

NOVA MEASURING INSTRUMENTS LTD  
Form SC 13D/A  
December 29, 2010

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO.5)\*

NOVA MEASURING INSTRUMENTS LTD.

-----  
(Name of Issuer)

ORDINARY SHARES, PAR VALUE NIS 0.01 PER SHARE

-----  
(Title of Class of Securities)

M7516K103

-----  
(CUSIP Number)

NUFAR MALOVANI, ADV.  
CORPORATE SECRETARY  
CLAL INDUSTRIES AND INVESTMENTS LTD.  
3 AZRIELI CENTER, THE TRIANGULAR TOWER,  
45TH FLOOR,  
TEL-AVIV 67023,  
ISRAEL  
TEL: +972-3-607-5794

-----  
(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications)

DECEMBER 10, 2010

-----  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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

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

SCHEDULE 13D

-----  
CUSIP NO. M7516K103  
-----

1 NAME OF REPORTING PERSONS

Clal Electronics Industries Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A)

(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER

2,824,476 shares

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

2,824,476 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,824,476 shares

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

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

11.25%

14 TYPE OF REPORTING PERSON

CO

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CUSIP NO. M7516K103

1 NAME OF REPORTING PERSONS

Clal Industries and Investments Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A)

(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER

2,824,476 shares

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

2,824,476 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,824,476 shares

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

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

11.25%

14 TYPE OF REPORTING PERSON

CO

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SCHEDULE 13D

CUSIP NO. M7516K103

1 NAME OF REPORTING PERSONS

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IDB Development Corporation Ltd.

- 
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(A)  [X]  
(B)  [ ]
- 
- 3 SEC USE ONLY
- 
- 4 SOURCE OF FUNDS  
Not Applicable
- 
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2 (D) OR 2 (E)  [ ]
- 
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Israel
- 
- |   |    |                          |
|---|----|--------------------------|
|   | 7  | SOLE VOTING POWER        |
|   |    | 0                        |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 8  | SHARED VOTING POWER      |
|   |    | 2,824,476 shares*        |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | 0                        |
|   | 10 | SHARED DISPOSITIVE POWER |
|   |    | 2,824,476 shares*        |
- 
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,824,476 shares\*
- 
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 [X] \*
- 
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
11.25%
- 
- 14 TYPE OF REPORTING PERSON  
CO
- 

\* Does not include (i) 303,162 Ordinary Shares (the "CIEH Shares") held for members of the public through, among others, provident funds and/or mutual funds and/or pension funds and/or exchange traded funds and/or insurance policies, which are managed by subsidiaries of Clal Insurance Enterprises Holdings Ltd., a subsidiary of IDB Development Corporation Ltd. and (ii) 75,679 Ordinary Shares (the "Epsilon Shares") held for members of the public through, among others, mutual funds managed by Epsilon Investment House Ltd. ("Epsilon"), an indirect subsidiary of IDB Development Corporation Ltd., and/or held in unaffiliated third-party client accounts managed by Epsilon as portfolio manager. The Reporting Person disclaims beneficial ownership of the CIEH and Epsilon Shares.

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SCHEDULE 13D

-----  
CUSIP NO. M7516K103

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1 NAME OF REPORTING PERSONS

IDB Holding Corporation Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A)

(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

7 SOLE VOTING POWER  
0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER  
2,824,476 shares\*

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
2,824,476 shares\*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,824,476 shares\*

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

\*

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

11.25%

14 TYPE OF REPORTING PERSON

CO

\* Does not include the CIEH and Epsilon Shares. The Reporting Person disclaims beneficial ownership of the CIEH and Epsilon Shares.

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SCHEDULE 13D

CUSIP NO. M7516K103

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1 NAME OF REPORTING PERSONS

Nochi Dankner

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A)

(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER

2,824,476 shares\*

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

2,824,476 shares\*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,824,476 shares\*

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

\*

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

11.25%

14 TYPE OF REPORTING PERSON

IN

\* Does not include the CIEH and Epsilon Shares. The Reporting Person disclaims beneficial ownership of the CIEH and Epsilon Shares.

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SCHEDULE 13D

CUSIP NO. M7516K103

1 NAME OF REPORTING PERSONS

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Shelly Bergman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(A)   
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
Not Applicable

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Israel

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 2,824,476 shares*
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 2,824,476 shares*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,824,476 shares\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
11.25%

14 TYPE OF REPORTING PERSON  
IN

\* Does not include the CIEH and Epsilon Shares. The Reporting Person disclaims beneficial ownership of the CIEH and Epsilon Shares.

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SCHEDULE 13D

CUSIP NO. M7516K103

1 NAME OF REPORTING PERSONS

Avraham Livnat

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(A)  [X]  
(B)  [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
Not Applicable

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Israel

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		2,824,476 shares*
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		2,824,476 shares*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,824,476 shares\*

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
11.25%

14 TYPE OF REPORTING PERSON  
IN

\* Does not include the CIEH and Epsilon Shares. The Reporting Person disclaims beneficial ownership of the CIEH and Epsilon Shares.

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SCHEDULE 13D

CUSIP NO. M7516K103

1 NAME OF REPORTING PERSONS

Ruth Manor

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP



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(A)

(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
Not Applicable

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Israel

	7	SOLE VOTING POWER
		0
NUMBER OF		
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		2,824,476 shares*
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH		
	10	SHARED DISPOSITIVE POWER
		2,824,476 shares*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,824,476 shares\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
11.25%

14 TYPE OF REPORTING PERSON  
IN

\* Does not include the CIEH and Epsilon Shares. The Reporting Person disclaims beneficial ownership of the CIEH and Epsilon Shares.

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This Amendment No. 5 amends and supplements the Statement on Schedule 13D (as amended from time to time, the "Statement") in respect of the Ordinary Shares, par value New Israeli Shekel 0.01 per share, (the "Ordinary Shares"), of Nova Measuring Instruments Ltd. (the "Issuer"), previously filed with the Securities and Exchange Commission (the "SEC") by the Reporting Persons, the last amendment of which was filed with the SEC on March 25, 2010.

Unless otherwise defined in this Amendment No. 5, capitalized terms have the meanings given to them in the Statement.

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

ITEM 2. IDENTITY AND BACKGROUND

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Item 2 of the Statement is hereby amended and supplemented as follows:

(a), (b) and (c): The Reporting Persons.

As of December 10, 2010:

IDB Holding owned all (100%) of the outstanding shares of IDB Development.

Nochi Dankner (together with a private company controlled by him) and his sister Shelly Bergman owned approximately 56.3% and 12.4% respectively of the outstanding shares of, and control, Ganden Holdings Ltd. ("Ganden Holdings"), a private Israeli company. Other than Shelly Bergman, only one of Ganden Holdings' other shareholders, owning approximately 1.7% of Ganden Holdings' outstanding shares, has a tag along right granted to it by Nochi Dankner to participate in certain sales of Ganden Holdings' shares by Nochi Dankner, and such shareholder agreed to vote all its shares of Ganden Holdings in accordance with Nochi Dankner's instructions.

Ganden Holdings owned approximately 54.7% of the outstanding shares of IDB Holding, including approximately 37.2% of the outstanding shares of IDB Holding owned through Ganden Investments I.D.B. Ltd. ("Ganden"), a private Israeli company, which is a wholly owned subsidiary of Ganden Holdings. Approximately 31% of the outstanding shares of IDB Holding owned by Ganden are subject to the Shareholders Agreement. The additional shares of IDB Holding owned by Ganden and Ganden Holdings are not subject to the Shareholders Agreement. Substantially all of the shares of IDB Holding owned by Ganden and Ganden Holdings have been pledged to financial institutions as collateral for loans taken to finance the purchase of these shares. Upon certain events of default, these financial institutions may foreclose on the loans and assume ownership of or sell these shares.

Shelly Bergman holds, through a wholly owned private Israeli corporation, approximately 4.2% of the outstanding shares of IDB Holding. These shares of IDB Holding are not subject to the IDB Shareholders Agreement.

Ruth Manor owned through a private Israeli corporation which is controlled by her approximately 13.3% of the outstanding shares of IDB Holding, including approximately 10.2% of the outstanding shares of IDB Holding owned through Manor Investments - IDB Ltd. ("Manor"), which is a majority owned subsidiary of the above-mentioned private corporation. Approximately 10.3% of the outstanding shares of IDB Holding owned by Manor are subject to the Shareholders Agreement. The additional shares of IDB Holding owned by these corporations are not subject to the Shareholders Agreement.

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Avraham Livnat owned through a private Israeli corporation which is controlled by him approximately 13.3% of the outstanding shares of IDB Holding, including approximately 10.2% of the outstanding shares of IDB Holding owned through Avraham Livnat Investments (2002) Ltd., which is a wholly owned subsidiary of the above-mentioned private corporation. Approximately 10.3% of the outstanding shares of IDB Holding owned by Livnat are subject to the Shareholders Agreement. The additional shares of IDB Holding owned these corporations are not subject to the Shareholders Agreement.

The name, citizenship, residence or business address and present principal occupation of the directors and executive officers of IDB Development is set

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forth in Exhibit 3 attached hereto, and incorporated herein by reference. This Exhibit 3 replaces Exhibit 3 previously attached to the Statement.

(d) None of the Reporting Persons or, to the knowledge of the Reporting Persons, any of the persons named in Exhibits 1 through 4 to this Statement, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

(e) None of the Reporting Persons or, to the knowledge of the Reporting Persons, any of the persons named in Exhibits 1 through 4 to this Statement has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 of the Statements is hereby amended and restated in its entirety as follows:

The percentages of Ordinary Shares outstanding set forth in this Statement are based on 25,110,441 Ordinary Shares outstanding as of December 7, 2010 as the Issuer advised the Reporting Persons.

(a), (b) As of December 10, 2010:

Clal Industries and Clal Electronics beneficially own, and may be deemed to share the power to vote and dispose of, 2,824,476 Ordinary Shares, constituting approximately 11.25% of the outstanding Ordinary Shares of the Issuer.

IDB Development may be deemed the beneficial owner of, and to share the power to vote and dispose of the 2,824,476 Ordinary Shares beneficially owned by Clal Industries, constituting, in the aggregate, approximately 11.25% of the outstanding Ordinary Shares of the Issuer. IDB Development disclaims beneficial ownership of all of the 2,824,476 Ordinary Shares reported in this Statement.

IDB Holding and the Reporting Persons who are natural persons may be deemed to be the beneficial owners of, and to share the power to vote and dispose of the 2,824,476 Ordinary Shares beneficially owned by IDB Development, constituting approximately 11.25% of the outstanding Ordinary Shares of the Issuer. IDB Holding and the Reporting Persons who are natural persons disclaim beneficial ownership of such shares.

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Based on information furnished to the Reporting Persons, the Reporting Persons are not aware of any executive officer or director named in Exhibit 1 through 4 to the Statement, beneficially owning any Ordinary Shares.

(c) None of the Reporting Persons or, to the Reporting Persons' knowledge, any of the executive officers and directors named in Exhibits 1 through 4 to this Statement, purchased or sold any Ordinary Shares in the past sixty days, except as set forth below:

During the period from December 7, 2010 through December 17, 2010, Clal Electronics made the following sales of Ordinary Shares, totaling 650,000 Ordinary Shares, all of which were made in open market transactions on the NASDAQ:

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DATE (DD/MM/YY)	PRICE PER SHARE (US\$)	NUMBER OF SHARES SOLD
7/12/10	7.731	49,599
8/12/10	7.607	115,401
9/12/10	7.585	85,000
10/12/10	7.698	89,281
13/12/10	7.635	130,719
14/12/10	7.502	30,000
14/12/10	7.502	52,168
15/12/10	7.394	35,208
16/12/10	7.307	12,624
17/12/10	7.285	50,000

(d) Not applicable.

(e) Not applicable.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

EXHIBIT #	DESCRIPTION
Exhibits 1, 2 and 4	Name, citizenship, business address, present principal occupation and employer of executive officers and directors of Clal Electronics Industries Ltd. (Exhibit 1), Clal Industries and Investments Ltd. (Exhibit 2), and IDB Holding (Exhibit 4). (*)
Exhibit 3	Name, citizenship, business address, present principal occupation and employer of executive officers and directors of IDB Development.
Exhibit 5	Joint Filing Agreement between Clal Industries and Investments Ltd. and Clal Electronics Industries Ltd. authorizing Clal Industries and Investments Ltd. to file this Schedule 13D and any amendments hereto. (**)
Exhibit 6	Joint Filing Agreement between Clal Industries and Investments Ltd. and IDB Development authorizing Clal Industries and Investments Ltd. to file this Schedule 13D and any amendments hereto. (**)

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Exhibit 7	Joint Filing Agreement between Clal Industries and Investments Ltd. and IDB Holding authorizing Clal Industries
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and Investments Ltd. to file this Schedule 13D and any amendments hereto. (\*\*)

Exhibit 8 Joint Filing Agreement between Clal Industries and Investments Ltd. and Mr. Dankner authorizing Clal Industries and Investments Ltd. to file this Schedule 13D and any amendments hereto. (\*\*)

Exhibit 9 Joint Filing Agreement between Clal Industries and Investments Ltd. and Mrs. Bergman authorizing Clal Industries and Investments Ltd. to file this Schedule 13D and any amendments hereto. (\*\*)

Exhibit 10 Joint Filing Agreement between Clal Industries and Investments Ltd. and Mrs. Manor authorizing Clal Industries and Investments Ltd. to file this Schedule 13D and any amendments hereto. (\*\*)

Exhibit 11 Joint Filing Agreement between Clal Industries and Investments Ltd. and Mr. Livnat authorizing Clal Industries and Investments Ltd. to file this Schedule 13D and any amendments hereto. (\*\*)

(\*) Previously filed as Exhibits 1, 2 and 4 to Amendment No. 4 to the Schedule 13D filed with the SEC on March 25, 2010, and incorporated herein by reference.

(\*\*) Previously filed as Exhibits 5-11 to Amendment No. 3 to the Schedule 13D filed with the SEC on December 11, 2007, and incorporated herein by reference.

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SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: December 29, 2010

CLAL ELECTRONICS INDUSTRIES LTD.  
CLAL INDUSTRIES AND INVESTMENTS LTD.  
IDB DEVELOPMENT CORPORATION LTD.  
IDB HOLDING CORPORATION LTD.  
NOCHI DANKNER  
SHELLY BERGMAN  
RUTH MANOR  
AVRAHAM LIVNAT

BY: CLAL INDUSTRIES AND INVESTMENTS LTD.

By: /s/ Yehuda Ben Ezra, /s/ Gonen Bieber

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Yehuda Ben Ezra, and Gonen Bieber authorized signatories of Clal Industries and Investments Ltd. for itself and on behalf of IDB Holding Corporation Ltd, IDB Development Corporation Ltd., Nochi Dankner, Shelly Bergman, Ruth Manor and Avraham Livnat pursuant to the agreements annexed as Exhibits 5-11 to this Schedule 13D.

