

DRAFT OF LETTER TO BE ISSUED BY LAWYER ON LAWYER'S STATIONERY:

To: Bank Leumi le-Israel B.M.
c/o _____ Branch

Date: _____

Dear Sirs,

re: Opening of bank account in the name of _____ ("the Company")

I, the undersigned, _____, lawyer representing the Company, am familiar with the laws of the country of incorporation of the Company, and hereby confirm as follows:

1. (a) The Company was incorporated in _____, on _____, and is ***registered under Registration No. _____ and its registered address is _____.
- (b) I confirm that the above-referenced name of the Company is the full and correct name of the Company.
- (c) The Company is duly organised, validly existing and of good standing under the laws of _____, has power and authority to own its property and assets and to transact the business in which it is engaged.
- (d) The Company is not registered or required to be registered in any register maintained in Israel or the Territories and its principal place of business is not in Israel or the Territories.
- (e) The Company is in compliance with all applicable laws and regulations including inter alia, tax reporting requirements.
- *(f) According to the laws of the country of incorporation of the Company it is not obliged to publish annual financial reports.
2. (a) The Company is entitled, according to its statutory documents, and by law, to open and operate bank accounts (including share accounts) to receive loans and pledge its assets without restriction in amount or for purpose thereof.
- (b) Furthermore, the Company is entitled to issue corporate guarantees securing the obligations of third parties, or to request the Bank to issue bank guarantees securing the Company's obligations or the obligations of third parties, whether or not these corporate guarantees and/or bank guarantees are in the commercial interests of and/or of direct benefit to the Company, and no special approvals are required by law or under its statutory documents to issue such corporate guarantees or to request the Bank to issue such bank guarantees.
3. (a) A resolution was duly passed by the competent organ of the Company to open a bank account in your Bank, and the authorized signatories in the account are: _____.
- (b) Furthermore, the power of attorney */ resolution of the Board of Directors of the Company dated _____ **a true copy of which is attached hereto and marked "A", is valid and binding on the Company, and authorises the aforesaid authorized signatories in the account to open and operate bank accounts (including share accounts) of the Company, to receive loans, pledge assets issue corporate guarantees and request the Bank to issue bank guarantees on its behalf, and to sign all documents in connection therewith.

Yours faithfully,

Signature of Lawyer

* Please delete as appropriate.

** Please attach copy Power of Attorney/Corporate Resolution.

*** If the Company is not registered, please confirm by adding paragraph 4 as follows: "No system of registration exists in the Company's country of incorporation."