

Edgar Filing: UNITY WIRELESS CORP - Form SC 13D/A

UNITY WIRELESS CORP
Form SC 13D/A
September 25, 2007

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

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(A) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

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

Under the Securities Exchange Act of 1934
(Amendment No. 2)

UNITY WIRELESS CORPORATION
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001*
(Title of Class of Securities)

913347 10 0
(CUSIP Number)

CLAL INDUSTRIES AND INVESTMENTS LTD.
THE TRIANGULAR TOWER
45TH FLOOR
3 AZRIELI CENTER
TEL AVIV 67023
ATTN: CORPORATE SECRETARY
TELEPHONE: 972-3-6075794

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

SEPTEMBER 20, 2007
(Date of Event which Requires Filing of this Statement)

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

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

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

* AS SOME OF THE SECURITIES BENEFICIALLY OWNED BY THE REPORTING PERSONS ARE SERIES B CONVERTIBLE NON-REDEEMABLE PREFERRED SHARES, PAR VALUE \$0.001 PER SHARE, OF THE ISSUER (THE "SERIES B SHARES"), EACH OF WHICH IS CURRENTLY CONVERTIBLE INTO 1,000 SHARES OF COMMON STOCK, PAR VALUE \$0.001 PER SHARE, OF THE ISSUER (THE "SHARES"), OR REFLECT OTHER SECURITIES, SUCH AS NOTES AND WARRANTS, UNLESS THE CONTEXT SUGGESTS OTHERWISE, THE FIGURES IN THIS STATEMENT

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ARE SHOWN ON AN AS CONVERTED AND AS EXERCISED BASIS AND THE TERM SHARES INCLUDES CONVERTIBLE SECURITIES, NOTES AND WARRANTS.

SCHEDULE 13D

CUSIP NO. 913347 10 0

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

Israel Infinity Venture Capital (Corporate General Partner) 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
Cayman Island
-
- | | |
|---|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7) SOLE VOTING POWER 0 |
| | 8) SHARED VOTING POWER 1,249,672 * |
| | 9) SOLE DISPOSITIVE POWER 0 |
| | 10) SHARED DISPOSITIVE POWER 1,249,672 * |
-
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,249,672 *
-
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
-
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.62%**
-
- 14) TYPE OF REPORTING PERSON
CO
-

* Includes warrants exercisable into 384,514 Shares.

** Based on 202,328,480 Shares outstanding (on an as converted basis) as of August 20, 2007. See Item 5.

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SCHEDULE 13D

CUSIP NO. 913347 10 0

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

Infinity I Annex Fund (General Partner) 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 | 8) SHARED VOTING POWER |
| BENEFICIALLY | 7,973,023 * |
| OWNED BY | |
| EACH | 9) SOLE DISPOSITIVE POWER |
| REPORTING | 0 |
| PERSON WITH | 10) SHARED DISPOSITIVE POWER |
| | 7,973,023 * |

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,973,023 *

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.94%**

14) TYPE OF REPORTING PERSON
CO

* Includes warrants exercisable into 2,453,238 Shares.

** Based on 202,328,480 Shares outstanding (on an as converted basis) as of August 20, 2007. See Item 5.

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SCHEDULE 13D

CUSIP NO. 913347 10 0

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

FBR Infinity II Venture Partners 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
Bermuda

| | |
|---|---|
| | 7) SOLE VOTING POWER 0 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | ----- 8) SHARED VOTING POWER 13,812,983 * |
| | 9) SOLE DISPOSITIVE POWER 0 |
| | ----- 10) SHARED DISPOSITIVE POWER 13,812,983 * |

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
13,812,983 *

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.83%**

14) TYPE OF REPORTING PERSON
CO

* Includes warrants exercisable into 4,300,501 Shares and debentures convertible into 1,309,156 Shares.

** Based on 202,328,480 Shares outstanding (on an as converted basis) as of August 20, 2007. See Item 5.

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SCHEDULE 13D

CUSIP NO. 913347 10 0

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

Clal Venture Capital Fund Management 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 645,291 * |
| | 9) SOLE DISPOSITIVE POWER 0 |
| | 10) SHARED DISPOSITIVE POWER 645,291 * |

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
645,291 *

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.32%

14) TYPE OF REPORTING PERSON
CO

* Includes warrants exercisable into 50,944 Shares and notes convertible into 594,347 Shares.

** Based on 202,328,480 Shares outstanding (on an as converted basis) as of August 20, 2007. See Item 5.

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SCHEDULE 13D

CUSIP NO. 913347 10 0

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

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

8) SHARED VOTING POWER
32,313,528 *

9) SOLE DISPOSITIVE POWER
0

10) SHARED DISPOSITIVE POWER
32,313,528 *

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
32,313,528 *

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
15.97%**

14) TYPE OF REPORTING PERSON
CO

* Includes warrants exercisable into 9,564,535 Shares, debentures convertible into 1,309,156 Shares and notes convertible into 1,725,152 Shares.

** Based on 202,328,480 Shares outstanding (on an as converted basis) as of August 20, 2007.

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SCHEDULE 13D

CUSIP NO. 913347 10 0

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

Clalit Finance 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

82,406 *

9) SOLE DISPOSITIVE POWER

0

10) SHARED DISPOSITIVE POWER

82,406 *

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

82,406 *

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

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

0.04%

14) TYPE OF REPORTING PERSON

CO

* Includes warrants exercisable into 25,356 Shares.

** Based on 202,328,480 Shares outstanding (on an as converted basis) as of August 20, 2007. See Item 5.

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SCHEDULE 13D

CUSIP NO. 913347 10 0

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

RDC Rafael Development 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
789,497 *

9) SOLE DISPOSITIVE POWER
0

10) SHARED DISPOSITIVE POWER
789,497 *

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
789,427 *

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.4%

14) TYPE OF REPORTING PERSON
CO

* Includes warrants exercisable into 62,330 Shares and notes convertible into
727,167 Shares.

** Based on 202,328,480 Shares outstanding (on an as converted basis) as of
August 20, 2007.

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SCHEDULE 13D

CUSIP NO. 913347 10 0

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

Elron Electronic 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
1,073,566 *

9) SOLE DISPOSITIVE POWER
0

10) SHARED DISPOSITIVE POWER
1,073,566 *

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,073,566 *

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.53%

14) TYPE OF REPORTING PERSON
CO

* Includes warrants exercisable into 84,756 Shares and notes convertible into 988,810 Shares.

** Based on 202,328,480 Shares outstanding (on an as converted basis) as of August 20, 2007.

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SCHEDULE 13D

CUSIP NO. 913347 10 0

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

ECI Telecom 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

8) SHARED VOTING POWER
353,485 *

9) SOLE DISPOSITIVE POWER
0

10) SHARED DISPOSITIVE POWER
353,485 *

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
353,485 *

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.17%

14) TYPE OF REPORTING PERSON
CO

* Includes warrants exercisable into 27,907 Shares and notes convertible into 325,578 Shares.

** Based on 202,328,480 Shares outstanding (on an as converted basis) as of August 20, 2007. See Item 5.

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SCHEDULE 13D

CUSIP NO. 913347 10 0

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

Discount Investment Corporation Ltd. ("DIC")

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
1,995,193 *

9) SOLE DISPOSITIVE POWER
0

10) SHARED DISPOSITIVE POWER
1,995,193 *

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,995,193 *

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.99%

14) TYPE OF REPORTING PERSON
CO

* Includes warrants exercisable into 157,516 Shares and notes convertible into
1,837,677 Shares.

** Based on 202,328,480 Shares outstanding (on an as converted basis) as of
August 20, 2007.

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SCHEDULE 13D

CUSIP NO. 913347 10 0

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

IDB Development Corporation Ltd. ("IDB Development")

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 34,147,516* |
| | 9) SOLE DISPOSITIVE POWER 0 |
| | 10) SHARED DISPOSITIVE POWER 34,147,516* |

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
34,147,516*

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.88%**

14) TYPE OF REPORTING PERSON
CO

* Includes warrants exercisable into 8,821,250 Shares, debentures convertible into 1,309,156 Shares and notes convertible into 3,237,251 Shares. The 34,147,516 Shares include, among others, 54,938 Shares (the "CIEH Shares") beneficially owned by a wholly owned subsidiary of Clal Insurance Enterprises Holdings Ltd. ("CIEH"), a subsidiary of IDB Development, for its own account.

** Based on 202,328,480 Shares outstanding (on an as converted basis) as of August 20, 2007.

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SCHEDULE 13D

CUSIP NO. 913347 10 0

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

IDB Holding Corporation Ltd.
-
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(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 34,147,516* |
| | 9) SOLE DISPOSITIVE POWER 0 |
| | 10) SHARED DISPOSITIVE POWER 34,147,516* |
-
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
34,147,516*
-
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
-
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.88%**
-
- 14) TYPE OF REPORTING PERSON
CO
-

* Includes warrants exercisable into 9,753,307 Shares, debentures convertible into 1,309,156 Shares and notes convertible into 3,237,251 Shares. The 34,147,516 Shares include, among others, the CIEH Shares.

** Based on 202,328,480 Shares outstanding (on an as converted basis) as of

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August 20, 2007.

13

SCHEDULE 13D

CUSIP NO. 913347 10 0

-
- 1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
- Nochi Dankner
-
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
-
- 3) SEC USE ONLY
-
- 4) SOURCE OF FUNDS
Not applicable
-
- 5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (D) OR 2 (E)
-
- 6) CITIZENSHIP OR PLACE OF ORGANIZATION
Israel
-
- | | |
|---|------------------------------|
| | 7) SOLE VOTING POWER |
| | 0 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8) SHARED VOTING POWER |
| | 34,147,516* |
| | 9) SOLE DISPOSITIVE POWER |
| | 0 |
| | 10) SHARED DISPOSITIVE POWER |
| | 34,147,516* |
-
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
34,147,516*
-
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
-
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.88%**
-
- 14) TYPE OF REPORTING PERSON
IN
-

* Includes warrants exercisable into 9,753,307 Shares, debentures convertible into 1,309,156 Shares and notes convertible into 3,237,251 Shares. The 34,147,516 Shares include, among others, the CIEH Shares.

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** Based on 202,328,480 Shares outstanding (on an as converted basis) as of August 20, 2007.

14

SCHEDULE 13D

CUSIP NO. 913347 10 0

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

Shelly Bergman

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

3) SEC USE ONLY

4) SOURCE OF FUNDS
Not applicable

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

6) CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

| | |
|---|------------------------------|
| | 7) SOLE VOTING POWER |
| | 0 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8) SHARED VOTING POWER |
| | 34,147,516* |
| | 9) SOLE DISPOSITIVE POWER |
| | 0 |
| | 10) SHARED DISPOSITIVE POWER |
| | 34,147,516* |

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
34,147,516*

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.88%**

14) TYPE OF REPORTING PERSON
IN

* Includes warrants exercisable into 9,753,307 Shares, debentures convertible into 1,309,156 Shares and notes convertible into 3,237,251 Shares. The 34,147,516 Shares include, among others, the CIEH Shares.

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** Based on 202,328,480 Shares outstanding (on an as converted basis) as of August 20, 2007.

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SCHEDULE 13D

CUSIP NO. 913347 10 0

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

Ruth Manor

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

3) SEC USE ONLY

4) SOURCE OF FUNDS
Not applicable

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

6) CITIZENSHIP OR PLACE OF ORGANIZATION
Israel

7) SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8) SHARED VOTING POWER
34,147,516*

9) SOLE DISPOSITIVE POWER
0

10) SHARED DISPOSITIVE POWER
34,147,516*

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
34,147,516*

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.88%**

14) TYPE OF REPORTING PERSON
IN

* Includes warrants exercisable into 9,753,307 Shares, debentures convertible into 1,309,156 Shares and notes convertible into 3,237,251 Shares. The

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34,147,516 Shares include, among others, the CIEH Shares.

** Based on 202,328,480 Shares outstanding (on an as converted basis) as of August 20, 2007.

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SCHEDULE 13D

CUSIP NO. 913347 10 0

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

Avraham Livnat

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(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
34,147,516*

9) SOLE DISPOSITIVE POWER
0

10) SHARED DISPOSITIVE POWER
34,147,516*

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
34,147,516*

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.88%**

14) TYPE OF REPORTING PERSON
IN

* Includes warrants exercisable into 9,753,307 Shares, debentures convertible

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into 1,309,156 Shares and notes convertible into 3,237,251 Shares. The 34,147,516 Shares include, among others, the CIEH Shares.

** Based on 202,328,480 Shares outstanding (on an as converted basis) as of August 20, 2007.

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This Amendment No. 2 amends and supplements the Statement on Schedule 13D, as amended (the "Statement") in respect of the shares of Common Stock, par value \$0.001 per share (the "Shares"), of Unity Wireless Corporation (the "Issuer"), filed by Israel Infinity Venture Capital (Corporate General Partner) Ltd., Infinity I Annex Fund (General Partner) Ltd., FBR Infinity II Venture Partners Ltd., Clal Venture Capital Fund Management Ltd., Clal Industries and Investments Ltd., Clalit Finance and Investments Ltd., RDC Rafael Development Corporation Ltd., Elron Electronic Industries Ltd., ECI Telecom Ltd., Discount Investment Corporation Ltd., IDB Development Corporation Ltd., IDB Holding Corporation Ltd., Mr. Nochi Dankner, Mrs. Shelly Bergman, Mrs. Ruth Manor and Mr. Avraham Livnat (collectively, the "Reporting Persons"), with the Securities and Exchange Commission.

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

The following amends and supplements Items 2, 3, 4, 5, 6 and 7 of the Statement.

ITEM 2. IDENTITY AND BACKGROUND.

The third paragraph of Section 5 in Item 2 of the Statement is hereby amended and replaced in its entirety by the following:

Clal Industries and Koor (as defined below) beneficially own approximately 13% and 28% of the outstanding ordinary shares of ECI (as defined below), respectively, and have entered into an agreement regarding, among other things, the voting of their ECI shares. By reason of Clal Industries' interest in ECI, Clal Industries may be deemed to be beneficial owner of, and to share the power to vote and dispose of, the Shares directly owned by ECI. Both Koor and Clal Industries have agreed to sell all of their shareholdings in ECI. The closing of this sale is due shortly.

Sections 7, 8, and 11, 12 and 13 in Item 2 of the Statement are hereby amended and replaced in their entirety by the following:

(7) RDC Rafael Development Corporation Ltd. is an Israeli company ("RDC"), with its principal office at Building 7b, Industrial Area, Yoqneam 20692, Israel. RDC is engaged in the establishment and development of technology companies for the commercial non-military application of technologies developed by Rafael Armament Development Authority Ltd. RDC owns the Shares directly. DEP Technology Holdings Ltd., an Israeli company ("DEP") and a wholly owned subsidiary of Elron (as defined below), holds 50.1% of the voting power of RDC.

(8) Elron Electronic Industries Ltd. is an Israeli public company ("Elron"), with its principal office at the Triangular Tower, 42nd Floor, 3 Azrieli Center, Tel Aviv 67023, Israel. Elron is a high technology operational holding company, and is engaged through affiliates with a group of high technology operating companies in the fields of medical devices, information and communications technology, clean technology and semiconductors. The outstanding shares of Elron are traded on the NASDAQ Global Select Market and on the Tel

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Aviv Stock Exchange. DIC (as defined below) beneficially owns approximately 48.6% of the outstanding shares of Elron. By reason of Elron's interest in DEP which in turns holds 50.1% of the voting power of RDC, Elron may be deemed beneficial owner of, and to share the power to vote and dispose of, the Shares owned by RDC.

The second paragraph of Section 10 in Item 2 of the Statement is hereby amended and replaced in its entirety by the following:

DIC owns the Shares directly and by reason of its ownership interest in Elron, may be deemed beneficial owner of, and to share the power to vote and dispose of, the Shares beneficially owned by Elron. In addition, DIC and IDB Development (as defined below) own approximately 45.1% and 9.8% of the outstanding ordinary shares of Koor Industries Ltd., an Israeli public company ("Koor"), respectively. Koor and Clal Industries beneficially own approximately 28% and 13% of the outstanding ordinary shares of ECI, respectively. By reason of DIC's interest in ECI (through Koor), DIC may be deemed to be beneficial owner of, and to share the power to vote and dispose of, the Shares directly owned by ECI. Both Koor and Clal Industries have agreed to sell all of their shareholdings in ECI. The closing of this sale is due shortly.

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Sections 11, 12 and 13 in Item 2 of the Statement are hereby amended and replaced in their entirety by the following:

(11) IDB Development Corporation Ltd. is an Israeli public company ("IDB Development"), with its principal office at the Triangular Tower, 44th Floor, 3 Azrieli Center, Tel Aviv 67023, Israel. IDB Development is an investment company, which, through subsidiaries invests in companies engaged in various sectors of the Israeli economy. The outstanding shares of IDB Development are listed for trading on the Tel Aviv Stock Exchange.

IDB Development owns the Shares directly and through its wholly owned subsidiary, Clalit Finance. In addition, IDB Development owns the majority of the outstanding shares of, and controls, Clal Industries and DIC. By reason of IDB Development's control of Clal Industries and DIC, IDB Development may be deemed to be beneficial owner of, and to share the power to vote and dispose of, the Shares beneficially owned by Clal Industries and DIC.

(12) IDB Holding Corporation Ltd. is an Israeli public company ("IDB Holding"), with its principal office at the Triangular Tower, 44th Floor, 3 Azrieli Center, Tel Aviv 67023, Israel. IDB Holding is an investment company that, through subsidiaries invests in companies engaged in various sectors of the Israeli economy. The outstanding shares of IDB Holding are listed for trading on the Tel Aviv Stock Exchange.

IDB Holding owns the majority of the outstanding shares of, and controls, IDB Development. By reason of IDB Holding's control of IDB Development, IDB Holding may be deemed beneficial owner of, and to share the power to vote and dispose of, the Shares owned beneficially by IDB Development.

(13) Mr. Nochi Dankner, whose address is the Triangular Tower, 44th Floor, 3 Azrieli Center, Tel Aviv 67023, Israel. His present principal occupation is Chairman and Chief Executive Officer of IDB Holding; Chairman of IDB Development, DIC and Clal Industries; director of companies.

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Paragraphs 1, 3 and 4 following Section 16 of Item 2 of the Statement is hereby amended and replaced in its entirety by the following:

Nochi Dankner (together with a private company controlled by him) and his sister Shelly Bergman control Ganden Holdings Ltd. ("Ganden Holdings"), a private Israeli company. Ganden Holdings owns, as of September 20, 2007, approximately 49.2% of the outstanding shares of IDB Holding (of which, approximately 11.5% of the outstanding shares of IDB Holding are held directly and approximately 37.7% of the outstanding shares of IDB Holding are held through Ganden Investments I.D.B. Ltd. ("Ganden"), a private Israeli company, which is an indirect wholly owned subsidiary of Ganden Holdings). In addition, Shelly Bergman holds, through a wholly owned company, approximately 7.2% of the outstanding shares of IDB Holding.

Ruth Manor controls Manor Holdings B.A. Ltd. ("Manor Holdings"), a private Israeli company which owns, as of September 20, 2007, approximately 11.5% of the outstanding shares of IDB Holding (of which, approximately 1.15% are held directly and approximately 10.34% of the outstanding shares of IDB Holding are held through Manor Investments - IDB Ltd. ("Manor"), a private Israeli company which is controlled by Manor Holdings). Manor also holds directly approximately 0.32% of the outstanding shares of IDB Development. Ruth Manor's husband, Isaac Manor, and their son, Dori Manor, are directors of IDB Holding and IDB Development.

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Avraham Livnat controls Avraham Livnat Ltd., a private Israeli company, which owns, as of September 20, 2007, approximately 11.5% of the outstanding shares of IDB Holding (of which, approximately 1.17% are held directly and approximately 10.34% of the outstanding shares of IDB Holding are held through Avraham Livnat Investments (2002) Ltd. ("Livnat"), a private Israeli company, which is a wholly owned subsidiary of Avraham Livnat Ltd.). Zvi Livnat, a son of Avraham Livnat, is a director of IDB Holding and IDB Development and Shay Livnat, a son of Avraham Livnat, is a director of IDB Development.

ITEM 4. PURPOSE OF TRANSACTION.

The third paragraph in Item 2 of the Statement is hereby amended and replaced in its entirety by the following:

The Notes, which matured on June 12, 2007, have a conversion price of \$0.25 per Share, subject to adjustments. Under the terms of the Notes, the Issuer is not required to make payments to the holders of Notes for as long as such payment is prohibited under the terms of an agreement between the Issuer and Bank HaPoalim, dated June 8, 2006 (the "Bank Agreement"). Pursuant to the Bank Agreement, the Notes beneficially held by the Reporting Persons are currently convertible into Shares.

Also, see Item 6 which is incorporated herein by reference.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a), (b) Percentages are based on 202,328,480 Shares outstanding (on an as converted basis), consisting of 168,180,964 Shares outstanding as of August 20, 2007, based on the Issuer's Form 10QSB filed with the SEC on August 20, 2007, and the 34,147,516 Shares (on an as converted and as exercised basis) beneficially owned by the Reporting Persons (in the aggregate).

As of September 20, 2007:

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(1) Infinity I GP is the beneficial owner of 1,249,672 Shares (including Celletra Warrants exercisable into 384,514 Shares) owned by the Infinity I Funds, representing approximately 0.62% of the Shares outstanding (on an as converted basis).

(2) Infinity Annex GP is the beneficial owner of 7,973,023 Shares (including Celletra Warrants exercisable into 2,453,238 Shares) owned by the Infinity Annex Fund, representing approximately 3.94% of the Shares outstanding (on an as converted basis).

(3) Infinity II GP is the beneficial owner of 13,812,983 Shares (including Celletra Warrants and December Warrants exercisable into an aggregate of 4,300,501 Shares) owned by the Infinity II Funds, representing approximately 6.83% of the Shares outstanding (on an as converted basis).

By reason of the relationships among Infinity I LP, Infinity I GP, Infinity Annex GP, Infinity II LP and Infinity II GP (together, the "Infinity Group"), demonstrated by (1) the overlapping directors and partners of the Infinity Funds and (2) their agreement in connection with the designation of directors to the Board of Directors of the Issuer as described in Item 4 above, they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Exchange Act. Consequently, the Infinity Group may be deemed to be the beneficial owners, and to share the power to vote and dispose of, 23,035,678 Shares owned in the aggregate by the Infinity Funds (as described in clauses (1) through (3) above) (the "Infinity Shares"), representing approximately 11.38% of the Shares outstanding (on an as converted basis). Each of these Reporting Persons disclaims the existence of such Infinity Group and disclaims beneficial ownership of all of the Shares, other than those reported hereinabove as being beneficially owned by such Reporting Person.

(4) CVCM is the beneficial owner, and shares with Clal Industries the power to vote and dispose of, 645,291 Shares (including Avantry Warrants exercisable into 50,944 Shares and Notes convertible into 594,347 Shares) owned by CVC, representing approximately 0.32% of the Shares outstanding (on an as converted basis).

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(5) Clal Industries is the beneficial owner, and shares with ECI and CVCM the power to vote and dispose of, 9,277,850 Shares (including Celletra Warrants exercisable into 2,278,412 Shares, Avantry Warrants exercisable into 147,870 Shares and Notes convertible into 1,725,152 Shares) owned in the aggregate by Clal Industries (including its wholly owned subsidiary, Clal Electronics), ECI and CVC, representing approximately 4.58%, of the Shares outstanding (on an as converted basis). Clal Industries disclaims beneficial ownership of the ECI Shares.

By reason of the interests of Clal Industries in the Infinity Funds as described in Item 2 of the Statement and the agreement in connection with the designation of directors to the Board of Directors of the Issuer as described in Item 4 of the Statement, it may be deemed to control the Infinity Group. Consequently, Clal Industries may be deemed to be the beneficial owner, and to share with CVCM and the Infinity Group the power to vote and dispose of 32,313,528 Shares owned in the aggregate by Clal Industries, Clal Electronics, ECI, CVC and the Infinity Funds, representing approximately 15.97% of the Shares outstanding (on an as converted basis). Clal Industries disclaims the existence of a "group" within the meaning of Section 13(d)(3) of the Exchange Act and disclaims beneficial ownership of the Infinity Shares.

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(6) Clalit Finance is the beneficial owner, and shares with IDB Development the power to vote 82,406 Shares and the power to dispose of 25,368 Shares (including Celletra Warrants exercisable into 25,356 Shares) owned by Clalit Finance, representing approximately 0.04% of the Shares outstanding (on an as converted basis).

(7) RDC is the beneficial owner, and shares with Elron and DIC the power to vote and dispose, of the 789,497 Shares (including Avantry Warrants exercisable into 62,330 Shares and Notes convertible into 727,167 Shares) owned by RDC, representing approximately 0.4% of the Shares outstanding (on an as converted basis).

(8) Elron is the beneficial owner, and shares with RDC and DIC the power to vote and dispose, of the 1,073,566 Shares (including Avantry Warrants exercisable into 84,756 Shares and Notes convertible into 988,810 Shares) owned in the aggregate by Elron and RDC, representing approximately 0.53% of the Shares outstanding (on an as converted basis).

(9) ECI is the beneficial owner, and may be deemed to share with DIC and Clal Industries the power to vote and dispose, of the 353,485 Shares (including Avantry Warrants exercisable into 27,907 Shares and Notes convertible into 325,578 Shares) owned by ECI (the "ECI Shares"), representing approximately 0.17% of the Shares outstanding (on an as converted basis).

(10) DIC is the beneficial owner, and may be deemed to share with Elron and ECI the power to vote and dispose of, 1,995,193 Shares (including Avantry Warrants exercisable into 157,516 Shares and notes convertible into 1,837,677 Shares) owned in the aggregate by DIC and beneficially owned by Elron and ECI, representing approximately 0.99% of the Shares outstanding (on an as converted basis). DIC disclaims beneficial ownership of the ECI Shares.

(11) IDB Development is the beneficial owner, and may be deemed to share with DIC and Clal Industries the power to vote and dispose of, 34,147,516 Shares owned in the aggregate by IDB Development (including its wholly owned subsidiary, Clalit Finance) and beneficially owned by DIC and Clal Industries (including the Infinity Shares), representing approximately 16.88% of the Shares outstanding (on an as converted basis). IDB Development may also be deemed to share the power to vote and dispose of the 54,938 Shares (including Celletra Warrants exercisable into 16,904 Shares) held by Clal Insurance Enterprises Holdings Ltd. and its wholly owned subsidiary (the "CIEH Shares"), for a total of 34,147,516 Shares (including Celletra Warrants exercisable into 8,821,250 Shares, Avantry Warrants exercisable into 277,479 Shares, Avantry Notes convertible into 3,237,251 Shares, Debentures convertible into 1,309,156 Shares and December Warrants exercisable into 654,578 Shares) in the aggregate, representing approximately 16.88% of the Shares outstanding (on an as converted basis). IDB Development disclaims beneficial ownership of all Shares other than the Shares owned by IDB Development and its wholly owned subsidiary Clalit Finance.

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(12) IDB Holding and the Reporting Persons who are natural persons may be deemed to share the power to vote and dispose of the 34,147,516 Shares beneficially owned by IDB Development, representing approximately 16.88% of the Shares outstanding (on an as converted basis). IDB Holding and the Reporting Persons who are natural persons disclaim beneficial ownership of these shares.

Information provided to the Reporting Person indicates that the persons

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named in Schedules A through J to the Statement did not beneficially own as of September 20, 2007 any Shares.

(c) The Reporting Persons have not effected any transactions in the Shares in the past 60 days ending on September 20, 2007, except as set forth above. Information provided to the Reporting Persons indicates that none of the persons named in Schedules A through J to the Statement purchased or sold during the last 60 days ending on September 20, 2007, any Shares.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDING OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

On September 20, 2007, Clal Industries, Clal Electronics and CVCM (collectively, the "Sellers") entered into a Sale and Transfer Agreement (the "Purchase Agreement"), whereby the Sellers agreed to sell to Infinity-NSF Fund, L.P., a Cayman Islands exempted limited partnership, all of their securities of the Issuer, consisting of 5,126,416 Shares, Celletra Warrants to purchase 2,278,412 Shares, Avantry Warrants to purchase 119,963 Shares and Notes in the principal amount of \$349,893.48 for an aggregate purchase price of \$100,000, subject to adjustments specified in the Purchase Agreement. Infinity-NSF is a venture capital fund. Its general partner is Infinity-NSF Partners Ltd., a Cayman Islands exempted company. Messrs. Amir Gal Or and Avishai Silvershatz, partners in Infinity, have an equity interest in, and serve on the board of directors of, Infinity-NSF Partners Ltd. The closing of the Purchase Agreement is subject to customary closing conditions.

THE FOREGOING DESCRIPTION OF THE PURCHASE AGREEMENT DOES NOT PURPORT TO BE COMPLETE AND IS SUBJECT TO, AND QUALIFIED IN ITS ENTIRETY BY REFERENCE TO, THE PROVISIONS OF THE PURCHASE AGREEMENT FILED AS EXHIBIT 1 HERETO.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Schedule A-J: Name, citizenship, residence or business address and present principal occupation of the directors and executive officers (or managing partners, as applicable) of Infinity I GP, Infinity Annex GP and Infinity II GP, CVCM, Clal Industries, Clalit Finance, RDC, Elron, ECI, DIC, IDB Development and IDB Holding

Exhibit 1 Sale and Transfer Agreement, dated September 20, 2007

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SIGNATURES

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

Dated: September 25, 2007

Israel Infinity Venture Capital (Corporate General Partner) Ltd.
Infinity I Annex Fund (General Partner) Ltd.
FBR Infinity II Venture Partners Ltd.
Clal Venture Capital Fund Management Ltd.
Clal Industries and Investments Ltd.
Clalit Finance and Investments Ltd.
RDC Rafael Development Corporation Ltd.

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Elron Electronic Industries Ltd.
 ECI Telecom Ltd.
 Discount Investment Corporation Ltd.
 IDB Development Corporation Ltd.
 IDB Holding Corporation Ltd.
 Mr. Nochi Dankner
 Mrs. Shelly Bergman
 Mrs. Ruth Manor
 Mr. Avraham Livnat

BY: CLAL INDUSTRIES AND INVESTMENTS LTD.

BY: /s/ Boaz Simons /s/ Yehuda Ben Ezra

 Boaz Simons and Yehuda Ben Ezra, authorized signatories of
 Clal Industries and Investments Ltd., for itself and on
 behalf of the other Reporting Persons pursuant to agreement
 annexed as Exhibit 1 to the Statement.

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Schedule A

Directors and Executive Officers
 of
 Israel Infinity Venture Capital (Corporate General Partner) Ltd.
 (as of November 24, 2006)

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

| NAME & ADDRESS | POSITION | CURRENT PRINCIPAL OCCUPATIO |
|---|----------------------------------|---------------------------------------|
| Marshall Butler 900 Third Avenue; 33rd Fl New York, NY 10022-4775 USA | Director and Managing Partner | Venture Capitalist |
| Dr. Kenneth Rind 80 Columbus Circle, NY, NY 10023 USA | Director and Managing Partner | Investor |
| Guy Rosen 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel | Director | Vice President of Clal Indu Ltd. |
| Amir Gal-Or 3 Azrieli Center, The Triangular Tower, 42nd floor, Tel-Aviv 67023, Israel | Partner | Partner in Infinity Venture |
| Ariel Poppel 3 Azrieli Center, The Triangular Tower, 42nd floor, Tel-Aviv 67023, Israel | Chief Financial Officer | Chief Financial Officer of Capital |

Directors and Executive Officers
of
Infinity I Annex Fund (General Partner) Ltd.
(as of November 14, 2006)

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

| NAME & ADDRESS | POSITION | CURRENT PRINCIPAL OCCUPATION |
|---|----------------------------------|---------------------------------------|
| Marshall Butler 900 Third Avenue; 33rd Fl New York, NY 10022-4775 USA | Director and Managing Partner | Venture Capitalist |
| Dr. Kenneth Rind 80 Columbus Circle, NY, NY 10023 USA | Director and Managing Partner | Investor |
| Amir Gal-Or 3 Azrieli Center, The Triangular Tower, 42nd floor, Tel-Aviv 67023, Israel | Partner | Partner in Infinity Venture |
| Ariel Poppel 3 Azrieli Center, The Triangular Tower, 42nd floor, Tel-Aviv 67023, Israel | Chief Financial Officer | Chief Financial Officer of Capital |

Directors and Executive Officers
of
FBR Infinity II Venture Partners, Ltd.
(as of November 14, 2006)

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

| NAME & ADDRESS | POSITION | CURRENT PRINCIPAL OCCUPATION |
|--|----------------------------------|------------------------------|
| Amir Gal-Or 3 Azrieli Center, The Triangular Tower, 42nd floor, Tel-Aviv 67023, Israel | Director and Managing Partner | Partner in Infinity Venture |
| Edward Wheeler 612 Innsbruck Ave. | Director | President & COO of FBR Inve |

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Great Falls, VA 22066
USA

| | | |
|--|----------------------------|---------------------------------------|
| Guy Rosen 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel | Director | Vice President of Clal Indu Ltd. |
| Avishai Silvershatz 3 Azrieli Center, The Triangular Tower, 42nd floor, Tel-Aviv 67023, Israel | Managing Partner | Partner in Infinity Venture |
| Ariel Poppel 3 Azrieli Center, The Triangular Tower, 42nd floor, Tel-Aviv 67023, Israel | Chief Financial Officer | Chief Financial Officer of Capital |

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Schedule B

Directors and Executive Officers
Of
Clal Cla Venture Capital Management Ltd.
(as of September 20, 2007)

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

Executive Officers: None.

| NAME & ADDRESS ----- | POSITION ----- | CURRENT PRINCIPAL ----- |
|--|-------------------|---------------------------------------|
| Yehuda Ben Ezra, 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel | Director | Comptroller of Cl Investments Ltd. |
| Gonen Bieber,* 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel | Director | Financial Manager Investments Ltd. |

* Dual Citizenship of Israel and the Republic of Germany.

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Schedule C

Directors and Executive Officers
Of
Clal Industries and Investments Ltd.
(as of September 20, 2007)

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

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| NAME & ADDRESS ----- | POSITION ----- | CURRENT PRINCIPAL ----- |
|---|--|--|
| Nochi Dankner 3 Azrieli Center, the Triangular Tower 44th floor, Tel Aviv 67023, Israel | Chairman of the Board of Directors and Co-Chief Executive. | Chairman and Chief Holdings; Chairman Industries and In director of Compa |
| Avi Fischer 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel | Director | Executive Vice Pr Deputy Chairman Co-Chief Executive Industries and In |
| Refael Bisker 3 Azrieli Center, the Triangular Tower 44th floor, Tel Aviv 67023, Israel | Director | Chairman of Prop Corporation Ltd. |
| Marc Schimmel* 54-56 Euston St., London NW1 U.K. | Director | Director of UKI I |
| Yechezkel Dovrat 1 Nachshon St., Ramat Hasharon, Israel. | Director | Economic consulta companies. |
| Eliahu Cohen 3 Azrieli Center, the Triangular Tower 44th floor, Tel Aviv 67023, Israel | Director | Chief Executive O |
| Shay Livnat 31st HaLechi St., Bnei Brak 51200, Israel | Director | President of Zoe |
| David Leviatan 18 Mendele St., Herzeliya, Israel | Director | Director of Compa |
| Alicia Rotbard 6 Rosenblum St. #6101 Sea&Sun, Tel Aviv, Israel | External Director | Chief Executive O Information Syste |
| Nachum Langental 3 Jabotinski St., Ramat Gan, Israel | External Director | Director of compa |
| **Isaac Manor Director 26 Hagderot St., Savion | Director | Chairman of compa sector of the Dav |
| **Dori Manor 18 Hareches St., Savion | Director | Chairman of compa sector of the Dav |
| Adiel Rosenfeld 42 Ha'Alon St., Timrat 23840, Israel | Director | Representative in |
| Zvi Livnat, 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel | Co-Chief Executive | Co-Chief Executiv Investments Ltd. |
| Nitsa Einan, 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel | Vice President and General Counsel. | General Counsel o Investments Ltd. |

| | | |
|--|--|---------------------------------------|
| Yehuda Ben Ezra 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel | Comptroller. | Comptroller of CL Investments Ltd. |
| Gonen Bieber,*** 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel | Vice President and Financial Manager. | Financial Manager Investments Ltd. |
| Guy Rosen, 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel | Vice President | Vice President of Investments Ltd. |
| Boaz Simons, 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel | Vice President | Vice President of Investments Ltd. |
| Ilan Amit, 3 Azrieli Center, the Triangular Tower 45th floor, Tel Aviv 67023, Israel | Internal Auditor | Internal Auditor Investments Ltd. |

* British Citizenship

** Israeli and French Citizenship

*** Dual Citizenship of Israel and the Republic of Germany.

Schedule D

Directors and Executive Officers
Of
CLALIT FINANCE & INVESTMENTS LTD.
(as of September 23, 2007)

Executive Officers: None

| NAME & ADDRESS ----- | POSITION ----- | CURRENT PRINCIPAL OCCUPATI ----- |
|---|-------------------|---|
| Haim Tabouch 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel | Director | Vice President and Comptro Development; Comptroller of |

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Schedule E

Directors and Executive Officers
of
RDC RAFAEL DEVELOPMENT CORPORATION LTD.
(as of September 20, 2007)

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

| NAME & ADDRESS ----- | POSITION ----- | CURRENT PRINCIPAL OCCUPATIO ----- |
|---|---------------------------------------|--|
| Arie Mintekovich 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Chairman of the Board of Directors | Chairman of Elron. |
| Raanan Cohen 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Director | CEO of Koor. |
| Avishai Friedman Yoqneam Industrial Park, Building 7, Yoqneam 20600, Israel | Director | Chief Executive Officer of |
| David Vaish Rafael, Haifa, Israel | Director | Vice President for Finance Officer of Rafael Armament Ltd. |
| Yedidya Yaari Rafael, Haifa, Israel | Director | President & Chief Executive Armament Development Author |
| Doron Birger 3 Azrieli Center, The Triangular Tower 42nd floor, Tel-Aviv 67023, Israel | Director | President & Chief Executive |
| Rinat Remler 3 Azrieli Center, The Triangular Tower 42nd floor, Tel-Aviv 67023, Israel | Director | Vice President, Chief Finan |
| Yair Cohen 3 Azrieli Center, The Triangular Tower 42nd floor, Tel-Aviv 67023, Israel | Director | Vice President of Elron. |
| Luva Drori Rafael, Haifa, Israel | Director | Corporate Vice President, B Marketing of Rafael Armamen Authority Ltd. |
| Moshe Meir (Miara) Rafael, Haifa, Israel | Director | Director, Subsidiary Compan Development Authority Ltd. |
| Ofir Gomeh Yoqneam Industrial Park, Building 7, Yoqneam 20600, Israel | Chief Financial Officer | Chief Financial Officer of |

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Schedule F

Directors and Executive Officers
o f
ELRON ELECTRONIC INDUSTRIES LTD.
(as of September 20, 2007)

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

| NAME & ADDRESS ----- | POSITION ----- | CURRENT PRINCIPAL OCCUPATIO ----- |
|---|---------------------------------------|---|
| Arie Mientkavich 3 Azrieli Center, The Triangular Tower, 42nd floor, Tel-Aviv 67023, Israel | Chairman of the Board of Directors | Chairman of Elron; Deputy C Globe Ltd and Chairman of G (Development) Ltd |
| Ami Erel 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Director | President & Chief Executive Executive Officer of NetVis |
| Avraham Asheri 12 Yoshpe Street, Apt. 7, Mevasseret Zion 90805, Israel | Director | Director of companies |
| Prof. Yair Be'ery 6 Sweden Street, Petah Tikva 49317, Israel | Director | Professor - Department of E Tel Aviv University. |
| Yaacov Goldman 39 Nachlieli Street, Hod Hasharon 45355, Israel | External Director | Director of companies |
| Prof. Gabriel Barbash 14 Zisman Street, Ramat Gan 52521, Israel | Director | Director General of the Tel Sourasky Medical Center. |
| Nochi Dankner 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Director | Chairman and Chief Executiv Holding; Chairman of IDB De Clal Industries and Investm companies. |
| Avi Fischer 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel | Director | Executive Vice President of Chairman of IDB Development Officer of Clal Industries |
| Shay Livnat 26 Shalva Street, Herzlia Pituach 46705, Israel | Director | President of Zoe Holdings L |
| Dori Manor (*) 18 Hareches Street, Savion 56538, Israel | Director | Chief Executive Officer of vehicle sector of the David |
| Ari Bronshtein 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Director | Vice President of DIC |
| Arie Ovadia Harav Amiel 10, | Director | Advisor and Director of com |

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Tel Aviv, 62223, Israel

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| | | |
|--|---|---------------------------------------|
| Amos Shapira Hagavish Street Industrial Zone, Poleg, Netanya 42140, Israel | Director | Chief Executive Officer of |
| Tida Shamir 3a Jabotinsky Street Ramat Gan 52520 | Director | Attorney |
| Doron Birger 3 Azrieli Center, The Triangular Tower, 42nd floor, Tel-Aviv 67023, Israel | President and Chief Executive Officer | President and Chief Executi |
| Moshe Fourier 3 Azrieli Center, The Triangular Tower, 42nd floor, Tel-Aviv 67023, Israel | Vice President and Chief Technology Officer | Vice President and Chief Te Elron. |
| Rinat Remler 3 Azrieli Center, The Triangular Tower, 42nd floor, Tel-Aviv 67023, Israel | Vice President, Chief Financial Officer | Vice President, Chief Finan |
| Assaf Topaz 3 Azrieli Center, The Triangular Tower, 42nd floor, Tel-Aviv 67023, Israel | Vice President | Vice President of Elron. |
| Yair Cohen 3 Azrieli Center, The Triangular Tower, 42nd floor, Tel-Aviv 67023, Israel | Vice President | Vice President of Elron |

(*) Dual citizen of Israel and France.

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Schedule G

Directors and Executive Officers
o f
ECI TELECOM LTD.
(as of September 20, 2007)

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

| NAME & ADDRESS | POSITION | CURRENT PRINCIPAL OCCUPATIO |
|----------------|----------|-----------------------------|
| ----- | ----- | ----- |

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| | | |
|---|------------------------------|---|
| <p>Micha Anghel 4 Efer Street, Tel-Aviv 69362, ISRAEL</p> | <p>External Director</p> | <p>Director, Partner Communica PowerDsine Ltd., Scopus Vid Syneron Medical Ltd.; Chair Tel- Aviv University Execut</p> |
| <p>Raanan Cohen Koor Industries Ltd. 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, ISRAEL</p> | <p>Director</p> | <p>Chief Executive Officer of President of Discount Inves</p> |
| <p>Eyal Desheh Checkpoint Software Technologies Ltd. 3a' Jabotinsky Street, 24th floor Ramat-Gan 52520, ISRAEL</p> | <p>Director</p> | <p>Executive Vice President an Checkpoint Software Technol</p> |
| <p>Shlomo Dovrat Carmel Ventures Software Fund Delta House 16 Abba Eban Ave., 1st floor Herzliya 46725, ISRAEL</p> | <p>Chairman of the Board</p> | <p>Chairman of the Board of EC Partner, Carmel Software Fu</p> |
| <p>Yochi Dvir 15 Amirim Street Tel-Aviv, ISRAEL</p> | <p>External Director</p> | <p>Director, Menorah Insurance Audit and Investment Commit (Chairman Financial, Audit Israel Corporation Ltd. (Ch Busienss Information & Comm Committee); Private Busines University (Chairman Invest</p> |
| <p>Craig Ehrlich Asia Pacific Center 8 Wyndham Street, Room 701 Central Hong Kong SAR CHINA (CITIZENSHIP - USA)</p> | <p>Director</p> | <p>Chairman, GSM Association</p> |
| <p>Avi Fischer 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, ISRAEL</p> | <p>Director</p> | <p>Executive Vice President of Ltd.; Deputy Chairman, IDB Ltd.; Co-Chief Executive Of Investments Ltd.</p> |
| <p>Colin Green 9 St. Leonard's Road Surbiton, Surrey KT6 4DE UNITED KINGDOM</p> | <p>Director</p> | <p>Former Group Commercial Dir Telecommunications plc.</p> |
| <p>Jonathan Kolber Koor Industries Ltd. 3 Azrieli Center Triangular Tower Tel-Aviv 67023, ISRAEL</p> | <p>Director</p> | <p>Chairman of the Board, Koor</p> |
| <p>Niel Ransom Ransomshire Associates, Inc. 400 Wellspring Farms Lane Rolesville NC 27571 U.S.A</p> | <p>Director</p> | <p>Former Chief Technology Off</p> |
| <p>Casimir Skrzypczak 90 Oxford Road Rockville Center New York 11570</p> | <p>Director</p> | <p>Former Senior Vice Presiden Systems, Inc.</p> |

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U.S.A.

Gerd Tenzer
Lindenweg 8
D53545 Linz am Rhein
GERMANY

Director

Former Deputy Chairman of t
Deutsche Telekom AG

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Itzik Zion
ECI Telecom Ltd.
30 HaSivim Street
Petach Tikva 49517
ISRAEL

Executive Vice President
and Chief Financial Officer

Executive Vice President an
ECI Telecom Ltd.

Avi Cohen
ECI Telecom Ltd.
30 HaSivim Street
Petach Tikva 49517
ISRAEL

Executive Vice President
and Chief Operating Officer

Executive Vice President an
ECI Telecom Ltd.

Ido Gur
ECI Telecom Ltd.
30 HaSivim Street
Petach Tikva 49517
ISRAEL

Executive Vice President,
Global Sales and Marketing

Executive Vice President, G
ECI Telecom Ltd.

Atzmon Lifshitz
ECI Telecom Ltd.
30 HaSivim Street
Petach Tikva 49517
ISRAEL

Corporate Vice President,
Human Resources

Corporate Vice President, H

Rafi Maor
ECI Telecom Ltd.
30 HaSivim Street
Petach Tikva 49517
ISRAEL

President and Chief
Executive Officer

President and Chief Executi

Dror Nahumi
ECI Telecom Ltd.
30 HaSivim Street
Petach Tikva 49517
ISRAEL

Executive Vice President
and Chief Strategy Officer

Executive Vice President an
ECI Telecom Ltd.

Amnon Shachar
ECI Telecom Ltd.
30 HaSivim Street
Petach Tikva 49517
ISRAEL

Corporate Vice President,
Global Resources

Corporate Vice President, G

Eyal Shaked
ECI Telecom Ltd.
30 HaSivim Street
Petach Tikva 49517

Executive Vice President
and General Manager,
Optical Networks

Executive Vice President an
Networks Division, ECI Tele

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ISRAEL

Anthony Scarfo
 ECI Telecom DND, Inc.
 Omega Corporate Center
 1300 Omega Drive
 Pittsburgh, PA 15205
 U.S.A.

Executive Vice President
 and General Manager, Data
 Networking

Executive Vice President and
 Networking Division, ECI Te

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Schedule H

Directors and Executive Officers
 o f
 DISCOUNT INVESTMENT CORPORATION LTD.
 (as of September 20, 2007)

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

| NAME & ADDRESS ----- | POSITION ----- | CURRENT PRINCIPAL OCCUPATIO ----- |
|--|---------------------------------------|---|
| Nochi Dankner 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Chairman of the Board of Directors | Chairman and Chief Executiv Holding; Chairman of IDB De Clal Industries and Investm companies. |
| Zehava Dankner 64 Pinkas Street, Tel Aviv 62157, Israel | Director | Member of the executive com Beautiful Israel Council. |
| Zvi Livnat 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel | Director | Executive Vice President of Chairman of IDB Development Officer of Clal Industries |
| Avi Fischer 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel | Director | Executive Vice President of Chairman of IDB Development Officer of Clal Industries |
| Refael Bisker 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Director | Chairman of Property and Bu |
| Jacob Schimmel 17 High field Gardens, London W11 9HD, United Kingdom | Director | Director of UKI Investments |
| Shaul Ben-Zeev Taavura Junction, Ramle 72102, Israel | Director | Chief Executive Officer of |
| Eliahu Cohen 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Director | Chief Executive Officer of |
| Gideon Lahav 124 Ehad Ha-Am Street, Tel-Aviv 65208, Israel | Director | Director of companies. |

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| | | |
|--|-------------------|--|
| Moshe Arad 14 Shay Agnon Street, Jerusalem 92586, Israel | External Director | Director of companies. |
| Gideon Dover 11 Hamaalot Street, Herzlia B 46583, Israel | External Director | Chief Executive Officer and Medical and Scientific Equi |
| Niv Ahituv, Prof. Business Management Faculty, Recanati Building, Tel Aviv University, Tel Aviv 69978, Israel | External Director | Professor in the faculty of Tel Aviv University |
| Isaac Manor (*) 26 Hagderot Street, Savion 56526, Israel | Director | Chairman of companies in th of the David Lubinski Ltd. |
| Dori Manor (*) 17, KEREM HAZEITIM STREET, SAVION 56536, ISRAEL | Director | Chief Executive Officer of vehicle sector of the David |
| Adiel Rosenfeld 42 Ha'Alon Street, Timrat 23840, Israel | Director | Representative in Israel of |

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| | | |
|---|---|---|
| Ami Erel 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | President and Chief Executive Officer | President and Chief Executi |
| Oren Lieder 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Senior Vice President and Chief Financial Officer | Senior Vice President and C of DIC. |
| Raanan Cohen 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Vice President | Vice President of DIC; Chie Koor Industries Ltd. |
| Ari Bronshtein 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Vice President | Vice President of DIC. |
| Michel Dahan 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Vice President and Comptroller | Vice President and Comptrol |
| Itzhak Ravid, CPA 32 A HaBarzel St. Tel Aviv 69710 | Internal Auditor | Managing Partner of Raveh-R |

(*) Dual citizen of Israel and France

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Schedule I

Directors and Executive Officers
of
IDB Development Corporation Ltd.
(as of September 20, 2007)

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

| NAME & ADDRESS ----- | POSITION ----- | CURRENT PRINCIPAL OCCUPATIO ----- |
|--|---|--|
| Nochi Dankner 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Chairman of the Board of Directors | Chairman and Chief Executiv Holding; Chairman of IDB De Industries and Investments companies. |
| Zehava Dankner 64 Pinkas Street, Tel Aviv 62157, Israel | Director | Member of the executive com Israel Council. |
| Avi Fischer 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel | Deputy Chairman of the Board of Directors | Executive Vice President of Chairman of IDB Development Officer of Clal Industries |
| Zvi Livnat 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel | Deputy Chairman of the Board of Directors | Executive Vice President of Chairman of IDB Development Officer of Clal Industries |
| Refael Bisker 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Director | Chairman of Property and Bu Chairman of Super-sol Ltd. |
| Jacob Schimmel 17 High field Gardens, London W11 9HD, United Kingdom | Director | Director of UKI Investments |
| Shay Livnat 26 Shalva Street, Herzlia Pituach 46705, Israel | Director | President of Zoe Holdings L |
| Eliahu Cohen 3 Azrieli Center, The Triangular Tower 44th floor, Tel-Aviv 67023, Israel | Director and Chief Executive Officer | Chief Executive Officer of |
| Isaac Manor (*) 26 Hagderot Street, Savion 56526, Israel | Director | Chairman of companies in th of the David Lubinski Ltd. |
| Dori Manor (*) 18 Hareches Street, Savion 56538, Israel | Director | Chief Executive Officer of vehicle sector of the David |
| Abraham Ben Joseph 87 Haim Levanon Street, Tel-Aviv 69345, Israel | Director | Director of companies. |

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| | | |
|---|--|---|
| Amos Malka 18 Nahal Soreq Street, Modi'in 71700, Israel | External Director | Chairman of Albar Mimunit S |
| Dr. Yoram Margalioth 16 Ha'efroni Street, Raanana 43724, Israel | External Director | Senior lecturer (expert on Faculty of Law in the Tel A |
| Irit Izakson 15 Great Matityahou Cohen Street, Tel-Aviv 62268, Israel | Director | Director of companies. |
| Lior Hannes 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Senior Executive Vice President | Senior Executive Vice Presi Chief Executive Officer of |
| Dr. Eyal Solganik 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Executive Vice President and Chief Financial Officer | Executive Vice President an Officer of IDB Development; Officer of IDB Holding. |
| Ari Raved 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Vice President | Vice President of IDB Devel |
| Haim Gavrieli 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Vice President | Vice President of IDB Devel |
| Haim Tabouch 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Vice President and Comptroller | Vice President and Comptrol Comptroller of IDB Holding. |
| Inbal Tzion 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Vice President and Corporate Secretary | Vice President and Corporat Development; Corporate Secr |

(*) Dual citizen of Israel and France.

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Schedule J

Directors and Executive Officers
of
IDB Holding Corporation Ltd.
(as of September 20, 2007)

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

| NAME & ADDRESS ----- | POSITION ----- | CURRENT PRINCIPAL OCCUPATIO ----- |
|---|------------------------------------|---|
| Nochi Dankner 3 Azrieli Center, The Triangular Tower, 44th | Chairman of the Board of Directors | Chairman and Chief Executiv Holding; Chairman of IDB De |

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| | | |
|---|---|--|
| floor, Tel-Aviv 67023, Israel | and Chief Executive Officer | Clal Industries and Investm companies. |
| Isaac Manor (*) 26 Hagderot Street, Savion 56526, Israel | Deputy Chairman of the Board of Directors | Chairman of companies in th of the David Lubinski Ltd. |
| Arie Mientkavich 14 Betzalel Street, Jerusalem 94591, Israel | Vice Chairman of the Board of Directors | Chairman of Elron; Chairman Chairman of Gazit-Globe Isr |
| Zehava Dankner 64 Pinkas Street, Tel Aviv 62157, Israel | Director | Member of the executive com Beautiful Israel Council. |
| Lior Hannes 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Director | Senior Executive Vice Presi Chief Executive Officer of |
| Refael Bisker 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Director | Chairman of Property and Bu Chairman of Super-sol Ltd. |
| Jacob Schimmel 17 High field Gardens, London W11 9HD, United Kingdom | Director | Director of UKI Investments |
| Shaul Ben-Zeev Taavura Junction, Ramle 72102, Israel | Director | Chief Executive Officer of |
| Eliahu Cohen 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Director | Chief Executive Officer of |
| Dori Manor (*) 18 Hareches Street, Savion 56538, Israel | Director | Chief Executive Officer of vehicle sector of the David |
| Meir Rosenne 8 Oppenheimer Street, Ramat Aviv, Tel Aviv 69395, Israel | Director | Attorney. |
| Shmuel Lachman 9A Khilat Jatimir Street, Tel Aviv 69405, Israel | External Director | Information technology cons |
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| Zvi Dvoresky 12 Ha-rofe Street, Haifa 34366, Israel | External Director | Manager of a company involv estate business |
| Zvi Livnat 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel | Director and Executive Vice President | Executive Vice President of Chairman of IDB Development Officer of Clal Industries |
| Avi Fischer | Executive Vice | Executive Vice President of |

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| | | |
|---|----------------------------|---|
| 3 Azrieli Center, The Triangular Tower, 45th floor, Tel-Aviv 67023, Israel | President | Chairman of IDB Development Officer of Clal Industries |
| Dr. Eyal Solganik 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Chief Financial Officer | Chief Financial Officer of Vice President and Chief Fi Development. |
| Haim Tabouch 3 Azrieli Center, The Triangular Tower, 44th floor, Tel-Aviv 67023, Israel | Comptroller | Comptroller of IDB Holding; Comptroller of IDB Developm |

(*) Dual citizen of Israel and France.