

September 5th, 2010
LD/IG/85475

Send to: COAprotocol@isda.org

Dear Sirs,

ISDA Close-out Amount Protocol - Adherence

The purpose of this letter is to confirm our adherence to the ISDA Close-out Amount Protocol as published by the International Swaps and Derivatives Association, Inc. on 27 February 2009 (the **Protocol**). This letter constitutes an Adherence Letter as referred to in the Protocol. The definitions and provisions contained in the Protocol are incorporated into this Adherence Letter, which will supplement and form part of each Covered Master Agreement between us and each other Adhering Party.

1. Specified Terms

The amendments in the Attachment and the Annexes to the Protocol shall apply to each Covered Master Agreement to which we are a party in accordance with the terms of the Protocol and this Adherence Letter.

	Applicable	Not Applicable
Annex 1 - 9 Election		

	Amended	Preserved
Loss Election		

We agree that if we do not specify above whether the Annex 1 – 9 Election is “Applicable” or “Not Applicable” and/or whether the Loss Election is “Amended” or “Preserved”, we shall be **deemed to check the Annex 1 – 9 Applicable Election and Loss Amended Election** respectively.

2. Appointment as Agent and Release

We hereby appoint ISDA as our agent for the limited purposes of the Protocol and accordingly we waive, and hereby release ISDA from, any rights, claims, actions or causes of action whatsoever (whether in contract, tort or otherwise) arising out of or in any way relating to this Adherence Letter or our adherence to the Protocol or any actions contemplated as being required by ISDA.

3. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name: Advocate Irene Gruber
Address: 7 Jabotinsky St., Ramat Gan, 52136, ISRAEL
Telephone: 972-3-7559223
Fax: 972-3-5686984
E-mail: I_gruber@umtb.co.il

We consent to the publication of a conformed copy of this letter by ISDA and to the disclosure by ISDA of the contents of this letter.

Yours faithfully,

Mizrahi Tefahot Bank Ltd.¹

By:

Name: Eldad Fresher

Dr. Shimon Weiss

Title: Chief Financial Officer

Chief Legal Adviser

Signature: - Eldad Fresher -

- Shimon Weiss -

¹ Specify legal name of Adhering Party. If you are an investment or asset manager and act on behalf of multiple funds, you must indicate in the signature block, "Investment/Asset Manager, acting on behalf of each of the funds and accounts [listed in the relevant Covered Master Agreement (or other agreement which deems a Covered Master Agreement to have been created) between it (as agent) and another Adhering Party as updated from time to time]/[identified in the attachment to this Adherence Letter] ". A separate Adherence Letter for each fund does *not* need to be submitted to ISDA. Further, no specific names of clients of the investment or asset manager will be publicly disclosed on the ISDA website in connection with the Protocol (unless such names are listed in the attachment to the Adherence Letter or any other attached appendix). Where an investment or asset manager wishes to adhere on behalf of certain funds or clients only but cannot or does not wish to name such funds or clients, then provided that it can identify such funds or clients by way of a specific identifier which will be known and recognized by all other Adhering Parties with which the relevant funds or clients have entered into Covered Master Agreements, the funds or clients can be listed by such identifier without including any names. In such case, the identifier(s) will be listed on the ISDA website with the Adherence Letter.