matter is currently being discussed by the Bank with the Banking Supervision Department at the Bank of Israel. At this stage, it is not possible to evaluate the effect on measuring liabilities in respect of employee rights.

Note 2 - Securities

Reported Amounts

	31 March 2011 (Unaudited)				
	Amount in Balance Sheet	Amortized cost	Unrealized profits from adjustments to fair value	Unrealized losses from adjustments to fair value	Fair Value (a)
	(NIS millions)				
1. Debentures held to maturity:					
Debentures and bonds					
Government of Israel	-	-	-	-	-
Foreign Governments	-	-	-	-	-
Other companies	-	-	-	-	-
Total debentures held to maturity	-	-	-	-	-

	31 March 2011 (Unaudited)				
	Amount in Balance Sheet	Amortized cost (in Shares - cost)	Accumulated other comprehensive income		Fair Value (a)
			Profits	Losses	
	(NIS millions)				
2. Securities available for sale:					
Debentures and bonds -					
Government of Israel	16,273	16,384	104	(215)	16,273
Foreign Governments	2,468	2,483	3	(18)	2,468
Other companies	16,782	16,851	234	(303)	16,782
	35,523	35,718	341	(536)	35,523
Shares of other companies and mutual funds (b)	2,725	2,218	527	(20)	2,725
Total securities available for sale	38,248	37,936	868	(556)	38,248

	31 March 2011 (Unaudited)				
	Amount in Balance Sheet	Amortized cost (in Shares - cost)	Unrealized profits from adjustments to fair value	Unrealized losses from adjustments to fair value	Fair Value (a)
	(NIS millions)				
3. Securities held for trading:					
Debentures and bonds					
Government of Israel	5,610	5,630	38	(58)	5,610
Foreign Governments	881	888	1	(8)	881
Other companies	1,998	2,003	23	(28)	1,998
	8,489	8,521	62	(94)	8,489
Shares and mutual funds:					
Other companies	353	713	1	(361)	353
Total securities available for sale	8,842	9,234	63	(455)	8,842
Total securities	47,090	47,170	931	(1,011)	47,090

See notes on page 181.

Note 2 - Securities (Cont'd)

Reported Amounts

	31 March 2010 (Unaudited)				
	Amount in Balance Sheet	Amortized cost	Unrealized profits from adjustments to fair value	Unrealized losses from adjustments to fair value	Fair Value (a)
	(NIS millions)				
1. Debentures held to maturity:					
Debentures and bonds -					
Government of Israel	161	161	6	-	167
Foreign Governments	511	511	15	-	526
Other companies	55	55	-	-	55
Total debentures held to maturity	727	727	21	-	748

	31 March 2010 (Unaudited)				
	Amount in Balance Sheet	Amortized cost (in Shares - cost)	Accumulated other comprehensive income		Fair Value (a)
			Profits	Losses	
	(NIS millions)				
2. Securities available for sale:					
Debentures and bonds-					
Government of Israel	21,018	20,826	197	(5)	21,018
Foreign Governments	472	468	5	(1)	472
Other companies	18,132	18,200	336	(404)	18,132
	39,622	39,494	538	(410)	39,622
Shares and mutual funds					
Other companies	2,633	1,841	793	(1)	2,633
Total securities available for sale	42,255	41,335	1,331	(411)	42,255

	31 March 2010 (Unaudited)				
	Amount in Balance Sheet	Amortized cost (in Shares - cost)	Unrealized profits from adjustments to fair value	Unrealized losses from adjustments to fair value	Fair Value (a)
	(NIS millions)				
3. Securities held for trading:					
Debentures and bonds -					
Government of Israel	5,779	5,693	90	(4)	5,779
Foreign Governments	1,788	1,776	16	(4)	1,788
Other companies	1,825	1,800	43	(18)	1,825
	9,392	9,269	149	(26)	9,392
Shares and mutual funds:					
Other companies	152	503	-	(351)	152
Total securities held for trading	9,544	9,772	149	(377)	9,544
Total securities	52,526	51,834	1,501	(788)	52,547

See notes on page 181.

Note 2 - Securities (Cont'd)
Reported Amounts

	31 December 2010 (Audited) Amount in Balance Sheet	Amortized cost	Unrealized profits from adjustments to fair value	Unrealized losses from adjustments to fair value	Fair Value (a)
	(NIS millions)				
1. Debentures held to maturity:					
Debentures and bonds-					
Government of Israel	-	-	-	-	-
Foreign Governments	-	-	-	-	-
Other companies	-	-	-	-	-
Total debentures held to maturity	-	-	-	-	-

	31 December 2010 (Audited) Amount in balance Sheet	Amortized cost (in Shares - cost)	Accumulated other comprehensive income Profits	Losses	Fair value (a)
	(NIS millions)				
2. Securities available for sale:					
Debentures and bonds -					
Government of Israel	25,382	25,267	154	(39)	25,382
Foreign Governments	2,101	2,098	6	(3)	2,101
Other companies	16,774	16,906	258	(390)	16,774
	44,257	44,271	418	(432)	44,257
Shares and mutual funds					
Other companies (b)	2,859	2,211	653	(5)	2,859
Total securities available for sale	47,116	46,482	1,071 (c)	(437) (c)	47,116

	31 December 2010 (Audited) Amount in Balance Sheet	Amortized cost (in Shares - cost)	Unrealized profits from adjustments to fair value	Unrealized losses from adjustments to fair value	Fair Value (a)
	(NIS millions)				
3. Securities held for trading:					
Debentures and bonds-					
Government of Israel	5,788	5,733	72	(17)	5,788
Foreign Governments	750	757	-	(7)	750
Other companies	1,860	1,877	18	(35)	1,860
	8,398	8,367	90	(59)	8,398
Shares and mutual funds:					
Other companies	277	636	-	(359)	277
Total securities held for trading	8,675	9,003	90 (d)	(418) (d)	8,675
Total securities	55,791	55,485	1,161	(855)	55,791

See notes on page 181.

Note 2 - Securities (Cont'd)

Notes:

(a) Fair value amounts are generally based on Stock Exchange prices, which do not necessarily reflect the price which will be obtained upon a large-volume sale of securities.

(b) Including NIS 1,277 million with respect to shares which have no readily available fair value, which are shown at cost (31 December 2010 - NIS 1,289 million and 31 March 2010 - NIS 1,054 million).

(c) Regarding securities available for sale, total other profits (losses) is included in shareholders' equity in the item "adjustments in respect of presentation of securities available for sale according to fair value", except securities intended for hedging for purposes of determining fair value.

(d) Charged to the profit and loss statement, but not yet realized.

Securities lent in the amount of NIS 471 million (31 December 2010 – NIS 1,211 million and at 31 March 2010 – NIS 601 million) are shown under credit to the public.

Note 2 - Securities (Cont'd)
Of which: Asset-backed securities
Reported amounts

	31 March 2011 (Unaudited)				
	Amount in balance sheet	Amortized Cost	Accumulated other comprehensive income (loss) * profits	losses	Fair value
	(NIS millions)				
1. Debentures available for sale:					
Pass-through securities:					
Securities guaranteed by GNMA	1,526	1,497	38	(9)	1,526
Securities issued by FNMA and FHLMC	227	217	10	-	227
Total	1,753	1,714	48	(9)	1,753
Other Mortgage-backed securities (including CMO and STRIPPED MBS)					
Securities issued by FNMA, FHLMC, or GNMA, or guaranteed by these entities	1,389	1,388	10	(9)	1,389
Other Mortgage-backed securities	358	368	1	(11)	358
Total	1,747	1,756	11	(20)	1,747
Asset-backed securities (ABS):					
Debtors in respect of credit cards	37	37	-	-	37
Lines of credit for any purpose secured by dwelling	2	3	-	(1)	2
Other credit to private persons	5	5	-	-	5
CLO	727	700	56	(29)	727
CDO	29	29	-	-	29
SCDO	61	44	17	-	61
Others	4	5	-	(1)	4
Total	865	823	73	(31)	865
Total Asset-backed debentures available for sale	4,365	4,293	132	(60)	4,365

* Amounts charged to capital reserve as part of adjustments to fair value of available-for-sale securities.

Note 2 - Securities (Cont'd)
Of which: Asset-backed securities
Reported amounts

	31 March 2011 (Unaudited)				
	Amount In balance sheet	Amortized Cost	Unrealized profits from adjustments to fair value*	Unrealized losses from adjustments to fair value*	Fair value
	(NIS millions)				
2. Debentures held for trading:					
Pass-through securities:					
Securities issued by FNMA and FHLMC	9	9	-	-	9
Other securities	7	7	-	-	7
Total	16	16	-	-	16
Other Mortgage-backed securities (including CMO and STRIPPED MBS)					
Securities issued by FNMA, FHLMC, or GNMA, or guaranteed by these entities	24	23	1	-	24
Other Mortgage-backed securities	10	12	-	(2)	10
Total	34	35	1	(2)	34
Asset-backed securities (ABS):					
Lines of credit for any purpose secured by dwelling	3	3	-	-	3
Credit for purchase of vehicle	145	145	1	(1)	145
Credit not to private persons	6	6	-	-	6
CDO	1	6	-	(5)	1
Others	2	3	-	(1)	2
Total	157	163	1	(7)	157
Total Asset-backed debentures held for trading	207	214	2	(9)	207

* These profits (losses) are charged to the profit and loss account.

Note 2 - Securities (Cont'd)
Of which: Asset-backed securities
Reported amounts

	31 March 2010 (Unaudited)				
	Amount in balance sheet	Amortized Cost	Accumulated other comprehensive income (loss) * profits	losses	Fair value
	(NIS millions)				
1. Debentures available for sale:					
Pass-through securities:					
Securities guaranteed by GNMA	2,100	2,077	29	(6)	2,100
Securities issued by FNMA and FHLMC	427	413	14	-	427
Total	2,527	2,490	43	(6)	2,527
Other Mortgage-backed securities (including CMO and STRIPPED MBS)					
Securities issued by FNMA, FHLMC, or GNMA, or guaranteed by these entities	2,111	2,089	26	(4)	2,111
Other Mortgage-backed securities	31	59	-	(28)	31
Total	2,142	2,148	26	(32)	2,142
Asset-backed securities (ABS):					
Lines of credit for any purpose secured by dwelling	2	4	-	(2)	2
Credit for purchase of vehicle	10	10	-	-	10
Other credit to private persons	6	6	-	-	6
CLO	856	727	165	(36)	856
CDO	23	23	-	-	23
SCDO	67	53	14	-	67
Others	6	6	-	-	6
Total	970	829	179	(38)	970
Total Asset-backed debentures available for sale	5,639	5,467	248	(76)	5,639

* Amounts charged to capital reserve as part of adjustments to fair value of available-for-sale securities.

Note 2 - Securities (Cont'd)
Of which: Asset-backed securities
Reported amounts

	31 March 2010 (Unaudited)				
	Amount In balance sheet	Amortized Cost	Unrealized profits from adjustments to fair value*	Unrealized losses from adjustments to fair value*	Fair value
	(NIS millions)				
2. Debentures held for trading:					
Pass-through securities:					
Securities issued by FNMA and FHLMC	1	1	-	-	1
Total	1	1	-	-	1
Other Mortgage-backed securities (including CMO and STRIPPED MBS)					
Securities issued by FNMA, FHLMC, or GNMA, or guaranteed by these entities	36	35	1	-	36
Other Mortgage-backed securities	45	52	-	(7)	45
Total	81	87	1	(7)	81
Asset-backed securities (ABS):					
Lines of credit for any purpose secured by dwelling	4	6	-	(2)	4
Credit for purchase of vehicle	-	-	-	-	-
Credit not to private persons	3	3	-	-	3
CDO	2	6	-	(4)	2
Others	2	2	-	-	2
Total	11	17	-	(6)	11
Total Asset-backed debentures held for trading	93	105	1	(13)	93

* These profits (losses) are charged to the profit and loss account.

3. The portfolio for redemption includes a security issued by the FHLMC, of which the balance sheet value and fair value is in the amount of some NIS 8 million.

Note 2 - Securities (Cont'd)
Of which: Asset-backed securities
Reported amounts

	31 December 2010 (Audited)				
	Amount in balance sheet	Amortized Cost	Accumulated other comprehensive income (loss) * profits	losses	Fair value
	(NIS millions)				
1. Debentures available for sale:					
Pass-through securities:					
Securities guaranteed by GNMA	1,734	1,707	38	(11)	1,734
Securities issued by FNMA and FHLMC	247	237	10	-	247
Total	1,981	1,944	48	(11)	1,981
Other Mortgage-backed securities (including CMO and STRIPPED MBS)					
Securities issued by FNMA, FHLMC, or GNMA, or guaranteed by these entities	1,424	1,421	14	(11)	1,424
Other Mortgage-backed securities	37	49	-	(12)	37
Total	1,461	1,470	14	(23)	1,461
Asset-backed securities (ABS):					
Debtors in respect of credit cards	38	38	-	-	38
Lines of credit for any purpose secured by dwelling	2	3	-	(1)	2
Credit for purchase of vehicle	4	4	-	-	4
Other credit to private persons	6	6	-	-	6
CLO debentures	760	686	102	(28)	760
CDO debentures	28	28	-	-	28
SCDO debentures	57	45	12	-	57
others	4	5	-	(1)	4
Total	899	815	114	(30)	899
Total Asset-backed debentures available for sale	4,341	4,229	176	(64)	4,341

* Amounts charged to capital reserve as part of adjustments to fair value of available-for-sale securities.

Note 2 - Securities (Cont'd)
Of which: Asset-backed securities
Reported amounts

	31 December 2010 (Audited)				
	Amount In balance sheet	Amortized Cost	Unrealized profits from adjustments to fair value*	Unrealized losses from adjustments to fair value*	Fair value
	(NIS millions)				
2. Debentures held for trading:					
Pass-through securities:					
Securities issued by FNMA and FHLMC	10	10	-	-	10
Other securities	7	7	-	-	7
Total	17	17	-	-	17
Other Mortgage-backed securities (including CMO and STRIPPED MBS)					
Securities issued by FNMA, FHLMC, or GNMA, or guaranteed by these entities	27	26	1	-	27
Other Mortgage-backed securities	11	13	-	(2)	11
Total	38	39	1	(2)	38
Asset-backed securities (ABS):					
Lines of credit for any purpose secured by dwelling	3	3	-	-	3
Credit for purchase of vehicles	148	149	-	(1)	148
Credit not to private persons	5	5	-	-	5
CDO debentures	-	-	-	-	-
Others	2	3	-	(1)	2
Total	158	160	-	(2)	158
Total Asset-backed debentures held for trading	213	216	1	(4)	213

* These profits (losses) are charged to the profit and loss account.

Note 2 - Securities (Cont'd)
Of which: Asset-backed securities
Reported amounts

	31 March 2011 (Unaudited)					
	Less than 12 months		More than 12 months		Total	
	Fair Value	Unrealized losses from adjustment to fair	Fair Value	Unrealized losses from adjustments to fair value	Fair Value	Unrealized losses from adjustments to fair value
	(NIS millions)					
Additional details of asset-backed securities available for sale which include unrealized losses from adjustments to fair value						
Pass-through (MBS)	**220**	**(9)**	**-**	**-**	**220**	**(9)**
Other Mortgage-Backed Securities (including REMIC, CMO and STRIPPED MBS)	**659**	**(8)**	**183**	**(12)**	**842**	**(20)**
Asset-backed securities (ABS)	**169**	**(6)**	**405**	**(25)**	**574**	**(31)**
Total	**1,048**	**(23)**	**588**	**(37)**	**1,636**	**(60)**

	31 March 2010 (Unaudited)					
	Less than 12 months		More than 12 months		Total	
	Fair Value	Unrealized losses from adjustment to fair	Fair Value	Unrealized losses from adjustments to fair value	Fair Value	Unrealized losses from adjustments to fair value
	(NIS millions)					
Additional details of asset-backed securities available for sale which include unrealized losses from adjustments to fair value						
Pass-through (MBS)	372	(6)	5	-	377	(6)
Other Mortgage-Backed Securities (including REMIC, CMO and STRIPPED MBS)	124	-	598	(32)	722	(32)
Asset-backed securities (ABS)	5	-	437	(38)	442	(38)
Total	501	(6)	1,040	(70)	1,541	(76)

- Losses less than NIS 1 million.

Note 2 - Securities (Cont'd)
Of which: Asset-backed securities
Reported amounts

	31 December 2010 (Audited)					
	Less than 12 months		More than 12 months		Total	
	Fair Value	Unrealized losses from adjustment to fair	Fair Value	Unrealized losses from adjustments to fair value	Fair Value	Unrealized losses from adjustments to fair value
	(NIS millions)					
Additional details of asset-backed securities available for sale which include unrealized losses from adjustments to fair value						
Pass-through (MBS)	227	(11)	-	-	227	(11)
Other Mortgage-Backed Securities (including REMIC, CMO and STRIPPED MBS)	345	(11)	200	(12)	545	(23)
Asset-backed securities (ABS)	41	-	419	(30)	460	(30)
Total	613	(22)	619	(42)	1,232	(64)

\- Losses less than NIS 1 million.

Note 3 – Credit to the Public and Allowance for Credit Losses
Reported amounts

As of 1 January 2011, the Bank implements the new Directive of the Supervisor of Banks on the subject of “Measurement and Disclosure of Impaired Debts, Credit Risk and Provision for Credit Losses.” In these condensed consolidated interim financial statements, disclosure has been made in the new format in accordance with the new reporting requirements. In view of the fact that the new Directive was implemented prospectively, without restating comparative amounts, figures for the current period are also shown below for comparative purposes with the relevant balances as at 31 December, 2010 (pro-forma amounts), as if the Directive had been implemented initially for that year. See section D below.

A. Balance of credit to the public

	31 March 2011 (Unaudited)		
	Balance of debt in the books	Provision for credit losses	Net balance of debt
	NIS millions		
Credit to the public examined on an individual basis*	**109,703**	**3,701**	**106,002**
Credit to the public examined on a group basis**	**120,314**	**1,245**	**119,069**
Total credit to the public	**230,017**	**4,946**	**225,071**
Of which: Customers' liabilities for acceptances	**836**	**-**	**836**

	31 December 2010 (Pro-forma) (Audited) (a)		
	Balance of debt in the books	Provision for credit losses	Net balance of debt
	NIS millions		
Credit to the public examined on an individual basis*	108,557	4,126	104,431
Credit to the public examined on a group basis**	121,069	1,252	119,817
Total credit to the public	229,626	5,378	224,248
Of which: Customers' liabilities for acceptances	462	3	459

(a) Restated

* Including credit examined on an individual basis and found to be unimpaired. The allowance for credit losses in respect of this credit was calculated on a group basis.

** Credit for which a credit loss allowance was assessed on a group basis by extent of arrears according to the Appendix to Proper Conduct of Banking Business Directive No. 314, and other credit not examined individually for which the allowance for credit losses relating to it was calculated on a group basis.

Note 3 – Credit to the Public and Allowance for Credit Losses (cont'd)
Reported amounts

B. Credit to the public examined on an individual basis

	31 March 2011 (Unaudited)		
	Balance of debt in the books	Provision for credit losses	Net balance of debt
	NIS millions		
1. Credit to the public examined on an individual basis includes:			
Impaired credit to the public*	**7,989**	**2,872**	**5,117**
Unimpaired credit to the public, in arrears of 90 days or more**	**393**	**2**	**391**
Unimpaired credit to the public, in arrears of 30 to 89 days **	**259**	**3**	**256**
Other unimpaired credit to the public **	**101,062**	**824**	**100,238**
Total unimpaired credit to the public **	**101,714**	**829**	**100,885**
Total credit to the public examined on an individual basis	**109,703**	**3,701**	**106,002**

	31 December 2010 (Pro-forma) (Audited) (a)		
	Balance of debt in the books	Provision for credit losses	Net balance of debt
	NIS millions		
1. Credit to the public examined on an individual basis includes:			
Impaired credit to the public*	8,937	3,233	5,704
Unimpaired credit to the public, in arrears of 90 days or more**	-	-	-
Unimpaired credit to the public, in arrears of 30 to 89 days **	1,225	17	1,208
Other unimpaired credit to the public **	98,395	876	97,519
Total unimpaired credit to the public **	99,620	893	98,727
Total credit to the public examined on an individual basis	108,557	4,126	104,431

(a) Restated

* Impaired debt not accruing interest income, excluding certain credit under restructuring.

** Credit examined on an individual basis and found to be unimpaired. A credit loss allowance in respect of this credit was calculated on a group basis.

Note 3 – Credit to the Public and Allowance for Credit Losses (cont'd)
Reported amounts

B. Credit to the public examined on an individual basis (cont'd)
Additional information on impaired credit to the public examined on an individual basis

	31 March 2011	31 December 2010
	NIS millions	
2. Impaired credit to the public in respect of which there is a provision for credit losses on an individual basis	**4,719**	5,894
Impaired credit to the public in respect of which there is no provision for credit losses on an individual basis	**3,270**	3,043
Total impaired credit	**7,989**	8,937
3. Impaired credit to the public measured according to present value of cash flows	**7,253**	8,189
Impaired credit to the public measured according to collateral value	**736**	748
Total impaired credit to the public	**7,989**	8,937

	31 March 2011 (Unaudited)		
	Balance of debt in the books	Provision for credit losses	Net balance of debt
	NIS millions		
4. Problematic credit under restructuring in which changes were made to the terms of credit:			
Not accruing interest income	**403**	**59**	**344**
Accruing interest income, in arrears of 90 days or more	**-**	**-**	**-**
Accruing interest income, in arrears of 30 to 89 days	**1**	**-**	**1**
Accruing interest income	**65**	**1**	**64**
Total (included in impaired credit to the public)	**469**	**60**	**409**

	31 December 2010 (Pro-forma) (Audited) (a)		
	Balance of debt in the books	Provision for credit losses	Net balance of debt
	NIS millions		
Problematic credit under restructuring in which changes were made to the terms of credit:			
Not accruing interest income	290	7	283
Accruing interest income, in arrears of 90 days or more	-	-	-
Accruing interest income, in arrears of 30 to 89 days	-	-	-
Accruing interest income	43	1	42
Total (included in impaired credit to the public)	333	8	325

	31 March 2011 (Unaudited)
	NIS millions
5.	
Average balance of debt in the books for the reporting period of impaired credit to the public	**8,463**
Amount of interest income recorded for the reporting period in respect of this credit during the period it was classified as impaired *	**43**
Amount of interest income that would have been recorded for the reporting period if this credit had accrued interest in accordance with its original terms	**440**
* Of which: Interest income that would have been recorded under the cash-basis accounting method	**42**

Note 3 – Credit to the Public and Allowance for Credit Losses (cont'd)
Reported amounts

C. Credit to the public examined on a group basis including:
1. Housing loans for which a minimum allowance for credit losses was made by extent of arrears:

	31 March 2011 (Unaudited)							
	Extent of arrears							
	Two to three months	From 3 to 6 months	From 6 to 15 months	From 15 to 33 months	Above 33 months	Total above 3 months	Balances in respect of refinanced past-due loans (3)	Total
	NIS millions							
Amount of arrears	8	8	12	15	203	238	15	261
Of which: Balance of provision for interest (1)	-	-	-	1	93	94	1	95
Balance of debt in the books	712	195	132	59	225	611	363	1,686
Balance of provision for credit losses (2)	-	-	18	27	208	253	165	418
Net balance of debt	712	195	114	32	17	358	198	1,268

	31 December 2010 (Pro-forma) (Audited) (a)							
	Extent of arrears							
	Two to three months	From 3 to 6 months	From 6 to 15 months	From 15 to 33 months	Above 33 months	Total above 3 months	Balances in respect of refinanced past-due loans (3)	Total
	NIS millions							
Amount of arrears	9	7	16	13	214	250	16	275
Of which: Balance of provision for interest (1)	-	-	1	1	98	100	1	101
Balance of debt in the books	742	212	147	63	245	667	379	1,788
Balance of provision for credit losses (2)	-	-	19	29	225	273	177	450
Net balance of debt	742	212	128	34	20	394	202	1,338

(1) In respect of interest on amounts in arrears.
(2) Excluding the balance of the allowance for interest

(a) Restated.

2. Other credit not examined individually for which an allowance for credit losses was calculated on a group basis:

	31 March 2011		
	Balance of debt in the books	Provision for credit losses	Net balance of debt
	NIS millions		
Impaired credit to the public	11	3	8
Unimpaired credit to the public, in arrears of 90 days or more	312	21	291
Unimpaired credit to the public, in arrears of 30 to 89 days	425	6	419
Other unimpaired credit to the public	117,880	797	117,083
Total	118,628	827	117,801

	31 December 2010		
	Balance of debt in the books	Provision for credit losses	Net balance of debt
	NIS millions		
Impaired credit to the public	10	4	6
Unimpaired credit to the public, in arrears of 90 days or more	59	24	35
Unimpaired credit to the public, in arrears of 30 to 89 days	895	13	882
Other unimpaired credit to the public	118,317	761	117,556
Total	119,281	802	118,479

Note 3 – Credit to the Public and Allowance for Credit Losses (cont'd)
Reported amounts

D. Allowance for credit losses in respect of debts and in respect of off-balance sheet credit instruments

	On an individual basis	On a group basis* By extent of arrears	On a group basis* Other	Total
	NIS millions			
Balance of allowance for credit losses as at 31.12.2010	9,321	450	770	10,541
Net accounting write-offs recognized at 1.1.2011 (a)	(5,835)	-	(5)	(5,840)
Other changes in the allowance for credit losses as at 1.1.2011 (charged to shareholders' equity) (a) (b)	(107)	-	1,181	1,074
Balance of allowance for credit losses as at 1.1.2011	3,379	450	1,946	5,775
Expenses in respect of credit losses	(61)	(14)	(27)	(102)
Accounting write-offs	(374)	(18)	(2)	(394)
Collection of debts written off in the accounts in previous years	36	-	-	36
Net accounting write-offs	(338)	(18)	(2)	(358)
Balance of provision for credit losses as at 31 March 2011	2,980	418	1,917	5,315

Composition of balance of the provision as at 31 March 2011				
In respect of credit to the public	2,872	418	1,656	4,946
In respect of debts not being credit to the public	2	-	-	2
In respect of off balance-sheet credit instruments	106	-	261	367
Composition of balance of the provision as at 31 December 2010				
In respect of credit to the public	3,233	450	1,695	5,378
In respect of debts not being credit to the public	1	-	-	1
In respect of off balance-sheet credit instruments	145	-	251	396

(a) Net accounting write-offs and other changes in the allowance for credit losses as a result of initial implementation of the new Directives on the subject of "Measurement and Disclosure of Impaired Debts, Credit Risk and Provision for Credit Losses."

(b) The figures are restated compared with the "pro-forma" amounts published in the Annual Report as at 31 December, 2010 in the amount of NIS 239 million, mainly as a result of directives of the Banking Supervision Department on the subject of the group allowance in respect of housing loans and special mention in respect of individual debts.

Note 3 – Credit to the Public and Allowance for Credit Losses (cont'd)
Reported amounts

E. Additional details of housing loans and the method of calculating the allowance for credit losses

	31 March 2011 (Unaudited)						
				Balance of allowance for credit losses			
	Housing loans	Impaired housing loans or in arrears of more than 90 days (*)			Other		
	Recorded balance of debt (3)	Amount in arrears (*)	Recorded balance of debt	By extent of arrears (2)	On group basis	On individual basis	Total
	(NIS millions)						
Housing loans that require calculating the provision for credit losses according to extent of arrears (1)	**53,368**	**256**	**997**	**417**	**148**	**9**	**574**
Other housing loans	**1,302**	**11**	**23**	**-**	**2**	**10**	**12**
Total	**54,670**	**267**	**1,020**	**417**	**150**	**19**	**586**

	31 March 2010 (Unaudited)					
		Problematic debts				
				Specific provision		
	Credit (e)	Balance sheet debt balance	Including amount in arrears (c)	According to depth of arrears (d)	Other	Total
	(NIS millions)					
Housing loans that require calculating the provision according to depth of arrears	28,726	506	162	391	-	391
"Large" loans	10,591	116	141	129	-	129
Other loans	7,864	212	22	35	7	42
Balance of the provision at the end of the period	47,181	834	325	555	7	562

	31 December 2010 (Audited)						
				Balance of allowance for credit losses			
	Housing loans	Impaired housing loans or in arrears of more than 90 days (*)			Other		
	Recorded balance of debt (3) (4)	Amount in arrears (*)	Recorded balance of debt	By extent of arrears (2)	On group basis	On individual basis	Total
	(NIS millions)						
Housing loans that require calculating the provision for credit losses according to extent of arrears (1) (**)							
"Large" loans (a)	49,911	266	1,046	450	142	-	592
Other housing loans	-	-	-	-	-	-	-
Total	49,911	266	1,046	450	142	-	592

(1) Of which: loans for any purpose against a pledge of a residential dwelling in the amount of NIS 8,974 million.
(2) Including the balance of the provision in excess of the amount according to extent of arrears in the amount of NIS 114 million.
(3) Of which: housing loans at floating rates of interest in the amount of NIS 38,703 million.
(4) The balance does not include credit In respect of purchasing groups shown in the construction and real estate sector in the amount of NIS 793 million.

Note 4 - Capital Adequacy in accordance with directives of the Supervisor of Banks

Calculated pursuant to the Proper Conduct of Banking Business Directives Nos. 201-211 on the subject of "Measurement and Adequacy of Capital"

Reported amounts

	31 March 2011	31 March 2010	31 December 2010
	NIS millions		
	Basel II	Basel II	Basel II
Capital for purposes of calculating capital ratio			
Tier 1 capital, after deduction	**22,628**	22,000	23,271
Tier 2 capital, after deduction	**16,068**	16,801 (a)	17,716
Tier 3 capital	-	-	-
Total capital	**38,696**	38,801	40,987
Weighted balance of risk assets			
Credit risk	**244,334**	233,323	239,900
Market risk	**9,184**	6,587	10,653
Operational risk	**20,826**	20,940	20,904
Total weighted balance of risk assets	**274,344**	260,850	271,457
Ratio of capital to risk assets			
Ratio of Tier 1 capital to risk assets	**8.25%**	8.43%	8.57%
Ratio of total capital to risk assets	**14.10%**	14.87%	15.10%
Ratio of total minimum capital required by the Supervisor of Banks	**9.00%**	9.00%	9.00%
Principal subsidiary companies			
Leumi Mortgage Bank			
Ratio of Tier 1 capital to risk assets	**8.91%**	10.44% (b)	9.38%
Ratio of total capital to risk assets	**12.37%**	15.68% (b)	14.08%
Ratio of total minimum capital required by the Supervisor of Banks	**9.00%**	9.00%	9.00%
Arab Israel Bank			
Ratio of Tier 1 capital to risk assets	**9.98%**	11.24%	10.14%
Ratio of total capital to risk assets	**14.58%**	16.43%	14.86%
Ratio of total minimum capital required by the Supervisor of Banks	**9.00%**	9.00%	9.00%
Leumi Card Ltd.			
Ratio of Tier 1 capital to risk assets	**14.10%**	13.50%	14.40%
Ratio of total capital to risk assets	**14.10%**	13.50%	14.40%
Ratio of total minimum capital required by the Supervisor of Banks	**9.00%**	9.00%	9.00%
Bank Leumi USA (b)			
Ratio of Tier 1 capital to risk assets	**10.93%**	10.79%	10.72%
Ratio of total capital to risk assets	**13.94%**	14.18%	13.52%
Ratio of total minimum capital required by the local authorities	**10.00%**	10.00%	10.00%

(a) The US branch is not obliged to calculate the capital adequacy ratio according to Basel II, and so the ratios reported are according to Basel I.

(b) Restated pursuant to a provision for doubtful debts in respect of purchasing groups.

Note 5 - Assets and Liabilities Classified by Linkage Basis
as at 31 March 2011 (Unaudited)
Reported amounts

	Israeli currency		Foreign currency (a)				
	Unlinked	Linked to the CPI	In U.S. dollars	In Euro	In other currencies	Non-monetary items (c)	Total
	(NIS millions)						
Assets							
Cash and deposits with banks	25,576	335	7,027	1,422	2,442	-	36,802
Securities	12,910	8,665	11,780	9,232	1,425	3,078	47,090
Securities borrowed or purchased							
under agreement to resell	2,068	-	-	-	-	-	2,068
Credit to the public (b)	122,758	51,262	34,403	6,502	9,843	303	225,071
Credit to governments	-	254	103	-	-	-	357
Investments in affiliated companies	6	-	-	-	-	2,026	2,032
Buildings and equipment	-	-	-	-	-	3,665	3,665
Assets in respect of derivative instruments	3,847	133	2,167	505	521	1,246	8,419
Other assets	1,741	18	731	26	52	434	3,002
Total assets	168,906	60,667	56,211	17,687	14,283	10,752	328,506
Liabilities							
Deposits of the public	126,659	25,077	67,706	19,531	8,951	334	248,258
Deposits from banks	2,131	251	870	214	348	-	3,814
Deposits from governments	46	307	357	11	-	-	721
Securities loaned or sold under	1,169	-	364	-	-	-	1,533
agreement to repurchase	4,869	21,194	922	-	-	-	26,985
Debentures, bonds and subordinated notes	4,253	1,227	2,237	586	654	1,213	10,170
Other liabilities	9,011	3,754	323	27	133	579	13,827
Total liabilities	148,138	51,810	72,779	20,369	10,086	2,126	305,308
Difference	20,768	8,857	(16,568)	(2,682)	4,197	8,626	23,198
Effect of derivative instruments that are not hedging derivatives:							
Derivative instruments (excluding options)	(2,161)	(6,879)	12,361	2,345	(5,666)	-	-
Options in the money, net (in terms of underlying asset)	(2,299)	(8)	845	193	1,269	-	-
Options out of the money, net (in terms of underlying asset)	96	-	175	102	(373)	-	-
Total	16,404	1,970	(3,187)	(42)	(573)	8,626	23,198
Effect of derivative instruments that are not hedging derivatives:							
Options in the money, net (discounted par value)	(3,126)	(16)	1,234	288	1,620	-	-
Options out of the money, net (discounted par value)	1,460	-	927	(499)	(1,888)	-	-

(a) Including linked to foreign currency.
(b) The general and supplementary provisions for doubtful debts have been deducted proportionately from the different linkage bases.
(c) Including derivative instruments whose basis refers to a non-monetary item.

Note 5 - Assets and Liabilities Classified According to Linkage Basis (cont'd)
as at 31 March 2010 (Unaudited)
Reported amounts

	Israeli currency		Foreign currency (a)				
	Unlinked	Linked to the CPI	In U.S. dollars	In Euro	In other currencies	Non-monetary items (c)	Total
	(NIS millions)						
Assets							
Cash and deposits with banks	27,665	402	8,297	3,538	1,748	14	41,664
Securities	16,565	9,601	13,717	8,879	979	2,785	52,526
Securities borrowed or purchased under agreement to resell	638	-	-	-	-	-	638
Credit to the public (b)	109,076	49,284	33,696	5,995	9,461	101	207,613
Credit to governments	-	247	160	-	-	-	407
Investments in affiliated companies	8	-	-	-	-	2,188	2,196
Buildings and equipment	-	-	-	-	-	3,543	3,543
Assets in respect of derivative instruments	2,324	10	2,217	190	953	325	6,019
Other assets	1,569	121	722	42	22	549	3,025
Total assets	157,845	59,665	58,809	18,644	13,163	9,505	317,631
Liabilities							
Deposits of the public	117,462	26,045	69,682	22,120	9,118	152	244,579
Deposits from banks	1,795	332	672	233	128	-	3,160
Deposits from governments	47	438	182	11	-	-	678
Securities loaned or sold under agreement to repurchase	119	-	56	-	-	-	175
Debentures, bonds and subordinated notes	4,200	21,268	1,344	-	-	-	26,812
Liabilities in respect of derivative instruments	2,750	1,041	1,887	347	966	286	7,277
Other liabilities	7,940	2,953	377	40	133	526	11,969
Total liabilities	134,313	52,077	74,200	22,751	10,345	964	294,650
Difference	23,532	7,588	(15,391)	(4,107)	2,818	8,541	22,981
Effect of derivative instruments that are not hedging derivatives:							
Derivative instruments (excluding options)	(5,405)	(7,074)	12,113	3,967	(3,601)	-	-
Options in the money, net (in terms of underlying asset)	(442)	(1)	64	92	287	-	-
Options out of the money, net (in terms of underlying asset)	(536)	(7)	580	(48)	11	-	-
Total	17,149	506	(2,634)	(96)	(485)	8,541	22,981
Effect of derivative instruments that are not hedging derivatives:							
Options in the money, net (discounted par value)	(741)	(1)	192	112	438	-	-
Options out of the money, net (discounted par value)	(2,013)	(18)	1,123	(371)	1,279	-	-

(a) Including linked to foreign currency.
(b) The general and supplementary provisions for doubtful debts have been deducted proportionately from the different linkage bases.
(c) Including derivative instruments whose basis refers to a non-monetary item.

Note 5 - Assets and Liabilities Classified According to Linkage Basis (cont'd)
as at 31 December 2010 (Audited)
Reported amounts

	Israeli currency		Foreign currency (a)				
	Unlinked	Linked to the CPI	In U.S. dollars	In Euro	In other currencies	Non-monetary items (c)	Total
	(NIS millions)						
Assets							
Cash and deposits with banks	19,244	373	5,694	2,854	1,882	5	30,052
Securities	23,484	7,336	12,531	8,130	1,174	3,136	55,791
Securities borrowed or purchased under agreement to resell	1,190	-	-	-	-	-	1,190
Credit to the public (b)	121,095	51,632	35,809	5,629	9,801	15	223,981
Credit to governments	-	262	117	-	-	-	379
Investments in affiliated companies	6	-	-	-	-	1,918	1,924
Buildings and equipment	-	-	-	-	-	3,638	3,638
Assets in respect of derivative instruments	4,488	12	2,236	267	492	1,221	8,716
Other assets	1,304	40	760	30	37	328	2,499
Total assets	170,811	59,655	57,147	16,910	13,386	10,261	328,170
Liabilities							
Deposits of the public	127,333	25,999	68,334	18,790	9,080	48	249,584
Deposits from banks	980	302	833	155	421	-	2,691
Deposits from governments	55	328	266	11	-	-	660
Securities loaned or sold under agreement to repurchase	762	-	244	-	-	-	1,006
Debentures, bonds and subordinated notes	4,832	21,159	948	-	-	-	26,939
Liabilities in respect of derivative instruments	4,319	1,127	2,281	440	626	1,192	9,985
Other liabilities	8,681	3,524	406	23	141	545	13,320
Total liabilities	146,962	52,439	73,312	19,419	10,268	1,785	304,185
Difference	23,849	7,216	(16,165)	(2,509)	3,118	8,476	23,985
Effect of derivative instruments that are not hedging derivatives:							
Derivative instruments (excluding options)	(4,092)	(5,866)	13,252	2,176	(5,470)	-	-
Options in the money, net (in terms of underlying asset)	(1,605)	(8)	13	477	1,123	-	-
Options out of the money, net (in terms of underlying asset)	(1,083)	-	681	47	355	-	-
Total	17,069	1,342	(2,219)	191	(874)	8,476	23,985
Effect of derivative instruments that are not hedging derivatives:							
Options in the money, net (discounted par value)	(2,540)	(16)	9	737	1,810	-	-
Options out of the money, net (discounted par value)	(3,839)	-	3,294	382	163	-	-

(a) Including linked to foreign currency.
(b) The general and supplementary provisions for doubtful debts have been deducted proportionately from the different linkage bases.
(c) Including derivative instruments whose basis refers to a non-monetary item.

Note 6 - Contingent Liabilities and Special Commitments
Reported Amounts

	31 March 2011		31 March 2010	31 December 2010
	Balances of contracts	Balance of allowance for credit losses	Balances of contracts	Balance of allowance for credit losses
	(Unaudited)		(Unaudited)	(Audited)
	(NIS millions)			
A. Off-balance sheet financial instruments				
Balances of contracts or their stated amounts as at the end of the period				
Transactions in which the balance reflects a credit risk				
Documentary credits	**2,578**	**2**	2,598	2,101
Credit guarantees	**6,595**	**82**	6,114	6,192
Guarantees to apartment purchasers	**11,772**	**21**	9,585	11,348
Other guarantees and liabilities	**14,503**	**151**	14,614	14,327
Commitments regarding uncompleted credit card transactions unutilized credit card facilities	**19,544**	**22**	18,578	18,998
Other unutilized revolving credit facilities to the public and credit facilities on demand	**13,717**	**27**	13,892	13,586
Irrevocable commitments to provide credit which has been approved and not yet granted (a)	**21,956**	**52**	20,929	19,313
Commitments to issue guarantees	**9,435**	**10**	8,288	9,428
Unutilized facilities for activity in derivative instruments	**3,574**	**-**	4,317	4,110
Approval in principle to maintain the rate of interest in Leumi Mortgage Bank (b)	**3,184**	**-**	1,903	3,969

(a) Of which: credit exposures in respect of liabilities to supply liquidity to securitization structures under the auspices of other parties not utilized in the amount of NIS 209 million (31 March 2010 - NIS 371 million, 31 December 2010 - NIS 213 million).
The above obligation represents a relatively small part of the obligations of those securitizing entities.

	31 March 2011	31 March 2010	31 December 2010
B. Other contingent liabilities and special commitments:			
(1) Long-term rental contracts -			
Rental of buildings, equipment and vehicles and maintenance fees regarding commitments payable in the following years:			
First year	**179**	**212**	**194**
Second year	**152**	**139**	**156**
Third year	**120**	**118**	**123**
Fourth year	**98**	**94**	**98**
Fifth year	**65**	**62**	**67**
After five years	**187**	**179**	**199**
Total	801	804	837
(2) Commitments to purchase securities	**505**	**328**	**204**
(3) Commitments to invest in buildings, equipment and in other assets	**184**	**140**	**272**
(4) Commitments to underwrite securities	**-**	**6**	**-**
(5) Future deposits			
Transactions with depositors for purposes of receipt of large deposits at various future dates and as determined in advance as of the date of the investment fixed interest rates			
Details of future deposits and deposits dates as was determined by the terms of the transactions:			
First year	**17**	**17**	**17**
Second year	**17**	**17**	**17**
Third year	**17**	**17**	**17**
Fourth year	**12**	**17**	**17**
Fifth year	**12**	**12**	**12**
After five years	**-**	**12**	**3**
Total future deposits	**75**	**92**	**83**

Note 6 - Contingent Liabilities and Special Commitments (cont'd)

C. In the regular course of business, legal claims have been filed against the Bank and certain consolidated companies, including petitions for approval of class actions.

In the opinion of the Management of the Bank and the managements of the consolidated companies, and based on legal opinions regarding the chances of the claims succeeding, including the petitions for approval of class actions, appropriate provisions have been recorded in the Financial Statements, insofar as required, to cover damages resulting from the said claims.

In the opinion of the Management of the Bank and the managements of the consolidated companies, the total additional exposure arising from legal claims filed against the Bank and against the consolidated companies on various subjects, the amount of each of which exceeds NIS 2 million, and regarding which the chances of the claims succeeding are not
remote, amounts to some NIS 118.6 million.

1. The following are details of claims in material amounts:

A. On 12 September 2006, a petition to approve a class action was filed in the Tel Aviv-Jaffa District Court against the Bank, Bank Hapoalim B.M. and Israel Discount Bank Ltd. The amount claimed in the class action for which approval has been requested is NIS 7 billion, while in the body of the claim, it is contended that the damage to the claimant group amounts to NIS 10 billion. No specific sum of the amount of the claim has been clearly attributed to any of the respondents. According to the petitioner, the respondent banks charged their customers with interest for unlinked shekel credit, a commission for credit allotment and fixed management fees with regard to debitory current accounts at identical rates and amounts, as a result of price coordination and a restrictive arrangement, which are prohibited under the Restrictive Trade Practices Law. The remedy requested by the petitioner is a refund of the alleged over-charging to the respondents' customers, who took unlinked shekel credit or a “retroactive reduction” of the said interest and commission rates that the respondent banks collected during the past decade. The Bank filed its response to the petition for the approval of the claim as a class action. On 21 January 2008, the Tel Aviv District Court granted the petition, and approved the pursuance of the claim as a class action. The Bank submitted a petition for leave to appeal the ruling to the Supreme Court. The Supreme Court’s ruling of 29 May 2008 determined that the Attorney General must submit his position in writing regarding the petition. The Attorney General has notified the Supreme Court that he will take part in the proceeding regarding the petitions for leave to appeal submitted by the banks and will submit his position in writing. On 31 January 2010, the Tel Aviv District Court decided to delay proceedings in the claim until the granting of a decision on the application for leave of appeal submitted to the Supreme Court. On 27 May 2010, the Attorney General submitted his position, the essence of which is that the decision of the District Court cannot remain as is, since identical prices between banks themselves do not provide a basis for a reasonable possibility of the existence of a restrictive arrangement, and that in his opinion the matter should be returned to the District Court for the completion of clarification and the handing down of a new decision. The Supreme Court held that the hearing of the application for leave of appeal will take place before a panel of seven judges. On 14 April 2011, the Supreme Court handed down a decision according to which the parties are to submit their comments to the Court on the implications of the decision by the Anti-Trust Commissioner dated 26 April 2009, under the heading "Restrictive Arrangements between Bank Hapoalim, Bank Leumi, Bank Discount, Bank Mizrahi, and the First

International Bank, concerning the Transfer of Information relating to Commissions", and that the petitioner is to give notice if she has further evidence on the question of whether interest rates were coordinated between the banks.

B. On 23 November 2006, a claim and a petition to approve the claim as a class action were filed in the Jerusalem District Court against the Bank and against Bank Hapoalim B.M. and Israel Discount Bank Ltd. The petitioners allege that in respect to credit to the households sector, the banks collect interest at a rate that is much higher than that collected from the commercial sector and from the corporate sector, in spite of the fact that the risk in extending credit to the households sector is significantly lower than the risk for those sectors, and that this excessive interest rate derives from the exploitation of the low level of bargaining power of the households sector and from the monopolistic power of the respondents. The petitioners allege that this is an infringement of the Restrictive Trade Practices Law, 1988, which prohibits a monopolist from abusing its position in the market, and that there is a real fear that the lack of competition among the respondents, regarding all matters concerning the households sector, is the result of a restrictive arrangement among the parties.

The petitioners also allege that the interest rate was determined while misleading the consumers regarding the normal price for credit service to the households sector, contrary to the provisions of the Consumer Protection Law, 1981 and the Banking (Service to Customer) Law, 1981.

The petitioners allege that the damage caused to them and the members of the group is the result of the multiple of (1) the gap between the interest rate actually collected and the fair interest rate that would have been established for loans to the households sector in a competitive market, and (2) the amounts of credit that each of the petitioners and members of the group took during the seven years preceding the filing of the claim.

The damage alleged by them is NIS 5.6 billion according to one method, and NIS 5.2 billion according to a second method. The estimated damage attributed to the Bank's customers is at least NIS 1.6 billion. The Bank filed its response to the petition for the approval of the claim as a class action. The court granted a petition filed by the Bank for a stay of these proceedings and ordered they be stayed until the Supreme Court renders a decision regarding the petition for leave to appeal filed by the Bank with respect to the decision to approve the claim described in paragraph A. above as a class action. The Supreme Court denied the petition for leave to appeal filed by the petitioners with respect to the District Court's above mentioned decision to stay the proceedings in the claim.

C. On 3 January 2008, 260 identical claims were filed in the Tel Aviv-Jaffa Magistrate's Court against the Bank and receivers who had been appointed by the court. The amounts of the claims vary between some NIS 787,000 and some NIS 1,350,000. Pursuant to the Court's ruling, the proceedings for all the above-mentioned claims were combined, and they will be heard as one claim. The total amount of the claims is some NIS 276 million. The plaintiffs are the purchasers of vacation apartments in the Nofit Hotel in Eilat. According to the plaintiffs, the Bank and the receivers were negligent in supervising the project and refrained from paying for guarding it, as a result of which, the plaintiffs suffered significant damages, including a decline in the value of their apartments. These claims are in addition to five other claims that have been filed against the Bank on the same grounds, and which are being heard separately. The total amount of all the claims in connection with this project is some NIS 288.6 million. On 10 August 2009, the Tel Aviv-Jaffa District Court rejected one of the additional claims which had been submitted separately against the Bank by 3 purchasers and was identical to the above-mentioned 260 claims. The plaintiffs appealed the above ruling. The Court ordered a stay of proceedings in the claims pending judgment on the appeal submitted against the above judgment. On 17 June 2010, the appeal was dismissed, and following this the Bank filed a petition to dismiss the above 260 claims. On 20 June 2010, the Court handed down a decision according to which there are grounds for dismissal of the claims, and requested the parties' response. The plaintiffs notified the Court of their desire to continue proceedings. A decision has not yet been handed down.

D. On 1 April 2007, a petition to approve a class action was filed in the Tel Aviv-Jaffa District Court against the Bank, additional banks, and entities that had purchased the control of the mutual fund managers from the banks. The amount claimed against the Bank is estimated by the petitioners at some NIS 131 million.

The petitioners claim that they held and hold units in mutual funds that were managed by fund managers controlled by the Bank. According to the petitioners, beginning in 2004, the Bank charged the fund managers it controlled brokerage commissions with respect to the execution of securities and foreign currency transactions, at a rate higher than the rate it charged other entities, and in so doing acted unlawfully.

According to the petitioners, although the Bank sold its holdings in the fund managers to third parties during 2006, it continues to provide the same services to the mutual funds in exchange for even higher commissions than those charged prior to the sale of the control. The continued provision of the said services suggests that the Bank and the purchasers of the control of the fund managers had agreed that in exchange for a reduction in the price paid for the mutual fund managers, the Bank would continue to provide the trading services that it had provided prior to the sale, in exchange for the high commissions that had been charged up until the sale – a matter which they allege, removes all substance from the sale of the control of the fund managers.

The petitioners argue that they and the other holders of mutual fund units that were or are under the Bank's control, have suffered damages that reflect the reduction in the value of the mutual fund units due to the alleged over-charging. The Bank has filed its response to the petition for the approval of the claim as a class action.

E. On 26 June 2007, a petition to approve a class action against the Bank, for a claim in the amount of NIS 200 million, was filed in the Tel Aviv- Jaffa District Court. The plaintiff claims that the Bank charges its customers securities deposit management fee commissions which are higher than agreed. He claims that each time he carried out a low volume partial sale of a particular share for which the commission was less than the minimum, the Bank charged him with the minimum commission as well as the management fee commission collected at the end of the quarter, with the aggregate amount of the two commissions being higher than the agreed maximum management fees that the Bank was entitled to collect. The plaintiff claims that the Bank was required to deduct the minimum commission collected at the time of the partial sale from the total amount of the management fees. The plaintiff also argues that the Bank's documents and notices do not reflect the amounts of the management fee commissions that are actually charged during a single quarter. The Bank has filed its response to the petition for the approval of the claim as a class action.

F. On 25 September 2007, a petition to approve a class action was filed in the Tel Aviv-Jaffa District Court against the Bank, in the amount of some NIS 435 million, which includes 8 different causes of action. Following the Court's ruling pursuant to which the plaintiff was required to choose a single cause of action and have the others stricken from the petition, the plaintiffs informed the court that they had chosen the cause of action which was based on a claim that the Bank charges its customers securities management fees when a security is sold during the quarter, and does not deduct from this sum the minimum amount of management fees the Bank charges the same customer for that quarter. The amount attributed by the plaintiffs on these grounds amounts to some NIS 30 million.

G. On 6 May 2008, a claim and a petition to approve it as a class action were filed in the Tel Aviv-Jaffa District Court. According to the plaintiff, the Bank charges its customers' accounts with the legal expenses incurred in handling said customers' debts, without obtaining the approval of any legal tribunal, and in violation of the directives of the Supervisor of Banks – "Proper Banking Management Directives – Charging Customers for Attorneys' Fees." Additionally, when the Bank charges its customers' accounts with legal expenses (both those approved by a legal tribunal and those that have not been so approved), the Bank collects interest on such expenses at the interest rate applicable to the account (which in many cases is excess interest on arrears) and not at the interest and linkage rates which the Bank is permitted to collect in accordance with the Adjudication of Interest and Linkage Law, 1961. The requested remedy is the reimbursement of all excess amounts charged by the Bank, without an indication of the amount, although it is alleged that "this is a vast amount" and that the lawsuit is filed in the name of all the Bank's customers whose accounts were charged with legal expenses during the seven years preceding the filing of the petition to approve the class action. The Bank has submitted its response to the petition for approval of the claim as a class action. On 18 October 2009, the District Court approved the claim as a class action. On 15 November 2009, the District Court gave an order postponing the execution of its decision for approval of the claim as a class action, until the decision of the Supreme Court in the appeal by the Bank. On 18 November 2009, the Bank filed an application to the Supreme Court for leave of appeal against the decision of the District Court to approve the class action. In a decision on 1 December 2009, the Supreme Court decided that the application for leave to appeal requires a response, and ordered the plaintiff to submit its response to the application for leave to appeal. The response of the plaintiff was filed on 14 January 2010. A decision has yet to be handed down on the actual application for leave to appeal. Proceedings in the District Court are suspended pending a decision on the application for leave to appeal.

H. On 28 September 2008, a petition to approve a class action was filed in the Tel Aviv-Jaffa District Court against the Bank, Bank Hapoalim, Israel Discount Bank and Bank Otzar Hachayal in the amount of some NIS 672 million. According to the allegations, the Bank secretly collects an illegal commission from customers engaged in continuous trading of options on the Tel Aviv 25 stock index (such options consisting of a right to buy or sell the basket of shares comprising the Tel Aviv 25 Index, at a given time and a given price); the banks take advantage of the fact that the amounts pass from the stock exchange to those holding the options through the banks, and an exercise commission of 0.5% is collected from the amounts received by customers who are the holders of expiring options which entitle their holders to a payment; the calculation of the amount due to the option holder is not simple because the expiration index is not an exact amount and is not published in any official publication, meaning that the customer does not know exactly what amount is due to him and cannot know that a commission has been deducted from the amount that he receives. The grounds for the action are based on the fact that the banks did not announce that they collect an exercise commission, they did not include this commission in their agreements with the customers, and they made a false representation to the customers according to which the only commission that they collect is sale and purchase commission. The banks do specify the commission that is collected in a separate notice that they send at later stages, after the transactions have taken place, but according to the plaintiffs, customers like them do not take note of them and are not capable of analyzing them. The defined group consists of customers who contracted with portfolio managers in connection with the trading of Tel Aviv 25 Index options. According to the plaintiffs they used a narrow definition of this group of customers in order to argue that it is easier to hide the charging of commissions from this group (relative to the group of customers who do not trade through portfolio managers). The relief requested is the damage which is common to all the customers of the banks in respect of the amount of the exercise commissions collected during the past seven years. The Bank has submitted its response to the petition for approval of the claim as a class action.

I. On 4 August 2008, a claim and a petition to approve it as a class action were filed in the Jerusalem District Court against the Bank, Israel Discount Bank, “Kahal” Supplementary Training Funds Management (1996) Ltd. (“Kahal”) and the Supervisor of the Capital Market, Insurance and Savings (as a formal defendant). According to the petitioner, Kahal had transferred, in accordance with the Intensification of Competition and Reduction of Concentration and Conflicts of Interest in the Israeli Capital Market (Legislative Amendments) Law, 2005, and at the banks’ instruction, the control of the assets of the provident funds controlled by Kahal to a “different management company” and that the banks allegedly had illegally assumed and appropriated to themselves the consideration amounts that they received from the other management company, for “the transfer of the control of the assets of the provident funds as well as their management and the trusteeship of them,” since a management company and a management company’s controlling shareholder may not receive any benefit whatsoever, directly or indirectly, in connection with the management of a provident fund, other than expenses and management fees. It is claimed that the consideration amounts received for the said transfer of control of the provident funds are proceeds produced by the assets of the provident funds, and their source is the members’ rights stemming from such assets, and that this is a profit which therefore belongs to the members of the provident funds and not to any of the defendants. It is claimed that the consideration received by the banks amounts to some NIS 260 million, with the Bank's share in this amount being NIS 149.5 million. The petitioner bases the claim, *inter alia*, on violation of the Control of Financial Services (Provident Funds) Law, 2005, the Joint Investments Trusts Law, 1994, the Unjust Enrichment Law, the Contracts Law, the Banking (Licensing) Law, the Agency Law and the Trusts Law. The group in whose name the approval of the class action is sought is composed of: all members of all the provident funds whose assets were controlled and managed by each of the trust managers (apparently referring to Kahal) that were owned and/or controlled by the respondent bank, and transferred to their replacements. The petitioner added the Supervisor of the Capital Market, Insurance and Savings to the claim and to the petition for approval since, according to the petitioner, the Supervisor is charged with licensing, control and implementation of the provisions of the Provident Funds Law, and it is therefore appropriate that he present his position, both from the substantive and public viewpoints, since this would assist in clarifying and deciding the questions raised in the class action. On 30 June 2009, the court ruled that Kahal was wrongfully added as a respondent and dismissed the petition against it. The Bank has submitted its response to the petition for approval of the claim as a class action. On 11 March 2010, the Attorney-General informed the Court that he would not take part in the proceedings in this claim. On 27 March 2011, the Court handed down a verdict determining that the proceeds of sale of control and management of the provident funds and mutual funds belongs in its entirety to the management companies and the banks, and rejected the claim.

J. On 4 August 2008, a claim and a petition to approve it as a class action were filed in the Jerusalem District Court against the Bank, Leumi Gemel Ltd. and the Supervisor of the Capital Market, Insurance and Savings (as a formal defendant). According to the petitioner, Leumi Gemel transferred, in accordance with the Intensification of Competition and Reduction of Concentration and Conflicts of Interest in the Israeli Capital Market (Legislative Amendments) Law, 2005, and at the Bank's instruction, the control of the assets of the provident funds controlled by Leumi Gemel to "different management companies." According to the petitioner, the Bank allegedly illegally assumed and appropriated to itself the consideration amounts that it received from the other management companies, for "the transfer of the control and management of the assets of the provident funds and the trusteeship thereof," since according to the petitioner, a management company, and a management company's controlling shareholder may not receive any benefit whatsoever, directly or indirectly, in connection with the management of a provident fund, other than expenses and management fees. It is claimed that the consideration amounts received for the said transfer of control of the provident funds are proceeds arising from the assets of the provident funds, and their source is the provident funds' members' rights stemming from such assets, and that this is therefore a profit which belongs to the members of the provident funds and not to any of the respondents. The amount being claimed amounts to some NIS 1.0016 billion, which, according to the petitioner, constitutes the consideration received by the Bank from the sale. The petitioner bases the claim, *inter alia*, on violation of the Control of Financial Services (Provident Funds) Law, 2005, the Joint Investments Trusts Law, 1994, the Unjust Enrichment Law, the Contracts Law, the Banking (Licensing) Law, the Agency Law and the Trusts Law. The group in whose name the approval of the class action is sought is composed of: all members of all the provident funds whose assets were controlled and managed by each of the trust managers (apparently referring to Leumi Gemel) that were owned and/or controlled by the respondent bank, and transferred to their replacements. The petitioner added the Supervisor of the Capital Market, Insurance and Savings to the claim and to the petition for approval since, according to the petitioner, the Supervisor is charged with licensing, control and implementation of the provisions of the Provident Funds Law, and it is therefore appropriate that he, both from the substantive and public viewpoints, present his position, since this would assist in clarifying and deciding the questions raised in the class action. The Bank has submitted its response to the petition for approval of the claim as a class action. On 11 March 2010, the Attorney-General informed the Court that he would not take part in the proceedings in this claim. On 27 March 2011, the Court handed down a verdict determining that the proceeds of sale of control and management of the provident funds and mutual funds belongs in its entirety to the management companies and the banks, and rejected the claim.

K. On 4 August 2008, a claim and a petition to approve it as a class action were filed in the Jerusalem District Court against the Bank, Leumi Pia Trust Management Company Ltd., Psagot Managers of Mutual Funds - Leumi Ltd., Kesselman & Kesselman Trust Company (1971) Ltd., and the Israel Securities Authority (as a formal defendant). According to the petitioner, each manager transferred the control and management of the mutual funds it owned to “different management companies,” in accordance with the Intensification of Competition and Reduction of Concentration and Conflicts of Interest in the Israeli Capital Market (Legislative Amendments) Law, 2005, and the Bank allegedly illegally obtained the consideration amounts that it received from the other management companies, for “the transfer of the control and management of the assets of the mutual funds.” According to the petitioner, a management company, trustee and a management company’s controlling shareholder may not receive any benefit whatsoever, in connection with the management of mutual funds, other than expenses and management fees, and it is therefore claimed that the consideration amounts received for the said transfer of control of the mutual funds are proceeds arising from the assets of the mutual funds, and their source is the rights stemming from such assets, and that this is a profit which belongs to the funds and to the owners of the units thereof, and not to any of the respondents. According to the petitioner, the consideration received by the Bank amounts to some NIS 1.885 billion, and this is the amount claimed by the petitioner for the members of the group. The petitioner bases the claim, *inter alia*, on violation of the Joint Investments Trusts Law, 1994, the Unjust Enrichment Law, the Contracts Law, the Banking (Licensing) Law, the Agency Law and the Trusts Law. The group in whose name the approval of the class action is sought is composed of: all owners of units in all the mutual funds whose assets were controlled and managed by each of the managers who were controlled by the Bank, and were transferred to their replacements. The petitioner added the Israel Securities Authority to the complaint and to the petition for approval since, according to the petitioner, the Authority is charged with licensing, control and implementation of the provisions of the Joint Investments Trusts Law and it is therefore appropriate that, in terms of the public interest, it present its position, and since this would assist in clarifying and deciding the questions raised in the class action. The Bank has submitted its response to the petition for approval of the claim as a class action. On 11 March 2010, the Attorney-General informed the Court that he would not take part in the proceedings in this claim. On 27 March 2011, the Court handed down a verdict determining that the proceeds of sale of control and management of the provident funds and mutual funds belongs in its entirety to the management companies and the banks, and rejected the claim.

L. On 29 October 2009 a claim was filed in the Central District Court for declaratory judgments to the effect that the seven respondent banks (the Bank, Bank Hapoalim, Israel Discount Bank, the First International Bank of Israel, Mizrahi Tefahot Bank, Mercantile Discount Bank and Union Bank) are not entitled to charge the petitioners with “default” interest differentials, as defined in the claim, and that the amount of the default interest differentials must be reduced from an amount of NIS 841 million to an amount of NIS 37 million. Alternatively, they request a ruling that the banks are entitled to charge the petitioners with interest differentials in accordance with the Adjudication of Interest and Linkage Law, 1961 only, this being with regard to the petitioners’ debt that had accrued from 12 May 2003 and onwards. The petitioners claim is, *inter alia*, that the “default interest” is nothing other than “agreed compensation” as defined in Section 15(A) of the Contracts Law (Remedies), 1970, which a court may reduce “if it finds that the compensation was established without any reasonable relation to the damage that had been foreseeable as being the reasonable result of a breach at the time the contract was made"; that the reduction of the default interest amounts is also required in accordance with the interpretation of the loan agreement and according to the intention of the parties; that the charging of the petitioners with default interest will constitute unjustified enforcement of the loan agreement; that the banks' insistence on charging the petitioners with default interest constitutes a lack of good faith, and that the banks' charging of default interest will constitute unjust enrichment on their part. The claim does not make a monetary attribution of a specific claimed share of each of the banks in the amount of the default interest differentials, but details are provided of each bank's participation in the financing, with the Bank's share being claimed to be 24%. On 11 February 2010 a monetary claim was submitted in the amount of NIS 829,529,867, instead of the claim for declarative orders which was deleted.

M. On 26 November 2008, a claim and a petition to approve it as a class action were filed in the Tel Aviv District Court against the Bank, the First International Bank of Israel Ltd., Union Bank of Israel Ltd. and Mizrahi Tefahot Bank Ltd. The claim is based on damages claimed in the amount of about NIS 68,125,000 (according to the petitioner's calculations), caused to all the customers of the banks from whose profits from interest in respect of debentures and/or dividends in respect on shares - tax was deducted at source, dating from 1 January 2003 until the day the claim was filed. According to the claim, the banks over-deducted tax, by deducting tax at source in respect of commissions collected from the income received. According to the petitioner's calculation, the banks should have deducted the commissions from the income subject to deduction at source, and only then carried out the deduction at source. The petitioner bases his claim on Section 17 of the Income Tax Ordinance, which classifies commissions as an expense incurred in the production of income during the tax year, which is to be taken into account in the calculation of taxable income. According to the petitioner's claim, by acting as stated the banks violated their duty of care, fiduciary duty and duty to make proper disclosure towards the group, which apply to them under the Banking Law, the Consumer Protection Law and the Torts Ordinance, as well as the duty of good faith incumbent upon them. It was also claimed that the banks caused the group damage and monetary loss and that their behavior is tantamount to negligence, violation of statutory duties and unjust enrichment.

2. In addition, there are legal claims pending against the Bank, including petitions for approval of class actions, as detailed below. In the opinion of the Management of the Bank, based on legal opinions with regard to the chances of these legal proceedings, it is not possible at this stage to estimate the chances of the claims and therefore no provision has been recorded in respect thereof.

A. On 30 June 2008, a petition to approve a class action was filed in the Tel Aviv-Jaffa District Court against the Bank, Israel Discount Bank Ltd. and Bank Hapoalim B.M., ("Banks"). The claim relates to the commissions charged by the Banks for various banking services provided by them to their private customers ("operating" commissions, as distinguished from commissions for the allocation, granting and handling of credit, which are not part of the claim). It is claimed that the Banks had agreed among themselves regarding the increase or reduction of the rates of the commissions, and that it is suspected that agreements were also reached regarding the creation of new commissions. It is claimed that in so doing , the Banks maintained an illegal restrictive arrangement regarding the rates of the commissions they collect from their customers, that they abused their monopolistic power (the Banks constituting, it is argued, an oligopoly), and that they unjustly enriched themselves at the expense of their customers. The petition claims that, because of these said restrictive arrangements, the Banks’ customers paid an unfair rate for the commissions, higher than would have been paid were it not for the existence of the cartel that prevented free competition. The calculation of the amount claimed is presented as being derived from the Banks’ income from commissions paid by households and those resulting from private banking. It is claimed, as an estimation, that half of this income was collected following the coordination of rates as a result of the restrictive practices, and had the rates not been coordinated between the Banks, the commissions would have been significantly lower, by at least 25%. Therefore, in accordance with the various assumptions indicated in the petition, the total aggregated amount of the damage is estimated in the amount of NIS 3.5 billion, while the petition’s caption indicates that the amount of the claim is NIS 3 billion. No specific attribution has been made of the damage claimed to each of the Banks, but the petition mentions that the Bank’s relative share of banking activity in Israel is estimated at some 30%. The Bank submitted its response to the petition for approval of the claim as a class action. On 1 June 2009, the petitioners filed a petition to attach as evidence, within the framework of the petition for approval as a class action, the Antitrust General Director’s determination dated 26 April 2009, pursuant to which the Banks (Leumi, Hapoalim, Discount., Mizrahi Tefahot and First International) had maintained restrictive trade agreements regarding the transfer of information concerning commissions, as evidence in the framework of the application to approve the claim as a class action. The respondent Banks opposed this and, on 6 October 2009, the Court decided that the hearing on the petition to attach the Director’s determination is superfluous in view of its decision to incorporate the hearing on the claim in a later claim (for details see Paragraph B below), to which the Director’s determination would be attached anyway. On 29 November 2009, the Court decided to stay proceedings in the claim for two years (subject to the provisions set out in that decision) in view of the respondents' intention to submit a petition for leave to appeal the Director’s determination in the Antitrust Court. In the opinion of the Bank's Management, which is based on the opinion of the Bank's legal advisors, it is not possible at this early stage to estimate the chances of the petition.

B. On 27 April 2009, a petition to approve a class action was filed in the Tel Aviv-Jaffa District Court against the Bank, Bank Hapoalim, Israel Discount Bank, Mizrahi Tefahot Bank and the First International Bank. The petition is based on the Antitrust Commissioner’s determination of 26 April 2009. The petitioners allege that in accordance with the determination, the banks made restrictive arrangements regarding the exchange of information concerning commissions, which harmed the competition between them and caused damage to the members of the group whose representation is sought in the petition, and that such was reflected in overpayments of commissions. The petitioners estimate the amount of the claim sought in the class action against all the respondents at NIS 1 billion, while noting that this is merely an estimate and reserving their right to amend the amount at a later time. The petition does not make any clear attribution of a specific claimed amount to each of the respondents and the matter of requesting provisions for linkage and interest is not sufficiently addressed. The petitioners claim that they have a cause of action because of the existence of the said restrictive arrangements between the banks, which could and have harmed competition. These arrangements, they argue, fall both within section 2(a) of the Restrictive Trade Practices Law and within section 2(b)(1) of the Restrictive Trade Practices Law. Proceedings in the petition for approval have been delayed for two years, as stated in the decision of 29 November 2009 described in paragraph A. above. In the opinion of the Bank's Management, which is based on the opinion of the Bank's legal advisors, it is not possible, at this early stage, to estimate the chances of the petition.

C. On 3 May 2010, a petition for approval of a class action was filed in the Central District Court claiming an amount of some NIS 209 million as of the date the claim was filed. The claim also includes additional non-monetary reliefs. The plaintiff is interested in representing all those holding debentures of Heftziba Hofim Ltd. ("Heftziba Hofim") prior to the suspension of their trading at the beginning of August 2007. The petitioner claims that during the years 2006-2007, prior to the end of each quarter, the Bank granted loans in amounts of tens of millions of shekels to a company wholly owned by Mr. Boaz Yonah. According to the petitioner's claim, these funds were immediately transferred to the account of Heftziba Hofim, so as to provide temporary cover for withdrawals of funds by Mr. Yonah from Heftziba Hofim, and, at the beginning of each successive quarter, the monies were withdrawn from the funds of Hefziba Hofim, transferred to Mr. Yonah's private accounts, and from there, returned to the Bank. The petitioner claims that the purpose of the above financial activities was to distort the financial statements of Heftziba Hofim, so as to make temporary false presentations to the public regarding the true condition of Heftziba Hofim. The petitioner claims that as a result of cooperation by the Bank and the false representations made to the public the investments of those holding debentures of Heftziba Hofim were eventually written off. According to his claim, warning signs of the crisis in the company were concealed from the debenture holders which could have induced them to immediately sell their holdings; and vital information was withheld from those joining during the creation of the alleged misrepresentations which could have prevented them investing in the debentures of Heftziba Hofim. In the view of Bank Management, based on the opinion of the Bank's legal advisors, it is not possible, at this early stage, to evaluate the chances of the petition.

D. On 27 May 2011, a petition for approval of a class action was filed in the Tel-Aviv District Court against the Bank. The petitioners' claim is that the Bank gave unilateral credit facilities, and charged commissions for them, and also charged interest exceeding the rate of interest stipulated for the highest band for that credit limit, despite the explicit instructions of the Supervisor of Banks in Proper Conduct of Banking Business Directive No. 325 prohibiting this. In addition, the petitioners claim that the action should be heard as a class action, and that the aggregate damage from the date the aforementioned Directive No. 325 came into force is estimated by them at some NIS 90 million. The main reliefs claimed in the framework of the class action are therefore: first, to hand down a declaratory judgment according to which the Bank is prohibited to charge excess interest charges or commissions, in any shape or form, in respect of the provision of unilateral credit to a customer who is a party to an agreement for an approved credit line; secondly, to order the Bank to refund to the petitioner and to the group those amounts paid by them to the Bank for commission in respect of excess interest charges and unilateral credit and/or temporary credit. In the view of Bank Management, based on the opinion of the Bank's legal advisors, that at this early stage it is not possible to evaluate the chances of the petition.

3. The following are details of claims and petitions for approval of class actions in material amounts that were filed against subsidiary companies of the Bank (hereinafter "subsidiary companies "). In the opinion of the Management of the Bank, and in reliance on the opinion of the management of each of the subsidiary companies, based on the opinion of the legal advisors to the subsidiary companies as to the chances of these proceedings, appropriate provisions have been included in the Financial Statements, insofar as required, to cover damages resulting from such claims:

A. On 21 June 2000, a petition for approval of a class action was filed against Leumi Mortgage Bank Ltd. (hereinafter – "Leumi Mortgage Bank") in the Tel Aviv-Jaffa District Court based on the Banking (Service to Customer) Law, 1981, Regulation 29 of the Civil Procedure Regulations, 1984, and the Supervision of Insurance Practices Law, 1981. The amount of the claim for which approval as a class action has been requested is estimated by the petitioners at some NIS 100 million.

   The petitioners, who took out loans from Leumi Mortgage Bank, are making claims regarding the value of buildings for purposes of property insurance in the framework of loans taken from Leumi Mortgage Bank. According to the petitioners, Leumi Mortgage Bank or its representatives prepared excessive valuations of the buildings, resulting in overpayment of premiums by Leumi Mortgage Bank customers. The petitioners contend that this was also done in their case. In accordance with the decision of the District Court, the hearing of the claim has been stayed until the appeals regarding the matter mentioned in Note 4A. below are decided. The petition filed by the petitioners for the cancellation of the stay in proceedings was rejected by the court, which decided that the stay in proceedings in the claim still stands.

B. On 2 December 2006, a petition to approve a class action was filed in the Tel Aviv - Jaffa District Court against Leumi Mortgage Bank and against Migdal Insurance Company Ltd. ("Migdal") regarding the partial payment of life insurance compensation. The estimated amount of the class action, as claimed by the petitioner, is NIS 150 million.

   The petitioner and her deceased spouse took a loan from Leumi Mortgage Bank. According to what is alleged in the request: borrowers who took out loans from Leumi Mortgage Bank were able to join a life insurance arrangement for borrowers, in which the insurer was Migdal; included among the borrowers who joined the said life insurance were borrowers who, when an insurance event occurred, received partial insurance compensation at a rate lower than the amount of the insurance and of the balance of the loan; contrary to the amount actually paid, Leumi Mortgage Bank and Migdal had promised to pay such insured-borrower parties "insurance compensation at the level of the loan balance due or at the level of the amount of insurance (the lower of them)" – so alleges the petitioner. On 18 January 2009, the Court issued a decision ordering the application of proceedings laid down in the law for approving a settlement agreement signed by the parties, including carrying out a number of actions for examining of the approval of the agreement and the appointment of an examiner. The parties reached a compromise arrangement in the suit, and on 7 September 2010, the Tel-Aviv District Court approved the arrangement with certain changes. On 28 October 2010, an appeal was filed by the representative of the plaintiff with the Supreme Court against the approval of the compromise arrangement, in which the Supreme Court was requested to approve the arrangement as is, without changes concerning professional fees for the representative of the plaintiff, and the special compensation for the plaintiff ordered by the District Court. In accordance with a decision of the court dated 9 January 2011, the executed part of the arrangement will be implemented in the first stage, which will not be affected by the results of the appeal, and in accordance with the results of the appeal, the remaining parts will be completed and carried out as necessary. The part from the compromise arrangement which could be affected by the appeal will, in the meantime, be deposited on trust with the petitioner's agent.

C. On 5 April 2009, a petition for approval of a class action was filed with the Tel Aviv-Jaffa District Court against Standard & Poor's Ma'alot Ltd., World Currencies Ltd., the Bank Leumi le-Israel Trust Company, Eran Fuchs, Rony Biram, Yaakov Harpaz and Excellence Investments Ltd. The amount claimed against all the respondents in the class action stands at NIS 84 million. The complaint makes no clear attribution of a specific claimed amount against any of the respondents. According to the petitioner, Ma'alot failed in its rating of debentures issued by World Currencies Ltd., in that it reduced the rating of the debentures from AAA to D only after the insolvency of the Lehman Group, despite information regarding the Lehman Group's difficulties that had been previously publicized, and that Ma'alot created a false and misleading representation to the debenture-holders, to the effect that there was no change in the level of the debentures' risk and/or that the deterioration of the Lehman Group's condition was not relevant to the level of the debentures' risk. The petition alleged that World Currencies was required to report to the debenture-holders regarding the financial entity backers and the mechanism according to which the Notes' risks were divided amongst them. It further alleged that World Currencies should have reported to the debenture-holders regarding the implications of the Lehman Group's deterioration with respect to the chances that the debentures would be repaid, and regarding the fact that the Lehman Bank was in significant business difficulty. It was further claimed that World Currencies unlawfully refrained from publishing immediate reports regarding these matters, and that, as a result, the debenture-holders suffered massive damage. Excellence is a shareholder and a controlling shareholder of World Currencies. Regarding the Trust Company, which served as the trustee for the holders of the debentures issued by World Currencies, the petitioner alleges that it did not do all that it could in order to ensure the fulfillment of World Currencies' obligations to the debenture-holders as established in the prospectus, because it should have requested that World Currencies inform the debenture-holder public regarding the identity of the financial entities with which World Currencies had contracted regarding the purchase of the Notes and the mechanism according to which the risks were divided amongst them, and that it should have demanded that World Currencies provide information regarding consequences of the Lehman Group's condition for the rating of the debentures and/or regarding the ability of World Currencies to repay the debentures. The petitioner further alleges that once the Trust Company became aware of the difficulties that the Lehman Bank was encountering, it should have demanded of World Currencies that it replace the Notes with notes of other financial entities, in order to reduce the scope of the damage caused to the debenture-holders. The Court decided that this claim would be combined with a petition for approval of a previous claim as a class action filed in relation to the issue of those debentures. The company's response has been submitted to the request for approval of the claim as a class action.

D. On 23 June 2009, a petition for approval of a class action was filed with the Tel Aviv-Jaffa District Court against Standard & Poors Ma'alot Ltd., Keshet Debentures Ltd. ("Keshet"), Bank Leumi le-Israel Trust Company ("the Trust Company"), Aaron Biram, Eran Fuchs, Moti Ma'aravi, Rami Ordan, Excellence Nessuah Underwriting (1993) Ltd. and Expert Financing Ltd. The amount claimed against all the respondents in the class action stands at some NIS 220 million. The complaint makes no clear attribution of a specific claimed amount against any of the respondents. According to the petitioner, Ma'alot failed in its rating of the debentures issued by Keshet, in that it reduced the rating of the debentures from AA+ to D only after the Lehman Group's insolvency despite information regarding the Lehman Group's difficulties that had been publicized previously, and that Ma'alot created a false and misleading representation to the debenture-holders, to the effect that there was no change in the level of the debentures' risk and/or that the deterioration of the Lehman Group's condition was not relevant to the level of the debentures' risk. The petition alleged that Keshet was required to report to the debenture-holders regarding the implications of the Lehman Group's business deterioration with respect to the chances that the debentures would be repaid, and with regard to the fact that a company in the Lehmann Group ("Lehman Bank") was in significant business difficulty. It was further alleged that Keshet should have published an immediate report regarding the absolute dependence on the income from the Notes backing the debentures and regarding the significant danger concerning its ability to make payments with respect to the debentures. It was further claimed that Keshet was negligent to the point of being in breach of trust in failing to take measures to prevent a failure to pay the debenture holders, including in failing to do the following: take measures to replace the Notes that backed the debentures; request that Ma'alot update and/or adjust and/or change the debentures' rating. It was further alleged that Keshet failed in not insuring the deposits and in issuing debentures that were backed in full by the assets of only one bank. In addition, it was alleged that Keshet significantly reduced the extent of its assets through a significant change in the service agreement between it and Excellence Investments (which controls Excellence Nessuah). Excellence Nessuah Underwriting (1993) Ltd. and Expert Financing Ltd. are the owners, in equal parts, of Keshet. Regarding the Trust Company, which served as the trustee for the holders of the debentures issued by Keshet, the petitioner alleges that it did not do all that it could in order to ensure the fulfillment of Keshet's obligations to the debenture-holders as established in the prospectus, because it should have asked Keshet to inform the debenture-holder public regarding the implications of the Lehman Bank's deterioration for the debentures' rating and/or for Keshet's ability to repay the debentures at the time set for their repayment. The petitioner further alleges that once the Trust Company became aware of the difficulties that the Lehman Bank was encountering, it should have demanded that Keshet replace the Notes with notes of other financial entities, in order to reduce the scope of the damage caused to the debenture-holders. It is further alleged that the Trust Company should have requested that Keshet insure the deposits, for the purpose of insuring the funds that the public had effectively invested in the Lehman Bank. This petition was dismissed and its contents and the parties to it were combined in a petition for approval as another class action for the amount of NIS 286 million, which was submitted in connection with the above debentures (The Trust Company was not a party to the other petition in its original version, before combining both versions).

4. In addition, the claims and petitions for approval of class actions set out below are pending against subsidiary companies. In the opinion of Bank Management, in reliance on the opinion of the management of each of the subsidiary companies, which is based on the opinion of the legal advisors of the subsidiary companies with regard to the chances of these legal proceedings, it is not possible at this stage to estimate their chances, and therefore no provision has been recorded in their respect. The following are details of the legal proceedings:

A. On 17 July 1997, a petition for approval of a class action in an amount exceeding NIS 1 billion was filed with the Tel Aviv-Jaffa District Court against Leumi Mortgage Bank and against other mortgage banks in connection with the collection of borrowers' life insurance and property insurance commissions. Each of the petitioners took out a loan from one of the respondent mortgage banks. According to the petitioners, in the context of taking out the loan, they were included in life insurance or property insurance policies taken out through the respondent banks and, according to their assertions, part of the insurance premiums illegally reached the respondent banks.

On 17 November 1997, the Court ruled that the claim could not be heard as a class action according to the Banking (Service to Customer) Law, 1981, and the Restrictive Trade Practices Law, 1988. Accordingly, the Court struck off the monetary claim.

Nevertheless, the Court decided that the claim could be heard in the framework of Regulation 29 of the Civil Procedure Regulations, 1984, but only with regard to the claim for declaratory relief relating to causes of action that had arisen before 10 May 1996. The Court ruled that the causes of action that could be heard in this framework related to the "restrictive arrangement and various insurance issues."

Appeals to the Supreme Court submitted against this decision by Leumi Mortgage Bank, all the other respondent mortgage banks and the petitioners, are pending. Pursuant to the decision of the Supreme Court, implementation of the District Court's decision was stayed. Accordingly, the claim will not be determined until the Supreme Court rules with regard to all the appeals.

On 1 September 2005, the Supreme Court handed down a judgment in which it was determined, in short, that although it was possible to utilize interpretive means to convert Regulation 29 into an instrument for submission of class actions, such utilization was not appropriate at that time, mainly because of the legislative procedures underway in the field of class actions; and on 12 March 2006, the Class Actions Law was published. On 25 September 2008, the court approved the withdrawal of one of the petitioners from the claim. The petition to add another petitioner to the claim, in place of the one who withdrew, is pending in court. An arbitration agreement has recently been made between the parties, in accordance with which all the banks responding to the petition will pay a total amount of NIS 17 million as a donation to selected public charities, and a further total sum of NIS 3 million as remuneration and professional fees to the petitioners and their representatives, thus ending all legal proceedings in the claim. Leumi Mortgage's share of the payment amounts to 27.601%. The arbitration agreement is subject to the approval of the Court under the necessary procedures, and it is the intention of the parties to submit it to the Court for its approval and its receiving the validity of a judgment.

In the opinion of the Management of the Bank, based on the opinion of management of Leumi Mortgage Bank, which is based on the opinion of its legal advisors, it is not possible at this stage to estimate the chances of the appeals.

B. On 19 August 2007, a petition to approve a class action was filed in the Jerusalem District Court against Leumi Mortgage Bank, together with a statement of class action claim regarding the joining of an "additional borrower" to some of the loans granted by Leumi Mortgage Bank. The amount of the class action is estimated, according to the petitioners, at over NIS 5 million.

The petitioners are claiming that Leumi Mortgage Bank demanded the joining of an "additional borrower" within the framework of a loan taken out. According to the petitioners, the additional borrower is not a borrower at all but a fiction and in fact he is a guarantor of the loan. The petitioners claim that, if the person joined as an "additional borrower" was actually joined as a guarantor of the loan, he would not have been required to take out life insurance for the purposes of the loan, as he was required to do in practice.

The petitioners are requesting the approval of a class action on behalf of all people who were classified as "additional borrowers" by Leumi Mortgage Bank, who have no rights to the pledged property and who, in connection with the loan, were required to take out life insurance and pay insurance premiums in respect thereof, either directly or through the principal borrowers, during the seven years prior to the filing of the petition.

The petitioners are requesting the reimbursement of insurance premiums that were paid as mentioned, and an order instructing Leumi Mortgage Bank to cancel the requirement to take out life insurance, and the pledging thereof with regard to the additional borrowers who are members of the group.

With the consent of the class action plaintiff, it was agreed that the date for Leumi Mortgage Bank's submission of its response to the petition would be deferred until another decision is rendered (in this Paragraph: "the other decision"), which deals with a similar issue. The other decision has not yet been handed down. With the consent of the class action plaintiff, it was agreed that the date for Leumi Mortgage Bank's submission of its response to the petition would be deferred until a decision was rendered in another case dealing with a similar issue. No judgment has yet been handed down (hereinafter: "Badawi case"). On 7 June 2010, judgment was given for the aforesaid Bedouin case, pursuant to which the appeal submitted by the Bank was accepted and the verdict of the Magistrates Court was canceled, including its determinations against the status of the additional borrower. The Bank was informed that the petitioners would decide whether or not to retract the request for approval, only after it would be clarified to them if an appeal to the judgment was submitted on the Bedouin case. No such appeal was submitted, but on 11 October 2010, judgment was handed down in the Tel Aviv District Court against Bank Mizrahi Tefahot Ltd. ("Kadmon case") in which the question of an "additional borrower was discussed. As a result of the verdict in the Kadmon case, whose circumstances and results vary from the Bedouin case, the petitioners await the continuance of proceedings in the request for approval. Leumi Mortgage has filed its response to the petition for approval of the claim as a class action. In the opinion of the management of the Bank, in reliance on the opinion of management of Leumi Mortgage Bank, based on the opinion of its legal advisors, it is not possible at this early stage to estimate the chances of the claim.

D. The Israel Corporation Ltd.

1. Legal claims been made against certain investee companies of the Israel Corporation Ltd. contending that personal and property damage caused to the plaintiffs resulted from the pollution of the Kishon River, in which the plaintiffs contend the above mentioned investee companies had a part, and, against a consolidated company, legal proceedings are taking place, legislation has been enacted and orders have been issued concerning the activity of this company.

   The managements of the above companies, based on the opinions of their legal advisers, cannot estimate the amount of the exposure from the said claims and demand, if any, and therefore no provision has been made in this regard in the financial statements of the Israel Corporation Ltd. and of its consolidated companies.

2. A consolidated subsidiary of the Israel Corporation is dependent on receiving services from infrastructure companies in order to carry on its activities.

For further details of these matters, see the financial statements of the Israel Corporation Ltd. as at 31 March 2011.

E. On 26 April 2009, the Bank received the decision of the Antitrust Commissioner under section 43(a)(1) of the Antitrust Law, 1988, according to which there were restrictive trade agreements regarding the transfer of information on commissions between the Bank and Bank Hapoalim, Bank Discount, Bank Mizrahi, and the First International Bank, from the beginning of the 1990's up until the commencement of the investigation by the Authority, in November 2004. This is a civil decision constituting prima facie evidence in decisions about it in any legal proceedings. The Bank has filed an appeal against this decision. On 22 February 2011, the Commissioner's response to the appeal was filed. Following agreement between the parties, this appeal and additional appeals filed by other banks were transferred to arbitration proceedings after the Restrictive Practices Court requested the parties to do this. At this stage, it is not possible to assess the implications of the decision.

F. Further to details given in Note 18(K)(2) in the 2010 Annual Report, the opinion of the Chief Economist of the Antitrust Authority was submitted to the Restrictive Practices Court on 23 May 2011. The rate of cross-commission as calculated in the opinion is less than that used currently in accordance with the arrangement submitted for approval by the Court. Following the submission of the opinion, hearings are expected to take place in the Court, during which the Chief Economist will be cross-examined on his opinion for purposes of checking the calculation made in the opinion, and the assumptions made by him in the said calculation. Following which the Court will be required to determine the proper rate of cross0commission, and then to decide whether to approve the arrangement submitted to the Court for approval or not as stated above. In the context of the said opinion, the Chief Economist noted that any reduction in the commission should be gradual, so as to enable the credit card companies to make preparations and adjustments to the new situation. The Bank is reviewing the implications of the above opinion.

Note 7 – Activity in Derivatives – Scope, Credit Risks and Repayment Dates

Reported Amounts (Unaudited)

A. Scope of Activity

	31 March 2011 (Unaudited)				
	Interest contracts				
	Shekel – index	Other	Foreign currency contracts	Contracts in respect of shares	Contracts in respect of goods and others
	(NIS millions)				
(1) Amount of derivative instruments					
a) Hedged instruments (1)					
Forward contracts	-	-	-	-	-
Swaps	-	2,837	-	-	-
Total	-	2,837	-	-	-
Of which: Swap contracts in which the banking institution agreed to pay a fixed rate of interest	-	2,664	-	-	-
b) ALM derivatives (1)(2)					
Futures contracts	-	16,416	-	737	908
Forward contracts	8,791	15,540	139,921	-	648
Traded options					
Options written	-	-	7,916	17,724	44
Options purchased	-	-	7,732	17,724	44
Other options					
Options written	15	19,153	31,594	5,316	293
Options purchased	-	16,082	29,478	5,339	255
Swaps	973	140,492	20,497	2,297	646
Total	9,779	207,683	237,138	49,137	2,838
Of which: Swap contracts in which the banking institution agreed to pay a fixed rate of interest	-	70,183	-	-	-
c) Other derivatives (1)					
Swaps	-	-	-	-	-
Total	-	-	-	-	-
Of which: Swap contracts in which the banking institution agreed to pay a fixed rate of interest	-	-	-	-	-
d) Credit derivatives and Spot contracts					
Credit derivatives in which the banking institution is a guarantor	-	-	-	-	1,089
Credit derivatives in which the banking institution is a beneficiary	-	-	-	-	741
Spot foreign exchange contracts	-	-	13,074	-	-
Total	-	-	13,074	-	1,830
Overall total	9,779	210,520	250,212	49,137	4,668

(1) Except credit derivatives and Spot contracts.

(2) Derivatives constituting part of the Bank's system of management of assets and liabilities, not intended for hedging.

Note 7 – Activity in Derivatives – Scope, Credit Risks and Repayment Dates (cont'd)
Reported Amounts (Unaudited)

A. Scope of Activity (cont'd)

	31 March 2011 (Unaudited)				
	Interest contracts				
	Shekel – index	Other	Foreign currency contracts	Contracts in respect of shares	Contracts in respect of goods and others
	(NIS millions)				
(2) Gross fair value of derivative instruments					
a) Hedged derivatives (1)					
Gross positive fair value	-	51	-	-	-
Gross negative fair value	-	25	-	-	-
b) ALM derivatives (1)(2)					
Gross positive fair value	7	2,362	4,637	1,262	78
Gross negative fair value	180	2,657	6,003	1,267	74
c) Other derivatives (1)					
Gross positive fair value	-	-	-	-	-
Gross negative fair value	-	-	-	-	-
d) Credit derivatives					
Credit derivatives in which the					
banking institution is a guarantor					
Gross positive fair value	-	-	-	-	15
Gross negative fair value	-	-	-	-	6
Credit derivatives in which the banking institution is a beneficiary					
Gross positive fair value	-	-	-	-	7
Gross negative fair value	-	-	-	-	9

(1) Except credit derivatives.

(2) Derivatives constituting part of the Bank's system of management of assets and liabilities, not intended for hedging.

Note 7 – Activity in Derivatives – Scope, Credit Risks and Repayment Dates (cont'd)
Reported Amounts (Unaudited)

A. Scope of Activity (cont'd)

	31 March 2010 (Unaudited)				
	Interest contracts				
	Shekel – index	Other	Foreign currency contracts	Contracts in respect of shares	Contracts in respect of goods and others
	(NIS millions)				
(1) Amount of derivative instruments					
a) Hedged instruments (1)					
Forward contracts	-	-	-	-	-
Swaps	-	1,477	-	-	-
Total	-	1,477	-	-	-
Of which: Swap contracts in which the banking institution agreed to pay a fixed rate of interest	-	1,083	-	-	-
b) ALM derivatives (1)(2)					
Futures contracts	-	11,299	85	947	779
Forward contracts	9,345	20,050	96,185	-	1,229
Traded options					
Options written	-	43	5,757	4,944	36
Options purchased	-	43	5,379	4,944	42
Other options					
Options written	21	19,636	26,185	417	283
Options purchased	50	15,924	26,164	600	283
Swaps	1,162	107,091	14,579	-	-
Total	10,578	174,086	174,334	11,852	2,652
Of which: Swap contracts in which the banking institution agreed to pay a fixed rate of interest	-	56,355	-	-	-
c) Other derivatives (1)					
Swaps	-	-	-	-	-
Total	-	-	-	-	-
d) Credit derivatives and Spot contracts					
Credit derivatives in which the banking institution is a guarantor	-	-	-	-	594
Credit derivatives in which the banking institution is a beneficiary	-	-	-	-	-
Spot foreign exchange contracts	-	-	8,576	-	-
Total	-	-	8,576	-	594
Overall total	10,578	175,563	182,910	11,852	3,246

(1) Except credit derivatives and Spot contracts.

(2) Derivatives constituting part of the Bank's system of management of assets and liabilities, not intended for hedging.

Note 7 – Activity in Derivatives – Scope, Credit Risks and Repayment Dates (cont'd)
Reported Amounts (Unaudited)

A. Scope of Activity (cont'd)

	31 March 2010 (Unaudited)				
	Interest contracts				
	Shekel – index	Other	Foreign currency contracts	Contracts in respect of shares	Contracts in respect of goods and others
	(NIS millions)				
(2) Gross fair value of derivative instruments					
a) Hedged derivatives (1)					
Gross positive fair value	-	27	-	-	-
Gross negative fair value	-	14	-	-	-
b) ALM derivatives (1)(2)					
Gross positive fair value	91	2,455	3,077	325	40
Gross negative fair value	323	3,122	3,511	324	43
c) Other derivatives (1)					
Gross positive fair value	-	-	-	-	-
Gross negative fair value	-	-	-	-	-
d) Credit derivatives					
Credit derivatives in which the					
banking institution is a guarantor					
Gross positive fair value	-	-	-	-	4
Gross negative fair value	-	-	-	-	-

(1) Except credit derivatives.

(2) Derivatives constituting part of the Bank's system of management of assets and liabilities, not intended for hedging.

Note 7 – Activity in Derivatives – Scope, Credit Risks and Repayment Dates (cont'd)

Reported Amounts (Audited)

A. Scope of Activity (cont'd)

	31 December 2010 (Audited)				
	Interest contracts				
	Shekel – index	Other	Foreign currency contracts	Contracts in respect of shares	Contracts in respect of goods and others
	(NIS millions)				
(1) Amount of derivative instruments					
a) Hedged instruments (1)					
Swaps	-	2,563	-	-	-
Total	-	2,563	-	-	-
Of which: Swap contracts in which the banking institution agreed to pay a fixed rate of interest	-	2,354	-	-	-
b) ALM derivatives (1)(2)					
Futures contracts	-	14,594	-	499	756
Forward contracts	7,160	9,010	155,524	-	276
Traded options					
Options written	-	-	5,104	8,908	9
Options purchased	-	-	5,031	8,908	11
Other options					
Options written	15	17,584	34,802	4,914	19
Options purchased	-	16,610	33,896	4,920	23
Swaps	980	121,111	18,533	412	646
Total	8,155	178,909	252,890	28,561	1,740
Of which: Swap contracts in which the banking institution agreed to pay a fixed rate of interest	-	61,573	-	-	-
c) Other derivatives (1)					
Swaps	-	-	-	-	-
Total	-	-	-	-	-
d) Credit derivatives and Spot contracts					
Credit derivatives in which the banking institution is a beneficiary	-	-	-	-	1,593
Credit derivatives in which the banking institution is a guarantor	-	-	-	-	741
Spot foreign exchange contracts	-	-	14,108	-	-
Total	-	-	14,108	-	2,334
Overall total	8,155	181,472	266,998	28,561	4,074

(1) Except credit derivatives and Spot contracts.

(2) Derivatives constituting part of the Bank's system of management of assets and liabilities, not intended for hedging.

Note 7 – Activity in Derivatives – Scope, Credit Risks and Repayment Dates (cont'd)
Reported Amounts (Audited)

A. Scope of Activity (cont'd)

	31 December 2010 (Audited)				
	Interest contracts				
	Shekel – index	Other	Foreign currency contracts	Contracts in respect of shares	Contracts in respect of goods and others
	(NIS millions)				
(2) Gross fair value of derivative instruments					
a) Hedged derivatives (1)					
Gross positive fair value	-	32	-	-	-
Gross negative fair value	-	43	-	-	-
b) ALM derivatives (1)(2)					
Gross positive fair value	42	2,895	4,439	1,223	80
Gross negative fair value	336	2,973	5,373	1,221	82
c) Other derivatives (1)					
Gross positive fair value	-	1	-	-	-
Gross negative fair value	-	-	-	-	-
d) Credit derivatives					
Credit derivatives in which the					
banking institution is a guarantor					
Gross positive fair value	-	-	-	-	4
Gross negative fair value	-	-	-	-	13

(1) Except credit derivatives.

(2) Derivatives constituting part of the Bank's system of management of assets and liabilities, not intended for hedging.

Note 7 – Activity in Derivatives – Scope, Credit Risks and Repayment Dates (cont'd)
Reported Amounts

B. Credit Risk in Respect of Derivative Instruments According to Counterparty of the Contract

	31 March 2011 (Unaudited)					
	Stock Exchanges	Banks	Dealers/ brokers	Governments and central banks	Others	Total
	(NIS millions)					
Balance sheet balances of assets derived from derivative instruments (1) (2)	**465**	**3,968**	**452**	**17**	**3,517**	**8,419**
Off-balance sheet credit risk in respect of derivative Instruments (3)	**2,024**	**25,214**	**2,383**	**-**	**10,708**	**40,329**
Total credit risk in respect of derivative instruments	**2,489**	**29,182**	**2,835**	**17**	**14,225**	**48,748**

	31 March 2010 (Unaudited)					
	Stock Exchanges	Banks	Dealers/ brokers	Governments and central banks	Others	Total
	(NIS millions)					
Balance sheet balances of assets derived from derivative instruments (1) (2)	457	3,082	194	-	2,286	6,019
Off-balance sheet credit risk in respect of derivative Instruments (3)	1,016	18,645	1,612	-	9,473	30,746
Total credit risk in respect of derivative instruments	1,473	21,727	1,806	-	11,759	36,765

	31 December 2010 (Audited)					
	Stock Exchanges	Banks	Dealers/ brokers	Governments and central banks	Others	Total
	(NIS millions)					
Balance sheet balances of assets derived from derivative instruments (1) (2)	280	4,864	373	-	3,200	8,717
Off-balance sheet credit risk in respect of derivative Instruments (3)	1,182	25,081	1,776	-	10,596	38,635
Total credit risk in respect of derivative instruments	1,462	29,945	2,149	-	13,796	47,352

(1) Net accounting arrangements do not exist.
(2) Of which, balance sheet balance from stand-alone derivative instruments - NIS 8,419 million (31 March 2010 – NIS 6,019 million, 31 December 2010 – NIS 8,717 million), that is included in other assets.
(3) Off-balance credit risk of derivative instruments (including derivative instruments with negative fair value) as calculated for purposes of single borrower debt limitations.

Note 7 – Activity in Derivatives – Scope, Credit Risks and Repayment Dates (cont'd)
Reported Amounts

C. Repayment Dates – Nominal Amounts

	31 March 2011 (Unaudited)				
	Up to three Months	three months to one year	From one five years	More than five years	Total
	(NIS millions)				
Interest (Swap) contracts:					
Shekel – index	1,617	5,499	2,454	209	9,779
Other	26,896	42,242	69,983	71,399	210,520
Foreign currency contracts	144,939	83,158	9,495	12,620	250,212
Contracts in respect of shares	35,990	12,238	889	20	49,137
Contracts in respect of commodities and others	2,274	1,978	416	-	4,668
Total	211,716	145,115	83,237	84,248	524,316
Total March 2010 (Unaudited)	146,710	121,130	66,426	49,883	384,149
Total December 2010 (Audited)	214,509	126,973	72,371	75,407	489,260

Note 8 – Balances and Fair Value Assessments of Financial Instruments

Reported amounts

	31 March 2011 (Unaudited)				31 December 2010 (Audited)			
	Value in Balance Sheet				Value in Balance Sheet			
	(a)	(b)	Total	Fair value	(a)	(b)	Total	Fair value
	(NIS millions)							
Financial assets								
Cash and deposits with banks	8,907	27,895	36,802	36,762	8,446	21,606	30,052	30,035
Securities	47,090	-	47,090	47,090	55,791	-	55,791	55,791
Securities borrowed or purchased under resale agreements	2,068	-	2,068	2,068	1,190	-	1,190	1,190
Net credit to the public	24,836	200,235	225,071	226,653	22,901	201,080	223,981	226,263
Credit to governments	-	357	357	380	16	363	379	409
Assets in respect of derivative instruments	8,419	-	8,419	8,419	8,716	-	8,716	8,716
Other financial assets	670	-	670	670	670	-	670	670
Total financial assets	91,990	228,487	320,477	322,042	97,730	223,049	320,779	323,074
Financial liabilities								
Deposits of the public	59,038	189,220	248,258	249,181	63,403	186,181	249,584	251,210
Deposits from banks	2,682	1,132	3,814	3,814	1,391	1,300	2,691	2,692
Deposits from governments	49	672	721	751	225	435	660	688
Securities lent or sold under repurchasee agreements	1,169	364	1,533	1,536	762	244	1,006	1,010
Bonds, notes and subordinated notes	-	26,985	26,985	28,793	-	26,939	26,939	29,117
Liabilities in respect of derivative instruments	10,170	-	10,170	10,170	9,985	-	9,985	9,985
Other financial liabilities	3,171	4,150	7,321	7,290	2,804	4,328	7,132	7,107
Total financial liabilitiies	76,279	222,523	298,802	301,535	78,570	219,427	297,997	301,809
Off-balance sheet financial instruments								
represents credit risk	254	-	254	254	367	-	367	367

(a) Financial instruments where the amount in the balance sheet is a fair value assessment – the instruments are shown in the balance sheet according to fair value.

(b) Other financial instruments for which fair value was calculated.

Note 8A – Items Measured for Fair Value on a Recurring Basis
Reported amounts

	31 March 2011 (Unaudited)				
	Fair value measurements using				
	Prices quoted in an active market (Level 1)	Other significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Effect of set-off agreements	Book value
	(NIS millions)				
Assets:					
Bonds available for sale:					
Of governments	14,552	1,721	-	-	16,273
Of foreign governments	453	2,004	11	-	2,468
Of other companies	2,328	10,089	-	-	12,417
Asset-backed	333	3,206	826	-	4,365
Total bonds available for sale	17,666	17,020	837	-	35,523
Shares available for sale	1,520	5	-	-	1,525
Bonds held for trading	6,323	2,166	-	-	8,489
Securities held for trading	281	-	-	-	281
Debit balances in respect of derivative financial instruments	1,246	6,754	419	-	8,419
Credit to the public	1,843	-	-	-	1,843
Total assets	28,879	25,945	1,256	-	56,080
Liabilities:					
Credit balances in respect of derivative financial instruments	1,262	7,500	1,459	-	10,221
Deposits from the public	2,376	133	-	-	2,509
Total liabilities	3,638	7,633	1,459	-	12,730

Note 8B – Changes in Items Measured for Fair Value on a Recurring Basis Included in Level 3

Reported amounts

	31 March 2011 (Unaudited)					
	Changes in items measured for fair value included in Level 3					
	Fair value at beginning of the year	Total realized and unrealized profits (losses)	Net acquisitions, issues and extinguish-ments	Transfers to or from Level 3	Fair value at 31 March 2011	Unrealized profits (losses) in respect of instruments held at 31 March 2011
	(NIS millions)					
Assets:						
Bonds available for sale:						
Of governments	-	-	-	-	-	-
Of foreign governments	17	-	(6)	-	11	(1)
Of other companies	-	-	-	-	-	-
Asset-backed	856	30	(60)	-	826	(11)
Total bonds available for sale	873	30	(66)	-	837	(12)
Debit balances in respect of derivative financial instruments	225	98	96	-	419	204
Total assets	1,098	128	30	-	1,256	192
Liabilities:						
Credit balances in respect of derivative financial instruments	1,210	116	133	-	1,459	1,224
Total liabilities	1,210	116	133	-	1,459	1,224

Note 9 – Net Interest Income before Provision for Doubtful Debts
Reported amounts (Unaudited)

	For the three months ending 31 March	
	2011	2010
	(NIS millions)	
A. Income on assets (a)		
Credit to the public	**2,535**	(36)
Credit to governments	**3**	(1)
Deposits with Bank of Israel and cash	**57**	(32)
Deposits with banks	**66**	(596)
Securities borrowed or purchased under agreement to resell	**14**	3
Debentures (d)	**483**	(1,019)
Total income on assets	**3,158**	(1,681)
B. Expenses on liabilities (a)		
Deposits of the public	**(792)**	3,379
Deposits from governments	**(4)**	1
Deposits from Bank of Israel	**-**	-
Deposits from banks	**(17)**	76
Securities loaned or sold under agreement to repurchase	**(6)**	(1)
Debentures, bonds and subordinated notes	**(475)**	(80)
Total expense on liabilities	**(1,294)**	3,375
C. From derivative instruments and hedging activities		
Ineffective portion of hedge relationships (b)	**(1)**	-
Net income (expenses) from ALM derivative instruments (c)	**(124)**	(314)
Net income (expenses) from other derivative instruments	**21**	24
Total income from derivative instruments and hedging activities	**(104)**	(290)
D. Other income and expenses		
Financing commissions	**100**	90
Profits from sale of debentures available for sale, net (e)	**77**	65
Realized and unrealized profits in respect of fair value adjustments of trading debentures, net	**(52)**	70
Other financing income	**54**	178
Other financing income (expenses)	**-**	-
Total other income and expenses	**179**	403
Total net interest income before provision for doubtful debts	**1,939**	1,807
Of which: net, exchange difference	**10**	3
E. Detail of net effect of hedging derivative instruments on net interest income		
Financing income (expenses) on assets	**(2)**	(2)
Financing income (expenses) on liabilities	**3**	2

(a) Including effective portion of hedge relationships.
(b) Excluding effective portion of hedge relationships.
(c) Derivative instruments included in the Bank's asset and liability management system which are not designated for hedging relationships.
(d) Including interest and negative exchange rate differentials in respect of mortgage-backed bonds (MBS) in the amount of some NIS (7) million (31 March 2010 – NIS (13).
(e) Including provision for impairment that was not temporary in nature.

Note 10 – Profits from Investments in Shares, Net (a)

Reported amounts (Unaudited)

	For the three months ending 31 March	
	2011	2010
	(NIS millions)	
Gains on sale of shares available for sale	**9**	8
Losses on sale of shares available for sale (b)	**(2)**	(10)
Realized and unrealized profits from adjustments to fair value of held for trading shares, net	**2**	2
Dividend on shares available for sale and on held for trading shares	**21**	74
Total from investments on shares	**30**	74

(a) Including mutual funds.
(b) Including provision for impairment that was not temporary in nature.

Note 11 - Information on Activity by Operating Segments
Reported amounts

	Statement of profit and loss for the three months ended 31 March 2011 (Unaudited)							
	Household banking	Small business banking	Corporate banking	Commercial banking	Private banking	Financial management	Other	Total consolidated
	(NIS millions)							
Net interest income (loss) before provision for doubtful debts								
From outside entities -	416	284	666	(1,154)	(8)	1,735	-	1,939
Intercompany operations -	194	(52)	(179)	1,525	116	(1,606)	2	-
Total	610	232	487	371	108	129	2	1,939
Operating and other income:								
From outside entities -	435	129	139	109	119	82	10	1,023
Intercompany operations -	55	(13)	(28)	(9)	3	7	(15)	-
Total	490	116	111	100	122	89	(5)	1,023
Total income	1,100	348	598	471	230	218	(3)	2,962
Provision for doubtful debts	(29)	(3)	(75)	(16)	(2)	23	-	(102)
After-tax profit from extraordinary items	-	-	-	-	-	-	1	1
Net profit attributable to shareholders of the banking corporation	111	97	339	154	50	(150)	(24)	577

Note 11 - Information on Activity by Operating Segments (cont'd)
Reported amounts

	Statement of profit and loss for the three months ended 31 March 2010 (Unaudited) (a)							
	Household banking	Small business banking	Corporate banking	Commercial banking	Private banking	Financial management	Other	Total consolidated
	(NIS millions)							
Net interest income (loss) before provision for doubtful debt:								
From outside entities -	320	230	417	405	1	431	3	1,807
Intercompany operations -	170	(10)	73	(41)	97	(286)	(3)	-
Total	490	220	490	364	98	145	-	1,807
Operating and other income:								
From outside entities -	428	118	113	104	111	109	16	999
Intercompany operations -	58	(14)	(31)	(9)	2	1	(7)	-
Total	486	104	82	95	113	110	9	999
Total income	976	324	572	459	211	255	9	2,806
Provision for doubtful debts	20	13	73	31	-	(7)	-	130
After-tax profit(loss) from extraordinary items	-	-	-	-	-	-	4	4
Net profit attributable to shareholders of the banking corporation	32	72	230	112	30	97	23	596

(a) Reclassified.

Note 11 - Information on Activity by Operating Segments (cont'd)
Reported amounts

	Statement of profit and loss for the year ended 31 December 2010 (Audited)							
	Household banking	Small business banking	Corporate banking	Commercial banking	Private banking	Financial management	Other	Total consolidated
	(NIS millions)							
Net interest income (expenses) before provision for doubtful debt:								
From outside entities -	1,448	1,064	1,689	1,721	(50)	1,550	11	7,433
Intercompany operations -	769	(158)	379	(251)	457	(1,187)	(9)	-
Total	2,217	906	2,068	1,470	407	363	2	7,433
Operating and other income:								
From outside entities -	1,732	493	454	431	451	280	270	4,111
Intercompany operations -	237	(56)	(122)	(38)	10	3	(34)	-
Total	1,969	437	332	393	461	283	236	4,111
Total income	4,186	1,343	2,400	1,863	868	646	238	11,544
Provision for doubtful debts	169	147	(71)	341	8	(6)	(4)	584
After-tax profit (loss) from extraordinary items	-	-	-	-	-	177	6	183
Net profit (loss)	176	256	1,198	303	87	220	138	2,378

Note 12 – Miscellaneous Matters and Events After the Balance Sheet Date

A. Tnuva

On 2 March 2011, the Bank signed an agreement with M.B.S.T. Ltd. ("Mivtach"), for the purchase of 13,500 ordinary shares and 94,674 redeemable "A" shares, representing 13.5% (fully diluted) of the issued and paid up capital of AP. MS. TN. Ltd. ("the company") for consideration of about NIS 388.5 million. The company holds (indirectly) some 76.7331% of the total rights in the Tnuva Group.

The purchase agreement is subject to conditions precedent which include, *inter alia*, the signing of agreements between Mivtach and the additional purchasers for purchasing the balance of Mivtach's holdings in the company (about 13.5% of the equity of the company), the signing of a shareholders' agreement between the Bank and the Apax Funds**,** regulatory approvals, and the receipt of approvals from the financing banks**.**

The Bank will, in accordance with its commitment to the Bank of Israel, sell 3.5% of the equity of the company within one year of the date of completion of the purchase agreement.

On 12 May 2011, an addendum to the purchase agreement was signed, according to which (a) the date for the completion of the transaction which is the subject of the purchase agreement ("the transaction") was extended to 15 June 2011; (b) shekel interest of 3.04% per annum will be added to the consideration stipulated in the purchase agreement, with effect from 3 April 2011 to the date of completing the transaction; and (c) an additional condition precedent will be added to the purchase agreement, according to which the purchase agreement is subject to the further approval by the parties authorized in the Bank and Mivtach Shamir.

B. Purchase of Bank Safdié

On 10 February 2011, an agreement (hereinafter: "the purchase agreement") was signed between Bank Leumi Le-Israel Ltd. (hereinafter: "Leumi"), directly or through a company under its control, and Island Tower Foundation, Helena Safdié Levy Edmundo Safdié, and G.RS. Participations S.A.R.L., the owners of the Bank Safdié SA in Switzerland (hereinafter: "the acquired bank"), according to which Leumi will purchase all of the share capital in the acquired bank, subject to conditions precedent specified in the agreement.

According to the purchase agreement, the basic consideration amount, before adjustments, will be based on the net asset value of the acquired bank, with the addition of a premium on the assets under management of the acquired bank on the date of the transaction's closing, and it will be adjusted in accordance with the execution of a due diligence examination. The consideration is estimated at some Swiss Francs 177 million, on the basis of the assets under management of the acquired bank as of the end of December 2010. The final consideration amount will also be adjusted in accordance with changes in the assets under management during the 24-month period following the date of the transaction's closing, according to formulas agreed upon by the parties.

The transaction, according to the purchase agreement, is subject to the fulfillment of the conditions precedent specified in the purchase agreement, including the receipt of regulatory approvals from the Supervisor of Banks in Israel and from the Swiss banking supervision agency (FINMA), and the sale of the acquired bank's branch in Brazil to the owners (the sellers). The conditions precedent are expected to be met within nine months from the signing of the purchase agreement. The purchase agreement also includes understandings regarding the management of the acquired bank during the interim period between the signing and the transaction's completion, for the purpose of preserving the acquired bank's business.

Leumi intends to combine the acquired bank's private banking activity with that of Bank Leumi (Switzerland), and thus to significantly increase the scope of activity of Bank Leumi (Switzerland).

C. Sale of Shares to Employees

In accordance with the agreements concerning the privatization of the Bank, and in accordance with agreements reached between the Accountant-General in the Finance Ministry and the employees of the Bank, the Audit Committee on 13 March 2011, and the Board of the Directors of the Bank on 17 March 2011, approved an outline prospectus for the offer by the State of Israel of the Bank's shares to employees of the Bank, Arab-Israel Bank Ltd., Leumi Mortgage Bank Ltd., and the Restaurant Association of Employees of Bank Le-Israel B.M. (registered association) ("the participants", "the outline prospectus").

The outline prospectus was submitted to the Israel Securities Authority as a preliminary outline prospectus on 17 March 2011 and as a final outline prospectus on 6 April 2011 after approval of the prospectuses committee of the Board of Directors.

Pursuant to the outline prospectus, on 17 May 2011, the purchase by the participants was completed, in accordance with and subject to arrangements and conditions detailed in the outline prospectus, 6,339,730 shares held by the State of Israel representing 0.43% of the Bank's issued and paid-up share capital of the Bank, as at the date of publication of the outline prospectus. On 24 May 2011, the General Meeting of the Bank approved the offer of 9,442 shares to the Chairman of the Board of Directors of the Bank, and the grant of a loan by the Bank to purchase the shares. The purchase of the shares by the Chairman of the Board of Directors was completed on 29 May 2011.

The price per share for purposes of the offer to participants according to the outline prospectus was NIS 13.20825 per share as at 19 January 2011, and this share price was linked to the consumer price index using the "last known index" method, with the base index being the index for the month of December 2010, that was published on 14 January 2011. The share price was NIS 13.3002797 (the price of the shares purchased by the Chairman of the Board of Directors was NIS 13.373813).

The allocation of shares to the participants and determining the number of shares offered each participant was made relative to the salary serving as a basis for social provisions for those participants for the month of January 2011, in accordance with the terms of the outline prospectus. The Chairman of the Board (as stated above) and the President and CEO of the Bank are included in the participants.

The shares will be blocked for a period of four years from the determining date (as defined in the outline prospectus), will be deposited with a trustee.

In addition, the Audit Committee and the Board of Directors approved the granting of loans to the participants for the purchase of the shares offered in the outline prospectus.

The value of the benefit to the employees and to the Chairman of the Board of Directors in respect of the aforesaid purchase, which was assessed by an external valuer, includes a number of components and amounts to some NIS 11 million (including payroll tax and national insurance). This amount, a benefit of NIS 15 million, will be recorded in the second quarter of the year as a salary expense and in a capital reserve.

To finance the purchase of the shares, the Bank extended loans to the employees amounting to some NIS 44 million, with repayment in one amount at the end of the blocked period of the shares, of which loans amounting to NIS 12 million are linked to the consumer price index, bearing interest at 1.55%, and loans amounting to NIS 32 million are unlinked based on the prime rate less 0.75% and not under non-recourse conditions. The amount of the loans will be deducted from the Bank's capital. The offer of shares to the Chairman of the Board (9,442 shares) and granting a loan for their purchase under the outline prospectus were approved by the General Meeting of the Bank.

D. Distribution of Dividend

At its meeting of 29 November 2010, the Board of Directors, having received an accounting and legal opinion that all of the conditions for a permitted distribution pursuant to the Companies Law and the Directives of the Supervisor of Banks had been fulfilled, recommended the approval of the distribution of an additional dividend in cash totaling NIS 500 million, and in total, NIS 1.0 billion (including the NIS 500 million above). The total dividend amounting to NIS 1.0 billion, represents 53.8% of the profit for the first nine months of the year. The additional dividend in the amount of some NIS 0.34 per share was paid to the shareholders on 27 January 2011, following the approval of the Special General Meeting of the Bank, held on 28 December 2010.

At its meeting of 29 March 2011, the Board of Directors, having received an accounting and legal opinion that all of the conditions for a permitted distribution pursuant to the Companies Law and the Directives of the Supervisor of Banks had been fulfilled, recommended the approval of the distribution of an additional dividend in cash totaling NIS 400 million, in addition to the cash dividend of NIS 1.0 billion which was distributed by the Bank in two equal tranches of NIS 500 million each as stated above. The distribution of the additional dividend amounting to NIS 400 million was approved at the Bank's Annual General Meeting held on 24 May 2011. The additional dividend represents 17% of the Bank's net profit for 2010, with the total dividend being distributed in respect of 2010. NIS 1.4 billion represents 59% of the Bank's net profit for 2010. The dividend of some NIS 0.27 per share will be paid on 28 June 2011 to shareholders holding shares in the Bank at 12 June 2011 (the determining date). The shares will be traded ex-dividend on 13 June 2011.