

State Auto Financial CORP  
Form 8-K  
June 03, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 3, 2011 (June 1, 2011)

**STATE AUTO FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Ohio**  
(State or other jurisdiction  
of incorporation)

**000-19289**  
(Commission  
File Number)

**31-1324304**  
(IRS Employer  
Identification No.)

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518 East Broad Street, Columbus, Ohio

(Address of principal executive offices)

Registrant's telephone number, including area code: (614) 464-5000

43215-3976

(Zip Code)

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

Attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference is a press release issued by State Auto Financial Corporation on June 1, 2011.

**Section 9. Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

Exhibit No.	Description
99.1	Press release issued by State Auto Financial Corporation on June 1, 2011.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

STATE AUTO FINANCIAL CORPORATION

Date: June 3, 2011

By /s/ James A. Yano  
Vice President and General Counsel

## EXHIBIT INDEX

## Exhibit

No.	Description
99.1	Press release issued by State Auto Financial Corporation on June 1, 2011. FORMAT-SHEET="Para Indent" FSL="Default" -->

*Mr. Avi Fischer* is Director and Co-CEO of Clal Industries and Investments Ltd. and Deputy Chairman of IDB Development Ltd, Deputy CEO of IDB Holdings Corporation Ltd., director of Discount Investment Corporation Ltd. and Chairman and director of several public and private companies of Ganden Group and IDB Group. Senior partner of Fischer, Behar, Chen & Co. Law Office.

*Mr. Zvi Livnat* is Chairman of the Board of the Company since April 2006, Co-CEO of Clal Industries and Investments Ltd., Executive Vice President of IDB Holding Corporation Ltd., Deputy Chairman of IDB Development Corporation Ltd., director in Discount Investments Corporation Ltd., and other public and private companies.

*Mr. Amir Makov* is the Chairman of The Israel Institute of Petroleum & Energy and the Israel Export & International Cooperation Institute, Chairman of Polyon Plastic Industries Ltd, a member of the presidency of the Manufacturers Association of Israel, and a director in the following companies: ICL Fertilizers (Dead Sea Works, Rotem Amfert Negev), ICL Industry Products (Dead Sea Bromine Company, Dead Sea Periclase), and an external director in Wolfman Industries. Mr. Makov served as an external director of the Company between 1996-2001.

*Mr. Isaac Manor* is a Deputy Chairman of IDB Holdings Corporation Ltd., IDB Development Ltd., Discount Investments Corporation Ltd. and of Clal Industries and Investments Ltd and a director of various publicly-traded and privately-held companies within the IDB Group, IDB Holdings Ltd., IDB Development Ltd., Discount Investment Corporation Ltd. and Clal Industries and Investments Ltd ,Israel Union Bank Ltd. and others and Co-CEO and Chairman of companies in the David Lubinsky Group Ltd.

*Mr. Amos Mar-Haim* is a member of the Israel Accounting Standards Board and a director of various companies; Deputy Chairman of Phoenix Investments & Finances Ltd, Chairman of Migdal underwriting & Promotion of Investments Ltd.

*Mr. Adi Rozenfeld* is a businessman, consultant to companies and a representative of Activa Holdings BV in Israel. He is also the Honorary Consul of Slovenia in Israel and a director of various companies. Chairman of Association of Friends, Haifa University.

*Mr. Avi Yehezkel* is an external director at Bank Yahav. He served as a Knesset member between 1992-2003, during these years, alternately, he served as Deputy Minister of transportation, Chairman of the Economics Committee, Chairman of the Defense Budget Committee, Chairman of the Capital Market Sub-Committee, Chairman of the Banking Sub-Committee and member of the Finance Committee.

**Senior Management in the Company and in Subsidiaries (as of May 28, 2007)**

<b><u>Name</u></b>	<b><u>Age</u></b>	<b><u>Position</u></b>
Avi Brener	54	Chief Executive Officer
Israel Eldar	62	Corporate Controller and responsible for risks and business interruption management.
Ofra Gorni	54	Business Development Manager.
Lea Katz	56	Legal counsel and Corporate Secretary .
Gabi Kenan	63	Senior Manager
Gur Ben David	55	General manager of Packaging Paper and Recycling Division (as of January 01, 2007).
		General manager of Packaging Paper and Recycling Division (until December 31, 2006).
Pinhas Rimon	67	A director of subsidiaries and affiliated companies of the Company.
Gideon Liberman	57	General Manager of Development and Infrastructure Division
		General Manager, Graffiti Office Supplies & Paper Marketing Ltd. (as of January 01, 2007).
Amir Moshe	41	
Moshe Riani	48	

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		General Manager, Graffiti Office Supplies & Paper Marketing Ltd. (until December 31, 2006).
Uzi Carmi	51	General Manager, Amnir Recycling Industries Ltd.
Simcha Kenigsbuch	49	Chief Information Officer

### Senior Management in Affiliated Companies (as of May 28, 2007)

<u>Name</u>	<u>Age</u>	<u>Position in the Company</u>
Arik Schor	51	General Manager, Hogla-Kimberly Ltd.
Avner Solel	53	General Manager, Mondi Business Paper Hadera Ltd.
Doron Kempfer	57	General Manager, Carmel Container Systems Ltd.

### **B. Compensation**

The aggregate amount of remuneration paid to all directors and the above senior officers of the Company (23 officers and directors) as a group for services provided by them to the Company during 2006 was approximately NIS 19,380,980 (approximately \$4,587,214). The aggregate amount set aside for pension, retirement or similar benefits for directors and officers as a group for services provided by them to the Company during 2006 was approximately NIS 1,561,006 (approximately \$369,469).

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The aggregate amount of remuneration paid to all directors and senior officers of the Company mentioned above, include payments paid by the Corporation and liabilities to pay taken by it, to the 5 senior officers, as follows<sup>(1)</sup>:

	<b>Position</b>	<b>Thousands NIS</b>
No' 1	Chairman of the Board of Directors (until 04/06) <sup>(2)</sup>	5,692
No' 2	CEO <sup>(3)</sup>	2,402
No' 3	Division Manger	1,448
No' 4	Vice President	1,348
No' 5	Division Manger	1,112

In addition, the senior officers of the Company and of certain other companies in the Group, were granted a stock option plan. For stock option plan granted to senior officers, see Item 6.E. Share ownership below, and Note 6b of the Notes to the Consolidated Financial Statements.

#### Remuneration of Directors

The remuneration of the directors (including the external directors) for 2006 was approved at the 2006 general meeting of shareholders. Pursuant to regulations under the Israeli Companies Law, each external director of the Company must receive the same annual compensation, which must be between NIS 29,010 and NIS 47,135, plus an additional fee for each meeting attended which must be between NIS 1,021 and NIS 1,813. The Board approved that the remuneration of each director for the year 2006, including the external directors, be fixed at NIS 40,000 plus an additional NIS 1,550 for each meeting attended.

- (1) The following, details remuneration payments paid by the Company and liabilities to pay taken by it, to the 5 senior officers of the Company, as reported by the Company at the Periodical Report published, in March 2007, following the Company's obligation to present that information, according to the Israeli Law.

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- (2) The Chairman of the Board of Directors retired on April 2, 2006, from his position as Chairman of the Board of Directors after 37 years of employment in senior positions in the Group. The above mentioned sum of money includes its payment fees for 3 months and remuneration for execution of the remnant of remuneration according to the incentive plan approved at the General meeting on May 2001.

In addition, the Company paid on April 2007 the retired Chairman, according to the agreement with him that was approved by the Board of Directors in March 2003 and at the General meeting in July 2003, an amount of NIS 4.992 million, and an additional amount paid in April 2007 to providence fund to cover gaps in deposits for previous years to the retired Chairman.

- (3) On May 13, 2007, the Board of Directors approved the Employment Agreement and remuneration of Mr. Avi Brener, the CEO of the Company. The main principals of the Agreement are: monthly salary of NIS 95,000 (approximately \$22,864) linked to the Israeli Consumer Price Index and a yearly bonus in the amount of between 6-9 salaries, subject to the discretion of the Board. In addition, upon the termination of employment of the CEO he will receive, in addition to the provisions for severance payments, a retirement grant payment in an aggregate amount equal to one-month s salary for each year in which he was employed by the Group (from August 1988).

**C. Board practices**

The directors of the Company, except for the external directors (see below), retire from office at the Annual General Meeting of Shareholders and are eligible for re-appointment at such Annual General Meeting.

Notwithstanding the foregoing, if no directors were appointed at any Annual General Meeting, the directors appointed at the previous Annual General Meeting will continue in office. Directors, except for the external directors, may be removed from office earlier by a resolution at an Annual General Meeting of Shareholders.

The Articles of Association of the Company provide that any director may, by written notice, appoint any person who is approved by the Board of Directors to be an alternate director and to act in his place and to vote at any meeting at which he is not personally present. The alternate director is entitled to notice of Board meetings and he will be remunerated out of the remuneration of the director appointing him. The alternate director shall vacate his office if and when the director appointing him vacates his office as director, or removes him from office by written notice.

There are no services contracts which give the current directors of the Company any benefits upon termination of office.

**External Directors**

Under the Israeli Companies Law, the Company (as a public company) is required to have at least two external directors as members of its Board of Directors. An external director may not have any financial or other substantial connection with the Company and must be appointed at the Annual General Meeting of Shareholders. The external directors are elected for a three-year term of office that may be extended for another three years. Currently the external directors are Ms. Blum and Mr. Makov.

For the periods each director served in his or her respective position, see Item 6.A. Directors and Senior Management above.

For a description of the Termination and Employment Agreement of the Company's former Chairman of the Board, see Item 6.B. Compensation above. Aside from Mr. Yerushalmi, none of the Group's directors are entitled to benefits upon termination of their employment.

**Audit Committee**

Under the Israeli Companies Law, members of the Audit Committee are to be elected from members of the Board of the Company by the Board. The Audit Committee will be comprised of at least three directors, including all of the external directors, but excluding: (i) the Chairman of the Board of Directors; (ii) any director employed by the Company or who provides services to the Company on a regular basis; or (iii) a controlling shareholder of the Company or his relative.

The role of the Audit Committee under the Israeli law is: (i) to examine flaws in the business management of the Company in consultation with its auditors and to suggest appropriate courses of action and (ii) to decide whether to approve actions or transactions which under the Israeli Companies Law require the approval of the Audit Committee (transaction with a related party, etc.) The Company does not have a Nominating Committee nor a Compensation Committee.

The role of the Audit Committee under the American law is: (i) to oversee on behalf of the Board: (a) the integrity of the financial statements; (b) the appointment, compensation, qualification and work of the Independent Auditors; (c) compliance with legal and regulatory requirements applicable to the internal controls and reporting of publicly traded companies; (d) performance of Internal Auditor and internal controls functions; and (ii) to evaluate potential or existing deficiencies in the administration, by consulting with the management, and make proposal to the Board; and (iii) to review matters referred to them under the Whistleblower process of the Company's Code of Conduct and Ethics.

The Company's Audit Committee members are: Amos Mar-Haim, Chairman, Ronit Blum, and Amir Makov. All members are independent directors, as that term is defined in the American Stock Exchange listing standards.



**D. Employees**

As of April 30, 2007, the Group had 2,950 employees in Israel, of which the Company and its subsidiaries had 798 employees in Israel of whom 158 were engaged in the office supplies activities, 622 in packaging paper and recycling division, and 18 were management and clerical personnel at the Company's headquarters in Hadera. The associated companies had 2,152 employees in Israel of whom 1,037 were engaged in the household paper activities (in addition, KCTR had 240 employees), 321 in the printing and writing paper activities and 794 in the corrugated board containers activities.

Some of the employees are subject to the terms of employment of collective bargaining agreements. The parties to such collective bargaining agreements are the Company and the employees, through the union. The relationship between the Company and the union is good and based on continuous dialogue.

**E. Share ownership**

In April 2001, the Board of Directors of the Company adopted a new stock option plan under which options to purchase a total of 194,300 shares may be granted to senior officers of the Company and certain other companies in the Group. All of the options were granted by July 2001. Each option is exercisable to purchase one ordinary share of NIS 0.01 par value of the Company. The options vest in four yearly installments. The vesting period of the first installment is two years, commencing on the date of grant, and the next three installments vest on the third, fourth and fifth anniversary of the grant date. Each installment is exercisable for two years from the vesting date of such installment. For further information regarding the 2001 plan, see Note 6 of the Notes to the Consolidated Financial Statements.

In 2006, 44,998 options were exercised under the 2001 plan and 24,303 shares were issued following the exercise of options.

In August 2001, the Company's Board of Directors approved a stock option plan for employees of the Company and its subsidiaries, that expired on November 3, 2006. Under this plan, up to 125,000 options may be granted without consideration. Each option is exercisable to purchase one ordinary share of NIS 0.01 par value of the Company. In November 2001, 81,455 options were granted under the 2001 employee plan. The vesting period of the options is two years from the date of grant. Each option is exercisable within three years from the end of the blocking period. For further information regarding the 2001 employee plan, see Note 6 of the Notes to the Consolidated Financial Statements.

In 2006, 10,091 options were exercised under the 2001 employee plan and 6,215 shares were issued following the exercise of options. The employees' option plan expired on November 3, 2006.

**ITEM 7 MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS****A. Major shareholders**

The following table sets forth, as of May 28, 2007, the number of Ordinary Shares of the Company beneficially owned by (i) all those persons who, to the Company's knowledge, were the beneficial owners of more than 5% of such outstanding shares, and (ii) all officers and directors of the Company as a group:

<b>Name and Address: Principal Shareholders:</b>	<b>Amount Beneficially Owned Directly or Indirectly*</b>	<b>Percent of Class Outstanding</b>
Clal Industries Ltd. ("Clal") 3 Azrieli Center, the Triangle Tower, Tel Aviv, Israel	1,531,128 <sup>(1)</sup>	37.83 <sup>(1)</sup>
Discount Investments Corporation Ltd. ("DIC") 3 Azrieli Center, the Triangle Tower, Tel Aviv, Israel	865,014 <sup>(1)</sup>	21.37 <sup>(1)</sup>
All officers and directors as a group	**	**

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In 1980 DIC and Clal agreed for a period of ten years (subject to renewal for additional ten year periods) to coordinate and pool their voting power in the Company in order to appoint an equal number of each party's nominees to the Board of Directors of the Company, and in order to elect their designees to the Board's Committees. They also agreed to vote as bloc in General Meetings of the Company on the subject of dividend distributions. This agreement has been extended to the year 2010.

- \* Beneficial ownership is calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934.
- \*\* The officers and directors of the Company own, in the aggregate, less than 1% of the Company's outstanding ordinary shares, except for Nochi Dankner, Isaac Manor and Zvi Livnat whose ownership is set forth in footnote (1) below.
- (1) IDB Holding Corporation Ltd. ( IDBH ) holds 72.4% of the equity of and 72.69% of the voting power in IDB Development Corporation Ltd. ( IDBD ), which, in turn, holds 74.76% of the equity of and voting power in DIC and 60.52% of the equity of and voting power in Clal. IDBH, IDBD, Clal and DIC are public companies traded on the Tel Aviv Stock Exchange.

Since May 19, 2003 approximately 51.7% of the outstanding share capital of IDBH, is held by a group comprised of: (i) Ganden Investments I.D.B. Ltd. ( Ganden ), a private Israeli company controlled by Nochi Dankner and his sister, Shelly Bergman, which holds approximately 31.02% of the outstanding shares of IDBH; (ii) Manor Investments-IDB Ltd. ( Manor ), a private Israeli company controlled by Isaac and Ruth Manor which holds approximately 10.34% of the outstanding shares of IDBH; and (iii) Avraham Livnat Investments (2002) Ltd. ( Livnat ), a private Israeli company controlled by Avraham Livnat and Zvi Livnat which holds approximately 10.34% of the outstanding shares of IDBH. Ganden, Manor and Livnat, owning in the aggregate approximately 51.7% of the outstanding shares of IDBH, entered into a Shareholders Agreement relating, among other things, to their joint control of IDBH, the term of which is until May 19, 2023.

In addition: (a) Ganden Holdings Ltd., the parent company of Ganden, directly holds approximately 7.15% of the outstanding shares of IDBH and Ganden directly holds approximately 6.71% of the outstanding shares of IDBH; (b) Manor Holdings B.A. Ltd., the parent company of Manor, directly holds approximately 0.03% of the outstanding shares of IDBH; (c) Avraham Livnat Ltd., the parent company of Livnat, directly holds approximately 0.04% of the outstanding shares of IDBH; and (d) Shelly Bergman owns, through a private company wholly owned by her, approximately 7.23% of the outstanding shares of IDBH (hereinafter jointly: additional holdings ). It should be noted, that the additional holdings, are not included in the shareholders agreement between Ganden, Manor and Livnat, relating, among other things, to their joint control of IDBH.

Nochi Dankner is Chairman and CEO of IDBH and chairman of IDBD, Clal and DIC., Isaac Manor (the husband of Ruth Manor), and Zvi Livnat (the son of Avraham Livnat) are directors of each of IDBH, IDBD, and DIC . Isaac Manor is also director of Clal.

Since May 23, 2005, beneficial ownership percentages for Clal and DIC increased by 5.14% and 2.9%, respectively, as compared to the percentages as indicated in the chart above.

The Company estimates that as of May 30, 2007, 10.56 % of its outstanding ordinary shares were held in the United States by 851 record holders.

All ordinary shares of the Company have equal voting rights. The Company's major shareholders who beneficially own 5% or more of the Company's ordinary shares outstanding do not have a voting rights different from other holders of ordinary shares.

**B. Related Party Transactions**

The information is included in the Company's attached Consolidated Financial Statements. For loans to associated companies see Note 2 to the attached financial statements. For a capital note to an associated company, see Note 4c to the attached financial statements. For transactions and balances with related parties see Note 13 to the attached Financial Statements.

For further information see also Note 9e and 9d to the Financial Statements attached.

**C. Interests of Experts and Counsel**

Not applicable to annual reports.

**ITEM 8 - FINANCIAL INFORMATION**

**A. Consolidated Statements and Other Financial Information**

See the financial statements included in Item 17.

**B. Export Sales**

The amount of export sales represents approximately 9% out of the total sales volume of the Company.

**C. Legal Proceedings**

In September 2006, a petition was filed against H-K, an affiliated company (49.9%), for approval of a class action. According to the petition H-K has reduced the number of units of diapers in a package of its Titulim® brand and thus misled the public according to the Israeli Consumer Protection Act. The plaintiff estimated the scope of the class action to be NIS 47 million. On June 18, 2007, court approved plaintiff's abandonment from the petition for the approval of a class action, and also ordered the dismissal of the plaintiff's personal action, with no expenses order.

In December 2006, a petition was filed against H-K, an affiliated company (49.9%), for the approval of a class action. According to the petition, 3.5 years ago, H-K has reduced the quantity of paper in the toilet packages of its Kleenex® Premium brand and thus misled the public according to the Israeli Consumer Protection Act. The plaintiff estimates the scope of the class action to be approximately NIS 43 million. On June 26, 2007, the court approved plaintiff's abandonment from the petition for the approval of a class action, a payment of expenses to the plaintiff in the amount of NIS 10,000 and also ordered the dismissal of the plaintiff's personal action, with no expenses order.

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In January 2007, a petition was filed against H-K, an affiliated company (49.9%), for the approval of a class action. According to the petition, 3.5 years ago H-K reduced the quantity of wipes in the baby wipes packages of its Titulim® Premium brand and thus misled the public according to the Israeli Consumer Protection Act. The plaintiff estimated the scope of the class action to be approximately NIS 28 million. H-K rejects the claims and intends to defend itself against the action. At this early stage H-K is not able to assess the chances of the class action and its influences.

In November 2006, the Environmental Protection Ministry announced that even though the Company plant at Hadera has made considerable investments in sewage treatment and environmental protection issues, an investigation against the Company is required in connection with its plant at Hadera to review deviations from certain emission standards concerning air. The company anticipates that the investigation will not materially impact its operations.

On March 7, 2006, T.M.M., an associated company announced that the Israeli Securities Authority had addressed T.M.M. with regard to an investigation the authority is conducting. At this stage, T.M.M. is unable to estimate the impact of this investigation on the company. On February 04, 2007, the Company sold all its holdings in T.M.M.

### D. Dividend Policy

During 2006, the Company did not have a defined policy for distributing dividends.

### E. Significant Changes

On January 4, 2007, the Company entered into an Agreement with CGEA, according to which, the Company sold to CGEA its holdings in Barthelemi, and the rest of its holdings in T.M.M. for the total amount of \$ 27 million. This transaction was consummated on February 13, 2007, from which date the Company is no longer a shareholder in T.M.M.

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## ITEM 9 THE OFFER AND LISTING

### A. Offer and Listing Details

The following table sets forth the high and low market prices of the Company's ordinary shares on the American Stock Exchange and the Tel Aviv Stock Exchange for the five most recent full fiscal years:

	American Stock Exchange		Tel Aviv Stock Exchange			
	High	Low	High	Low	High	Low
	\$		NIS		\$( <sup>1</sup> )	

#### Calendar Year

2006	52.12	38.50	237.00	168.50	53.01	38.42
2005	57.98	37.50	246.90	176.90	56.42	38.24
2004	60.73	48.75	267.10	217.60	60.33	48.72
2003	54.66	29.22	239.00	143.60	54.58	30.01
2002	40.50	25.18	178.00	116.10	40.10	24.90

The following table sets forth the high and low market prices of the Company's ordinary shares on the American Stock Exchange and the Tel Aviv Stock Exchange for each fiscal quarter for the two most recent fiscal years and the first quarter of 2007:

	American Stock Exchange		Tel Aviv Stock Exchange			
	High	Low	High	Low	High	Low
2007 Quarter Ended						

### A. Offer and Listing Details

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	American Stock Exchange		Tel Aviv Stock Exchange			
	\$		NIS		\$ <sup>(1)</sup>	
June 30 (through June 25)	61.46	56.30	258.40	236.50	62.71	55.63
March 31	49.84	41.90	207.50	185.00	49.61	43.65
<b>2006 Quarter Ended</b>	<b>High</b>	<b>Low</b>	<b>High</b>	<b>Low</b>	<b>High</b>	<b>Low</b>
	\$		NIS		\$ <sup>(1)</sup>	
March 31	49.23	42.00	227.00	197.50	49.60	42.26
June 30	52.12	41.52	237.00	194.00	53.01	43.17
September 30	46.67	38.50	228.80	168.50	51.78	38.42
December 31	48.55	41.00	206.00	177.10	47.63	41.24

(1) Share prices have been converted from New Israeli Shekels (NIS) to U.S. Dollars at the representative rate of exchange, as reported by the Bank of Israel, on the dates when such high or low prices in NIS were recorded.

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2005 Quarter Ended	High		Low		High		Low	
	\$		NIS		\$ <sup>(1)</sup>			
March 31	57.98	48.25	246.90	214.80	56.42	49.42		
June 30	52.00	42.13	227.60	187.50	52.21	41.30		
September 30	45.73	40.50	207.90	183.80	45.60	40.56		
December 31	44.00	37.50	200.20	176.90	43.61	38.24		

The following table sets forth the high and low market prices of the Company's ordinary shares on the American Stock Exchange and the Tel Aviv Stock Exchange for each month of the most recent six months:

	American Stock Exchange		Tel Aviv Stock Exchange			
	\$		NIS		\$ <sup>(1)</sup>	
May 2007	67.50	55.81	259.40	230.00	65.60	57.51
April 2007	56.75	47.21	230.80	198.70	56.62	47.82
March 2007	48.00	45.04	199.00	187.40	47.72	44.52
February 2007	49.84	43.82	207.50	188.10	49.61	44.38
January 2007	45.76	41.90	191.10	185.00	45.64	43.65

(1) Share prices have been converted from New Israeli Shekels (NIS) to U.S. Dollars at the representative rate of exchange, as reported by the Bank of Israel, on the dates when such high or low prices in NIS were recorded.

**B. Markets**

The Company's ordinary shares are listed on the American Stock Exchange. The trading symbol for the ordinary shares is AIP. The ordinary shares are also listed on the Tel Aviv Stock Exchange.

**ITEM 10 ADDITIONAL INFORMATION**

**A. Share Capital**

Not applicable to Annual Reports.

**B. Memorandum and Articles of Association**

The Company was registered under Israeli law on February 10, 1951 and its registration number with the Israeli registrar of companies is 52-001838-3.

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The Memorandum of Association and Articles of Association are attached as Exhibits 1.1 and 1.2 to this Annual Report.

**Objects of the Company**

As indicated in Article 5 of the Company's Articles, the Company may, at any time, engage in any branch or kind of business in which it is, expressly or by implication, authorized to engage in accordance with the Articles. The Company may also cease to engage in such businesses, whether or not it has commenced to engage in such branch or kind of business.

**Director's Personal Interest**

The Israeli Companies Law requires that a director and an officer of a company disclose to the Company any personal interest that he may have and all related material information, in connection with any existing or proposed transaction by the Company. The disclosure is required to be made promptly and in any event no later than the date of meeting of the board of directors in which the transaction is first discussed.

If the transaction is an extraordinary transaction, the procedure of approval is as described below. Under Israeli law, an extraordinary transaction is a transaction other than in the ordinary course of business, otherwise than on market terms or that is likely to have a material impact on the Company's profitability, assets or liabilities.

Subject to the restrictions of the Israeli Companies Law, a director is entitled to participate in the deliberations and vote with regard to the approval of transactions in which he has a personal interest. A director is not entitled to participate and vote with regard to the approval of an extraordinary transaction in which he has a personal interest, the approval of indemnity, exemption or insurance of the directors or the approval of the directors' compensation. If a majority of the directors have a personal interest in a certain decision, they may participate and vote but the issue must be approved also by the audit committee and by the shareholders. If the controlling shareholder has a personal interest in an extraordinary transaction, the issue must be approved also by the audit committee and the shareholders.

Any power of the Company which has not been conferred by law or by the Articles to any other body, may be exercised by the Board. The management of the Company is guided by the Board.

**Powers and Function of Directors**

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The Board shall formulate the policies of the Company and shall supervise the performance of the office and actions of the General Manager, including inter alia examination of the financial position of the Company and determination of the credit framework which the Company may receive. Without derogating from any power vested in the Board in accordance with the Articles, the Board may, from time to time, at its discretion, decide upon the issuance of a series of debentures, including capital notes or undertakings, including debentures, capital notes or undertakings which can be converted into shares, and also the terms thereof, and mortgage of the property of the Company, in whole or in part, at present or in future, by floating or fixed charge. Debentures, capital notes, undertakings or other securities, as aforesaid, may be issued either at a discount or at a premium or in any other manner, whether with deferred rights or special rights and/or preferred rights and/or other rights, all the aforesaid as the Board may, at its discretion, determine. Compensation to directors is subordinate to an approval of the Audit committee, the Board of Directors and the General meeting of the Shareholders. There are no provisions in the Company's Articles for the retirement of directors under an age limit.

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Except for special cases as detailed in the Articles and subject to the provisions of the Israeli Companies Law, the Board may delegate its powers to the General Manager, to an officer of the Company or to any other person or to the Board committees. Delegation of the powers of the Board may be with regard to a specific matter or for a particular period, at the discretion of the Board.

The directors need not be shareholders of the Company in order to qualify as directors.

### The Shares Rights and Restrictions

All of the Company's shares are ordinary shares. Every ordinary share in the capital of the Company is of equal rights, for all intents and purposes, to every other ordinary share, including the right to dividends, to bonus shares and to participation in the surplus assets of the Company upon liquidation, proportionately to the par value of each share, without taking into consideration any premium paid in respect thereof, all the aforesaid subject to the provisions of the Articles.

Each of the ordinary shares entitles the holder thereof to participate at and to one vote at Annual General Meetings of the Company. As described in Item 6C, all directors, except external directors, stand for election each year at the Annual General Meeting.

Subject to the provisions of the Israeli Companies Law, the Board may resolve upon the distribution of a dividend. When deciding on the distribution of a dividend, the Board may decide that the dividend shall be paid, in whole or in part, in cash or by way of the distribution of assets in specie, including securities or bonus shares, or in any other manner at the discretion of the Board.

Dividends on the Company's ordinary shares may be paid only out of retained earnings, as defined in the Israeli Companies Law, as of the end of the most recent fiscal year or profits accrued over a period of two years, whichever is higher.

The Company may, by resolution adopted at an Annual General Meeting by an ordinary majority, decrease the capital of the Company and of any reserve fund from redemption of capital. For the execution of any resolution as aforesaid, the Board may, at its discretion, resolve any issues, which may arise in connection therewith.

In case of winding up of the Company, the liquidator may determine the proper value of the assets available for distribution and determine how the distribution among the shareholders will be carried out.

The liability of the shareholders is limited to the payment of par value of their ordinary shares.

Under the Israeli Companies Law, each shareholder has a duty to act in good faith in exercising his rights and fulfilling his obligations toward the Company and other shareholders and to refrain from abusing his power in the Company.

In addition, each shareholder has the general duty to refrain from depriving other shareholders of their rights.

Furthermore, any controlling shareholder, who knows that it possesses the power to determine the outcome of a shareholder vote and any shareholder that, pursuant to the provisions of the Articles, has the power to appoint or to prevent the appointment of an officer in the Company or any other power toward the Company is under a duty to act in fairness toward the Company. The Israeli Companies Law does not describe the substance of this duty of fairness. These various shareholder duties may restrict the ability of a shareholder to act in what the shareholder perceives to be its own best interests.

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### Modification of Rights of Shares

If the share capital is divided into different classes, the Company may by resolution adopted at a General Meeting by a special majority of 60% of the votes of shareholders (in person or by proxy) voting at the General Meeting (except if the terms of the issuance of the shares of such class otherwise provide) annul, convert, expand, supplement, restrict, amend or otherwise modify the rights of a class of shares of the Company, provided that the consent, in writing, of all the shareholders of such class thereto shall be received or that the resolution shall have been approved by a General Meeting of the shareholders of such class by special majority, or in the event that it was otherwise provided in the terms of the issuance of a particular class of the shares of the Company, as may have been provided in the terms of issuance of such class, provided that the quorum at the class meeting shall be the presence, in person or by proxy, at the opening of the meeting of at least two shareholders who own at least twenty five percent (25%) of the number of the issued shares of such class.

The rights conferred upon the shareholders or owners of a class of shares, whether issued with ordinary rights or with preference rights or with other special rights, shall not be deemed to have been converted, restricted, prejudiced or altered in any other manner by the creation or issuance of additional shares of any class, whether of the same degree or in a degree different or preferable to them, nor shall they be deemed to have been converted, restricted, prejudiced or altered in any other manner by a change of the rights linked to any other class of shares, all the aforesaid unless otherwise expressly provided in the terms of the issuance of such shares.

### Shareholders Meeting

The Company shall hold an Annual General Meeting each year not later than fifteen months after the previous Annual Meeting, at such time and place as may be determined by the Board. Any other General Meeting is referred to as a Special Meeting.

A notice of a General Meeting shall be published in at least two widely distributed daily newspapers published in Hebrew. The notice shall be published at least twenty-one days prior to the convocation of the meeting. In addition the Company provides a notice of the meeting and related proxy statement in English to the holders of its Ordinary Shares listed on the records of the Company's registrar and stock transfer agent in the United States.

Apart from the notices as to the General Meeting as above, according to its articles and the Israeli Companies Law the Company is not required to give any notice as to the General Meeting, either to the registered shareholders or to shareholders who are not registered, subject to provisions of the Companies Law and/or any other applicable law. The notice as to a General Meeting is required to detail the place, the day and the hour at which the meeting will be held and to include the agenda as well as a summary of the proposed resolutions and any other details required by law.

The Board of Directors of the Company shall convene a Special Meeting as may be decided by the Board, and shall also convene a special meeting at the demand of any two directors or one quarter of the directors in office or one or more shareholders who hold at least five percent of the issued capital and one percent of the voting rights, or one or more shareholders who hold at least five percent of the voting rights.

If the Board receives a demand for the convocation of a Special Meeting as aforesaid, the Board shall within twenty one days of receipt of the demand convene the meeting for a date fixed in the notice as to the Special Meeting, provided that the date for convocation shall not be later than thirty five days from the date of publication of the notice, all the aforesaid subject to the provisions of the Companies Law.

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In the resolution of the Board to convene a meeting, the Board may, at its discretion and subject to the provisions of the law, fix the manner in which the items on the agenda will be determined and notice given to the shareholders entitled to participate at the meeting.

Each shareholder holding at least ten percent (10%) of the issued capital and one percent (1%) of the voting rights, or each shareholder holding at least ten percent (10%) of the voting rights is entitled to request the Board to include in the agenda any issue, provided that this issue is suitable to be discussed in a General Meeting.

No business shall be transacted at any General Meeting unless a quorum is present at the time the meeting proceeds to business. A quorum shall be constituted when two shareholders, holding collectively at least twenty five percent (25%) of the voting rights, are present in person or by proxy within half an hour from the time appointed for commencement of the meeting, unless otherwise determined in the Articles.



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If a quorum is not present within half an hour, the meeting shall stand adjourned for seven days, to the same day of the week at the same time and place, without need for notification to the shareholders, or to such other day, time and place as the Board may by notice to the shareholders appoint.

If a quorum is not present as aforesaid at the adjourned meeting, the meeting shall be canceled.

### Voting and Adopting Resolutions at General Meetings

A shareholder who wishes to vote at a General Meeting shall prove to the Company his ownership of his shares. The Board may issue directives and procedures relating to the proof of ownership of shares of the Company.

A shareholder is entitled to vote at a General Meeting or class meeting, in person, or by proxy or by proxy card. A voting proxy need not be a shareholder of the Company.

The above shall also apply to any person entitled to shares, provided that at least forty eight hours before the time for the meeting or the adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his right to vote such shares unless the Company shall have previously recognized his right to vote the shares at such meeting.

The instrument appointing a proxy (hereinafter Proxy Appointment ) shall be in writing signed by the principal, or if the principal is a corporation the proxy appointment shall be in writing and signed by authorized signatories of the corporation. The Board is entitled to demand that prior to the holding of the meeting, there shall be produced to the Company a confirmation in writing of the authority of signatories to bind the corporation to the satisfaction of the Board. The Board may also issue provisions and procedures relating to such matters.

The Proxy Appointment or an office copy to the satisfaction of the Board shall be deposited at the registered office or at such other place or places, in or outside of Israel, as may from time to time be determined by the Board, either generally or in respect of a specific meeting, at least forty eight hours prior to the commencement of the meeting or the adjourned meeting, as the case may be, at which the proxy proposes to vote on the strength of such Proxy Appointment.

A voting proxy is entitled to participate in the proceedings at the General Meeting and to be elected as chairman of the meeting in the same manner as the appointing shareholder, unless the Proxy Appointment otherwise provides. The Proxy Appointment shall be in form usual in Israel or any other form which may be approved by the Board.

According to an amendment in the Israeli Companies Law , a shareholder is also entitled, in certain issues, to vote by a proxy card.

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Each ordinary share entitles the holder thereof to participate at a General Meeting of the Company and to one vote at a poll.

### Right of Non-Israeli Shareholders to Vote

There is no limitation on the right of non-resident or foreign owners of any class of the Company's securities to hold or to vote according to the rights vested in such securities.

### Change of Control

Under the Articles, the approval of merger as provided in the Israeli Companies Law, is subject to a simple majority at the General Meeting or class meeting, as the case may be, all the aforesaid subject to the applicable provisions of any law. It is also subject to the approval of the boards of the merging companies.

For purposes of shareholders' approval, unless a court rules otherwise, the merger will not be deemed approved if a majority of the shares held by shareholders voting at the general meeting, other than the shareholders who are also shareholders in the other merging company whose shares are held by the other merging company, or by any person who holds 25% or more of the shares or the right to appoint 25% or more of the directors in the other merging company, vote against the merger. Upon the request of a creditor of either party to the proposed merger, a court

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may delay or prevent the merger if it concludes that there exists a reasonable concern that as a result of the merger, the surviving company will be unable to satisfy the obligations of any of the parties to the merger. In addition, a merger may not be completed unless at least 30 days have passed from the date that the merger was approved at the general meeting of all the merging companies and at least 50 days have passed from the time that a proposal of the merger has been filed with the Israeli Registrar of companies.

The Israeli Companies Law also provides that an acquisition of shares of a public company must be made by means of a tender offer if as a result of the acquisition the purchaser would become a 25% shareholder of the Company and there is no existing 25% or more shareholder in the Company. If there is no existing 45% or greater shareholder in the Company, the Companies Law provides that an acquisition of shares of a public company must be made by means of a tender offer if as a result of the acquisition the purchaser would become a 45% shareholder of the Company.

If following any acquisition of shares, the acquirer will hold 90% or more of the Company's shares, the acquisition may not be made other than through a tender offer to acquire all of the shares of such class. If more than 95% of the outstanding shares are tendered in the tender offer, all the shares that the acquirer offered to purchase will be sold to it. However, the remaining minority shareholders may seek to alter the consideration by court order.

Under the Israeli Securities Act 1968, any major shareholder who is the beneficial owner of more than 5% of the Company's equity capital or voting securities is required to report this fact and any change in his holding to the Israeli Securities Authority.

### C. Material Contracts

In May 2007, the Company entered into an agreement with East Mediterranean Gas Company (EMG) for the purchase of natural gas from Egypt. The Agreement describes the principles for the negotiations toward the conclusion of a Detailed Agreement for the purchase of natural gas, that will be purchased in order to fulfill the Company's requirements after the conversion of its energy generation facilities from the use of fuel oil to natural gas, that will enable significant savings in fuel costs and further improvement in air quality. In July 2005, AIPM signed an agreement for the purchase of natural gas with Thetis Sea Group to provide its requirements in natural gas until mid 2011 for the currently operating facility in its Hadera site. The new agreement with EMG provides for the continued availability of gas, for the following 15 years. In addition, the agreement allows AIPM, within a limited timetable, to increase the contracted quantities to serve the needs of the new power plant which is being planned by AIPM. The estimated annual purchase from EMG will range from \$10 million up to \$50 million, according to the quantities acquired and the prevailing prices. Bank and corporate guarantees, of an order of one year purchase, will be provided by AIPM, when signing the Detailed Agreement.

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In February 2007, AIPM finalized the sale of all its direct and indirect holdings in T.M.M. to CGEA in an Agreement signed on January 04, 2007 (through a complete tender offer) (by agreement with CGEA for the sale of its holdings in Barthelemi) for a total amount of approximately \$27 million, so that AIPM has absolutely ceased to be a shareholder in T.M.M. For further details, please see the chapter on History and Development of the Company.

In the beginning of 2006, companies in the Group signed a three year agreement with Delek, for the purchase of fuel and oil for current use, in an aggregated amount of NIS 60 million per year for all the companies in the Group. This agreement will replace former agreements in similar amounts.

On July 29, 2005 the Company signed an agreement in London, with the Thetis Sea Group, for the purchase of natural gas. The gas that will be purchased is intended to fulfill the Company's requirements in the coming years, for the operation of the existing energy co-generation plant at Hadera that will be converted for the use of natural gas, instead of the current use of fuel oil. The overall financial volume of the transaction totals \$40 million over the term of the agreement (5 years from the initial supply of gas, but no later than July 1, 2011).

**D. Exchange Controls**

Foreign Exchange Regulations

There are no Israeli governmental laws, decrees or regulations that restrict or that affect the export or import of capital, including but not limited to, foreign exchange controls on remittance of dividends on the ordinary shares or on the conduct of the Group's operations, except as otherwise set forth in the paragraph below regarding taxation.

**E. Taxation**

The following information is regarding the Israeli laws only.

Investors are advised to consult their tax advisors with respect to the tax consequences of their purchases, ownership and sales of ordinary shares, including the consequences under applicable state and local law and federal estate and gift tax law, and the application of foreign laws or the effect of nonresident status on United States taxation. This tax summary does not address all of the tax consequences to the investors of purchasing, owning or disposing of the ordinary shares.

On July 24, 2002, the Israeli Knesset enacted income tax reform legislation, commonly referred to as the 2003 Tax Reform. The 2003 Tax Reform has introduced fundamental and comprehensive changes into Israeli tax laws. Most of the legislative changes took effect on January 1, 2003. The 2003 Tax Reform has introduced a transition from a primarily territorial-based tax system to a personal-based system of taxation with respect to Israeli residents. The Tax 2003 Reform has also resulted in significant amendment of the international taxation provisions, and new provisions concerning the taxation of capital markets including the abolishment of currently exempt investment routes (e.g., capital gains generated by Israeli individuals from the sale of securities traded on the Tel-Aviv Stock Exchange).

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Shortly after the 2003 Tax Reform, the Israeli Parliament approved on July 25, 2005 an additional income tax reform legislation (the 2006 Tax Reform) pursuant to the recommendations of a committee appointed by the Israeli Minister of Finance, which incorporated additional fundamental changes in Israeli tax law. Inter alia, The 2006 Tax Reform includes a gradual reduction of income tax rates for both individuals and corporations over the years through 2010, and outlined a path towards uniformity in the taxation of interest, dividend and capital gains derived from securities. Most of the amendments to the tax law are effective as of January 1, 2006, subject to certain exceptions. Transition rules apply in certain circumstances.

Various issues related to the effective date of 2003 Tax Reform and the 2006 Tax Reform remain unclear in view of the legislative language utilized and the lack of authoritative interpretations at this stage. The analysis below is therefore based on our current understanding of the new legislation.

Income Taxes on Dividends Distributed by the Company to Non-Israeli Residents

Subject to the provisions of applicable tax treaties, dividend distributions from regular profits (non-approved enterprise) by the Company to a non-resident shareholder are generally subject to withholding tax of 20%. The portion of dividends paid out of profits earned under an Approved Enterprise tax status of the Company is subject to withholding tax at the rate of 15% (in excess of the corporate tax paid by the Company when the dividend is paid of these profits 25% tax).

Generally, under the Tax Treaty Between the Government of the United States of America and the Government of the State of Israel with Respect to Taxes on Income (US Treaty) the maximum rate of withholding tax on dividends paid to a shareholder who is a resident of the United States (as defined in the US Treaty) will be 25%. Due to the fact that a tax rate of 25% is higher than the maximum Israeli tax rate on dividends pursuant to the 2006 Tax Reform, the maximum tax rate should be 20%. However, when a U.S. tax resident corporation is the recipient of the dividend, the rate on a dividend out of regular (non-Approved Enterprise) profits may be reduced to 12.5% under the treaty, where the following conditions are met:

- (a) the recipient corporation owns at least 10% of the outstanding voting rights of the Company for all of the period preceding the dividend during the Company's current and prior taxable year; and

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(b) generally not more than 25% of the gross income of the paying corporation for its prior tax year consists of certain interest and dividend income.

Otherwise, the usual rates apply.

In addition, If an Individual shareholder is considered a principal shareholder at any time during the 12-month period preceding such sale, i.e., such shareholder holds directly or indirectly, including with others, at least 10% of any means of control in the company, the tax rate on the dividend (not source from Approved Enterprise income) will be 25%. The withholding tax by the Company on such dividend would remain 20%.

United States individual citizens and residents and U.S. corporations generally will be required to include in their gross income the full amount of dividends received from the Company with respect to the ordinary shares owned by them, including the amount withheld as Israeli income tax. Subject to the limitations and conditions provided in the Internal Revenue Code of 1986, as amended (the Code), such persons may be eligible to claim a credit for such withheld amounts against their United States federal income tax liability. As an alternative, the persons enumerated above (provided such persons, in the case of individual taxpayers, itemize their deductions) may elect to deduct such withheld tax from their gross income in determining taxable income (subject to applicable limitations on the deductions claimed by individuals). However, such a credit or deduction may be limited for U.S. alternative minimum tax purposes, depending on the taxpayer's specific circumstances.

Dividend payments on the Ordinary Shares will not be eligible for a dividends received deduction generally allowed to United States corporations under the Code.

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### Income Taxes on Dividends Distributed by the Company to Israeli Residents

The distribution of dividend income to Israeli residents will generally be subject to income tax at a rate of 20% for individuals and will be exempt from income tax for corporations. The portion of dividends paid out of profits earned under an Approved Enterprise tax status of the Company, to both individuals and corporations, is subject to withholding tax at the rate of 15% (in excess of the corporate tax paid by the Company when the dividend is paid of these profits 25% tax).

In addition, If an Individual Israeli shareholder is considered a principal shareholder at any time during the 12-month period preceding such sale, i.e., such shareholder holds directly or indirectly, including with others, at least 10% of any means of control in the Company, the tax rate on the dividend (not source from Approved Enterprise income) will be 25%. The withholding tax by the Company on such dividend would remain 20%.

### **Tax on Capital Gains of Shareholders - General**

Israeli law imposes a capital gains tax on the sale of capital assets by an Israeli resident and on the sale of capital assets located in Israel or the sale of direct or indirect rights to assets located in Israel. The Israeli Tax Ordinance distinguishes between Real Gain and Inflationary Surplus. Real Gain is the excess of the total capital gain over Inflationary Surplus computed on the basis of the increase in the Israeli CPI between the date of purchase and the date of sale. The Real Gain accrued at the sale of an asset purchased on or after January 1, 2003 is generally taxed at a 20% rate for individuals and 25% for corporations. Inflationary Surplus, that accrued after December 31, 1993, is exempt from tax.

In July 2005 the Israeli Parliament approved a Reform in the Israeli taxation law, which among other decreases the corporate tax gradually from 31% in 2006 to 25% in 2010.

Pursuant to the 2006 Tax Reform the current applicable corporate tax rate in 2007 is to be gradually reduced from 29% to 25%, in the following manner: the tax rate for 2007 will be 29%, in 2008 27%, in 2009 26%, in 2010 and onwards 25%. The maximum tax rate for individuals is 48% and shall also be gradually reduced to 44% in 2010 and onwards. These rates are subject to the provisions of any applicable bilateral double taxation treaty. Israeli law generally imposes a capital gains tax on the sale of securities and any other capital assets.

**Capital gains Israeli Individuals**

The shareholder will generally be subject to tax at 20% rate on realized real capital gain accrued from January 1, 2003 and thereafter. To the extent that the shareholder claims a deduction of financing expenses, the gain will be subject to tax at a rate of 25% (until otherwise stipulated in bylaws that may be published in the future).

If such shareholder is considered a principal shareholder at any time during the 12-month period preceding such sale, i.e., such shareholder holds directly or indirectly, including with others, at least 10% of any means of control in the Company, the tax rate will be 25%.

The tax basis of shares acquired prior to January 1, 2003 will be determined in accordance with the average closing share price in the three trading days preceding January 1, 2003. However, a taxpayer may elect the actual adjusted cost of the shares as the tax basis provided he can provide sufficient proof of such adjusted cost.

It should be noted that different taxation rules may apply to shareholders who purchased their shares prior to the listing on the Tel Aviv Stock Exchange. They should consult with their tax advisors for the precise treatment upon sale.

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**Capital gains Israeli Corporations**

It should be noted that different taxation rules may apply to shareholders who purchased their shares prior to the listing on the Tel Aviv Stock Exchange. They should consult with their tax advisors for the precise treatment upon sale.

Corporations which are subject to the Inflationary Adjustments Law

The shareholder will be subject to tax at the corporate tax rate on realized real capital gain (currently 29% in 2007).

**Corporations which are not subject to the Inflationary Adjustments Law**

Generally, the shareholder will be subject to tax at the corporate tax rate of 25% on realized real capital gains.

**Capital gains non-Israeli residents (Individuals and Corporations)**

Non-Israeli residents are generally exempt from capital gains tax on any gains derived from the sale of shares publicly traded on the Tel Aviv Stock Exchange provided, however, that such capital gains are not derived from a permanent establishment in Israel, that such shareholders are not subject to the Inflationary Adjustment Law and that such shareholders did not acquire their shares prior to an initial public offering. In addition, non-Israeli companies will not be entitled to such exemption if an Israeli resident (i) has a controlling interest of 25% or more in such non-Israeli company, or (ii) is the beneficiary or is entitled to 25% or more of the revenues or profits of such non-Israeli company, whether directly or indirectly.

It should be noted that different taxation rules may apply to shareholders who purchased their shares prior to the listing on the Tel Aviv Stock Exchange. They should consult with their tax advisors for the precise treatment upon sale.

Notwithstanding the foregoing with respect to both Israeli and non-Israeli residents, dealers (both individuals and corporation) in securities in Israel are generally taxed at regular tax rates applicable to business income.

The U.S. Israeli Tax Treaty exempts U.S. residents who hold an interest of less than 10% an Israeli company, and who held an interest of less than 10% during the 12 months prior to a sale of their shares, from Israeli capital gains tax in connection with such sale. Certain other tax treaties to which Israel is a party also grant exemptions from Israeli capital gains taxes.

**F. Dividends and Paying Agents**

Not applicable to Annual Reports.

**G. Statement by Expert**

Not applicable to Annual Reports.

**H. Documents on display**

A copy of each document (or a translation thereof to the extent not in English) concerning the Company that is referred to in this Annual Report on Form 20-F, is available for public view at our principal executive offices at American Israeli Paper Mills Ltd., 1 Meizer Street Industrial Zone, Hadera 38100, Israel. We are subject to the information requirements of the Securities Exchange Act of 1934, as amended. In accordance with these requirements, we file reports and other information with the Securities and Exchange Commission (the "SEC").

Copies of this Annual Report and the exhibits hereto may be inspected and copied at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549 at proposed rates. The public may obtain information on the operation of the SEC's Public Reference Room by calling the SEC in the United States at 1-800-SEC-0330.

Our reports and other information can also be inspected on EDGAR available on the SEC's website at [www.sec.gov](http://www.sec.gov).

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**ITEM 11 QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK**

Due to its operations, the Company is exposed to market risks, consisting primarily of changes in interest rates on both short and long-term loans, changes in exchange rates and changes in raw material and energy prices. These changes in interest rates effect the Company's financial results.

The Company's Board of Directors determines the policy according to which financial instruments are employed and defines the objectives to be attained, taking into account the Group's linkage balance sheet and the impact of changes in various currencies and in the Consumer Price Index on the Company's cash flows and on its financial statements.

AIPM conducts calculations of the its exposure every month and examines the compliance with the policy determined by the Board of Directors.

Furthermore, limited use is made of derivative financial instruments, which the Company employs for hedging the cash flows, originating from the existing assets and liabilities.

Such transactions are conducted primarily through currency options and forward transactions opposite Israeli banking institutions. The Company therefore believes that the inherent credit risk of these transactions is slight.

As of December 31, 2006 AIPM owns CPI-linked long-term loans (notes) in the total sum of about NIS 226 million. The interest on such loans is not higher than the market interest rate. In the event that the inflation rate shall rise significantly, a loss may be recorded in AIPM's financial statements, due to the surplus of CPI-linked liabilities.

In order to hedge this exposure, AIPM has entered into forward transactions, in December 2006 and January 2007 for hedging NIS 220 million against a rise in the CPI until December 2007. These transactions serve to replace hedging transactions of NIS 230 million that terminated in late 2005.

Through our normal operations, we are exposed to market risks mainly to the changes in the Consumer Price Index, which our notes are linked to. We manage our exposure to these market risks through our regular financing activities and, when deemed appropriate, we hedge these risks through the use of derivative financial instruments. We use the term hedge to mean a strategy designed to manage risks of volatility movements on certain liabilities. The gains or losses on derivative instruments are expected to offset the losses or gains on these liabilities. We use derivative financial instruments as risk hedging tools and not for trading or speculative purposes. Our risk management objective is to minimize the effect of volatility on our financial results exposed to these risks and appropriately hedging them with forward contracts.

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### Maturity

	2007	2008-9	2010-11	More than 5 years	Total book value	Total fair value
Series 1 Debentures	6,841	13,681			20,522	20,183
Series 2 Debentures	29,518	59,036	59,036	59,037	206,627	211,284

### Credit Risks

The Company and its subsidiaries' cash and cash equivalents and the short-term deposits as of December 31, 2006 are deposited mainly with major Israeli banks. The Company and its subsidiaries consider the credit risks in respect of these balances to be immaterial.

Most of these companies' sales are made in Israel, to a large number of customers. The exposure to credit risks relating to trade receivables is limited due to the relatively large number of customers. The Group performs ongoing credit evaluations of its customers to determine the required amount of allowance for doubtful accounts. The Company believes that an appropriate allowance for doubtful debts is included in the financial statements.

### Fair Value of Financial Instruments

The fair value of the financial instruments included in working capital of the Group is usually identical or close to their carrying value. The fair value of loans and other liabilities also approximates the carrying value, since they bear interest at rates close to the prevailing market rates, except as described below.

**Sensitivity Analysis Tables for Sensitive Instruments, According to Changes in Market Elements**

All other Company's market risk sensitive instruments are instruments entered into for purposes other than trading purposes.

**Sensitivity to Interest Rates**

Sensitive Instruments	Profit (loss) from changes		Fair value as at Dec-31-06	Profit (loss) from changes	
	Interest rise 10%	Interest rise 5%		Interest decrease 10%	Interest decrease 5%
<b>In NIS thousands</b>					
Series 1 Debentures	140	70	20,183	-141	-70
Series 2 Debentures	3,597	1,810	211,284	-3,696	-1,835
Other liability	148	74	31,210	-149	-74
Long-term loans and capital notes - granted	-294	-147	-62,005	297	148

The fair value of the loans is based on a calculation of the present value of the cash flows, according to the generally-accepted interest rate on loans with similar characteristics (5% in 2006).

Regarding the terms of the debentures and other liability - See Note 4 to the Financial Statements.

Regarding the terms of the long-term loans and capital notes granted - See Note 2 to the Financial Statements.

**Sensitivity to Consumer Price Index**

Sensitive Instruments	Profit (loss) from changes		Fair value as at Dec-31-06	Profit (loss) from changes	
	Interest rise 0.2%	Interest rise 0.1%		Interest decrease 0.2%	Interest decrease 0.1%
<b>In NIS thousands</b>					
NIS-CPI forward transaction	202	101	-1,274	-202	-101

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See Note 12a to the Financial Statements.

**Sensitivity to US Dollar Exchange Rate**

Sensitive Instruments	Profit (loss) from changes		Fair value as at Dec-31-06	Profit (loss) from changes	
	Revaluation of \$ 10%	Revaluation of \$ 5%		Devaluation of 10%	Devaluation 5%



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Sensitivity to US Dollar Exchange Rate

	In NIS thousands				
Other accounts receivable	5,985	2,992	59,849	-5,985	-2,992
Capital note	634	317	6,337	-634	-317
Accounts payable	-842	-421	8,422-	842	421

Other accounts receivable reflect primarily short-term customer debts.

Capital note See Note 2b to the Financial Statements.

Accounts payable reflect primarily short-term liabilities to suppliers.

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**Quantitative Information Regarding Market Risk**

The following are the balance-sheet components by linkage bases at December 31, 2006:

In NIS Millions	Unlinked	CPI-linked	In foreign currency, or linked thereto (primarily US\$)	Non-monetary items	Total
<b>Assets</b>					
Cash and cash equivalents	5.0		8.6		13.6
Other accounts receivable	243.1	0.2	59.8	11.7	314.8
Inventories				62.1	62.1
Investments in associated companies	63.7		6.3	305.5	375.5
Deferred taxes on income				6.5	6.5
Fixed assets, net				400.8	400.8
<b>Total assets</b>	<b>311.8</b>	<b>0.2</b>	<b>74.7</b>	<b>786.6</b>	<b>1,173.3</b>
<b>Liabilities</b>					
credit from banks	203.0				203.0
Accounts payable	191.5		8.4		199.9
Deferred taxes on income				41.7	41.7
Notes (bonds) - including current maturities		226.4			226.4
Long term loans	38.7				38.7
Other liabilities - including current maturities	32.8				32.8
Shareholders' equity, funds and retained earnings				430.8	430.8
<b>Total liabilities and equity</b>	<b>466.0</b>	<b>226.4</b>	<b>8.4</b>	<b>472.5</b>	<b>1,173.3</b>
Surplus financial assets (liabilities) as at December 31, 2006	<b>(154.2)</b>	<b>(226.2)</b>	<b>66.3</b>	<b>314.1</b>	<b>-</b>

**ITEM 12 DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

Not applicable to Annual Reports.

**ITEM 13 DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

None.

**ITEM 14 MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**

None.

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**ITEM 15T CONTROLS AND PROCEDURES**

**(a) Disclosure controls and procedures**

Our Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of our disclosure, controls and procedures (as defined in the U.S. Securities Exchange Rule 13a-15(e) and 15d-15(e)) have concluded that as of the end of the period covered by this Form 20-F, our disclosure controls and procedures were effective to ensure that material information required to be disclosed in the reports that we file and furnish under the Exchange Act as recorded, processed and summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and regulations.

**(b) Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not prevent or detect material misstatements. Also, projection of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance, with the policies and procedures may deteriorate.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2006 based on the framework in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

As permitted, we have excluded from our evaluation the affiliated companies: T.M.M. Integrated Recycling Industries Ltd, Barthelemi Holdings Ltd, Frenkel C.D. Limited, Carmel Container Systems Limited, Cycle-Tec Recycling Technology Ltd, and Hogla- Kimberly Lt d. (H-K) (which together, not including H-K, are referred to as the excluded companies), which are included in our 2006 Consolidated Financial Statements. The aggregate Company's investments in the excluded companies represented 5% of consolidated total assets and the aggregate Company's share in net income of the excluded companies represented 11% of consolidated net income (loss) for the year ended December 31, 2006. Hogla- Kimberly Ltd. has a significant influence on 2006 Consolidated Financial Statements; however, H-K had her evaluation separately, as part of Kimberly Clark Ltd. (parent company) 2006 evaluation.

Our management's assessment of the effectiveness of the Company's internal control over financial reporting concluded that, as of December 31, 2006, the Company's internal control over financial reporting was effective.

(c) This annual report on Form 20-f does not include an attestation report of our independent registered public accounting firm regarding management's assessment of the Company's internal control over financial reporting. Management's report was not subject to audit by our independent registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission, which permit us to defer obtaining such report until our fiscal year ending December 31, 2007.

**(d) Changes in Internal Control Over Financial Reporting.**

There were no changes in our internal control over financial reporting that occurred during the year ended December 31, 2006 that have materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The Audit Committee maintains a policy of approving and recommending only those services to be performed by the Company's external auditors which are permitted under the Sarbanes-Oxley Act and the applicable rules of the SEC relating to auditor's independence, and which are otherwise consistent with and will encourage, and are remunerated at levels that accord with, the basic principles of auditor independence. The practice of the Audit Committee is to receive from the Company's management, a list of all services, including audit, audit-related, tax and other services, proposed to be provided during the current fiscal year to the Company and its subsidiaries by Kesselman & Kesselman, an affiliate of PricewaterhouseCoopers. After reviewing and considering the services proposed to be provided during the current fiscal year and, where appropriate in order better to understand their nature, discussing them with management, the Audit Committee pre-approves such of the proposed services, with a specific pre-approved budget, as it considers appropriate in accordance with the above principles. Additional services from Kesselman & Kesselman and any increase in budgeted amounts will similarly be pre-approved during the year by the Audit Committee on a case-by-case basis.

All audit-related and non-audit-related services performed by Kesselman & Kesselman during 2006 were reported to, and the services proposed to be provided by them during 2006 were pre-approved by the Audit Committee, in accordance with the procedures outlined above.

The following table provides information regarding fees we paid to Kesselman & Kesselman for all services, including audit services, for the years ended December 31, 2006 and 2005, respectively.

	U.S. \$ in thousands	
	2006	2005
Audit Fees	150	120
Audit Related Fees	-	30*
<b>Total</b>	<b>150</b>	<b>150</b>

\* Consulting fees regarding the establishment of processes pursuant of Section 404 of the Sarbanes Oxley Act.

Audit Fees are the aggregate fees billed for the audit of our annual financial statements. This category also includes services that generally the independent accountant provides, such as statutory audits, consents and assistance with and review of documents filed with the SEC.

Audit-Related Fees are the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit and are not reported under Audit Fees. These fees include mainly accounting consultations regarding the accounting treatment of matters that occur in the regular course of business, implications of new accounting pronouncements and other accounting issues that occur from time to time.

Tax Fees are the aggregate fees billed for professional services rendered for tax compliance, tax advice, other than in connection with the audit. Tax compliance involves preparation of original and amended tax returns, tax planning and tax advice.

**Item 16D. Exemptions from the Listing Standards for Audit Committees**

Not applicable.

**Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

Neither the Company nor any affiliated purchaser purchased any of the Company's equity securities during 2006.

**PART III**

**ITEM 17 FINANCIAL STATEMENTS**

See Item 19 below for Consolidated Financial Statements filed as a part of this Annual Report.

The Company prepares its financial statements in accordance with Israeli GAAP. The effect of the material differences between Israeli GAAP and U.S. GAAP, as it relates to the Company, are described below:

**a. The functional currency of the Company**

Through December 31, 1993, the financial statements of the Company, presented in NIS values adjusted for the changes in the general purchasing power of the Israeli currency based on the changes in the exchange rate of the dollar were also used for the purposes of reporting in conformity with U.S. GAAP applicable to entities operating in hyper-inflationary economic environments, as prescribed by Statement No. 52 of the Financial Accounting Standards Board of the United States (FASB). Since the inflation rate in Israel has decreased considerably, the Company decided that, commencing in 1994, it would implement the rules relating to economies no longer considered hyper-inflationary, for reporting purposes, in accordance with U.S. GAAP.

Under those rules:

- 1) The functional currency of the Company (the currency in which most income is derived and most expenses are incurred) is the New Israeli Shekel (NIS);
- 2) The opening balances for 1994 are the balances presented in the Company's balance sheet at December 31, 1993;
- 3) Transactions performed from January 1, 1994 are presented on the basis of their original amounts in Israeli currency.

The term "Re-measured NIS" signifies the currency used for FASB 52 purposes, as described above.

As to the effect of application of these rules see (h) below.

As to the discontinuance of the adjustment of the financial statements under Israeli GAAP, to the exchange rate of the dollar as from January 2004, see Note 1b to the Financial Statements.

**b. Deferred income taxes**

Under Israeli GAAP, no deferred taxes have been provided through December 31, 2004 in respect of certain long-lived (more than 20 years) assets, such as buildings and land. Under U.S. GAAP, in accordance with the provisions of FAS 109, income taxes are to be provided for any assets that have a different basis for financial reporting and income tax purposes. Following the adoption of Israeli Standard No. 19 in 2005, except for land that originated from business combinations consummated prior to January 1, 2005, these differences no longer exist.

In addition, for U.S. GAAP purposes deferred taxes are to be provided for with respect to un-remitted earnings of investee companies. Under Israeli GAAP due to the Company's policy to hold its investments in investee companies, and not to realize them, these temporary differences are considered differences permanent in duration for which deferred taxes are not provided for.

Through 1999, as long as the main investments of the Company were subsidiaries which were controlled by the Company, the Company did not provide for deferred taxes also for U.S. GAAP reporting purposes, since those differences were deemed to be not taxable due to the tax free inter-company dividend distribution law in Israel and tax planning on its behalf, accordingly.

As from 2000, due to changes in certain of the Company's investments from subsidiaries to associated companies, deferred taxes were provided for any portion that arose from investee companies sources other than pre-1993 undistributed earnings (taking into account the Company's tax strategy).

As to the effect of application of this treatment, see (h) below.

**c. Stock based compensation**

Under Israeli GAAP, and up until December 31, 2005 no compensation expenses were recorded in respect of employee stock options. Commencing January 1, 2006, the company applies Israel Accounting Standard No. 24 of the IASB, Share-Based Payment (hereafter - Standard 24), which prescribes the recognition and measurement principles, as well as the disclosure requirements, relating to share-based payment transactions.

However, since the company has not granted any equity-settled awards, nor made modifications to existing grants, subsequent to March 15, 2005, the transition date for as prescribed in the Israeli standard, the measurement criteria of the standard do not apply to past grants made by the company, and its application has not had any effect on the measurements of the stock based compensation expenses.

Under Israeli GAAP, prior to the adoption of Standard 24, there were no compensation expenses recorded in respect of share based payments. However, upon exercise, the tax benefit is credited to shareholders equity. The U.S. GAAP adjustment of NIS (2,414) in 2006 and NIS (401) in 2005 to shareholders' equity is required to reverse the credit to equity upon exercise.

For U.S. GAAP purposes, prior to January 1, 2006 the Company accounted for employee stock based compensation under the intrinsic value model in accordance with Accounting Principles Board Opinion No. 25 Accounting for Stock Issued to Employees ( APB 25 ) and related interpretations. In accordance with FAS 123 Accounting for Stock-Based Compensation ( FAS 123 ), the Company disclosed pro forma data assuming the Company had accounted for employee stock option grants using the fair value-based method defined in FAS 123.

In December 2004, the Financial Accounting Standards Board ( FASB ) issued the revised Statement of Financial Accounting Standards ( FAS ) No. 123, Share-Based Payment ( FAS 123R ), which addresses the accounting for share-based payment transactions in which the Company obtains employee services in exchange for (a) equity instruments of the Company or (b) liabilities that are based on the fair value of the Company's equity instruments or that may be settled by the issuance of such equity instruments. In March 2005, the SEC issued Staff Accounting Bulletin No. 107 (SAB 107) regarding the SEC's interpretation of FAS 123R.

FAS 123R eliminates the ability to account for employee share-based payment transactions using APB 25 -, and requires instead that such transactions be accounted for using the grant-date fair value based method. This Statement applies to all awards granted or modified after the Statement's effective date. In addition, compensation cost for the unvested portion of previously granted awards that remain outstanding on the Statement's effective date shall be recognized on or after the effective date, as the related services are rendered, based on the awards' grant-date fair value as previously calculated for the pro-forma disclosure under FAS 123.

Compensation expense for outstanding awards for which the requisite service had not been rendered as of the effective date will be recognized over the remaining service period using the compensation cost calculated for pro-forma disclosure purposes under FAS 123, taking into account the forecasted forfeiture rate.

The Company adopted FAS 123R, as of January 1, 2006, using the modified prospective application transition method, as permitted by FAS 123R. Under such transition method, the Company's financial statements for periods prior to the effective date of FAS 123R (January 1, 2006) have not been restated. The adoption of FAS 123R resulted in a net gain representing the cumulative effect of a change in accounting principle in an amount of approximately NIS 0.2 million net of tax, which reflects the net cumulative impact of estimating future forfeiture in the determination of period expense, rather than recording forfeitures when they occur as previously required.

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The fair value of stock options granted with service conditions, was determined using the Black-Scholes option pricing model, which is consistent with the Company's valuation techniques previously utilized for options in footnote disclosures required under FAS 123 and FAS 148. Such value is recognized as an expense over the service period, net of estimated forfeitures, using the accelerated method of amortization under FAS 123R.

The estimation of stock awards that will ultimately vest requires significant judgment, and to the extent actual results or updated estimates differ from the Company's current estimates, such amounts will be recorded as a cumulative adjustment in the period those estimates are revised. The Company considers many factors when estimating expected forfeitures, including types of awards, employee class, and historical experience. Actual results, and future changes in estimates, may differ substantially from the Company's current estimates.

As of December 31, 2006 all options are fully vested.

The following table illustrates the effect on net income and EPS assuming the Company had applied the fair value recognition provisions of FAS 123 to its stock based employee compensation for the years presented prior to the adoption of FAS 123R:

	<b>Year ended December 31</b>	
	<b>2005</b>	<b>2004</b>
	<b>NIS in thousands, except for per share data</b>	
Net income, as reported under U.S. GAAP	41,861	58,720
Add (deduct):		
stock based employee compensation expense (reversal), included in reported net income, net of related tax effect	(1,838)	8,458
Deduct:		
stock based employee compensation expense -determined under fair value method for all awards, net of related tax effect	(939)	(3,523)
Pro forma net income -under U.S. GAAP	39,084	63,655
Earnings per share - under U.S. GAAP:		
Basic - as reported	10.47	14.76
Basic - pro forma	9.77	16.00
Diluted - as reported	10.33	14.52
Diluted - pro forma	9.65	15.74

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A summary of the status of the Company's plans as of December 31, 2006, 2005 and 2004, and changes during the years ended on those dates, is presented below:

	<b>2006</b>		<b>2005</b>		<b>2004</b>	
	<b>Number</b>	<b>Weighted average exercise Price NIS</b>	<b>Number</b>	<b>Weighted average exercise Price NIS</b>	<b>Number</b>	<b>Weighted average exercise Price NIS</b>
Options outstanding at						
beginning of year	127,571	114.03	152,103	132.74	216,243	159.15
Changes during the year:						
Exercised	(55,090)	94.01	(16,282)	143.38	(64,140)	153.82
Forfeited	(37,056)	102.06	(8,250)	178.25		

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	2006		2005		2004	
Options outstanding at end of year	35,425	122.21	127,571	114.03	152,103	132.74
Options exercisable at year-end	*35,425	127.35	78,996	87.61	54,953	99.98

\* Represents the number of options fully vested as of December 31, 2006. Based upon the Company's share market value as of December 31, 2006, this reflects potentially 11,113 shares regarding the options exercisable at year-end.

The following table summarizes information about options outstanding at December 31, 2006.

**Options outstanding and exercisable**

Exercise Prices	Number of options at December 31, 2006	Average remaining contractual life
NIS		Years
106.44	6,550	0.5
132.09	28,875	1.5
	35,425	1.3

**d. Earnings per share ( EPS )**

Israeli GAAP relating to computation of EPS was changed as of January 1, 2006 with retroactive effect. As to the provisions of the new standard see note 1r to the financial statements attached.

The EPS computation according to U.S. GAAP presented below is in accordance with FAS 128.

As applicable to the Company, after the implementation of the new Israeli standard No. 21 there are no material GAAP differences with regard to the computation of the basic EPS however there is a difference in the computation of the diluted EPS as follows:

The computation of the diluted EPS under US GAAP requires that the unamortized compensation expenses related to employee stock options will be included in the total amount of the assumed proceeds used in applying the treasury stock method, while under Israeli GAAP this amounts is not taken into account.

As to the effect of application of U.S. GAAP, see (h) below.



Following are data relating to the weighted average number of shares for the purpose of computing basic and diluted earnings per share under U.S. GAAP:

	<u>2006</u>	<u>2005</u>	<u>2004</u>
Weighted average number of shares used in the computation of basic earnings per share	4,025,181	3,999,910	3,978,339
Net additional shares from the assumed exercise of employee stock options	30,447	51,700	65,375
Weighted average number of shares used in the computation of diluted earnings per share	<u>4,055,628</u>	<u>4,051,610</u>	<u>4,043,714</u>

**e. Investment in marketable equity securities accounted for by the equity method (associated companies) Carmel Container Systems (Carmel) and T.M.M. Integrated Recycling Industries Ltd (T.M.M.)**

**Carmel**

Under Israeli GAAP, an investment in an associated company is tested for impairment under the provisions of Israeli Standard No. 15 of the Israeli Accountant Standard Board - Impairment of Assets (see note 1h to the financial statements). Based on the provisions of this Standard, and as explained in note 2f to the financial statements, the Company determined that the recoverable value of the investment in Carmel exceeds its carrying value (based, among other, on its Discounted Cash Flows), and accordingly, the investment was not written down.

Under U.S. GAAP (APB 18 - The Equity Method of Accounting for Investments in Common Stock ), SEC Staff Accounting Bulletin (SAB) No. 59 ( Accounting for Non current Marketable Equity Securities ) and EITF 03-1 (The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments), a decline in value of investment in an associated company which is other than temporary was recognized as a realized loss in 2003, establishing a new carrying value for the investment. Factors considered in determining that a decline is other than temporary included, among other, the length of time and the extent to which the market value has been less than the carrying value of the investment. The relevant market value for determining the impairment loss is the market value at December 31, 2003.

Therefore, although according to the Israeli GAAP the recoverable value of this investment exceeds its carrying value (see above) under U.S. GAAP and SEC rules described above, the decline in the market value of Carmel shares was the significant factor in determining other than temporary decline. Accordingly, for U.S.GAAP reporting, since the decline in the market value of Carmel was long and extensive, the Company reduced the carrying value of this investment to its market value as of December 31, 2003 and recorded an impairment loss amounting NIS 16,986,000.

Under US GAAP- Since there is no goodwill or non amortizable assets, the impairment was attributed only to Carmel s fixed assets; therefore the Company amortizes the impairment at the rates applicable to Carmel s fixed assets. The amortization of the impairment, as above, resulted in an increase in the share in profits of the associated company amounting to NIS 1,699 thousands in the years 2006, 2005 and 2004.

**T.M.M.**

Under Israeli GAAP, an investment in an associated company is tested for impairment under the provisions of Israeli Standard No. 15 of the Israeli Accountant Standard Board - Impairment of Assets (see note 1h to the financial statements). Until December 31, 2005 based on the provisions of this Standard, a the Company determined that the recoverable value of the investment in T.M.M. based on an outside appraiser exceeds its carrying value (based, among other, on its Discounted Cash Flows), and accordingly, the investment was not written down.

As a result of the implementation of Accounting Standard No. 15, T.M.M recorded a loss of NIS 12.5 million from the impairment of fixed assets in the third quarter of 2006, based on the estimate of an external assessor. The Company's share in this loss (43.08%) amounts to NIS 5.4 million. This sum appears as part of the Company's share in the earnings (losses) of associated companies for that year.

At the beginning of 2007 the Company sold its holdings in T.M.M. in consideration of a sum approximately similar to the book value, after taking into account the impairment, which was done during 2006.

Under U.S. GAAP (APB 18 - The Equity Method of Accounting for Investments in Common Stock), SEC Staff Accounting Bulletin (SAB) No. 59 (Accounting for Non-current Marketable Equity Securities), and EITF 03-1 (The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments), a decline in value of investment in an associated company which is other than temporary was recognized as a realized loss in 2005, establishing a new carrying value for the investment. Factors considered in determining that a decline is other than temporary included, mainly, the length of time and the extent to which the market value has been less than the carrying value of the investment. The relevant market value for determining the impairment loss is the market value at December 31, 2005.

Therefore, although according to the Israeli GAAP the recoverable value of this investment exceeded its carrying value (see above) under U.S. GAAP and SEC rules described above, the decline in the market value of T.M.M. shares was the significant factor in determining other than temporary decline. Accordingly, for U.S.GAAP reporting, since the decline in the market value of T.M.M. was long and extensive, the Company reduced the carrying value of this investment to its market value as of December 31, 2005 and recorded an impairment loss amounting NIS 10,000,000.

The losses of T.M.M. and Barthelemi for the year 2006 under U.S. GAAP including impairment in value of fixed assets and goodwill, amount to NIS 21.6 million. The Company's share in this impairment charged approximately NIS 8.7 million. Due to the impairment recorded in the Company's books in 2005 the Company's share in the operating results of those investment for 2006 was determined, based on their actual results, net of the impairment, already reflected in 2005. As a result under U.S. GAAP the book value of T.M.M. is similar to the value under Israeli GAAP, as mentioned above.

**f. Reclassification of deferred charges**

Under Israeli GAAP, in accordance with a new Israeli Standard No. 22, commencing January 1, 2006 see also note 1o to the financial statements:

The balance of deferred debt issuance costs, which at December 31, 2005 amounted to NIS 946 thousands, is reclassified and presented as a deduction from the amount of the liabilities to which such expenses relate. Under U.S. GAAP deferred charges should be classified as other assets, see h.3. below. The reclassifications have no impact on net income as both costs are accreted/amortized to the income statement over the term of the debt.

**g. Leasehold rights from the Israel Land Administration Authority (ILAA)**

Under Israeli GAAP, land lease rights from the ILAA are accounted for as fixed assets, and not depreciated.

Under US GAAP, in accordance with SFAS 13 Accounting for Leases, leases involving real estate can be accounted for as capital lease only when (a) the lease transfers ownership of the property to the lessee by the end of the lease term or (b) the lease contains a bargain purchase option. Since none of the above-mentioned terms is met, leasehold rights are accounted for as an operating lease. The leasehold rights are amortized over the period of the initial option and if applicable the renewal option period (See j below).

**h. The effect of applying U.S. GAAP on the consolidated financial statements is as follows:**

1) Consolidated statement of income figures:

	<b>Year ended December 31</b>		
	<b>2006</b>	<b>2005</b>	<b>2004</b>
<b>NIS in thousands (except per share data)</b>			
Net income, as reported according to Israeli GAAP	13,330	45,715	62,732
Effect of treatment of the following items in accordance with U.S. GAAP:			
Functional currency, see a above	6,970	6,490	2,385
Deferred income taxes - net, see b above	(2,757)	(3,961)	(2,080)
Reconciliation resulting from the Company's share in the adjustments of the associated companies.	5,278	80	2,442
Other than temporary impairment of an investment in associated companies, see e above		(10,000)	
Amortization of other than temporary impairment of an investment in an associated company, see e above	1,699	1,699	1,699
Amortization of leasehold rights from the ILAA, see g above	(596)	-	-
Applying FAS 123R in respect of employee stock options, see c above:			
Gross amount	(373)	-	-
Deferred taxes	116	-	-
Applying APB 25 in respect of employee stock options, see c above:			
Gross amount		3,093	(12,660)
Deferred taxes		(1,255)	4,202
Cumulative effect at beginning of period, net of tax of NIS 127*, see c above	242	-	-
	<b>23,909</b>	<b>41,861</b>	<b>58,720</b>
Net income under U.S. GAAP			
Earnings per share, see d above:			
Basic	5.94	10.47	14.76
Diluted	5.89	10.33	14.52

\*As a result of the adoption of FAS 123R, see (c) above.

2) Shareholders' equity:

	<b>December 31</b>	
	<b>2006</b>	<b>2005</b>
<b>In thousands</b>		
Shareholders' equity according to Israeli GAAP	430,842	523,384
Effect of treatment of the following items in accordance with US GAAP:		
Functional currency	(41,472)	(48,442)
Amortization of leasehold rights	(596)	
Investments in associated companies	7,880	2,602
Other than temporary impairment of an investment in an associated companies, net of amortization	(21,890)	(23,588)
Elimination of exercise options into shares	(2,414)	(401)

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	<b>December 31</b>	
Cumulative effect, at beginning of year of SAB 108, net of tax	(2,665)	-
Deferred income taxes	5,083	7,851
Shareholders' equity under US GAAP	374,768	461,406

## 3) Consolidated balance sheet figures:

	December 31			
	2006		2005	
	NIS	Re-measured NIS	NIS	Re-measured NIS
	In thousands			
As Reported Under				
	Israeli GAAP	U.S. GAAP	Israeli GAAP	U.S. GAAP
<u>Assets</u>				
Inventories	62,109	60,131	63,999	59,885
Investment in associated companies	375,510	362,199	428,957	407,971
Fixed assets - net	400,823	362,539	379,934	340,914
Deferred charges	-	785	946	946
<u>Liabilities and shareholders' equity</u>				
Deferred taxes - net	27,267	29,786	33,022	31,077
Notes	226,364	227,149	234,638	234,638
Shareholders' equity**	430,842	374,768	523,384	461,406

\*\* 2006 retained earnings are net of an adjustment of NIS (2,665) thousands, net of tax, related to the adoption of SAB 108 (See j below).

## i. Statement of cash flows

The Company presents its cash flow information, under Israeli GAAP net of the effects of inflation.

The information to be included under US GAAP for the years ended December 31, 2004, 2005 and 2006 is presented below:

	2006	2005	2004
	NIS		
	In thousands		
Net cash provided by operating activities	64,521	94,143	30,096
Net cash used in investing activities	(50,410)	(19,868)	(42,043)
Net cash used in financing activities	(8,808)	(73,770)	(138,946)

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	<u>2006</u>	<u>2005</u>	<u>2004</u>
Increase (decrease) in cash and cash Equivalents	5,303	505	(150,893)
Balance of cash and cash equivalents at beginning of year	<u>8,318</u>	<u>7,813</u>	<u>158,706</u>
Balance of cash and cash equivalents at end of year	<u>13,621</u>	<u>8,318</u>	<u>7,813</u>

Under Israeli GAAP, cash flows relating to investments in, and proceeds from the sale of, marketable securities classified as a current investment are presented as investing activities in the statements of cash flows, while under U.S. GAAP, these securities should be classified as operating activities.

**j. Adoption of SAB 108 Accounting for the Effects of Prior year Misstatements when Quantifying Misstatements in current year financial statements**

In September 2006, the U.S. Securities and Exchange Commission (SEC) issued Staff Accounting Bulletin No. 108, "Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements" (SAB 108). SAB 108 addresses the diversity in practice of quantifying financial statement misstatements resulting in the potential build up of improper amounts on the balance sheet. SAB 108 provides interpretive guidance on how the effects of the carryover or reversal of prior year misstatements should be considered in quantifying a current year misstatement. The SEC staff believes that registrants should quantify errors using both a balance sheet and an income statement approach and evaluate whether either approach results in quantifying a misstatement that, when all relevant quantitative and qualitative factors are considered, is material. SAB 108 is effective for companies with fiscal years ending after November 15, 2006 and SAB 108 allows a one-time transitional cumulative effect adjustment to beginning retained earnings, in the first year of adoption, for errors that were not previously deemed material, but are material under the guidance in SAB 108.

Additionally, the use of the cumulative effect transition method requires detailed disclosure of the nature and amount of each individual error being corrected through the cumulative adjustment and how and when it arose. The Company has adopted SAB No. 108. The adoption of SAB No. 108 had an effect of NIS 2,665 thousand, net of tax, on the consolidated retained earnings due to the GAAP differences related to the leases from the Israeli administration, see note g above.

**k. Recently issued accounting pronouncements in the United States:**

**1. SFAS 155 - Accounting for certain Hybrid Financial Instruments, an amendment of FASB statements No.133 and 140**

In February 2006, the Financial Accounting Standards Board (FASB) issued SFAS No. 155, "Accounting for Certain Hybrid Financial Instruments - an Amendment of FASB Statements No. 133 and 140" (SFAS No. 155). SFAS No. 155 allows financial instruments that contain an embedded derivative and that otherwise would require bifurcation to be accounted for as a whole on a fair value basis, at the holders' election. SFAS No. 155 also clarifies and amends certain other provisions of SFAS No. 133 and SFAS No. 140. This statement is effective for all financial instruments acquired or issued in fiscal years beginning after September 15, 2006 (January 1, 2007 for the Company). The adoption of SFAS No. 155 is not expected to have a material impact on the Company's consolidated financial condition or results of operations.

**2. FIN 48 Accounting for uncertainty in Income Taxes, an interpretation of SFAS No. 109**

In July 2006, the FASB issued FASB Interpretation No. 48 (FIN 48), "Accounting for Uncertainty in Income Taxes, an Interpretation of SFAS No. 109". FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109, "Accounting for Income Taxes", by prescribing a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Under FIN 48, the financial statement effects of a tax position should initially be recognized when it is more likely than not, based on the technical merits, that the position would be sustained upon examination. A tax position that meets the more-likely-than-not recognition threshold should initially and subsequently be measured as the largest amount of tax benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement with a taxing authority. The cumulative effect, if any, of applying the provisions of FIN 48 will be reported as an adjustment to the opening balance of

retained earnings in the period adopted. FIN 48 also requires additional disclosures about unrecognized tax benefits associated with uncertain income tax positions and a reconciliation of the change in the unrecognized benefit. In addition, FIN 48 requires interest to be recognized on the full amount of deferred benefits for uncertain tax positions. An income tax penalty is recognized as expense when the tax position does not meet the minimum statutory threshold to avoid the imposition of a penalty. The Company is currently evaluating the impact that the adoption of FIN 48 will have on its consolidated financial position and results of operations.

### **3. SFAS 157 Accounting for fair value Measurement**

In September 2006, the FASB issued SFAS No. 157 ( SFAS 157 ), Fair Value Measurements , which defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. This Statement applies in conjunction with other accounting pronouncements that require or permit fair value measurements. This Statement shall be effective for financial statements issued for fiscal years beginning after November 15, 2007. The Company is currently evaluating the impact that the adoption of SFAS No. 157 will have on its consolidated financial position and results of operations.

### **4. SFAS 159 Accounting for the Fair Value Option For Financial Assets and Financial Liabilities**

In February 2007, the FASB issued SFAS No. 159 ( SFAS 159 ), The Fair Value Option for Financial Assets and Financial Liabilities , to permit all entities to choose, at specified election dates, to measure eligible financial instruments at fair value. An entity shall report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date, and recognize upfront costs and fees related to those items in earnings as incurred and not deferred. SFAS No. 159 applies to fiscal years beginning after November 15, 2007 (January 1, 2008 for the Company), with early adoption permitted for an entity that has also elected to apply the provisions of SFAS No. 157, Fair Value Measurements. An entity is prohibited from retrospectively applying SFAS No. 159, unless it chooses early adoption. SFAS No. 159 also applies to eligible items existing at November 15, 2007 (or early adoption date). The Company is currently evaluating the impact that the adoption of SFAS No. 159 will have on its consolidated financial position and results of operations.

### **5. EITF 06-03 Accounting for Presentation of Taxes Collected from Customers and remitted to Governmental Authorities**

In June 2006, the Emerging Issues Task Force, reached a consensus on Issue No. 06-03, How Taxes Collected from Customers and Remitted to Governmental Authorities Should be Presented in the Income Statement (That Is, Gross versus Net Presentation)". EITF 06-03 relates to any tax assessed by a governmental authority that is directly imposed on a revenue-producing transaction. EITF 06-03 states that the presentation of the taxes, either on a gross or net basis, is an accounting policy decision that should be disclosed pursuant to Accounting Principles Board Opinion No. 22, Disclosure of Accounting Policies, if those amounts are significant. EITF 06-03 should be applied to financial reports for interim and annual reporting periods beginning after December 15, 2006 (as of January 1, 2007 for the Company). The Company s policy is to recognize revenue net of VAT, accordingly. The Company does not expect that the adoption of EITF 06-03 will have a material effect on its financial position and results of operations.



Schedule Valuation and Qualifying Accounts

Three Years Ended December 31, 2006

(NIS in thousands)

Column A	Column B	Column C	Column D	Column E
	Balance at beginning of period	(reductions) Additions charged to expenses	Deductions	Balance at end of period
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Allowance for doubtful accounts:				
Year ended December 31, 2006	16,914	(123)	-	16,791
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Year ended December 31, 2005	16,148	840	(74)	16,914
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Year ended December 31, 2004	13,696	3,102	(650)	16,148
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

**ITEM 19 - EXHIBITS**

(a) The following financial statements and supporting documents are filed with this report:

- (i) Consolidated Audited Financial Statements of the Company for the year ended December 31, 2006 (including Reports of Independent Registered Public Accounting Firms).
- (ii) Financial Statements of Mondy Business Paper Hadera Ltd. for the year ended December 31, 2006.
- (iii) Financial Statements of Hogla-Kimberly Ltd. for the year ended December 31, 2006.
- (iv) Report of Independent Registered Public Accounting Firms on Schedule on Valuation and Qualifying Accounts.
- (v) Report of Independent Registered Public Accounting Firms on reconciliation to U.S. GAAP.
- (vi) Report of Independent Registered Public Accounting Firms for affiliated companies.

(b) Exhibits:

- 1.1\* Memorandum of Association
- 1.2\*\* Articles of Association Voting Agreement dated February 5, 1980 by and among Clal Industries Ltd., PEC Israel Economic Corporation and Discount Bank Investment Corporation Ltd.
- 3.1\*\*\* Voting Agreement dated February 5, 1980 by and among Clal Industries Ltd., PEC Israel Economic Corporation and Discount Bank Investment Corporation Ltd.
- 31.1 Certification of Chief Executive Officer pursuant to 17 CFR 240.13a-14(a), as adopted pursuant to §302 of the Sarbanes-Oxley Act.
- 31.2 Certification of Chief Financial Officer pursuant to 17 CFR 240.13a-14(a), as adopted pursuant to §302 of the Sarbanes-Oxley Act.
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act.
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act.

\* Previously filed as an exhibit to the Company's Annual Report on Form 20-F for the year ended December 31, 1987, file No. 1-4212, and incorporated by reference herein.

\*\* Previously filed as an exhibit to the Company's Annual Report on Form 20-F for the year ended December 31, 2005, filed with the SEC in June 2006 and incorporated by reference herein.

\*\*\* Incorporated by reference to the exhibit number 3.1 in the Company's form 20-F for the year ended December 31, 1987.

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

AMERICAN ISRAELI PAPER MILLS LIMITED

By: /s/ Lea Katz

\_\_\_\_\_  
Name: Lea Katz  
Title: Corporate Secretary

Dated: June 28, 2007

## AMERICAN ISRAELI PAPER MILLS LIMITED

## 2006 CONSOLIDATED FINANCIAL STATEMENTS

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## AMERICAN ISRAELI PAPER MILLS LIMITED

## CONSOLIDATED BALANCE SHEETS

		December 31		
		Note	2006	2005
		NIS in thousands (see note 1b.)		
<b>A s s e t s</b>				
<b>CURRENT ASSETS:</b>				
	8			
Cash and cash equivalents	1q		13,621	8,318
Marketable securities	1f		--	11,416
Accounts receivable:	10a			
Trade			168,050	150,409
Other			146,684	106,124
Inventories	10b		62,109	63,999
			<u>390,464</u>	<u>340,266</u>
T o t a l current assets				
<b>INVESTMENTS AND LONG-TERM RECEIVABLES:</b>				
Investments in associated companies	2;8		375,510	428,957
Deferred income taxes	7f		6,490	5,655
			<u>382,000</u>	<u>434,612</u>
<b>FIXED ASSETS:</b>				
	3			
Cost			1,109,239	1,057,911
L e s s - accumulated depreciation			708,416	677,977
			<u>400,823</u>	<u>379,934</u>
<b>DEFERRED CHARGES,</b>				
net of accumulated amortization	li			946
Total assets			<u>1,173,287</u>	<u>1,155,758</u>

/s/ Zvi Livnat

\_\_\_\_\_)Chairman of the  
**Zvi Livnat** )Board of Directors

/s/ Avi Brener

\_\_\_\_\_)  
**Avi Brener** )Chief Executive Officer

/s/ Israel Eldar

\_\_\_\_\_)  
**Israel Eldar** )**Controller**

Date of approval of the financial statements: 7 March 2007

**The accompanying notes are an integral part of the financial statements**

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	December 31		
	Note	2006	2005
NIS in thousands (see note 1b.)			
<b>Liabilities and shareholders' equity</b>			
<b>CURRENT LIABILITIES:</b>	8		
Credit from banks and others	10c	203,003	93,171
Current maturities of long-term notes and long-term loans	4a;b	41,567	6,827
Accounts payable and accruals:	10d		
Trade		96,273	90,512
Dividend payable			50,093
Other		103,699	85,407
		<u>444,542</u>	<u>326,010</u>
<b>LONG-TERM LIABILITIES:</b>			
Deferred income taxes	7f	41,613	45,783
Loans and other liabilities (net of current maturities):	4;8		
Loans from banks	4b	33,515	
Notes	4a	190,005	227,811
Other liabilities	4c	32,770	32,770
		<u>297,903</u>	<u>306,364</u>
<b>COMMITMENTS AND CONTINGENT LIABILITIES</b>	9		
T o t a l liabilities		742,445	632,374
<b>SHAREHOLDERS' EQUITY:</b>	6		
Share capital (ordinary shares of NIS 0.01 par value: authorized - 20,000,000 shares; issued and paid: December 31, 2006 and 2005 - 4,032,723 and 4,002,205 shares, respectively)		125,257	125,257
Capital surplus		90,060	90,060
Capital surplus resulting from tax benefit on exercise of employee options		2,414	401
Differences from translation of foreign currency financial statements of associated companies		(8,341)	(813)
Retained earnings		221,452	308,479
		<u>430,842</u>	<u>523,384</u>
<b>T o t a l liabilities and shareholders' equity</b>		<u>1,173,287</u>	<u>1,155,758</u>

The accompanying notes are an integral part of the financial statements.



## AMERICAN ISRAELI PAPER MILLS LTD.

## CONSOLIDATED STATEMENTS OF INCOME

	Note	2006	2005	2004
NIS in thousands (see note 1b.)				
SALES	10e; 14	530,109	482,461	482,854
COST OF SALES	10f	418,725	383,179	375,904
<b>GROSS PROFIT</b>		<b>111,384</b>	<b>99,282</b>	<b>106,950</b>
<b>SELLING, MARKETING, ADMINISTRATIVE AND GENERAL EXPENSES:</b>	10g			
Selling and marketing		31,366	30,482	30,595
Administrative and general		29,517	*25,462	*21,917
		<b>60,883</b>	<b>55,944</b>	<b>52,512</b>
<b>INCOME FROM ORDINARY OPERATIONS</b>		<b>50,501</b>	<b>43,338</b>	<b>54,438</b>
<b>FINANCIAL EXPENSES - net</b>	10h	31,111	12,490	13,118
<b>OTHER INCOME (EXPENSES) - net</b>	10i	37,305	*4,444	*(508)
<b>INCOME BEFORE TAXES ON INCOME</b>		<b>56,695</b>	<b>35,292</b>	<b>40,812</b>
<b>TAXES ON INCOME (EXPENSES) - net</b>	7	16,720	5,991	3,152
<b>INCOME FROM OPERATIONS OF THE COMPANY AND ITS SUBSIDIARIES</b>		<b>39,993</b>	<b>29,301</b>	<b>37,660</b>
<b>SHARE IN PROFITS (LOSSES) OF ASSOCIATED COMPANIES - net</b>	2	(26,202)	16,414	25,072
<b>INCOME BEFORE CUMULATIVE EFFECT, AT BEGINNING OF YEAR, OF AN ACCOUNTING CHANGE IN ASSOCIATED COMPANIES</b>		<b>13,791</b>	<b>45,715</b>	<b>62,732</b>
<b>CUMULATIVE EFFECT, AT BEGINNING OF YEAR, OF AN ACCOUNTING CHANGE IN AN ASSOCIATED COMPANY</b>	1k	(461)		
<b>NET INCOME FOR THE YEAR</b>		<b>13,330</b>	<b>45,715</b>	<b>62,732</b>
(See Note 1b) NIS				
<b>EARNINGS PER SHARE:</b>	1r;11			
<b>Primary:</b>				
Before cumulative effect of a change in accounting policy		3.42	11.43*	15.77**
Cumulative effect, at beginning of year, of a change in accounting policy at loss of an associated company		(0.11)		
Net income per share		<b>3.31</b>	<b>11.43*</b>	<b>15.77**</b>
<b>Fully diluted:</b>				
Before cumulative effect of a change in accounting policy		3.39	11.35*	15.44**
Cumulative effect, at beginning of year, of a change in				

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	<u>Note</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
accounting policy at loss of an associated company		(0.11)		
Net income per share		3.28	11.35*	15.44**
Number of shares used to compute the primary earnings per share		4,025,181	3,999,867	3,978,936
Number of shares used to compute the fully diluted earnings per share		4,058,610	4,028,107	4,061,671

\* Reclassified

\*\* As a result of implementing retroactively the change of accounting policy

**The accompanying notes are an integral part of the financial statements.**

## AMERICAN ISRAELI PAPER MILLS LIMITED

## STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY

	Share capital	Capital surpluses	Capital surplus resulting from tax benefit on exercise of employee options	Differences from currency translation resulting from financial statements of associated companies	Retained earnings	Total
NIS in thousands (see note 1b.)						
<b>BALANCE AT JANUARY 1, 2004</b>	125,257	90,060		(1,122)	400,035	614,230
<b>CHANGES IN 2004:</b>						
Net income					62,732	62,732
Dividend paid					(99,964)	(99,964)
Exercise of employee options into shares	*					*
Differences from currency translation resulting from financial statements of associated companies				(1,685)		(1,685)
<b>BALANCE AT DECEMBER 31, 2004</b>	125,257	90,060		(2,807)	362,803	575,313
<b>CHANGES IN 2005:</b>						
Net income					45,715	45,715
Dividend paid ***					(100,039)	(100,039)
Exercise of employee options into shares	*		401			401
Differences from currency translation resulting from financial statements of associated companies				1,994		1,994
<b>BALANCE AT DECEMBER 31, 2005</b>	125,257	90,060	401	(813)	**308,479	523,384
<b>CHANGES IN 2006:</b>						
Net income					13,330	13,330
Dividend paid					(100,357)	(100,357)
Exercise of employee options into shares	*		2,013			2,013
Differences from currency translation resulting from financial statements of associated companies				(7,528)		(7,528)
<b>BALANCE AT DECEMBER 31, 2006</b>	125,257	90,060	2,414	(8,341)	221,452	430,842

\* Represents an amount less than NIS 1,000.

\*\* See note 2c.

\*\*\* Includes a dividend, declared in December 2005 and paid in January 2006, amounting to approximately NIS 50 million.

The accompanying notes are an integral part of the financial statements.

## AMERICAN ISRAELI PAPER MILLS LIMITED

## CONSOLIDATED STATEMENTS OF CASH FLOWS

	2006	2005	2004
	NIS in thousands (see note 1b)		
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income for the year	13,330	45,715	62,732
Adjustments to reconcile net income to net cash provided by operating activities (A)	39,775	42,845	(15,637)
Net cash provided by operating activities	53,105	88,560	47,095
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Purchase of fixed assets	(53,107)	(71,080)	(30,952)
Deposit and Marketable securities	11,582	51,003	(42,000)
Associated companies:			
Granting of loans		(2,744)	(779)
Collection of loans	2,112		13,688
Proceeds from sale of subsidiary consolidated in the past (B)		2,004	
Proceeds from sale of fixed assets	419	6,532	1,001
Net cash used in investing activities	(38,994)	(14,285)	(59,042)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Receipt of long-term loans from others	40,000	1,746	
Repayment of long-term loans from banks	(1,277)	(277)	(383)
Redemption of notes	(6,913)	(6,680)	(6,666)
Dividend paid	(150,450)	(49,946)	(99,964)
Short-term credit from banks - net	109,832	(18,613)	(31,933)
Net cash used in financing activities	(8,808)	(73,770)	(138,946)
<b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	5,303	505	(150,893)
<b>BALANCE OF CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	8,318	7,813	158,706
<b>BALANCE OF CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	13,621	8,318	7,813

The accompanying notes are an integral part of the financial statements.

## AMERICAN ISRAELI PAPER MILLS LIMITED

## CONSOLIDATED STATEMENTS OF CASH FLOWS

	2006	2005	2004
	NIS in thousands (see note 1b.)		
<b>(A) Adjustments to reconcile net income to net cash provided</b>			
<b>by operating activities:</b>			
Income and expenses not involving cash flows:			
Share in losses (profits) of associated companies - net	26,663	(16,414)	(25,072)
Dividend received from associated company	19,616	21,761	
Depreciation and amortization	31,957	31,604	28,633
Deferred income taxes - net	(5,755)	(7,671)	(10,096)
Capital losses (gains) on:			
Sale of fixed assets - net	(28,823)	(3,570)	508
Sale of subsidiary consolidated in the past (B)		(874)	
Losses (gains) on short-term deposits and investments	(166)	45	(464)
Linkage and exchange differences (erosion) on principal of long-term loans from banks - net		(111)	(26)
Linkage differences (erosion) on principal of notes	(415)	6,171	2,184
Linkage differences (erosion) on principal of long-term loans granted to associated companies	178	(975)	(721)
	<u>43,255</u>	<u>29,966</u>	<u>(5,054)</u>
Changes in operating asset and liability items:			
Increase in trade receivables	(17,641)	(7,162)	(2,279)
Increase in other receivables (excluding deferred income taxes)	(1,661)	(1,587)	(12,037)
Decrease (increase) in inventories	1,890	(1,612)	7,434
Increase in trade payables	5,761	3,018	2,954
Increase (decrease) in other payables and accruals	8,171	20,222	(6,655)
	<u>(3,480)</u>	<u>12,879</u>	<u>(10,583)</u>
	<u>39,775</u>	<u>42,845</u>	<u>(15,637)</u>
<b>Supplementary disclosure of cash flow information</b>			
<b>Payments in cash during the year:</b>			
Income taxes paid	23,877	1,559	3,242
Interest paid	23,714	15,828	20,697

The accompanying notes are an integral part of the financial statements.

## AMERICAN ISRAELI PAPER MILLS LIMITED

## CONSOLIDATED STATEMENTS OF CASH FLOWS

	2005
	NIS in thousands (see note 1b)
<b>(B) Proceeds from sale of subsidiary consolidated in the past -</b> see also note 10h:	
Assets and liabilities of the subsidiary consolidated in the past at the date of its sale:	509
Working capital (excluding cash and cash equivalents)	1,979
Fixed assets	(1,358)
Long-term liabilities	874
Capital gain from the sale	2,004

**(C) Information on activities not involving cash flows:**

- 1) Dividend declared by the Company in December 2005, in the amount of approximately NIS 50 million, was paid in January 2006.
- 2) Dividend declared by an associated company in December 2005 that the Company's share in this dividend amounts to NIS 2,650,000 was paid during 2006.
- 3) In 2004, equipment, which the Company had found to be unsuitable for its use, was retired. The retirement was made against the cancellation of the loan made available by the supplier in respect of said equipment. The retirement amounted to NIS 1,079,000.
- 4) In December 2006 a land was sold in consideration of approximately NIS 40 million, net of tax, betterment levy and other accompanying selling cost. This amount was transferred to a trustee at the date of the transaction execution and received during January 2007 see note 10i.

**The accompanying notes are an integral part of the financial statements.**

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**NOTE 1 SIGNIFICANT ACCOUNTING POLICIES**

The financial statements are drawn up in conformity with accounting principles generally accepted in Israel and in accordance with the Israeli Securities (Preparation of Annual Financial Statements) Regulations, 1993. The Company's financial statements are presented separately from these consolidated financial statements. The significant accounting policies, which, except for the changes in the accounting policy concerning revenue recognition, in an associated company, and after taking into consideration, by way of retrospective application, the change in accounting policy concerning the computation of net income per share, resulting from the first-time application, in 2006, of new accounting standards of the Israel Accounting Standards Board (hereafter - the IASB) and first-time application of clarification no. 7 in 2005, were applied on a consistent basis, as follows:

As to the adoption of International Financial Reporting Standards (IFRS), which is to be carried out in reporting periods commencing on January 1, 2008 and thereafter, see s. below.

**a. General:**

1) Activities of the Group

American Israeli Paper Mills Limited and its subsidiaries (hereafter the Company) are engaged in the production and sale of paper packaging, in paper recycling activities and in the marketing of office supplies. The Company also has holdings in associated companies that are engaged in the production and sale of paper and paper products including the handling of solid waste (the Company and its investee companies hereafter the Group). Most of the Group's sales are made on the local (Israeli) market. For segment information, see note 14.

2) Use of estimates in the preparation of financial statements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting years. Actual results could differ from those estimates.

3) Definitions:

Subsidiaries companies over which the Company has control and over 50% of the ownership, the financial statements of which have been consolidated with the financial statements of the Company.

Associated companies investee companies, which are not subsidiaries, over whose financial and operational policy the Company exerts material influence, the investment in which is presented by the equity method. Material influence is deemed to exist when the percentage of holding in said company is 20% or more, unless there are circumstances that contradict this assumption.

Interested parties as defined in the Israeli Securities (Preparation of Annual Financial Statements) Regulations, 1993.

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 1 SIGNIFICANT ACCOUNTING POLICIES** (continued):

**b. Basis of presentation of the financial statements**

The Company draws up and presents its financial statements in Israeli currency (hereafter - shekels or NIS), in accordance with the provisions of Israel Accounting Standard No. 12 Discontinuance of Adjusting Financial Statements for Inflation of the IASB, which establishes principles for transition to nominal reporting, commencing January 1, 2004 (hereafter - the transition date). Accordingly, amounts that relate to non-monetary assets (including depreciation and amortization thereon), investments in associated companies (see also below) permanent investments, and equity items, which originate from the period that preceded the transition date, are based on the data adjusted for the changes in the exchange rate of the dollar (based on the exchange rate of the dollar at December 31, 2003), as previously reported. All the amounts originating from the period after the transition date are included in the financial statements at their nominal values.

The financial statements of group companies which are drawn up in foreign currency, are translated into shekels or are remeasured in shekels for the purpose of inclusion in these financial statements, as explained in e. below.

The sums of non-monetary assets do not necessarily reflect the realization value or an updated economic value, but rather only the reported sums of the said assets, as stated in (1), above. The term cost in these financial statements shall mean the cost in reported sums.

**c. Principles of consolidation:**

- 1) The consolidated financial statements include the accounts of the Company and its subsidiaries. A list of the main subsidiaries is presented in a schedule to the financial statements.
- 2) Intercompany transactions and balances, as well as profits on intercompany sales that have not yet been realized outside the Group, have been eliminated.

**d. Inventories**

Raw materials and supplies, finished goods, purchased products and maintenance and sundry materials (including spare parts) are valued at the lower of cost or market (net of processing costs and after deduction of a provision for obsolescence, where appropriate); cost is determined on the moving average basis. Spare parts of the machinery and equipment that are not for current use, are presented under fixed assets.

**e. Investments in associated companies:**

- 1) The investments in these companies are accounted for by the equity method. According to this method, the Company records, in its statement of income, its share in the profits and losses of these companies that were created after acquisition, and, in its statement of changes in shareholders equity, its share in changes in capital surpluses (mostly translation differences relating to their investments in subsidiaries that present their financial statements in foreign currency) that were created after acquisition.
- 2) Profits on intercompany sales, not yet realized outside the Group, have been eliminated according to the percentage of the Company's holding in such companies.



**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 1 SIGNIFICANT ACCOUNTING POLICIES** (continued):

- 3) The Company reviews at each balance sheet date whether any events have occurred or changes in circumstances have taken place, which might indicate that there has been an impairment of its investments in associated companies see h. below.
- 4) The excess of cost of the investment in associated companies over the equity in net assets at time of acquisition ( excess of cost of investment ) or the excess of equity in net assets of associated companies at time of acquisition over the cost of their acquisition ( negative excess of cost of investment ) represent the amounts attributed to specific assets upon acquisition, at fair value. The excess of cost of investment and the negative excess of cost of investment are presented at their net amount and are amortized over the remaining useful life of the assets. The average rate of amortization is 10%.
- 5) In accordance with the provisions of Standard No. 20 (As Amended), which is applied by the group companies since January 1, 2006, as of that date, amortization of goodwill at associated company, which until then was included under share in profits (losses) of associated companies , was discontinued. The amounts of amortization of goodwill, included under share in profits (losses) of associated companies , as above, for the years ended December 31, 2005 and 2004 are NIS 4 million and NIS 4 million, respectively.

**f. Marketable securities**

These securities are stated at market prices.

The changes in value of the above securities are carried to financial income or expense.

**g. Fixed assets:**

- 1) Fixed assets are stated at cost, net of related investment grants.
- 2) Fixed assets of own manufacture are stated at cost, based on the direct costs with the addition of an appropriate portion of indirect production costs.
- 3) Borrowing costs in respect of credit applied to finance the construction of fixed assets - during the period until construction is completed - are charged to the cost of such assets.
- 4) The assets are depreciated by the straight-line method on the basis of their estimated useful life, as follows:

	<u>Years</u>
Buildings	10-50 (mainly 33)
Machinery and equipment	7-20 (mainly 10 and 20)
Vehicles	5-7 (mainly 7)
Office furniture and equipment	3-17 (mainly 4)

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**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 1 SIGNIFICANT ACCOUNTING POLICIES** (continued):

- 5) As to the change in the accounting treatment of property, plant and equipment, commencing January 1, 2007, resulting from the application of Israel Accounting Standard No. 27 of the IASB, Property, Plant and Equipment - see s(3) below.
- 6) As to the change in the accounting treatment of investment property, commencing January 1, 2007, resulting from the application of Israel Accounting Standard No. 16 of the IASB, Investment Property - see s(5) below.

**h. Impairment of assets**

The Company assesses at each balance sheet date whether any events have occurred or changes in circumstances have taken place, which might indicate that there has been an impairment of non-monetary assets, mainly fixed assets and investments in associated companies. When such indicators of impairment are present, the Company evaluates whether the carrying value of the asset is recoverable from the cash flows expected from that asset. See note 2g.

The recoverable value of an asset is determined according to the higher of the net selling price of the asset or its value in use to the Company. The value in use is determined according to the present value of anticipated cash flows from the continued use of the asset, including those expected at the time of its future retirement and disposal.

When it is not possible to assess whether an impairment provision is required for a particular asset on its own, the need for such a provision is assessed in relation to the recoverable value of the cash-generating unit to which that asset belongs.

**i. Deferred charges**

The item represents notes issuance costs, which are amortized over the period of the notes (see note 4a).

As to the change from January 1, 2006 in the method of presenting and amortizing these charges - see o(2) below.

**j. Deferred income taxes:**

- 1) Commencing January 1, 2005, the Company applies the IASB's Accounting Standard No. 19 Taxes on Income that prescribes the accounting treatment (recognition criteria, measurement, presentation and disclosure) required for taxes on income.

For the most part, the provisions of this standard are the same as the accounting principles that the Company applied prior to implementing the new standard.

- 2) In accordance with the standard and with prior years' policy, the Company recognizes deferred taxes in respect of temporary differences between the amounts of assets and liabilities as reported in the consolidated financial statements and those taken into account for tax purposes; the standard requires that full recognition be given to deferred taxes in

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 1 SIGNIFICANT ACCOUNTING POLICIES** (continued):

respect of all taxable temporary differences, except for the temporary difference resulting from the initial recognition of goodwill and the temporary difference resulting from the initial recognition of an asset or a liability that has no effect on the profit or loss, whether for accounting or tax purposes, at that time (unless the temporary difference results from the initial recognition of a business combination).

Deferred tax assets are recognized for all temporary differences that are tax deductible, up to the amount of the differences that are expected to be utilized in the future, against taxable income. As to the main types of differences, in respect of which deferred taxes have been included see note 7f.

- 3) Deferred tax balances are computed at the tax rates expected to be in effect at the time the deferred tax asset is utilized or the deferred tax liability is settled, based on the tax rates and the tax laws enacted, or substantively enacted, by the balance sheet date.
- 4) The current taxes, as well as the changes in the deferred tax balances, are included in the tax expenses or income in the reporting period.
- 5) Taxes that would apply in the event of disposal of investments in subsidiaries and associated companies have not been taken into account in computing the deferred taxes, as it is the Company's policy to hold these investments, not to realize them.
- 6) The Group may incur an additional tax liability in the event of an intercompany dividend distribution derived from approved enterprises' profits see note 7a. No account was taken of this additional tax, since it is the Group's policy not to cause distribution of dividends, which would involve an additional tax liability to the Group in the foreseeable future.
- 7) In April 2005, the IASB issued Clarification No. 7 Accounting Treatment of the Tax Benefits, in Respect of Capital Instruments Granted to Employees, For Which No Compensation was Recognized. The provisions of this clarification apply to such tax benefits, which have not been allowed as a deduction through December 31, 2004. The clarification stipulates that, commencing on January 1, 2005, the tax benefit derived by the Company from the exercise of options granted to employees is to be carried to shareholders' equity, in the period in which the benefit to the employees is allowed as a deduction for tax purposes. Formerly, the aforesaid tax saving was credited to the statement of income, as part of the taxes on income item.

**k. Revenue recognition**

Commencing January 1, 2006, the company applies Israel Accounting Standard No. 25 of the IASB Revenue, which prescribes recognition, measurement, presentation and disclosure criteria for revenues originating from the sale of goods purchased or manufactured by the company.

Revenue is measured, as detailed below, at the fair value of the consideration received or the consideration that the company is entitled to receive, taking into account trade discounts and/or bulk discounts granted by the entity:

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 1 SIGNIFICANT ACCOUNTING POLICIES** (continued):

Revenue from sale of goods is recognized when all the following conditions have been satisfied: (a) the significant risks and rewards of ownership of the goods have been transferred to the buyer; (b) the company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold; (c) the amount of revenue can be measured reliably; (d) it is probable that the economic benefits associated with the transaction will flow to the company; and (e) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Upon the application of the standard, an associated company separates the financing component embedded in revenue from sales made on credit for periods exceeding the customary credit period in its industry (mainly 90 days), that does not bear interest at the appropriate rate; the financing component is determined according to the amount by which the nominal amount of consideration for the transaction exceeds the present value of future cash payments in respect thereof, based on the customary market interest rate applicable to credit extended under similar terms. Revenue from the financing component is recognized over the credit period. Through December 31, 2005, the company did not separate the financing component in respect of sales made on credit, as above, and included within revenue from the sale on the date of recognition of such revenue. In accordance with the transitional provisions of the standard, on January 1, 2006 the company recognized an expense of NIS 1.1 million as a result of presentation in present value, resulting from the adjustment of trade receivables in respect of such credit transactions to their present value on the effective date of the standard, the share of the company at the adjustment effect as above was approximately NIS 0.5 million which is presented in these financial statements under Cumulative effect, at beginning of year, of an accounting change .

**l. Shipping and handling costs**

Shipping and handling costs are classified as a component of selling and marketing expenses.

**m. Allowance for doubtful accounts**

The allowance is determined mainly in respect of specific debts doubtful of collection (see note 12b).

**n. Derivate financial instruments**

Gains and losses on derivatives that are hedging existing assets or liabilities are recognized in income commensurate with the results from those assets or liabilities.

**o. Financial instruments**

Commencing January 1, 2006, the Company applies Israel Accounting Standard No. 22 of the IASB Financial Instruments: Disclosure and Presentation (hereafter - Standard 22), which prescribes the rules for presentation of financial instruments and the proper disclosure required therefore, as follows:

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 1 SIGNIFICANT ACCOUNTING POLICIES** (continued):

1) **Offset of financial instruments**

Financial assets and financial liabilities are presented on the balance sheet at their net amount, only when the Company has a legally enforceable right to effect such set off, and subject to the existence of intent to settle the asset and the liability on a net basis, or to realize the asset and settle the liability simultaneously.

2) In accordance with the transitional provisions of Standard 22, commencing January 1, 2006, in addition to the aforesaid, the financial statements include the following changes:

The balance of deferred issuance costs, which at December 31, 2005 amounted to NIS 946 thousands, has been reclassified and presented as a deduction from the amount of the liabilities to which such expenses relate. Through December 31, 2005, deferred issuance costs were included under other assets and amortized according to the straight-line method.

The change in the amortization method of deferred issuance costs, as above, do not have a material effect on the operating results in the reported years.

**p. Share-based payment**

Commencing January 1, 2006, the company applies Israel Accounting Standard No. 24 of the IASB, Share-Based Payment (hereafter - Standard 24), which prescribes the recognition and measurement principles, as well as the disclosure requirements, relating to share-based payment transactions.

Since the company has not granted any equity-settled awards, nor made modifications to existing grants, subsequent to March 15, 2005, the measurement criteria of the standard do not apply to past grants made by the company, and its application has not had any effect on the comparative figures included in these financial statements.

**q. Cash equivalents**

The Company considers all highly liquid investments, which include short-term bank deposits that are not restricted as to withdrawal or use, the period to maturity of which did not exceed three months at time of deposit, to be cash equivalents.

**r. Net income per share**

Commencing January 1, 2006, the company applies the provisions of Israel Accounting Standard No. 21 of the IASB, Earnings per Share. The computation of basic net income per share is generally based on earnings available for distribution to holders of ordinary shares, divided by the weighted average number of ordinary shares outstanding during the period.

In computing diluted net income per share, the weighted average number of shares to be issued, assuming that all dilutive potential shares are converted into shares, is to be added to the average number of ordinary shares used in the computation of the basic income (loss) per share. Potential shares are taken into account, as above, only when their effect is dilutive (reducing net income per share from continuing activities).

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 1 SIGNIFICANT ACCOUNTING POLICIES** (continued):

Comparative net income per share figures included in these financial statements reflect a retrospective application of the new standard's computation directives.

As to the data used in the computation of net income per share, as above - see note 11

**s. Recently issued accounting pronouncements in Israel**

**1) Israel Accounting Standard No. 29 Adoption of International Reporting Financial Standards (IFRS)"**

In July 2006, the Israel Accounting Standards Board issued Israel Accounting Standard No. 29 Adoption of International Reporting Financial Standards (IFRS) (hereafter - Standard 29). Standard 29 stipulates that companies, which are subject to the Securities Law, 1968 and are required to report pursuant to regulations issued thereunder, shall draw up their financial statements under International Financial Reporting Standards (IFRS) with effect from reporting periods commencing on January 1, 2008 (i.e. commencing the financial statements for the first quarter of 2008). Pursuant to the provisions of Standard 29, such companies and other companies may elect early adoption of the Standard, and prepare their financial statements under IFRS, commencing with the financial statements that are published subsequent to July 31, 2006.

The standard prescribes that companies, which currently do not draw up their financial statements under IFRS, and are required or elect, as stated above, to prepare their financial statements for the first time under IFRS, shall apply the provisions specified in International Financial Reporting Standard No. 1 (IFRS 1) - First-Time Adoption of International Financial Reporting Standards in making the transition. IFRS 1, which deals with first-time transition to reporting under IFRS, provides that, in the first annual financial statements that are drawn up under IFRS (including the interim financial statements for that year), all the latest IFRS standards in effect at the end of the reporting year in which the company reports under IFRS for the first time, shall be applied retrospectively (with the exception of certain exemptions and prohibitions, as referred to below). IFRS 1 specifies two groups of exceptions to the principle of retrospective application: (1) exemptions from mandatory retrospective application with regard to certain topics, while providing the option to utilize all or part of those exemptions, and (2) prohibitions concerning mandatory retrospective application with regard to defined topics. Pursuant to the provisions of IFRS 1, the first financial statements drawn up under IFRS shall include at least one year's comparative data. Accordingly, a company that draws up its financial statements under IFRS for the first time for periods commencing after January 1, 2008, and elects to present comparative data for one year only, shall be required, pursuant to IFRS 1, to prepare an opening balance sheet as of January 1, 2007, which shall be drawn up under IFRS. In preparing this opening balance sheet, all the latest IFRS standards, as referred to above, with regard to recognition, non-recognition, classification and measurement of all the company's assets, liabilities and shareholders' equity items, shall be applied. IFRS 1 also establishes certain disclosure requirements that apply to the annual financial statements that are drawn up for the first time under IFRS. Pursuant to these disclosure requirements, companies applying IFRS for the first time are required to explain what effect the transition from the previous generally accepted accounting principles to IFRS has had on the reported financial position, operating results and cash flows. Also, companies are required to include notes providing reconciliations of the data reported under the previous accounting principles, to the data reported under IFRS, in respect of their shareholders' equity and statements of income (loss) as of certain dates and for certain prior periods.

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 1 SIGNIFICANT ACCOUNTING POLICIES** (continued):

In addition, Standard 29 requires companies, which draw up their financial statements under IFRS for the first time for periods commencing after January 1, 2008, to disclose, in a note to their financial statements for 2007, the balance sheet data as of December 31, 2007 and income statement data for the year ended December 31, 2007, as they would appear after applying IFRS recognition, measurement and presentation rules.

IFRS differ from general accounting principles accepted in Israel and, accordingly, financial statements drawn up under IFRS might reflect a financial position, operating results and cash flows that are significantly different from those presented in these financial statements. Application of IFRS requires a proper arrangement from the company, including making certain decisions relating to the manner of determining assets and liabilities at the transition date and with regard to setting an accounting policy for various topics. The company is currently assessing the implications of the transition to reporting under IFRS, including the date for first-time adoption of IFRS by the company. At this stage, the company is unable to estimate the effect that the adoption of IFRS will have on its financial statements.

**2) Israel Accounting Standard No. 26 Inventory**

In August 2006, the IASB issued Israel Accounting Standard No. 26 - Inventory , which is based on International Accounting Standard No. 2. This standard prescribes the accounting treatment of inventory and provides guidelines for determining the cost of inventory and its subsequent recognition as an expense, including recognition and treatment of any write-down to net realizable value.

The standard specifies the costs that are to be taken into account in determining the cost of inventory and the costs that may not be included in the cost of inventory, and requires that fixed production overheads be allocated based on the normal capacity of the production facilities.

In determining the cost of inventory, the standard requires specific identification of the cost of certain items that are not ordinarily interchangeable and of goods and services that have been produced and segregated for specific projects. In other instances, the standard prescribes the exclusive use of the first-in, first-out (FIFO) method or the weighted average method.

The standard also stipulates that the financing element in purchases of inventory on credit must be accounted for separately, whenever the actual arrangement includes a financing element. For instance, the difference between the purchase price on normal credit terms and the actual amount paid is to be recognized as interest expense over the financing period.

This standard shall be applicable to financial statements for periods commencing on or after January 1, 2007. The standard is to be applied retrospectively, unless it is impracticable to determine the specific effects in a given period.

At this stage the Company is examining the possible effect of the standard on its financial statements.

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AMERICAN ISRAELI PAPER MILLS LIMITED  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 1 SIGNIFICANT ACCOUNTING POLICIES** (continued):

**3) Israel Accounting Standard No. 27 Property, Plant and Equipment**

In September 2006, the IASB issued Israel Accounting Standard No. 27 - Property, Plant and Equipment, which is based on International Accounting Standard No. 16. This standard prescribes the accounting treatment for property, plant and equipment. The standard stipulates provisions for the recognition of an item of property, plant and equipment as an asset, the initial measurement of its cost, the measurement subsequent to initial recognition, as well as provisions regarding depreciation and derecognition of an item of property, plant and equipment.

According to the standard, an item of property, plant and equipment that qualifies for recognition as an asset is to be measured at cost upon its initial recognition. The standard determines that the cost of an item of property, plant and equipment includes its purchase price (including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates), costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, as well as the initial estimate of the present value of the costs of dismantling and removing the item and restoring the site on which it is located (if the entity is obligated to do so). According to the standard, the cost of an item of property, plant and equipment is the cash price equivalent at the recognition date. Accordingly, if payment is deferred beyond normal credit terms, the difference between the cash price equivalent and the total payment is recognized as interest over the period of credit.

Subsequent to the date of initial recognition, the standard allows for a choice between the cost method and the revaluation method as an accounting policy, which must be applied to all the items within a given class of property, plant and equipment. Under the cost method, an item of property, plant and equipment shall be carried at its cost, less any accumulated depreciation and any accumulated impairment losses. Under the revaluation method, an item of property, plant and equipment whose fair value can be measured reliably shall be carried at a revalued amount, being its fair value at the date of the revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

An increase in the carrying amount of an item of property, plant and equipment, resulting from a revaluation, is to be credited directly to equity under the heading of Revaluation surplus. However, such increase shall be recognized in profit or loss to the extent that it reverses a revaluation decrease of the same asset previously recognized in profit or loss.

On the other hand, a decrease in the carrying amount of an item of property, plant and equipment, resulting from a revaluation, is to be recognized in profit or loss. However, the decrease shall be debited directly to equity under the heading of Revaluation surplus, to the extent of any credit balance existing in the revaluation surplus in respect of that asset.

The standard discusses the definition of a depreciable amount of an item of property, plant and equipment, its residual value and the period and method of depreciation. The standard stipulates that, for the purpose of depreciating property, plant and equipment, the amount initially recognized in respect of an item of property, plant and equipment should be allocated to its significant parts, and each such part should be depreciated separately. Nevertheless, different parts of an item of property, plant and equipment, with the same useful life and depreciation method, may be grouped for the purpose of depreciation.



**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 1 SIGNIFICANT ACCOUNTING POLICIES** (continued):

According to the provisions of the standard, the residual value, the useful life and the depreciation method of an asset should be reviewed at least at each fiscal year-end; if there has been a change in the expected pattern of consumption of the future economic benefits embodied in the asset, the depreciation method shall be changed to reflect the changed pattern. Such a change shall be accounted for as a change in an accounting estimate.

The standard is to be applied to financial statements for periods commencing on or after January 1, 2007, by way of retrospective application, with two exceptions. First, for a company that, upon the adoption of the standard, chooses the revaluation method as its accounting policy, the difference between the revalued amount of the asset and its carrying amount as of January 1, 2007 shall represent the revaluation surplus as of the said date. Second, if the initial cost of the asset does not include any removal and disposal costs, specific transitional provisions stipulated in the standard should be applied.

The Company is currently examining the effect of the application of the standard on the financial statements.

Recently, the IASB issued standard proposal No. 28 correction of transitional provisions stipulated in standard No. 27 and adjusting them to the IFRS1.

**4) Israeli Accounting Standard No. 23 Accounting Treatment Applied to Transactions between an Entity and its Controlling Shareholder .**

In December 2006, the IASB issued Accounting Standard No. 23 Accounting Treatment Applied to Transactions between an Entity and its Controlling Shareholder .

The standard, which does not obligate entities that are not subject to the Securities Law, 1968, provides that assets and liabilities, in respect of which a transaction was carried out between an entity and its controlling shareholder, shall be measured at the date of transaction at their fair value, and the difference between fair value and the consideration set in the transaction shall be carried to shareholders' equity. Those provisions replace the requirements of the Securities Regulations (Presentation of Transactions between an Entity and its Controlling Shareholder in Financial Statements), 1996, whereunder, assets transferred as above would be measured at their carrying amount in the transferor's accounts, while the difference between this value and the consideration set in those transactions is carried to shareholders' equity.

Under the provisions of the standard, in case the difference between fair value and the consideration arises from a benefit granted by the controlling shareholder to the entity controlled thereby, the said difference shall be credited to capital surplus within the entity's shareholders' equity; while in case the said difference arises from a benefit granted by the entity to its controlling shareholder, such difference shall be carried to the entity's retained earnings.

In addition, the difference between the fair value of the asset and its carrying amount in the transferor's accounts shall be recognized as a gain or loss in the transferor's accounts. Under the standard, differences as above, arising in the financial statements of an entity as a result of a transaction with its controlling shareholder, and carried to retained earnings or capital surplus, shall constitute, from the controlling shareholder's point of view, an owner's withdrawal or an owner's investment, respectively, and shall be presented accordingly in the financial statements of the controlling shareholder.

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 1 SIGNIFICANT ACCOUNTING POLICIES** (continued):

The standard includes specific provisions pertaining to assets transfers, assuming liabilities, indemnification and waiver and the grant or receipt of loans. The standard also sets a hierarchy for the measurement of fair value and includes disclosure requirements as to the nature and scope of transactions between an entity and its controlling shareholder, occurring during the reported period, as well as to the effect of these transactions on the entity's income or loss for the reported period and its financial position.

The standard shall apply to all transactions taking place between an entity and its controlling shareholder, except for a business combination under common control, that would be carried out subsequent to January 1, 2007. In addition, the standard would apply to a loan granted to a controlling shareholder or received therefrom, prior to the abovementioned effective date of the standard; the standard would apply to such a loan commencing the standard's effective date.

At this stage the Company is examining the possible effect of the standard on its financial statements.

**5) Israel Accounting Standard No. 16 Investment Property**

In February 2007, the IASB issued Israel Accounting Standard No. 16 - Investment Property, which is based on International Accounting Standard No. 40. This standard prescribes the accounting treatment applicable to investment property. The standard sets provisions for the recognition, measurement and disclosure required for investment property in the financial statements.

According to the standard, investment property is property held to earn rentals or for capital appreciation or both, rather than for: (a) use in the production or supply of goods or services or for administrative purposes; or (b) sale in the ordinary course of business.

The standard stipulates that investment property, which qualifies as an asset, is to be measured at cost upon its initial recognition. According to the standard, the cost of an investment property comprises its purchase price and other directly attributable expenditures (such as fees for legal services, transfer taxes and other transaction costs).

Subsequent to the date of initial recognition, the standard allows a choice between the cost model and the fair value model as an accounting policy, which must be applied to all investment property items of the entity. According to the standard, transition from one model to the other is only allowed if such transition results in a more appropriate presentation in the financial statements. The standard states that this is not highly likely to be the case when transition is from the fair value model to the cost model.

Under the cost model, the entity shall account for investment property in accordance with the cost model specified in Standard 27 - Property, Plant and Equipment, pursuant to which the investment property is to be carried at depreciated cost (net of accumulated impairment losses).

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 1 SIGNIFICANT ACCOUNTING POLICIES** (continued):

According to the fair value model, subsequent to initial recognition, the entity shall measure all of its investment property at fair value as of the balance sheet date. Gains or losses resulting from changes in fair value are carried to the statement of income (loss) in the period in which they arise. In exceptional cases, when fair value cannot be reliably determinable for certain investment property items, and the entity has elected the fair value model as an accounting policy for its investment property, such specific items shall be accounted for using the cost model, despite the application of the fair value model to the other investment property items.

The standard includes extensive disclosure requirements, including, inter alia, disclosure as to the fair value of the investment property, if the company has opted for the cost model.

This standard shall be applicable to financial statements for periods commencing on January 1, 2007 or thereafter. Election of the fair value model would require the adjustment of the opening balance of retained earnings for the period in which the standard is first adopted.

At this stage, the Company is examining the effect of the application of the standard on the financial statements.

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 2 INVESTMENTS IN ASSOCIATED COMPANIES:**

a. The Company has a number of investments in associated companies, which are held either directly or through investee companies. The financial statements of significant associated companies (Mondy Business Paper Hadera Ltd. formerly Neusiedler Hadera Paper Ltd, NHP and Hogla-Kimberly Ltd.) are attached to these financial statements.

b. Composed as follows:

	<b>December 31</b>	
	<b>2006</b>	<b>2005</b>
	<b>NIS in thousands</b>	
Shares:		
Cost	54,241	54,241
Excess of cost of investment - net	2,086	2,086
Less - accumulated amortization	(2,086)	(2,180)
Gain on issuance of shares of an associated company to a third party	40,241	40,241
Differences from translation of foreign currency financial statements	(8,341)	(813)
Share in profits (after deduction of losses) accumulated since acquisition	219,328	263,051
	305,469	356,626
Long-term loans and capital notes *	70,041	72,331
	375,510	428,957

\* Classified by linkage terms and rate of interest, the total amounts of the loans and capital notes are as follows:

	<b>Weighted average interest rate at December 31, 2006</b>	<b>December 31</b>	
		<b>2006</b>	<b>2005</b>
	<b>%</b>	<b>NIS in thousands</b>	
In dollars		6,337	9,206
Unlinked loans and capital notes	4.8%	63,704	63,125
		70,041	72,331

As of December 31, 2006, the repayment dates of the balance of the loans and capital notes have not yet been determined.

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 2 INVESTMENTS IN ASSOCIATED COMPANIES** (continued):**c. The changes in the investments during 2006 are as follows:**

	<b>NIS in thousands</b>
Balance at the beginning of the year	*428,957
Changes during the year:	
Share in losses of associated companies - net	(26,663)
Dividend from associated companies	(16,966)
Adjustments resulting from translation of foreign currency financial statements	(7,528)
Increase in balance of long-term loans and capital notes - net	(2,290)
Balance at end of year	375,510

\* In the first quarter of the year, the balance of negative goodwill as of January 1, 2006 amounted NIS 1,062 thousands, was written off against retained earnings. In these financial statements this reporting entry was cancelled since the amount represented a negative excess of cost of investment.

**d. Mondy Business Paper Hadera Ltd.** (hereafter - Mondy Hadera; formerly Neusiedler Hadera Paper Ltd. NHP):

Mondy Hadera is held to the extent of 49.9% by the Company and also by Mondy Business Paper LTD (hereafter - MBP), under an agreement dated November 21, 1999. According to said agreement, Mondy Hadera purchased the Group's activities in the field of printing and writing paper, and issued to MBP 50.1% of its shares. As part of the said agreement, Neusiedler was granted an option to sell to the Company its holdings in Mondy Hadera, at a price that is 20% lower than the value (as defined in the agreement). The understanding between the parties is that the option would only be exercised under prolonged, extraordinary circumstances that preclude the operation of Mondy Hadera in Israel. The Company believes that the likelihood of such circumstances is very remote.

**e. Hogla-Kimberly Ltd.** (hereafter - Hogla-Kimberly)

Hogla-Kimberly is held to the extent of 49.9% by the Company and to the extent of 50.1% by Kimberly Clark Corporation (hereafter- KC).

**f. Investment in Carmel Container Systems Limited** (hereafter - Carmel)

Carmel Container Systems is held to the extent of 26.25% by the Company. In November 2004, Carmel's board of directors decided to take measures to withdraw Carmel's shares from trade on the AMEX Stock Exchange in the United States and also to deregister with the SEC. Accordingly, trade in Carmel's shares on the AMEX was suspended from November 30, 2004 and in July 2005 the process of deregistering the shares from being traded and with the SEC was finalized.

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**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 2 INVESTMENTS IN ASSOCIATED COMPANIES (continued):**

**g. Investment in T.M.M Integrated Recycling Industries Ltd.** (hereafter T.M.M.)

As of December 31, 2006, the Company's share in T.M.M. (directly and through another associated company) is 43.08%

T.M.M. announced in March 2006 that the Securities Authority was conducting an unspecified investigation in its matter. T.M.M. possesses no information regarding the investigation. To date, the Company's management cannot estimate the impact of the above matter, if any, on the Company and on its financial statements. As a result of the implementation of Accounting Standard No. 15, T.M.M. recorded a loss of NIS 12.5 million from the impairment of fixed assets in the third quarter of 2006, based on the estimate of an external assessor. The Company's share in this loss (43.08%) amounts to NIS 5.4 million. This sum appears as part of the Company's share in the earnings (losses) of associated companies this year.

On January 4, 2007, the Company entered into an agreement with Veolia Israel CGEA Ltd. (hereinafter: CGEA), whereby it will sell to CGEA its holdings in Barthelemi, along with its remaining holdings in T.M.M. Pursuant to the agreement, CGEA has acquired all of the Company's holdings in Barthelemi. CGEA also acquired all of the Company's holdings in T.M.M., as part of a complete tender offer and starting February 2007, the Company is no longer a shareholder in T.M.M.

The sale of the holdings in T.M.M. was made in consideration of a sum approximately similar to the book value, after taking into account, the impairment as mention above.

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 3 FIXED ASSETS:**

- a. Composition of assets and the accumulated depreciation thereon, grouped by major classifications, and changes therein during 2006, are as follows:

	Cost			Accumulated depreciation				Depreciated balance December 31		
	Balance at beginning of year	Additions during the year	Retirements during the year	Balance at end of year	Balance at beginning of year	Additions during the year	Retirements during the year	Balance at end of year	2006	2005
	NIS in thousands			NIS in thousands				NIS in thousands		
Land and buildings thereon	228,822	414	489	228,747	110,804	3,471	331	113,944	114,803	118,018
Machinery and equipment	689,398	12,838	30	702,206	488,956	23,099	11	512,044	190,162	200,442
Vehicles	31,096	5,205	962	35,339	20,915	3,055	921	23,049	12,290	10,181
Office furniture and equipment (including computers)	70,166	1,045	298	70,913	57,302	2,332	255	59,379	11,534	12,864
Payments on account of machinery and equipment, net	15,167	34,162		49,329					49,329	15,167
Spare parts - not current, net	23,262	(557)		22,705					22,705	23,262
	<u>1,057,911</u>	<u>53,107</u>	<u>1,779</u>	<u>1,109,239</u>	<u>677,977</u>	<u>31,957</u>	<u>1,518</u>	<u>708,416</u>	<u>400,823</u>	<u>379,934</u>

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 3 FIXED ASSETS (continued):**

- b. The item is net of investment grants in respect of investments in approved enterprises (see notes 7a and 9a).
- c. The Company's real estate is partly owned and partly leased to the extent of NIS 43.8 million, in respect of which lease fees of approximately NIS 25.8 million have been capitalized. The leasehold rights are for 49 year periods ending in the years 2008 to 2059, with options to extend for an additional 49 years.
- d. As of December 31, 2006 and 2005, the cost of fixed assets includes borrowing costs of NIS 1,007,000 capitalized to the cost of machinery and equipment.
- e. Depreciation expenses amounted to NIS 31,957,000 NIS 31,444,000 and NIS 28,472,000, for the years ended December 31, 2006, 2005 and 2004, respectively.
- f. As to pledges on assets see note 9a.
- g. As to the change in accounting treatment of property, plant and equipment, which will take effect commencing January 1, 2007, as a result of applying Accounting Standard No. 27, Property, Plant and Equipment of the IASB see note 1s (3).
- h. As to the change in accounting treatment of investment property, commencing January 1, 2007, as a result of applying Accounting Standard No. 16 Investment Property of the IASB see note 1s (5).

**NOTE 4 NOTES AND OTHER LONG-TERM LIABILITIES:**

a. Notes

The item represents two series of notes issued to institutional investors as follows:

	December 31			
	2006		2005	
	NIS in Thousands			
	Series II	Series I	Series II	Series I
Balance	206,627	20,522	207,229	27,409
Less - current maturities	29,518	6,841		6,827
	177,109	13,681	207,229	20,582

- 1) Series I May 1992

The balance of the notes as of December 31, 2005 is redeemable in four installments, due in June of each of the years 2006-2009, each installment amounting to 6.66% of the original par value of the notes, which is NIS 102,202,000, in December 2006 terms; the unpaid balance of the notes bears annual interest of 3.8%, payable annually each June. The notes' principal and interest are linked to the Israeli CPI of February 1992.



**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 4 NOTES AND OTHER LONG-TERM LIABILITIES:**

## 2) Series II December 2003

The balance of the notes as of December 31, 2005 is redeemable in 7 equal, annual installments due in December of each of the years 2007-2013; the unpaid balance of the notes bears annual interest of 5.65%, payable annually each December. The notes principal and interest are linked to the Israeli CPI of November 2003.

## 3) As to the change from January 2006 in the presentation of deferred issuance costs see note 1i above.

**b. Long-Term Loans**

The section refers to two long-term loans that were received from banks, as detailed below:

	<b>December 31, 2006 NIS Thousands</b>
Loan 1	14,319
Loan 2	24,404
Less - current maturities	5,208
	33,515

## 1) Loan 1

In July 2006, the Company assumed a loan of NIS 15 million. The outstanding balance as at December 31, 2006, is scheduled for repayment in 21 quarterly installments through to January 2012, each in the sum of NIS 0.7 million. The outstanding balance of the loan carries a variable rate of interest, linked to the Prime lending rate.

## 2) Loan 2

In July 2006, the Company assumed a loan of NIS 25 million. The outstanding balance as at December 31, 2006, is scheduled for repayment in 31 quarterly installments through to July 2014, each in the sum of NIS 1.0 million including principal and interest component on the outstanding balance of principal. The outstanding balance of the loan carries a variable rate of interest, linked to the Prime lending rate.

**c. Other liability:**

The capital note from an associated company is unlinked and interest free. No repayment date has been fixed, but the associated company does not intend to demand the repayment of the capital note before January 1, 2008.

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 5 EMPLOYEE RIGHTS UPON RETIREMENT:**

- a. Israeli labor laws and agreements require the Company and its subsidiaries to pay severance pay to employees dismissed or leaving their employ under certain circumstances, computed on the basis of the number of years of service, or a pension upon retirement.

To cover the liability for employee rights upon retirement, pursuant to labor agreements in force and based on salary components that, in management's opinion, create entitlement to severance pay, deposits are made by the Company and its subsidiaries with various provident funds (including pension funds) or insurance policies for the benefit of the employees.

The severance pay and pension liability and the amounts funded as above are not reflected in the financial statements, as the pension and severance pay risks have been irrevocably transferred to the pension funds and the insurance companies, as allowed by the Severance Pay Law.

- b. The expenses relating to employee rights upon retirement, which reflect the amounts that were deposited during the reported years with provident funds, pension funds and various insurance policies, are NIS 8,849,000, NIS 8,710,000, and NIS 8,368,000 in 2006, 2005, and 2004, respectively.

**NOTE 6 SHAREHOLDERS EQUITY:****a. Share capital**

Composed of ordinary registered shares of NIS 0.01 par value, as follows:

	<b>Authorized</b>	<b>December 31</b>	
		<b>2006</b>	<b>2005</b>
	<b>Authorized</b>	<b>Issued and paid</b>	
Number of shares	20,000,000	4,032,723	4,002,205
Amount in NIS	200,000	40,327	40,022

The shares are traded on stock exchanges in Tel-Aviv and in the U.S. ( AMEX ). The quoted prices per share, as of December 31, 2006 are NIS 182.9 and \$ 45.70 (NIS 193.08), respectively.

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AMERICAN ISRAELI PAPER MILLS LIMITED  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 6 SHAREHOLDERS EQUITY (continued):**

**b. Employee stock option plans:**

1) The 2001 plan for senior officers in the Group

On April 2, 2001, the Company's board of directors approved a stock option plan for senior officers in the Group (hereafter - the 2001 plan for senior officers). Under this plan, 194,300 options were allotted on July 5, 2001 without consideration. Each option can be exercised to purchase one ordinary share of NIS 0.01 par value of the Company. The options are exercisable in four equal annual batches. The blocking period of the first batch is two years, commencing on the date of grant; the blocking period of the second batch is three years from the date of grant, and so forth. Each batch is exercisable within two years from the end of the blocking period.

The exercise price of the options granted as above was set at NIS 217.00, linked to the CPI, on the basis of the known CPI on April 2, 2001. The exercise price for each batch is determined as the lesser of the aforementioned exercise price or the average price of the Company's shares as quoted on the Tel-Aviv Stock Exchange (hereafter - the Stock Exchange) during the thirty trading days preceding to the effective date of each batch, less 10%. As stipulated by the 2001 plan for senior officers, the exercise price of unexercised options is to be adjusted, in the event of cash dividend distributions. Accordingly, the exercise price as of December 31, 2006 is batch, NIS 78.66 for the third batch and NIS 132.09 for the fourth batch. In July 2005, the remaining options from the first batch expired and in July 2006, the remaining options from the second batch expired.

The quoted price of the Company's shares on the Tel Aviv Stock Exchange, immediately prior to the date of the board of directors' resolution to grant the options, was NIS 204.00. Immediately prior to the granting of the options, the price was NIS 185.8.

The fair value of each option - computed on the basis of the Black-Scholes option-pricing model - as prescribed by the regulations of the Tel-Aviv Stock Exchange - was approximately NIS 56.69 on the date of grant.

Notwithstanding the above, the number of shares resulting from the exercise of the options and the actual exercise price will be determined as follows: Upon receipt of an exercise request from an option holder, a computation will be made of the difference between the quoted price of the Company's shares at the beginning of that trading day and the exercise price; that difference is to be multiplied by the number of exercisable options (hereafter - the benefit). The number of shares that the Company will actually issue to the option holder will be the number of shares the market value of which is equal to the amount of the benefit computed as above. In consideration for the shares, the option holder will pay their par value only.

Immediately upon issuance, the ordinary shares issued upon exercise of the options will have all the same rights as other ordinary shares of the Company.

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 6 SHAREHOLDERS EQUITY (continued):**

In 2006, 2005 and 2004, 44,998, 13,877 and 55,525 options, respectively, were exercised under the 2001 plan for senior officers, and 24,303, 4,307 and 24,295 shares of NIS 0.01, respectively, were issued following the exercise of the options, as above. 8,250 options expired in 2005 (from the first batch) and 10,225 options expired in 2006 (from the second batch). In 2006, 12,225 options were cancelled from the third batch and 12,225 were cancelled from the fourth batch. As of December 31, 2006, the unexercised balance of the options granted is 35,425. During 2007, after the balance sheet date, 10,321 options were exercised under the 2001 plan for senior officers, and 3,696 shares were issued.

This plan is designed to be governed by the terms stipulated by Section 102 of the Israeli Income Tax Ordinance. Inter alia, these terms provide that the Company is allowed to claim, as an expense for tax purposes, the amounts credited to the employees as a benefit in respect of shares or options granted under the plan.

The amount allowed as an expense for tax purposes, at the time the employee utilizes such benefit, is limited to the amount of the benefit that is liable to tax as labor income, in the hands of the employee; all being subject to the restrictions specified in Section 102 of the Income Tax Ordinance.

Since, in accordance with Israeli accounting principles, the Company does not recognize the expense in its accounts (with respect to the salary benefit embodied in these grants), then under Clarification No. 7 of the IASB (See note 1j(7)), the Company credited the tax saving derived from the exercise of benefits by employees in the years 2005-2006 to capital surplus.

2) The 2001 employee plan

On August 29, 2001, the Company's board of directors approved a stock option plan for employees in the Group, according to a specification (hereafter the 2001 employee plan). Under this plan, up to 125,000 options will be allotted without consideration. Each option can be exercised to purchase one ordinary share of NIS 0.01 par value of the Company. The blocking period of the options is two years from the date of grant. Each option is exercisable within three years from the end of the blocking period.

On November 4, 2001, 81,455 options were granted under the 2001 employee plan.

The exercise price of all the options granted as above was set at NIS 160.99, linked to the CPI, on the basis of the known CPI on August 29, 2001. This price represents the average price of the Company's shares as quoted on the Tel-Aviv Stock Exchange during the thirty trading days prior to the date of the board of directors' approval, less 10%. The 2001 employee Plan was expired during November 2006.

In 2006, 2005 and 2004, 10,091, 2,405 and 8,615 options, respectively, were exercised under the 2001 employee plan, and 6,215, 1,224 and 4,084 shares of NIS 0.01, respectively, were issued following the exercise of options, as above. The last of the options that were granted and were not exercised, expired during 2006.

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**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 6 SHAREHOLDERS EQUITY** (continued):

This plan is designed to be governed by the terms stipulated by Section 102 of the Israeli Income Tax Ordinance. Inter alia, these terms provide that the Company is allowed to claim, as an expense for tax purposes, the amounts credited to the employees as a benefit in respect of shares or options granted under the plan.

The amount allowed as an expense for tax purposes, at the time the employee utilizes such benefit, is limited to the amount of the benefit that is liable to tax as labor income, in the hands of the employee; all being subject to the restrictions specified in Section 102 of the Income Tax Ordinance.

Since, in accordance with Israeli accounting principles, the Company does not recognize the expense in its accounts (with respect to the salary benefit embodied in these grants), then under Clarification No. 7 of the IASB (See note 1j(7)), the Company credited the tax saving derived from the exercise of benefits by employees in 2005 to capital surplus.

**NOTE 7 TAXES ON INCOME:**

**a. Tax benefits under the Law for the Encouragement of Capital Investments, 1959** (hereafter the law)

Under the law, by virtue of the approved enterprise status granted to certain of their production facilities, certain subsidiaries were entitled to various tax benefits (mainly reduced tax rates) until 2003.

During the period of benefits mainly 7 years commencing in the first year in which the companies earn taxable income from the approved enterprises, provided the maximum period to which it is restricted by law has not elapsed reduced tax rates or exemption from tax apply, as follows:

- 1) Corporate tax rate of 25%, instead of the regular tax rate (see d. below).
- 2) Tax exemption on income from certain approved enterprises in respect of which the companies have elected the alternative benefits (involving waiver of government guaranteed loans instead of the tax exemption); the length of the exemption period is 4 years, after which the income from these enterprises is taxable at the rate of 25% for 3 years.

The part of the taxable income, which is entitled to the tax benefits, is determined on the basis of the ratio of the turnover attributed to the approved enterprise to the total turnover of these companies, taking into account the ratio of the approved enterprise assets to total assets of these companies. The turnover that is attributed to the approved enterprise is generally computed on the basis of the ratio of the increase in turnover to the basic turnover stipulated in the instrument of approval.

The period of benefits in respect of the approved enterprises of these companies expired at the end of 2003.

The entitlement to the above benefits is conditional upon the companies fulfilling the conditions stipulated by the law, regulations published thereunder and the

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 7 TAXES ON INCOME** (continued):

instruments of approval for the specific investments in approved enterprises. In the event of failure to comply with these conditions, the benefits may be cancelled and the companies may be required to refund the amount of the benefits, in whole or in part, with the addition of CPI linkage differences and interest.

**b. Measurement of results for tax purposes under the Income Tax (Inflationary Adjustments) Law, 1985** (hereafter the inflationary adjustments law)

Under the inflationary adjustments law, results for tax purposes are measured in real terms, having regard to the changes in the Israeli CPI. The Company and its subsidiaries are taxed under this law.

**c. The Law for the Encouragement of Industry (Taxation), 1969**

The Company and certain consolidated subsidiaries are industrial companies as defined by this law. These companies claimed depreciation at accelerated rates on equipment used in industrial activity as stipulated by regulations published under the inflationary adjustments law.

The Company also files consolidated tax returns with certain consolidated subsidiaries as permitted under this law.

**d. Tax rates applicable to income not derived from approved enterprises**

The income of the Company and its Israeli subsidiaries (other than income from approved enterprises, see a. above) is taxed at the regular rate. Through to December 31, 2003, the corporate tax was 36%. In July 2004, an amendment No. 140, to the Income Tax Ordinance was published fixing, among others that corporate tax rate is gradually reduced from 36% to 30%. In August 2005, an additional amendment (No. 147) to the Income Tax Ordinance was published which makes a further revision to the corporate tax rates prescribed by Amendment No. 140. As a result of the aforementioned amendments, the tax rates for 2004 and thereafter are as follows: 2004 35%, 2005 34%, 2006 31%, 2007 29%, 2008 27%, 2009 26% and 2010 and thereafter 25%.

As a result of the said changes in the tax rates, the Company adjusted in each of the years 2004 and 2005 at the time the aforementioned amendments were made, its deferred tax balances, in accordance with the tax rates expected to be in effect in the coming years; the effect of the change has been carried to income in these years.

Capital gains (except for the real capital gain from the sale of marketable securities to which the regular tax rates will apply) are taxed at a reduced tax rate of 25% on capital gains that arose after January 1, 2003, and at the regular corporate tax rate on income that arose until that date.

**e. Carryforward tax losses**

Carryforward tax losses in subsidiary companies are NIS 24,036,000 and NIS 22,470,000 as of December 31, 2006 and 2005, respectively.

The Company examines on each balance sheet date the possibility of recording deferred taxes in respect of carryforward tax losses based on an assessment of all evidence, both positive and negative, regarding the likelihood of their being taxable income in the foreseeable future. Under the inflationary adjustments law, carryforward losses are linked to the Israeli CPI, and may be utilized indefinitely.

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 7 TAXES ON INCOME** (continued):**f. Deferred income taxes**

The composition of the deferred taxes at balance sheet dates, and the changes therein during the years 2006 and 2005, are as follows:

	In respect of balance sheet items						Total
	Depreciable fixed assets	Inventories	Severance pay	Provisions for employee rights  Vacation and recreation pay	Doubtful accounts	In respect of carryforward tax losses (see above)	
	NIS in thousands						
Balance at January 1, 2005	52,562	4,038	601	(4,087)	(5,910)	(6,511)	40,693
Changes in 2005 - amounts carried to income	(6,779)	(1,487)	(75)	8	(52)	714	(7,671)
Balance at December 31, 2005	45,783	2,551	526	(4,079)	(5,962)	(5,797)	33,022
Changes in 2006 - amounts carried to income	(4,170)	(1,404)	26	36	450	(693)	(5,755)
Balance at December 31, 2006	41,613	1,147	552	(4,043)	(5,512)	(6,490)	27,267

The deferred taxes are computed at the rate of 25%-29%.

Deferred taxes are presented in the balance sheets as follows:

	December 31	
	2006	2005
	NIS in thousands	
Among current assets	(7,856)	(7,106)
Among long-term asset balances	(6,490)	(5,655)
Among long-term liabilities	41,613	45,783
Balance - liability - net	27,267	33,022

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 7 TAXES ON INCOME** (continued):**g. Taxes on income included in the income statements:**

1) As follows:

	2006	2005	2004
	NIS in thousands		
For the reported year:			
Current	22,457	13,662	13,248
Deferred, see f. above:			
In respect of changes to tax rates, see d. above		(4,166)	(5,824)
In respect of the reporting period	(5,755)	(3,505)	(4,272)
	16,702	5,991	3,152

Current taxes in 2006 were computed at an average tax rate of 31%, 2005 - 34% and 2004- 35%, see (2) below.

2) Following is a reconciliation of the theoretical tax expense, assuming all income is taxed at the regular rate applicable to companies in Israel, as stated in d. above, and the actual tax expense:

	2006		2005		2004	
	%	NIS in thousands	%	NIS in thousands	%	NIS in thousands
Income before taxes on income, as reported in the statements of income	100.0	56,695	100.0	35,292	100.0	40,812
Theoretical tax on the above amount	31.0	17,575	34.0	11,999	35.0	14,284
Decrease in taxes resulting from computation of deferred taxes at a rate which is different from the theoretical rate	(2.1)	(1,196)	(0.9)	(324)	(4.3)	(1,762)
Decrease in taxes resulting from adjustment to deferred tax balances due to changes in tax rates, see d. above			(11.8)	(4,166)	(14.3)	(5,824)
Tax deduction in respect of options exercised by employees according to Section 102 of the Israeli Income Tax Ordinance (2006 and 2005 - see note 1j(7))					(10.3)	(4,221)
Other - net	0.6	323	(4.3)	(1,518)	1.6	675
Taxes on income for the reported year	29.5	16,702	17.0	5,991	7.7	3,152

**h. Tax assessments**

The Company and most of its subsidiaries have received final tax assessments through the year ended December 31, 2000.



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At the end of 2006 assessments discussions for the years 2002- 2004 for the Company and most of its subsidiaries have begun with the tax authority. It is the managements opinion, at this stage based, on the course of the discussion, which were held so far, it does not seem that the assessments will have material effect on the financial reports.

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 8 LINKAGE TERMS OF MONETARY BALANCES:****a. As follows:**

	December 31, 2006			December 31, 2005		
	In, or linked to, foreign currency (mainly dollar)	Linked to the Israeli CPI NIS in thousands	Unlinked	In, or linked to, foreign currency (mainly dollar)	Linked to the Israeli CPI NIS in thousands	Unlinked
	NIS in thousands			NIS in thousands		
Assets:						
Current assets:	8,573		5,048			
Cash and cash equivalents				5,740		2,578
Marketable securities						11,416
Receivables	59,849	244	243,049	55,307	167	189,912
Investments in associated companies - long-term loans and capital notes	6,337		63,704	9,206		63,125
	74,759	244	311,801	70,253	167	267,031
Liabilities:						
Current liabilities:						
Short-term credit from banks			203,003			93,171
Accounts payables and accruals	8,422		191,551	11,062	868	214,082
Long-term liabilities (including current maturities):						
Long -term loans			38,723			
Notes		226,364			234,638	
Other liability			32,770			32,770
	8,422	226,364	466,047	11,062	235,506	340,023

As to exposures relating to fluctuations in foreign currency exchange rates and the use of derivatives for hedging purposes see note 12a.

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 8 LINKAGE TERMS OF MONETARY BALANCES** (continued):**b. Data regarding the exchange rate and the Israeli CPI:**

	<b>Exchange rate of one dollar</b>	<b>CPI*</b>
	<b>NIS</b>	<b>Points</b>
<b>At end of year:</b>		
2006	4.225	184.9
2005	4.603	185.0
2004	4.308	180.7
<b>Change in the year:</b>		
2006	(8.2)	-
2005	6.8	2.4
2004	(1.6)	1.2

\* Based on the index for the month ending on each balance sheet date, on the basis of 1993 average = 100.

**NOTE 9 COMMITMENTS, CONTINGENT LIABILITIES AND LIABILITIES SECURED BY PLEDGES:****a. In respect of investment grants**

Under the Law for the Encouragement of Capital Investments, 1959, certain subsidiaries and an associated company have received investment grants from the State of Israel. In the event of failure to comply with the terms attached to the receipt of the grants, the companies may be required to refund the amount of the grants, in whole or in part, with linkage differences and interest from the date of receipt thereof.

The abovementioned subsidiaries have registered floating charges on all their assets in favor of the State of Israel in order to secure compliance with the terms of the investment grants received. In respect of the grant received by the associated company, the Company has provided a guarantee, with another associated company, for the repayment of the grant. As of December 31, 2005, the grant was repaid in full, as agreed with the Investment Center.

- b.** The Company has provided guarantees of NIS 2,113,000 in favor of an associated company, in connection with the latter's participation in a tender. If the associated company does not win the tender, the guarantee will become null and void.
- c.** Subsidiaries provided guarantees to various entities, in connection with tenders, in the aggregate amount of approximately NIS 1,917,000.

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 9 COMMITMENTS, CONTINGENT LIABILITIES AND LIABILITIES SECURED BY PLEDGES** (continued):

- d.** On May 7, 2001, the Company's board of directors resolved to carry out a plan, which was approved by the shareholders meeting, to remunerate the Company's former chairman of the board of directors. According to the plan, remuneration will be granted, equal to the increase in the value of 50,000 shares of the Company in the period from May 7, 2001 (share price NIS 194.37, linked to the terms of the plan) to May 7, 2008. The remuneration will be spread over the period commencing two years from the resolution of the board of directors, until the end of seven years from said resolution or until the time of termination of duty in certain conditions, the earlier. Up to December 31 2006, all of the remuneration was exercised.
- e.** In accordance with the Companies Law, 1999, the Company issued new letters of indemnity to its officers in 2004, pursuant to which the Company undertakes to indemnify the officers for any liability or expense, for which indemnification may be paid under the law, that may be incurred by the officers in connection with actions performed by them as part of their duties as officers in the Company, which are directly or indirectly related to the events specified in the addendum to the letters of indemnity, provided that the total amount of indemnification payable to the officers, shall not exceed 25% of the Company's shareholders' equity as per its latest financial statements published prior to the actual indemnification. The liability of officers in connection with the performance of their duties, as above, is partly covered by an insurance policy.
- f.** The Company is preparing for the conversion of its energy-generation plant to using natural gas, instead of fuel oil. The transition is planned for the second half of 2007, subject to the arrival of the gas in Hadera.

In this capacity, the Company signed an agreement in London on July 29, 2005, with the Thetis Sea Group, for the purchase of natural gas. The gas that will be purchased is intended to fulfill the Company's requirements in the coming years, for the operation of the existing energy generation plants using cogeneration at the Hadera plant, when it will be converted for the use of natural gas, instead of the current use of fuel oil. The overall financial scope of the transaction totals \$ 40 million over the term of the agreement (5 years from the initial supply of gas, but no later than July 1, 2011).

In this capacity the Company also contracted with Alstom Power Boiler Service gmbh, a manufacturer of equipment in the energy industry, in an agreement worth approximately 1.74 million, for the purchase of the systems needed for the conversion and assistance with their installation at the plant in Hadera. Up to December 31, the remainder of the agreement was worth approximately 0.6 million.

- g.** In November 2006, the Environmental Protection Ministry announced that, even though the company plant at Hadera has made considerable investments in sewage treatment and environmental protection issues, an investigation may be launched against it to review deviations from certain emission standards into the air. Based on the opinion of its legal advisors, the Company anticipates that the investigation will not materially impact its results of operations.
- h.** In November 2003 an associated company Hogla Kimberly received a claim and a petition for the approval of a class action against the Company. According to the petition the Company has reduced the number of units of diapers in a package of its Huggies Freedom brand. The plaintiffs estimate the scope of the class action to be NIS 18 million. A court hearing took place in this petition, but a decision was not given.

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 9 COMMITMENTS, CONTINGENT LIABILITIES AND LIABILITIES SECURED BY PLEDGES** (continued):

In August, 2006 a request for a class action claim was filed against an associated company Hogla-Kimberly Ltd. in the amount of NIS 47 million for reducing the number of diapers in the Titulim Premium brand Packages.

In December, 2006 a request for a class action claim was filed against an associated company Hogla-Kimberly Ltd in the amount of NIS 43 million for reducing the quantity of papers in the toilet paper Kleeneks premium Packages.

In January, 2007 a request for a class action claim was filed against the Company in the amount of NIS 28 million for reducing the number of Wet Wipes in the Titulim premium wet wipes Packages.

In regards to the class action claims mentioned above, based on the associated company's legal counsels' opinion, at this stage, the company is unable to estimate the result of these class action claims but, Hogla-Kimberly has good defense prospects and therefore Hogla Kimberly did not include in its financial statements any provisions for these claims.

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 10 SUPPLEMENTARY FINANCIAL STATEMENT INFORMATION:****Balance sheets:**

	Weighted average interest rate at December 31, 2006	December 31	
		2006	2005
NIS in thousands			
<b>a. Receivables:</b>			
1) Trade:			
Open accounts		152,944	136,792
Checks collectible		15,106	13,617
		<u>168,050</u>	<u>150,409</u>
The item is:			
Net of allowance for doubtful		16,791	16,914
		<u>36,967</u>	<u>31,504</u>
Includes associated companies		36,967	31,504
2) Other:			
Employees and employee institutions		2,451	3,155
Associated companies - current debt		72,467	84,096
Prepaid expenses		3,732	4,041
Advances to suppliers		2,617	3,235
Deferred income taxes, see note 7f		7,856	7,106
Proceeds from sale of land in (see note 10i)		51,936	
Sundry		5,625	4,491
		<u>146,684</u>	<u>106,124</u>
<b>b. Inventories:</b>			
For industrial activities:			
Finished goods		16,998	16,578
Raw materials and supplies		7,884	9,356
		<u>24,882</u>	<u>25,934</u>
For commercial activities - purchased products		14,348	15,683
		<u>39,230</u>	<u>41,617</u>
Maintenance and spare parts *		22,879	22,382
		<u>62,109</u>	<u>63,999</u>

\*Including inventories for the use of associated companies.

**Weighted  
average  
interest rate**

**December 31**

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**c. Credit from banks:**

Unlinked	5.7%	203,003	93,171
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**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 10 SUPPLEMENTARY FINANCIAL STATEMENT INFORMATION (continued):**

**d. Accounts payable and accruals other:**

		<b>December 31</b>	
		<b>2006</b>	<b>2005</b>
		<b>NIS in thousands</b>	
1)	Trade:		
	Open accounts	91,932	84,727
	Checks payable	4,341	5,785
		96,273	90,512
	2) Other:		
	Payroll and related expenses	42,553	44,587
	Institutions in respect of employees	15,775	11,855
	Income tax authority	19,824	15,655
	Customs and value added tax authorities	8,814	142
	Accrued interest	2,104	1,209
	Accrued expenses	14,100	9,201
	Sundry	529	2,758
		103,699	85,407

**Statements of income:**

		<b>2006</b>	<b>2005</b>	<b>2004</b>
		<b>NIS in thousands</b>		
<b>e.</b>	<b>Sales - net (1):</b>			
	Industrial operations (2)	404,030	364,539	363,489
	Commercial operations	126,079	117,922	119,365
		530,109	482,461	482,854
	(1) Including sales to associated companies	149,173	115,262	121,987
	(2) Including sales to export	47,886	43,356	42,232
<b>f.</b>	<b>Cost of sales:</b>			
	Industrial operations:			
	Materials consumed	85,617	80,740	83,533
	Payroll and related expenses	104,880	96,370	92,566
	Depreciation	27,886	27,396	24,537
	Other manufacturing costs	106,387	94,517	81,893
	Decrease (increase) in inventory of			



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finished goods	(420)	(4,894)	3,135
	<u>324,350</u>	<u>294,129</u>	<u>285,664</u>
Commercial operations - cost of products sold	94,375	89,050	90,240
	<u>418,725</u>	<u>383,179</u>	<u>375,904</u>
Including purchases from associated companies	39,900	37,747	26,646
	<u>39,900</u>	<u>37,747</u>	<u>26,646</u>

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**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 10 SUPPLEMENTARY FINANCIAL STATEMENT INFORMATION (continued):**

	<u>2006</u>	<u>2005</u>	<u>2004</u>
	<u>NIS in thousands</u>		
<b>g. Selling, marketing, administrative and general expenses:</b>			
Selling and marketing:			
Payroll and related expenses	13,954	13,641	14,311
Packaging, transport and shipping	9,243	7,866	6,458
Commissions	2,121	2,699	2,467
Depreciation	1,331	1,145	1,159
Other	4,717	5,131	6,200
	<u>31,366</u>	<u>30,482</u>	<u>30,595</u>
Administrative and general:			
Payroll and related expenses	43,407	39,727	36,649
Office supplies, rent and maintenance	1,593	1,241	1,521
Professional fees	1,167	991	1,029
Depreciation	3,128	2,903	2,776
Doubtful accounts and bad debts	(122)	840	3,102
Other	7,022	*4,201	*1,227
	<u>56,195</u>	<u>49,903</u>	<u>46,304</u>
Less - rent and participation from associated companies	26,678	24,441	24,387
	<u>29,517</u>	<u>25,462</u>	<u>21,917</u>
<b>h. Financial expenses - net*:</b>			
<b>Expenses:</b>			
In respect of long-term loans	1,196		26
In respect of notes - including amortization of deferred charges and net of related hedges	17,013	16,516	15,188
In respect of increase in value of operating monetary balance-net	4,771		
In respect of short-term balances	11,590	3,559	6,547
	<u>34,570</u>	<u>20,075</u>	<u>21,761</u>
<b>Income:</b>			
In respect of long-term loans	579	*385	*314
In respect of increase in value of operating monetary balances		3,294	1,901
In respect of short-term balances	2,880	*3,906	*6,428
	<u>3,459</u>	<u>7,585</u>	<u>8,643</u>

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	<u>2006</u>	<u>2005</u>	<u>2004</u>
	(31,111)	(12,490)	(13,118)
** Including financial income (expenses) in respect of loans to associated companies	2,280	*3,401	721
* Reclassified			

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**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 10 SUPPLEMENTARY FINANCIAL STATEMENT INFORMATION** (continued):**i. Other income**

	<u>2006</u>	<u>2005</u>	<u>2004</u>
<u>NIS in thousands</u>			
Proceeds from sale of land	*40,641	874	
Capital gain from sale of fixed assets	317		(508)
Gains (losses) from sale of the operation in Switzerland	(3,653)	3,570	
	<u>37,305</u>	<u>4,444</u>	<u>(508)</u>

\*On December 31, 2006, the Company sold a land estate. As a result of this sale, the Company recorded a capital gain in the amount of approximately NIS 28.5 million, net of tax, betterment levy, and expenses related to the sale. The proceeds of the sale, in the amount of NIS 43 million, were deposited on December 31, 2006 with a trustee in order to secure the liabilities of the Company. At the beginning of January 2007, the balance in the amount of approximately NIS 30 million was received, and in during the course of February this balance was transferred from the trustee to the Company.

**NOTE 11 NET INCOME PER SHARE**

Following are data relating to the net income and the number of shares (including adjustments to such data) used for the purpose of computing the basic and fully diluted net income per ordinary share. (The data for the years 2005 and 2004 are after retroactive application of the provisions of Accounting Standard No. 21 of the IASB, see note 1r):

	<u>Net income</u> <u>Year ended December 31</u>		
	<u>2006</u>	<u>2005</u>	<u>2004</u>
<u>NIS in thousands</u>			
Net income for the period, as reported in the income statements, used in computation of basic net income per share	13,330	45,715	62,732
Total net income for the purpose of computing diluted income per share	<u>13,330</u>	<u>45,715</u>	<u>62,732</u>
	<u>Number of shares</u> <u>Year ended December 31</u>		
	<u>2006</u>	<u>2005</u>	<u>2004</u>
Weighted average number of shares used for computing the basic income per share			
Adjustment in respect of incremental shares arising from exercise of warrants	4,025,181	3,999,867	3,978,936
	33,429	28,240	82,735

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	<b>Net income</b>		
	<b>Year ended December 31</b>		
Weighted average number of shares used for computing the diluted income per share	4,058,610	4,028,107	4,061,671

The number of shares used in the computation of net income per share reflects the weighted average number of shares issued during the year.

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 12 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT:****a. Derivative financial instruments**

The Company has limited involvement with derivative financial instruments. The Company uses these instruments as hedges. The Company utilizes derivatives, mainly forward exchange contracts, to protect its expected cash flows in respect of existing assets and liabilities denominated in currencies other than the functional currency of the Company or that are linked to the CPI. As the counter-parties to these derivatives are Israeli banks, the Company considers the inherent credit risks remote.

In December 2005, the Company entered into forward transactions for a period of one year, in order to hedge an amount of NIS 230 million against increases in the CPI, following the termination of the 2004 transaction that was finalized.

In December 2006, the Company entered into forward transactions for a period of one year, in order to hedge an amount of NIS 100 million against increases in the CPI, following the termination of the aforementioned transaction.

In January 2007, the Company entered into forward transactions for a period of one year, in order to hedge an amount of NIS 120 million against increases in the CPI, following the termination of the aforementioned transaction.

**b. Credit risks**

The Company and its subsidiaries' cash and cash equivalents as of December 31, 2006 and 2005 are deposited mainly with major banks. The Company and its subsidiaries consider the credit risks in respect of these balances to be remote.

Most of these companies' sales are made in Israel, to a large number of customers. The exposure to credit risks relating to trade receivables is limited due to the relatively large number of customers. The Group performs ongoing credit evaluations of its customers to determine the required amount of allowance for doubtful accounts. An appropriate allowance for doubtful accounts is included in the financial statements.

**c. Exchange rate risks**

Approximately half of the Company's sales are nominated in US dollars, while a substantial part of its expenditures and its liabilities are in NIS, and as a result, the Company has an exposure to the changes in the rate of exchange of the NIS against the US dollar. This exposure includes an economic exposure (resulting from the excess of receipts over payments, in foreign currency on linked to it) and reporting exposure (relating to the excess of dollar linked assets over liabilities).

The Company has trade receivables balances linked to the US dollar - see note 8(a).

**d. Fair value of financial instruments**

The following table specifies the carrying amount and fair value of financial instrument groups that are not presented in the financial statements at their value:

	<b>Carrying Amount</b>	<b>Fair Value</b>
	<b>December 31, 2006 NIS in thousands</b>	
<b>Financial assets</b>		
Long term loans and capital note	63,704	62,005
<b>Financial Liabilities</b>		
Notes - series 1*	20,522	20,183
Notes - series 2*	206,627	211,284

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	<b>Carrying Amount</b>	<b>Fair Value</b>
Other liability*	32,770	31,210
	259,919	262,677

\* The above carrying amounts are based on the computation of the present value of cash flows at interest rates applicable to similar characterized loans (in 2006 5%).

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 13 INTERESTED PARTIES TRANSACTIONS AND BALANCES:****a. Transactions:**

## 1) Income (expenses):

	2006	2005	2004
	NIS in thousands		
Sales	47,803	46,396	45,278
Costs and expenses	(20,175)	(13,997)	(9,247)
Financial expenses	(2,191)	(1,731)	(1,688)

The amounts presented above represent transactions that the Company carried out in the ordinary course of business with interested parties (companies which are held by the Company's principal shareholder), at terms and prices similar to those applicable to non-affiliated customers and suppliers.

## 2) Benefits to interested parties:

	2006	2005	2004
Payroll to interested parties employed by the Company - NIS in thousands	*8,094	*5,181	*3,300
Number of people to whom the benefits relate	2	2	2
Remuneration of directors who are not employed by the Company - NIS in thousands	504	485	528
Number of people to whom the benefits relate	11	12	13

\* In 2006 includes the payroll of CEO and of the former Chairman of the Board of Directors and, in addition a payment to the former chairman of the Board of directors as a result of exercise of a bonus according to a remuneration plan. In 2005 including the CEO and the former Chairman of the Board of Directors. 2005 includes a special bonus to the Chairman of the Board of Directors, in a sum of NIS 800,000, subject to the general meeting's approval. In 2004 a CEO was in position only part of the year.

3) At December 31, 2006, an interested party employed by the Company (the CEO) held 1,975 options under the 2001 plan for senior employees in the group (see note 6b(1)).

4) As to the plan for the remuneration of the Company's former chairman of the Board of Directors see note 9e.

**b. Balances with interested parties:**

December 31



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	<u>2006</u>	<u>2005</u>
Accounts receivable - commercial operations*	18,825	12,225
Accounts payables and accruals	4,930	4,401
Notes	38,871	30,697

\*There were no significant changes in the balance during the year.

**NOTE 14 SEGMENT INFORMTION:**

**a.** Activities of the Company and its subsidiaries:

- 1) Manufacturing and marketing of packaging paper, including collection and recycling of paper waste. The manufacturing of paper relies mainly on paper waste as raw material.
- 2) Marketing of office supplies and paper, mainly to institutions.  
Most of the sales are on the local (Israeli) market and most of the assets are located in Israel.

**AMERICAN ISRAELI PAPER MILLS LIMITED**  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

**NOTE 14 SEGMENT INFORMATION** (continued):**b. Business segment data:**

	Paper and recycling			Marketing of office supplies			T o t a l		
	2006	2005	2004	2006	2005	2004	2006	2005	2004
NIS in thousands									
Sales - net(1)	408,045	368,884	367,391	122,064	113,577	115,463	530,109	482,461	482,854
Income (loss) from ordinary operations	50,359	44,218	59,004	142	(880)	(4,566)	50,501	43,338	54,438
Financial expenses, net							31,111	12,490	13,118
Other income							37,305	4,444	(508)
Income before taxes on income							56,695	35,292	40,812
Taxes on income							16,702	5,991	3,152
Income from operations of the Company and its subsidiaries							39,993	29,301	37,660
Share in profits of associated companies - net							(26,663)	16,414	25,072
Net income							13,330	45,715	62,732
Segment assets (at end of year)	574,319	536,965	494,194	56,663	57,377	56,707	630,982	594,342	550,901
Unallocated corporate assets (at end of year) (2)							542,305	561,416	610,975
Consolidated total assets (at end of year)							1,173,287	1,155,758	1,161,876
Segment liabilities (at end of year)	69,923	57,754	58,782	26,350	32,758	28,774	96,273	90,512	87,556
Unallocated corporate liabilities (at end of year)							646,172	541,862	499,007
Consolidated total liabilities (at end of year)							742,445	632,374	586,563
Depreciation and amortization	30,137	29,795	26,671	1,820	1,809	1,962	31,957	31,604	28,633

(1) Represents sales to external customers.

(2) Including investments in associated companies.



**Details of Subsidiaries and Associated Companies At  
December 31, 2006**

	<b>Percentage of direct and indirect holding in shares conferring equity and voting rights</b>
	<b>%</b>
<b>Main subsidiaries:</b>	
Amnir Recycling Industries Limited	100.00
Graffiti Office Supplies and Paper Marketing Ltd.	100.00
Attar Marketing Office Supplies Ltd.	100.00
American Israeli Paper Mills Paper Industry (1995) Ltd.	100.00
<b>Main associated companies:</b>	
Hogla-Kimberly Ltd.	49.90
Subsidiaries of Hogla-Kimberly Ltd.:	
Hogla-Kimberly Marketing Limited	49.90
Molett Marketing Limited	49.90
Shikma For Personal Comfort Ltd.	49.90
Turketim Mallari Sanayi ve Ticaret A.S (KCTR)	49.90
Mondy Business Paper Hadera Ltd.	49.90
Subsidiary of Mondy Business Paper Hadera Ltd.:	
Mondy Business Paper Hadera Marketing Ltd.	49.90
Carmel Container Systems Limited	26.25
Frenkel C.D. Limited**	35.16
Barthelemi Holdings Ltd.	35.98
T.M.M. Integrated Recycling Industries Ltd.***	43.08

\* Not including dormant companies.

\*\* Frenkel C.D. Limited is partly held through Carmel Container Systems Limited (an associated company); the holding in voting shares of C.D. Packaging Systems Limited is 27.85%.

\*\*\* At the beginning of 2007 all the holding at T.M.M and Barthelmi were sold, from this date were desisted this companies as mentioned above to be an associated companies.

**MONDI BUSINESS PAPER HADERA LTD.**

**FINANCIAL STATEMENTS**

**AS OF DECEMBER 31, 2006**

**MONDI BUSINESS PAPER HADERA LTD.**

**FINANCIAL STATEMENTS  
AS OF DECEMBER 31, 2006**

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**MONDI BUSINESS PAPER HADERA LTD.**  
**BALANCE SHEETS**  
**(Reported Amounts)**  
**(NIS in thousands)**

	Note	Consolidated		Company	
		As of December 31,		As of December 31,	
		2006	2005	2006	2005
<b>Current Assets</b>					
Cash and cash equivalents		15	-	-	-
Trade receivables	3	173,174	160,875	-	-
American Israeli Paper Mills Group, net		-	-	243,559	231,715
Other receivables	4	6,610	10,872	7,850	14,813
Inventories	5	112,043	116,859	74,854	90,454
		291,842	288,606	326,263	336,982
<b>Long-Term Investments</b>					
Investments in Subsidiaries	6	-	-	1,429	2,595
<b>Fixed Assets</b>					
Cost	7	211,243	202,469	206,805	197,880
Less - accumulated depreciation		53,882	43,132	50,303	39,796
		157,361	159,337	156,502	158,084
<b>Long -Term Assets</b>					
Goodwill	6B	3,177	3,177	-	-
		3,177	3,177	-	-
		452,380	451,120	484,194	497,661
<b>Current Liabilities</b>					
Short term bank credit		96,740	85,887	96,740	85,871
Current maturities of long-term bank loans	10	15,243	16,242	15,243	16,242
Capital notes to shareholders	11	6,337	18,412	6,337	18,412
Trade payables	8	108,007	102,984	72,458	75,367
American Israeli Paper Mills Group, net		62,807	69,854	-	-
Subsidiaries		-	-	133,834	148,844
Other payables and accrued expenses	9	20,884	20,202	17,220	15,386
		310,018	313,581	341,832	360,122
<b>Long-Term Liabilities</b>					
Long-term bank loans	10	33,869	21,807	33,869	21,807
Capital notes to shareholders	11	6,338	-	6,338	-
Deferred taxes	20	14,047	19,900	14,047	19,900
Accrued severance pay, net	12	46	51	46	51



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		Consolidated		Company	
		54,300	41,758	54,300	41,758
<b>Commitments and Contingent Liabilities</b>	13				
<b>Shareholders' Equity</b>					
Share capital	14	1	1	1	1
Premium		43,352	43,352	43,352	43,352
Retained earnings		44,709	52,428	44,709	52,428
		88,062	95,781	88,062	95,781
		452,380	451,120	484,194	497,661

/s/ D. Muhlgay

/s/ A. Solel

/s/ A. Brener

**D. Muhlgay**  
Financial Director

**A. Solel**  
Managing Director

**A. Brener**  
Vice-Chairman of the Board of Directors

Approval date of the financial statements: February 6, 2007.

The accompanying notes are an integral part of the financial statements.

**MONDI BUSINESS PAPER HADERA LTD.**  
**STATEMENTS OF OPERATIONS**  
(Reported amounts)  
(NIS in thousands)

	Note	Consolidated			Company		
		Year ended December 31,			Year ended December 31,		
		2006	2005	2004	2006	2005	2004
Net sales	15	711,545	663,338	686,094	534,214	462,177	482,698
Cost of sales	16	659,845	609,752	605,738	501,080	420,558	416,504
<b>Gross profit</b>		51,700	53,586	80,356	33,134	41,619	66,194
Selling expenses	17	44,506	45,268	46,135	27,852	35,924	34,606
General and administrative expenses	18	9,245	7,301	7,803	6,788	6,702	6,442
<b>Operating profit (loss)</b>		(2,051)	1,017	26,418	(1,506)	(1,007)	25,146
Financing expenses, net	19	(6,854)	(12,868)	(8,438)	(6,540)	(11,533)	(7,643)
Other income, net		37	65	100	-	-	47
<b>Income (loss) before income taxes</b>		(8,868)	(11,786)	18,080	(8,046)	(12,540)	17,550
tax benefits (Income taxes)	20	1,149	8,380	(818)	1,493	8,470	(359)
<b>Income (loss) after income taxes (tax benefits)</b>		(7,719)	(3,406)	17,262	(6,553)	(4,070)	17,191
Equity in net earnings (losses) of Subsidiaries		-	-	-	(1,166)	664	71
<b>Net income (loss) for the year</b>		(7,719)	(3,406)	17,262	(7,719)	(3,406)	17,262

The accompanying notes are an integral part of the financial statements.

## MONDI BUSINESS PAPER HADERA LTD.

**STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY**  
 (Reported amounts)  
 (NIS in thousands)

	<u>Share capital</u>	<u>Premium</u>	<u>Retained earnings</u>	<u>Total</u>
<b>Balance - January 1, 2004</b>	1	43,352	38,572	81,925
<b>Changes during 2004:</b>				
Net income for the year	-	-	17,262	17,262
<b>Balance - December 31, 2004</b>	1	43,352	55,834	99,187
<b>Changes during 2005:</b>				
Loss for the year	-	-	(3,406)	(3,406)
<b>Balance - December 31, 2005</b>	1	43,352	52,428	95,781
<b>Changes during 2006:</b>				
Loss for the year	-	-	(7,719)	(7,719)
<b>Balance - December 31, 2006</b>	1	43,352	44,709	88,062

The accompanying notes are an integral part of the financial statements.

**MONDI BUSINESS PAPER HADERA LTD.**  
**STATEMENTS OF CASH FLOWS**  
(Reported amounts)  
(NIS in thousands)

	Consolidated			Company		
	Year ended December 31,			Year ended December 31,		
	2006	2005	2004	2006	2005	2004
<b><u>Cash flows - operating activities</u></b>						
Net income (loss) for the year	(7,719)	(3,406)	17,262	(7,719)	(3,406)	17,262
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities (Appendix A)	(2,667)	(29,625)	20,295	(2,698)	(28,359)	30,855
<b>Net cash provided by (used in) operating activities</b>	<b>(10,386)</b>	<b>(33,031)</b>	<b>37,557</b>	<b>(10,417)</b>	<b>(31,765)</b>	<b>48,117</b>
<b><u>Cash flows - investing activities</u></b>						
Acquisition of fixed assets	(8,414)	(51,323)	(16,235)	(8,414)	(51,323)	(16,235)
Proceeds from sale of fixed assets	189	248	197	189	184	93
<b>Net cash used in investing activities</b>	<b>(8,225)</b>	<b>(51,075)</b>	<b>(16,038)</b>	<b>(8,225)</b>	<b>(51,139)</b>	<b>(16,142)</b>
<b><u>Cash flows - financing activities</u></b>						
Short-term bank credit, net	10,853	87,004	-	10,869	86,990	-
Repayment of long-term bank loans	(16,002)	(13,702)	(15,265)	(16,002)	(13,702)	(15,265)
Proceeds of long-term bank loans	28,000	-	-	28,000	-	-
Repayment of long-term capital notes to shareholders	(4,225)	-	(27,128)	(4,225)	-	(27,128)
<b>Net cash provided by (used in) financing activities</b>	<b>18,626</b>	<b>73,302</b>	<b>(42,393)</b>	<b>18,642</b>	<b>73,288</b>	<b>(42,393)</b>
<b><u>Increase (decrease) in cash and cash equivalents</u></b>	<b>15</b>	<b>(10,804)</b>	<b>(20,874)</b>	<b>-</b>	<b>(9,616)</b>	<b>(10,418)</b>
<b><u>Cash and cash equivalents - beginning of year</u></b>	<b>-</b>	<b>10,804</b>	<b>31,678</b>	<b>-</b>	<b>9,616</b>	<b>20,034</b>
<b><u>Cash and cash equivalents - end of year</u></b>	<b>15</b>	<b>-</b>	<b>10,804</b>	<b>-</b>	<b>-</b>	<b>9,616</b>

The accompanying notes are an integral part of the financial statements.

**MONDI BUSINESS PAPER HADERA LTD.**  
**APPENDICES TO STATEMENTS OF CASH FLOWS**  
**(Reported amounts)**  
**(NIS in thousands)**

	Consolidated			Company		
	Year ended December 31,			Year ended December 31,		
	2006	2005	2004	2006	2005	2004
<b>A. <u>Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities</u></b>						
<b>Income and expenses items not involving cash flows:</b>						
Equity in net losses (earnings) of Subsidiaries	-	-	-	1,166	(664)	(71)
Depreciation and amortization	10,907	10,722	9,118	10,513	9,617	7,885
Deferred taxes, net	(1,330)	(8,470)	823	(1,501)	(8,470)	359
Decrease in liability for severance pay, net	(5)	(36)	(58)	(5)	(36)	(58)
Capital gain from sale of fixed assets	(37)	(65)	(100)	(37)	-	(47)
Effect of exchange rate and linkage differences of long-term bank loans and long-term loan to Subsidiary	(935)	(738)	(195)	(935)	(739)	(195)
Effect of exchange rate differences of long-term capital notes to shareholders	(1,512)	1,179	571	(1,512)	1,179	571
<b>Changes in assets and liabilities:</b>						
Increase in trade receivables	(12,299)	(3,060)	(10,067)	-	-	-
Decrease (increase) in other receivables	(261)	(345)	(932)	2,611	(3,165)	574
Decrease (increase) in inventories	4,816	(26,468)	(1,160)	15,600	(30,153)	2,349
Increase (decrease) in trade payables	4,354	(4,235)	(220)	(3,578)	8,907	9,721
Increase (decrease) in American Israeli Paper Mills Group, net	(7,047)	4,821	16,247	(11,844)	49,685	(39,448)
Increase (decrease) in Subsidiaries	-	-	-	(15,010)	(53,426)	48,966
Increase (decrease) in other payables and accrued expenses	682	(2,930)	6,268	(1,834)	(1,094)	249
	<u>(2,667)</u>	<u>(29,625)</u>	<u>20,295</u>	<u>(2,698)</u>	<u>(28,359)</u>	<u>30,855</u>
<b>B. <u>Non-cash activities</u></b>						
Acquisition of fixed assets on credit	669	3,342	784	669	3,342	784

**The accompanying notes are an integral part of the financial statements.**

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**MONDI BUSINESS PAPER HADERA LTD.  
NOTES TO FINANCIAL STATEMENTS**

**NOTE 1 DESCRIPTION OF BUSINESS AND GENERAL**

**A. Description of Business**

Mondi Business Paper Hadera Ltd. ( the Company ) was incorporated and commenced operations on January 1, 2000. The Company and its Subsidiaries are engaged in the production and marketing of paper, mainly in Israel.

The Company is presently owned by Neusiedler Holdings BV. ( NHBV or the Parent Company ) (50.1%) and American-Israeli Paper Mills Ltd. ( AIPM ) (49.9%).

The financial statements are prepared in accordance with the Israeli Securities Regulations (Preparation of Annual Financial Statements), 1993.

**B. Definitions:**

<b>The Company</b>	Mondi Business Paper Hadera Ltd.
<b>The Group</b>	the Company and its Subsidiaries, a list of which is presented in Note 6C.
<b>Subsidiaries</b>	companies in which the Company exercises over 50% ownership and control, directly or indirectly, and whose financial statements are fully consolidated with those of the Company.
<b>Related Parties</b>	as defined by Opinion No. 29 of the Institute of Certified Public Accountants in Israel.
<b>Interested Parties</b>	as defined in the Israeli Securities Regulations (Presentation of Financial Statements), 1993.
<b>Controlling Shareholder</b>	as defined in the Israeli Securities Regulations (Presentation of Transactions between a Corporation and its Controlling Shareholder in the Financial Statements), 1996.
<b>NIS</b>	New Israeli Shekel.
<b>CPI</b>	the Israeli consumer price index.
<b>Dollar</b>	the U.S. dollar.
<b>Euro</b>	the United European currency.
<b>Reported Amount</b>	see Note 2A(1) below.

**MONDI BUSINESS PAPER HADERA LTD.  
NOTES TO FINANCIAL STATEMENTS**

**NOTE 1 DESCRIPTION OF BUSINESS AND GENERAL (cont.)**

**C. Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

**NOTE 2 SIGNIFICANT ACCOUNTING POLICIES**

The following are the principal accounting policies applied in the preparation of the financial statements in a manner consistent with previous years with the exception of the application of the provisions of Standard No. 20 (Revised) Accounting Treatment for Goodwill and Other Intangibles upon the Acquisition of an Investee

**A. Cessation of Financial Statement Adjustment and Change to Reporting in Reported Amounts Standard No. 12**

**(1) Definitions**

**Adjusted Amount** historical nominal amount adjusted for changes in the exchange rate of the U.S. dollar as of December 31, 2003, in accordance with Opinion No. 36 of the Institute of Certified Public Accountants in Israel.

**Reported Amount** Adjusted Amount plus amounts in nominal terms added subsequent to December 31, 2003, and less amounts subtracted after that date.

**(2) General**

In January 2004, Israeli Accounting Standard No. 12 *Cessation of Financial Statements Adjustment* came into effect. Following the initial implementation of Standard No. 12, commencing January 1, 2004, the Group ceased the presentation of its financial statements based on nominal historical cost adjusted for the changes in the exchange rate of the U.S. dollar in relation to the NIS. Effective with the interim financial statements as of March 31, 2004 and for the reporting periods thereafter, including the years ended December 31, 2004 and 2005, the Group's financial statements are prepared and presented in Reported Amounts.

Comparative figures included in these financial statements relating to the year ended December 31, 2003, are presented in Adjusted Amounts.

The amounts at which non-monetary items are presented in these financial statements do not necessarily represent their realization value or economic value, but solely their Reported Amount.

The Company's condensed financial statements in nominal values, on the basis of which the Company's financial statements in Reported amounts and Adjusted Amounts were prepared, are presented in Note 24.



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MONDI BUSINESS PAPER HADERA LTD.  
NOTES TO FINANCIAL STATEMENTS

**NOTE 2**    **SIGNIFICANT ACCOUNTING POLICIES (cont.)**

A.    **Cessation of Financial Statement Adjustment and Change to Reporting in Reported Amounts Standard No. 12 (cont.)**

(3)    **Principles of Adjustment applicable for financial statements in reporting amounts**

a.    **Balance Sheet Items**

Non-monetary items (items whose balances reflect historical value at acquisition or upon establishment) are presented at their Adjusted Amounts as of December 31, 2003 plus additions and dispositions occurring subsequent to such date. Additions made subsequent to December 31, 2003 and dispositions of items added subsequent to such date, are presented at their historical nominal value. Dispositions of items added on or prior to December 31, 2003 are presented at their Adjusted Amount.

Monetary items (items whose balance sheet amount reflects their current value or realization value at the balance sheet date) are presented at their nominal value as of the balance sheet date.

Investments in Subsidiaries are presented based on the financial statements of these companies prepared in accordance with the guidance of Standard No. 12.

b.    **Statement of Operations Items**

Income and expenses reflecting transactions, and financial income and expenses, are presented at their nominal value.

Income and expenses deriving from non-monetary items (mainly depreciation, amortization and changes in inventory) were presented in a manner corresponding to the presentation of the related non-monetary balance sheet item, as illustrated above.

The Company's share in the results of Subsidiaries is determined based on the financial statements of these companies prepared in accordance with the guidance of Standard No. 12.

**MONDI BUSINESS PAPER HADERA LTD.  
NOTES TO FINANCIAL STATEMENTS**

**NOTE 2    SIGNIFICANT ACCOUNTING POLICIES (cont.)****B.    Principles of Consolidation**

The consolidated financial statements include consolidation of the financial statements of all Subsidiaries. Material inter-company balances and transactions of and between Subsidiaries have been fully eliminated. The unallocated excess cost due to investment in an investee deriving from the difference between the fair value of the investee's identifiable assets (including intangible assets) over the fair value of its identifiable liabilities (after deferred taxes) at the acquisition date is goodwill, which has been depreciated by December 31, 2005 over about 4 years.

See note H below for the accounting for goodwill as of January 1, 2006.

**C.    Cash and Cash Equivalents**

Cash and cash equivalents include bank deposits, available for immediate withdrawal, as well as unrestricted short-term deposits with maturities of less than three months from the date of deposit.

**D.    Allowance for Doubtful Accounts**

The allowance for doubtful accounts is computed on the specific identification basis for accounts whose collectibility, on management's estimation, is uncertain.

**E.    Inventories**

Inventories are stated at the lower of cost or net realizable value. Cost is determined for raw materials, auxiliary materials and finished products on the basis of weighted moving average cost per unit.

**F.    Investments in Subsidiaries**

Investments in Subsidiaries are presented using the equity method. For amortization of goodwill included in an investment in a Subsidiary, see H below.

**G.    Fixed Assets**

Fixed assets are presented at cost, including interest and other capitalizable costs (capitalizable costs include only incremental direct costs that are identifiable with, and related to, the property and equipment and are incurred prior to its initial operation), less accumulated depreciation and amortization. Depreciation is calculated using the straight-line method at rates considered adequate to depreciate the assets over their estimated useful lives. Amortization of leasehold improvements is computed over the shorter of the term of the lease, including any option period, where the Company intends to exercise such option, or their useful life.

The annual depreciation and amortization rates are:

	<u>%</u>
Leasehold improvements	10
Machinery and equipment	5-20 (mainly 5%)
Motor vehicles	15-20
Office furniture and equipment	7-33

**MONDI BUSINESS PAPER HADERA LTD.  
NOTES TO FINANCIAL STATEMENTS**

**NOTE 2    SIGNIFICANT ACCOUNTING POLICIES (cont.)**

**G.    Fixed Assets (cont.)**

**Impairment of Long-Lived Assets**

Management reviews long-lived assets on a periodic basis, as well as when such a review is required based upon relevant circumstances, to determine whether events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. According to the Israeli Accounting Standards Board's Standard No. 15, *Impairment of Assets*, an asset's recoverable value is the higher of the asset's net selling price and the asset's value in use, the latter being equal to the asset's discounted expected cash flows. If applicable, an impairment charge is recorded at the amount in which the carrying amount of the asset exceeds its recoverable value.

**H.    Other Assets-Goodwill**

As of January 1, 2006 the Company applies Standard No. 20 (revised) Accounting Treatment for Goodwill and Other Intangibles upon the Acquisition of an Investee (in this paragraph- the standard). By December 31, 2005 the Company had systematically amortized its goodwill deriving from the Acquisition of investees using the straight line method over periods of 10 years.

As of January 1, 2006 the Company applies the Standard.

In accordance with the standard, goodwill is the unallocated excess cost due to investment in an investee deriving from the difference between the fair value of the investee's identifiable assets (including intangible assets) over the fair value of its identifiable liabilities (after deferred taxes) at the acquisition date. Goodwill is no longer amortized in a systematic manner, but is examined for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired.

In case of a realization of an investment in a subsidiary the goodwill will be taken into consideration in determining the profit or loss from the realization.

**I.    Deferred Income Taxes**

The Group records deferred income taxes in respect of temporary differences between the carrying values of assets and liabilities in the financial statements and their values for tax purposes, including depreciation differences on leased property and fixed assets. The Group records deferred-tax assets in respect of temporary differences as well as in respect of carry-forward tax losses so long as it is probable that those assets will be realized. The deferred income taxes are computed by the tax rates expected to be in effect at realization, as they are known at the balance sheet date.

The computation of deferred income taxes has not taken into account taxes that would have been applicable in case of future realization of investments in Subsidiaries, since the Group does not contemplate such realization in the foreseeable future.

**J.    Revenue Recognition**

Revenues are recognized upon shipment, when title has been transferred and collectibility is reasonably assured. Revenues are presented net of discounts granted. The accrual for estimated discounts granted is computed according to the provisions stipulated in the agreements, and is recorded when revenues are recognized.

**MONDI BUSINESS PAPER HADERA LTD.  
NOTES TO FINANCIAL STATEMENTS**

**NOTE 2    SIGNIFICANT ACCOUNTING POLICIES (cont.)**

**K.    Supplier Discounts**

Ongoing discounts granted by suppliers, as well as year end discounts, in respect of which no commitments to meet given targets are required by the Group, are included in the financial statements upon the execution of purchases that grant the Group said discounts. Supplier discounts contingent upon the Group's fulfillment of certain targets, such as meeting a minimal annual volume (in quantities or amount), or an increase in purchases over previous periods, are included in the financial statements in proportion to Group's purchases from suppliers during the reported period, which advance the Group towards the stated targets, only if it is expected that those targets will be reached and the discounts can reasonably be estimated. Management's estimate of meeting the targets is based, inter-alia, on historical experience, Group's relationships established with the suppliers and the estimated volume of purchases during the remaining reported period.

**L.    Exchange Rates and Linkage Basis**

- (1) Balances in foreign currency or linked thereto are included in the financial statements based on the representative exchange rates, as published by the Bank of Israel, that were prevailing at the balance sheet date.
- (2) Following are the changes in the representative exchange rate of the U.S. dollar vis-a-vis the NIS and in the Israeli CPI:

<b>As of:</b>	<b>Representative exchange rate of the Dollar (NIS per \$1)</b>	<b>CPI "in respect of" (in points)</b>
December 31, 2006	4.225	184.87
December 31, 2005	4.603	185.05
December 31, 2004	4.308	180.74
<b>Increase (decrease) during the year ended:</b>	<b>%</b>	<b>%</b>
December 31, 2006	(8.2)	-
December 31, 2005	6.8	2.4
December 31, 2004	(1.6)	1.2

- (3) Exchange-rate differences are charged to operations as incurred.

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MONDI BUSINESS PAPER HADERA LTD.  
NOTES TO FINANCIAL STATEMENTS

**NOTE 2**    **SIGNIFICANT ACCOUNTING POLICIES (cont.)**

**M.**    **Recent Accounting Standards**

**Standard No. 23**    *Accounting for Transactions between an Entity and a controlling party*

In December 2006 the Israeli Accounting Standards Board published Accounting Standard No. 23, Accounting for Transactions between an Entity and a controlling party (hereinafter the Standard). The Standard applies to entities subject to the Israeli Securities Law-1968.

The Standard establishes the requirements for accounting for transactions between an entity and its controlling party, which involve asset transfers, assumption of liability, reimbursement or debt concession, and receipt of loans. The Standard does not apply to business combinations between entities under common control.

The Standard stipulates that transactions between an entity and a controlling party will be measured based on fair value; transactions which in nature are owner investments or distributions to owners should be reported directly in equity and not be recognized in the controlled entity's profit and loss; the differences between the consideration in transactions between an entity and a controlling party and their fair value will be recognized directly in equity. Current and deferred taxes pertaining to the items recognized in equity due to transactions with controlling parties will be recognized directly in equity as well.

The Standard is effective for transactions between an entity and a controlling party taking place subsequent to January 1, 2007 and for loans granted from or given to a controlling party prior to the Standard's effective date, starting on the Standard's effective date.

The Company is currently examining this new standard, including the election between the cost and the revaluation methods; however, at this stage, it is unable to estimate the standard's effect, if any, on its financial position, results of operations and cash flows.

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MONDI BUSINESS PAPER HADERA LTD.  
NOTES TO FINANCIAL STATEMENTS

**NOTE 2**    **SIGNIFICANT ACCOUNTING POLICIES (cont.)**

**M.**    **Recent Accounting Standards (cont.)**

**Application of Standard No.26 *Inventory***

In August 2006 the Israeli Accounting Standards Board published Accounting Standard No. 26 - "Inventory" ("the Standard"), which outlines the accounting treatment of inventory.

The standard applies to all types of inventory, other than buildings constructed for sale and addressed by Accounting Standard No.2 ( Construction of Buildings for Sale ), inventory of work in progress stemming from performance contracts, addressed by Accounting Standard No.4 ( Work Based on Performance Contract ), financial instruments and biological assets relating to agricultural activity and agricultural production during harvest.

The standard establishes, among other things, that inventory should be stated at the lower between cost and net realizable value. Cost is determined by the first in, first out (FIFO) method or by average weighted cost used consistently for all types of inventory of similar nature and uses. In certain circumstances the standard requires cost determination by a specific identification of cost, which includes all purchase and production costs, as well as any other costs incurred in reaching the inventory's present stage.

When inventory is acquired on credit incorporating a financing component, the inventory should then be presented at cost equaling purchase cost in cash. The financing component is recognized as a financing expense over the term of the credit period.

Any reduction of inventory to net realizable value following impairment as well as any other inventory loss should be expensed in the current period.

Subsequent elimination of an impairment write-down that stems from an increase in net realizable value will be allocated to operations during the period in which the elimination took place. This standard will apply to financial statements covering periods beginning January 1, 2007 and onwards and be implemented retroactively.

Management believes that the standard will not affect the Company's financial position, results of operations and cash flows.

**MONDI BUSINESS PAPER HADERA LTD.  
NOTES TO FINANCIAL STATEMENTS**

**NOTE 2      SIGNIFICANT ACCOUNTING POLICIES (cont.)**

**M.      Recent Accounting Standards (cont.)**

**Application of Standard No. 27 *Fixed Asset***

In September 2006 the Israeli Accounting Standards Board published Accounting Standard No. 27 ( *Fixed Assets* ), which establishes the accounting treatment of fixed assets, including recognition of assets, determination of their book value, related depreciation, losses from impairment as well as the disclosure required in the financial statements.

The standard states that a fixed-asset item will be measured at the initial recognition date based cost which includes, in addition to the purchase price, all the related costs incurred for bringing the item to the position enabling it to operate in the manner contemplated by management. The cost also includes the initial estimate of costs required to dismantle and remove the item, along with the expenses incurred in reconstructing the site on which the item had been placed and in respect of which the entity incurred that obligation when the item had been acquired or following its use over a given period of time not in the production of inventory during that period.

The standard also states that when acquiring assets in exchange for a non-monetary asset or a combination of monetary as well as non-monetary assets, the cost will be determined at fair value unless (a) the barter transaction has no commercial essence or (b) it is impossible to reliably measure the fair value of the asset received and the asset provided. Should the provided asset not be measured at fair value, its cost would equal book value.

Following the initial recognition, the standard permits the entity to implement in its accounting policy the measurement of the fixed assets by the cost method or by revaluation so long as this policy is implemented in regard to all the items in that Company.

Cost method    an item will be presented at net book value, less accumulated impairment losses.

Revaluation method    an item whose fair value can be measured reliably will be presented at its estimated amount, which equals its fair value at the revaluation date, net of depreciation accumulated subsequently and less accumulated impairment losses. Revaluations should take place on a current basis in order to ensure that book value does not materially differ from the fair value that would have been determined on the balance-sheet date. The revaluation of a single item calls for the revaluation of the entire Company and if the asset's book value rises following this revaluation, this increase should be allocated directly to shareholders' equity ( *revaluation reserve* ). Nevertheless, this increase will be recognized as an operating item up to the amount offsetting the decrease from that asset's revaluation recognized previously as income or loss. Should book value decline following revaluation, this decline will be recognized as an operating item yet allocated directly to shareholders' equity ( *revaluation reserve* ) up to the amount leaving any credit balance in that reserve in respect of that asset.

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MONDI BUSINESS PAPER HADERA LTD.  
NOTES TO FINANCIAL STATEMENTS

**NOTE 2**    **SIGNIFICANT ACCOUNTING POLICIES (cont.)**

**M.**    **Recent Accounting Standards (cont.)**

**Application of Standard No. 27 *Fixed Asset* (cont.)**

Any fixed asset with a meaningful cost in relation to the item's total cost should be depreciated separately. Moreover, the depreciation method used will be reviewed at least once at yearend and, if any meaningful change had taken place in the estimated consumption of future economic benefits inherent in the asset, the method should be modified to reflect such changes. This change will be treated as a change in an accounting estimate.

This new standard will apply to financial statements covering periods beginning January 1, 2007 and onwards and implemented retroactively, except for the following:

An entity which chooses on January 1, 2007 the revaluation method will treat the difference between the asset's estimated book value and its cost as a revaluation reserve at that time.

An entity which did not include in the cost of an item, upon initial recognition, the initial estimate of dismantling and removing costs along with site reconstruction costs will be required to:

1. Measure the liability on January 1, 2007 in conformity with generally accepted accounting principles;
2. Compute the amount that would have been included in the cost of the relevant asset, when the liability was initially created, by capitalizing the amount of the liability, as noted in item 1 above at the time when that liability was initially created (the Capitalized Amount);
3. Compute the Capitalized Amount's accumulated depreciation on January 1, 2007 on the basis of the asset's useful life at that time;
4. The difference between the amount to be allocated to the asset, in accordance with items 2 and 3 above and the amount of the liability, based on item 1 above, will be allocated to retained earnings.

The Company is currently examining this new standard; however, at this stage, it is unable to estimate the standard's effect, if any, on its financial position, results of operations. In January 2007 the Israeli Accounting Standard Board published a proposal for accounting standard no. 28 that amends standard no.27 to allow, at transition, the alternatives allowed under IFRS 1 regarding fixed assets.



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MONDI BUSINESS PAPER HADERA LTD.  
NOTES TO FINANCIAL STATEMENTS

**NOTE 2**    **SIGNIFICANT ACCOUNTING POLICIES (cont.)**

**M.**    **Recent Accounting Standards (cont.)**

**Application of Standard No.29**    *Adoption of International Financial Reporting Standards*

In July 2006, the Israeli Accounting Standards Board published Accounting Standard No. 29 - Adoption of International Financial Reporting Standards - IFRS ( the Standard ). According to this Standard, the financial statements of an entity subject to the Israeli Securities Law and authoritative Regulations thereunder, other than foreign corporations as defined by this Law that prepares its financial statements in other than Israeli GAAP, will be prepared for the reporting periods commencing January 1, 2008, including interim periods, in accordance with the IFRS and related interpretations published by the International Accounting Standards Board.

An entity adopting IFRS as of January 1, 2008 and electing to report comparative figures in accordance with the IFRS for only 2007, will be required to prepare opening balance-sheet amounts as of January 1, 2007 based on the IFRS.

Reporting in accordance with the IFRS will be carried out based on the provisions of IFRS No. 1, First-time Adoption of IFRS Standards , which establishes guidance on implementing the transition from financial reporting based on domestic national accounting standards to reporting in accordance with the IFRS.

IFRS No. 1 supersedes the transitional provisions established in other IFRSs (including those established in former domestic national accounting standards), stating that all IFRSs should be adopted retroactively for the opening balance-sheet amounts. Nevertheless, IFRS No. 1 grants allowances on certain issues by not applying the retroactive application in respect thereof. In addition, IFRS No. 1 contains certain exceptions with regard to the retroactive application of certain aspects stipulated in other IFRSs.

Management intends to examine the effect of the transition to IFRS, yet at this stage, is unable to estimate the extent of such conversion on the Company 's financial position and results of operations.

Standard No. 29 allows for earlier application in a manner by which applicable entities may convert their financial statements published subsequent to July 31, 2006 to the IFRS. Management has not yet decided whether to early-adopt the IFRS.

**MONDI BUSINESS PAPER HADERA LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
(Reported amounts)  
(NIS in thousands)

**NOTE 3    TRADE RECEIVABLES**

	<b>Consolidated</b>	
	<b>As of December 31,</b>	
	<b>2006</b>	<b>2005</b>
<b>Domestic</b>		
Open accounts	137,585	117,150
Checks receivable	26,575	29,538
	164,160	146,688
<b>Foreign</b>		
Open accounts	4,680	4,311
Related parties	7,188	12,135
	11,868	16,446
	176,028	163,134
<u>Less</u> - allowance for doubtful accounts	(2,854)	(2,259)
	173,174	160,875

**NOTE 4    OTHER RECEIVABLES**

	<b>Consolidated</b>		<b>Company</b>	
	<b>As of December 31,</b>			
	<b>2006</b>	<b>2005</b>	<b>2006</b>	<b>2005</b>
Deferred taxes (Note 20D)	2,376	6,899	1,524	5,876
Prepaid expenses	952	527	739	2,161
Advances to suppliers	1,861	2,642	1,300	2,640
Value Added Tax	-	-	3,913	4,065
Income tax advances, net	138	207	10	-
Others	1,283	597	364	71
	6,610	10,872	7,850	14,813

**MONDI BUSINESS PAPER HADERA LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
(Reported amounts)  
(NIS in thousands)

**NOTE 5**    **INVENTORIES**

	<b>Consolidated</b>		<b>Company</b>	
	<b>As of December 31,</b>			
	<b>2006</b>	<b>2005</b>	<b>2006</b>	<b>2005</b>
Raw and auxiliary materials	33,630	38,134	33,630	38,134
Finished products and goods in process (*)	78,413	78,725	41,224	52,320
	<b>112,043</b>	<b>116,859</b>	<b>74,854</b>	<b>90,454</b>
(*) Includes products in transit	4,440	857	-	-
The inventories are presented net of impairment provision	540	715	518	418

**NOTE 6**    **INVESTMENTS IN SUBSIDIARIES**

	<b>Company</b>	
	<b>As of December 31,</b>	
	<b>2006</b>	<b>2005</b>
<b>A.    <u>Composition</u></b>		
Cost of shares	4,338	4,338
Accumulated losses since acquisition, net	(2,909)	(1,743)
	<b>1,429</b>	<b>2,595</b>
	<b>Consolidated</b>	
	<b>As of December 31,</b>	
	<b>2006</b>	<b>2005</b>
<b>B.    <u>Goodwill</u></b>		
Cost	6,232	6,232
Less - accumulated amortization	3,055	3,055
	<b>3,177</b>	<b>3,177</b>

C. **Consolidated Subsidiaries**

The consolidated financial statements as of December 31, 2006, include the financial statements of the following Subsidiaries:

	<b>Ownership and control As of December 31, 2006</b>
	%
Mondi Business Paper Hadera Marketing Ltd.	100.00
Grafinir Paper Marketing Ltd.	100.00
Yavnir (1999) Ltd.	100.00
Miterani Paper Marketing 2000 (1998) Ltd.	100.00

**MONDI BUSINESS PAPER HADERA LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
(Reported amounts)  
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**NOTE 7      FIXED ASSETS**

	<u>Leasehold improvements</u>	<u>Machinery and equipment</u>	<u>Motor vehicles</u>	<u>Office Furniture, Computers and equipment</u>	<u>Total</u>
<b><u>Consolidated</u></b>					
<b>Cost:</b>					
Balance - January 1, 2006	3,724	193,133	2,482	3,130	202,469
Changes during 2006:					
Additions	-	8,062	776	245	9,083
Dispositions	-	(158)	(151)	-	(309)
Balance - December 31, 2006	3,724	201,037	3,107	3,375	211,243
<b>Accumulated depreciation:</b>					
Balance - January 1, 2006	2,204	37,472	1,557	1,899	43,132
Changes during 2006:					
Additions	389	9,819	306	393	10,907
Dispositions	-	(6)	(151)	-	(157)
Balance - December 31, 2006	2,593	47,285	1,712	2,292	53,882
<b>Net book value:</b>					
December 31, 2006	1,131	153,752	1,395	1,083	157,361
December 31, 2005	1,520	155,661	925	1,231	159,337
<b><u>Company</u></b>					
<b>Cost:</b>					
Balance - January 1, 2006	2,651	191,840	1,223	2,166	197,880
Changes during 2006:					
Additions	-	8,062	776	245	9,083
Dispositions	-	(158)	-	-	(158)
Balance - December 31, 2006	2,651	199,744	1,999	2,411	206,805
<b>Accumulated depreciation:</b>					
Balance - January 1, 2006	1,570	36,558	373	1,295	39,796
Changes during 2006:					
Additions	265	9,716	211	321	10,513
Dispositions	-	(6)	-	-	(6)
Balance - December 31, 2006	1,835	46,268	584	1,616	50,303
<b>Net book value:</b>					
December 31, 2006	816	153,476	1,415	795	156,502

	<u>Leasehold improvements</u>	<u>Machinery and equipment</u>	<u>Motor vehicles</u>	<u>Office Furniture, Computers and equipment</u>	<u>Total</u>
December 31, 2005	1,081	155,282	850	871	158,084

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**NOTE 8**    **TRADE PAYABLES**

	<u>Consolidated</u>		<u>Company</u>	
	<u>As of December 31,</u>			
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
In Israeli currency	29,006	27,539	24,351	21,690
In foreign currency or linked thereto	79,001	75,445	48,107	53,677
	<u>108,007</u>	<u>102,984</u>	<u>72,458</u>	<u>75,367</u>

**NOTE 9**    **OTHER PAYABLES AND ACCRUED EXPENSES**

	<u>Consolidated</u>		<u>Company</u>	
	<u>As of December 31,</u>			
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
Accrued payroll and related expenses	12,719	13,772	12,719	13,772
Value Added Tax	1,559	1,030	-	-
Advances from customers	1,165	448	-	-
NHBV - Accrual for license fee	910	3,241	-	-
Interest payable	2,803	1,049	2,803	1,049
Other	1,728	662	1,698	565
	<u>20,884</u>	<u>20,202</u>	<u>17,220</u>	<u>15,386</u>

**NOTE 10**    **LONG-TERM BANK LOANS**

	<u>Interest rate</u>	<u>Consolidated and Company</u>	
		<u>As of December 31,</u>	
		<u>2006</u>	<u>2005</u>
<b>A. Composition</b>			
In U.S. dollar (**)	6.67	7,627	21,221
In NIS indexed to the CPI	6.55	41,485	16,828
		<u>49,112</u>	<u>38,049</u>
Less - current maturities		<u>15,243</u>	<u>16,242</u>
		<u>33,869</u>	<u>21,807</u>

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(\*) Average interest rate as of December 31, 2006.

(\*\*) As of December 31, 2006, NIS 6,360 thousand bear interest based on Libor plus + 0.5%-0.6%.



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**NOTE 10**    **LONG-TERM BANK LOANS (cont.)**

	<b>Consolidated and Company</b>
	<b>As of December 31,</b>
	<b>2006</b>
<b>B.    <u>Maturities</u></b>	
First year - 2007	15,243
Second year - 2008	12,052
Third year - 2009	12,790
Fourth year - 2010	7,824
Fifth year - 2011	1,202
	49,111
<b>C.</b>	According to the loan agreements with the banks, as amended in the second half of 2005, the Company has to achieve, inter alia, financial ratio at the end of each audited fiscal year of total shareholders equity (which includes capital notes to shareholders) to total assets to be no less than 22%. In case the Company fails to fulfill these covenants, the banks are entitled to demand early repayment of the loans, in whole or in part.
	As of December 31, 2006, the Company was in full compliance with the covenants stipulated in the bank agreements and this financial ratio amounted to 22.31%.
<b>D.</b>	As to a negative pledge agreement signed by the Company, see Note 13B.
<b>E.</b>	In 2004 and 2003, the Company and its Subsidiaries entered into an agreement for a bank credit facility, pursuant to which the Company and its Subsidiaries may, from time to time, borrow an aggregate principal amount of up to adjusted NIS 122,000 thousand. Under the terms of the agreement, the credit facility has no time limit. As of the balance sheet date, the Group utilized NIS 96,740 thousand of the credit facility.

**NOTE 11**    **CAPITAL NOTES TO SHAREHOLDERS**

The capital notes to shareholders are linked to the dollar and bear no interest. According to the terms of the capital notes, the Company has the ultimate discretion upon the dates of repayment of the capital notes.

As of December 31, 2006 the total capital notes amount is NIS 12,675 thousand. Management intends to repay NIS 6,337 thousand of the capital note balance during 2007.

**NOTE 12**    **ACCRUED SEVERANCE PAY, NET**

Israeli law and labor agreements determine the obligations of the Group to make severance payments to dismissed employees and to employees leaving employment under certain other circumstances. The liability for severance pay benefits, as determined by Israeli Law, is based upon length of service and the employee's most recent monthly salary. The liability of the Group for severance pay to its permanent employees is covered by current deposits to pension and severance funds. Accumulated amounts so funded are not under the control or administration of the Group, and accordingly, neither those amounts nor the corresponding

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accruals are reflected in the financial statements. The amounts presented in the balance sheet as of December 31, 2006 reflects the severance pay liability in respect of temporary employees.

**MONDI BUSINESS PAPER HADERA LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Reported amounts)**  
**(NIS in thousands)**

**NOTE 13**    **COMMITMENTS AND CONTINGENT LIABILITIES**

**A.    Commitments:**

- (1)    The Group is obligated to pay license fees to a shareholder (see Note 21).
- (2)    The Company and its Subsidiaries lease certain of their facilities under operating leases for varying periods with renewal options primarily from AIPM. Future minimum lease rentals as of December 31, 2006 are as follows:

	<b>Consolidated</b>	<b>Company</b>
2007	4,510	3,380
2008	4,367	3,380
2009	3,380	3,380
	12,257	10,140

**B.    Liens**

To secure long-term bank loans and short-term bank credits (the balance of which as of December, 31 2006 is NIS 161,094 thousand), the Company entered into a negative pledge agreement under which the Company is committed not to pledge any of its assets, excluding fixed pledges relating to assets financed by others, prior to the consent of the banks.

**C.    Guarantees**

The Company from time to time and in the course of its ongoing operations provides guarantees, the amount of which as of December, 31 2006 was NIS 23,603 thousand.

**NOTE 14**    **SHARE CAPITAL**

- A.**    As of December 31, 2006 and 2005, share capital is composed of ordinary shares of NIS 1.00 par value each. Authorized 38,000 shares; issued and paid up 1,000 shares.
- B.**    Holders of ordinary shares are entitled to participate equally in the payment of cash dividends and bonus share (stock dividend) distributions and, in the event of the liquidation of the Company, in the distribution of assets after satisfaction of liabilities to creditors (See also Note 1A).

**MONDI BUSINESS PAPER HADERA LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
(Reported amounts)  
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**NOTE 15** NET SALES

	Consolidated			Company		
	Year ended December 31,			Year ended December 31,		
	2006	2005	2004	2006	2005	2004
Industrial operations	534,214	460,383	471,190	534,214	462,177	482,698
Commercial operations	177,331	202,955	214,904	-	-	-
	<b>711,545</b>	<b>663,338</b>	<b>686,094</b>	<b>534,214</b>	<b>462,177</b>	<b>482,698</b>

**NOTE 16** COST OF SALES

	Consolidated			Company		
	Year ended December 31,			Year ended December 31,		
	2006	2005	2004	2006	2005	2004
Purchases (*)	165,168	187,618	188,013	-	-	-
Materials consumed	343,801	306,803	297,006	343,801	306,803	297,006
Salaries and related expenses	38,082	36,391	32,576	38,082	36,391	32,576
Subcontracting	6,464	5,898	5,066	6,464	5,898	5,066
Energy costs	63,013	54,883	45,991	63,013	54,883	45,991
Depreciation	10,510	9,607	7,896	10,116	9,607	7,896
Other manufacturing costs and expenses (including rent)	28,884	29,939	31,124	28,660	29,093	30,336
	<b>655,922</b>	<b>631,139</b>	<b>607,672</b>	<b>490,136</b>	<b>442,675</b>	<b>418,871</b>
Change in finished goods , goods in process, and products in transit (**)	3,923	(21,387)	(1,934)	10,944	(22,117)	(2,367)
	<b>659,845</b>	<b>609,752</b>	<b>605,738</b>	<b>501,080</b>	<b>420,558</b>	<b>416,504</b>

(\*) The purchases of the Group are related principally to commercial operations.

(\*\*) Change in raw and auxiliary materials are included in materials consumed.

**MONDI BUSINESS PAPER HADERA LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
(Reported amounts)  
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**NOTE 17 SELLING EXPENSES**

	Consolidated			Company		
	Year ended December 31,			Year ended December 31,		
	2006	2005	2004	2006	2005	2004
Salaries and related expenses	19,190	17,205	17,169	10,793	(*) 13,554	(*) 13,520
Packaging and shipping to customers	13,469	16,719	16,235	12,296	16,096	15,464
Maintenance and rent	8,494	8,237	7,973	3,421	(*) 4,747	(*) 4,315
Transportation expenses	1,995	1,360	1,256	1,119	(*) 1,066	(*) 895
Advertising	70	166	-	39	(*) 131	-
Commissions and license fees to a shareholder	961	1,164	2,912	-	-	-
Depreciation	327	417	552	184	(*) 330	(*) 412
Other	-	-	38	-	-	-
	<u>44,506</u>	<u>45,268</u>	<u>46,135</u>	<u>27,852</u>	<u>35,924</u>	<u>34,606</u>

(\*) Reclassified.

**NOTE 18 GENERAL AND ADMINISTRATIVE EXPENSES**

	Consolidated			Company		
	Year ended December 31,			Year ended December 31,		
	2006	2005	2004	2006	2005	2004
Salaries and related expenses	3,829	3,863	3,811	3,829	3,863	3,811
Office maintenance	209	169	187	-	-	-
Professional and management fees	1,792	2,060	2,217	1,353	1,537	1,555
Depreciation	70	74	47	70	74	40
Amortization of goodwill	-	623	623	-	-	-
Bad and doubtful debts	1,627	(840)	(311)	-	-	-
Other	1,718	1,352	1,229	1,536	1,228	1,036
	<u>9,245</u>	<u>7,301</u>	<u>7,803</u>	<u>6,788</u>	<u>6,702</u>	<u>6,442</u>

**NOTE 19 FINANCING INCOME (EXPENSES), NET**

	Consolidated			Company		
	Year ended December 31,			Year ended December 31,		
	2006	2005	2004	2006	2005	2004
Interest on long-term bank loans	5,803	2,486	2,573	5,803	4,935	2,573
Erosion of monetary assets and liabilities, net	(3,036)	5,630	2,070	(3,702)	4,883	1,293

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	Consolidated			Company		
Forward transaction	515	(1,497)	1,322	515	(1,497)	1,322

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**NOTE 20 INCOME TAXES (TAXES BENEFITS)**

- A. The Company and its Subsidiaries are taxed according to the provisions of The Income Tax Ordinance and the Income Tax Law (Inflationary Adjustments), 1985. The Company is an industrial company in conformity with the Law for the Encouragement of Industry (Taxes), 1969. The major benefit the Company is entitled to under this law is accelerated depreciation rates.

	Consolidated			Company		
	Year ended December 31,			Year ended December 31,		
	2006	2005	2004	2006	2005	2004

**B. Composition**

Current taxes	79	54	81	-	-	-
Taxes in respect of prior years	102	36	(86)	8	-	-
Deferred taxes (D. below)	(1,330)	(8,470)	823	(1,501)	(8,470)	359
	(1,149)	(8,380)	818	(1,493)	(8,470)	359

**C. Reconciliation of the statutory tax rate to the effective tax rate**

	Consolidated			Company		
	Year ended December 31,			Year ended December 31,		
	2006	2005	2004	2006	2005	2004
Income (loss) before income taxes	(8,868)	(11,786)	18,080	(8,045)	(12,540)	17,550
Statutory tax rate	31%	34%	35%	31%	34%	35%
Tax computed by statutory tax rate	(2,727)	(4,007)	6,328	(2,494)	(4,264)	6,143
<b>Tax increments (savings) due to:</b>						
Non-deductible expenses	16	212	211	4	-	-
Non-taxable income	(78)	(22)	(40)	-	-	(21)
Reduction in corporate tax rates - (E. below)	-	(3,888)	(4,397)	-	(3,962)	(4,479)
Differences arising from basis of measurement	1,538	(711)	(1,198)	989	(244)	(1,284)
Prior years income taxes	102	36	(86)	8	-	-
	(1,149)	(8,380)	818	(1,493)	(8,470)	359

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**NOTE 20 INCOME TAXES (TAXES BENEFITS) (cont.)****D. Deferred Taxes**

	<u>Consolidated</u>			<u>Company</u>		
	<u>Year ended December 31,</u>			<u>Year ended December 31,</u>		
	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
Balance as of beginning year	(13,001)	(21,471)	(20,648)	(14,024)	(22,494)	(22,135)
Changes during the year	1,330	4,582	(5,220)	1,501	4,508	(4,838)
Adjustment due to change in income tax rates	-	3,888	4,397	-	3,962	4,479
Balance as of end of year	(11,671)	(13,001)	(21,471)	(12,523)	(14,024)	(22,494)

	<u>Consolidated</u>		<u>Company</u>	
	<u>As of December 31,</u>			
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>

Deferred taxes are presented in the balance sheets as follows:

Other receivables and prepayments (Note 4):

Allowance for doubtful accounts	852	700	-	-
Vacation and recreation pay	1,524	1,589	1,524	1,589
Carry forward tax losses	-	4,609	-	4,287
	2,376	6,899	1,524	5,876
Long-term liabilities:				
Depreciable fixed assets	(25,401)	(23,596)	(25,401)	(23,596)
Accrued severance pay, net	11	13	11	13
Less- Carry forward tax losses	11,343	3,683	11,343	3,683
	(14,047)	(19,900)	(14,047)	(19,900)
	(11,671)	(13,001)	(12,523)	(14,024)

For 2005-2006 - Deferred taxes were computed at rates between 31%-25%, primarily - 25%.

Deferred taxes are recognized in respect of all carry forward losses of the Group, see F.



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**NOTE 20 INCOME TAXES (TAXES BENEFITS) (cont.)****E. Reduction of Corporate Tax Rates**

In July 2005, the Israeli Knesset passed the Law for Amending the Income Tax Ordinance (No. 147), 2005, according to which commencing in 2006 the corporate income-tax rate would be gradually reduced, for which a 31% tax rate was established, through 2010, in respect of which a 25% tax rate was established. The effect of this amendment on the Group's deferred income tax provisions is reflected by an increase of NIS 3,888 thousand in income tax benefit for the year ended December 31, 2005.

**F.** Carryforward tax losses of the Group and the Company are NIS 51,044 thousand and NIS 50,271 thousand as of December 31, 2006, respectively.

**G.** The Company and its Subsidiaries have tax assessments that are final through the 2002 tax year.

**NOTE 21 RELATED PARTIES AND INTERESTED PARTIES****A. Balances with Related Parties and Subsidiaries**

	<u>Consolidated</u>		<u>Company</u>	
	<u>As of December 31,</u>			
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
Trade receivables - AIPM	-	-	102,609	227,368
Trade receivables - related parties	7,188	12,135	-	-
Trade payables - AIPM	62,807	69,854	-	-
Trade payables - related parties	4,714	4,032	133,834	150,862
Other payables and accrued expenses - AIPM	2,402	2,406	2,208	2,406
Other payables and accrued expenses - related parties	910	3,241	-	-
Capital notes to shareholders	12,675	18,412	12,675	18,412

**MONDI BUSINESS PAPER HADERA LTD.**  
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**NOTE 21 RELATED PARTIES AND INTERESTED PARTIES (cont.)****B. Transactions with Related Parties and Subsidiaries**

	Consolidated			Company		
	Year ended December 31,			Year ended December 31,		
	2006	2005	2004	2006	2005	2004
Sales to related parties	96,520	103,196	165,596	-	-	-
Sales to Subsidiaries	-	-	-	534,214	462,177	482,698
Cost of sales	106,679	106,076	106,546	9,148	77,930	78,400
Selling expenses, net (Participation in selling expenses, net)	4,413	5,969	9,875	(8,564)	(450)	1,796
General and administrative expenses	1,234	1,750	1,837	935	1,447	1,480
Financing expenses (income), net	2,361	2,406	1,939	2,361	1,845	2,268

- C. (1) The Company leases its premises from AIPM and receives services (including electricity, water, maintenance and professional services) under agreements, which are renewed every year.
- (2) The Group is obligated to pay commissions and license fees to NAG.

**NOTE 22 DISCLOSURE AND PRESENTATION OF FINANCIAL INSTRUMENTS****A. Credit Risk**

The Group's revenue derives from a large number of customers mainly in Israel and in Europe. Management regularly monitors the balance of trade receivables and the financial statements include an allowance for doubtful accounts based on management's estimation. Taking the aforementioned into consideration, the exposure to credit risk from trade receivables is immaterial.

Cash and cash equivalents (including amounts in foreign currency) are deposited with major commercial banks in Israel.

**B. Fair Value of Financial Instruments**

The financial instruments of the Group consist primarily of non-derivative assets and liabilities. Non-derivative assets include cash and cash equivalents, receivables and other current assets. Non-derivative liabilities include short-term bank credit, trade payables, other current liabilities, long-term loans from banks and capital notes to shareholders. Due to the nature of these financial instruments, their fair value, generally, is identical or close to the value at which they are presented in the financial statements, unless stated otherwise.

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The fair value of the long-term loans approximates their carrying value, since they bear interest at rates close to the prevailing market rates.

The Group enters from time to time into off-balance sheet financial instruments for hedging against currency and interest-rate risks.

**MONDI BUSINESS PAPER HADERA LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
(NIS in thousands)

**NOTE 23 COMPANY S FINANCIAL STATEMENTS IN NOMINAL VALUES FOR TAX PURPOSES****A. Balance Sheets**

	<b>Company</b>	
	<b>As of December 31,</b>	
	<b>2006</b>	<b>2005</b>
	<b>_____</b>	<b>_____</b>
<b>Current Assets</b>		
American Israeli Paper Mills Group, net	243,559	231,715
Other receivables	16,334	14,869
Inventories	74,854	90,454
	<b>_____</b>	<b>_____</b>
	334,747	337,038
	<b>_____</b>	<b>_____</b>
<b>Long-Term Investments</b>		
Investments in Subsidiaries	146	1,312
	<b>_____</b>	<b>_____</b>
<b>Fixed Assets, net</b>	153,900	155,315
	<b>_____</b>	<b>_____</b>
<b>Long -Term Assets</b>		
Deferred Taxes	-	2,555
	<b>_____</b>	<b>_____</b>
	488,793	496,220
	<b>_____</b>	<b>_____</b>
<b>Current Liabilities</b>		
Short term bank credit	96,740	85,871
Current maturities of long-term bank loans	15,243	16,242
Capital notes to shareholders	6,337	18,412
Trade payables	72,458	75,367
Subsidiaries	133,834	148,844
Other payables and accrued expenses	17,220	15,386
	<b>_____</b>	<b>_____</b>
	341,832	360,122
	<b>_____</b>	<b>_____</b>
<b>Long term liabilities</b>		
Long-term bank loans	33,869	21,807
Capital notes to shareholders	6,338	-
Accrued severance pay, net	46	51
	<b>_____</b>	<b>_____</b>
	40,253	21,858
	<b>_____</b>	<b>_____</b>
<b>Shareholders' Equity</b>	106,708	114,240
	<b>_____</b>	<b>_____</b>
	488,793	496,220
	<b>_____</b>	<b>_____</b>

**MONDI BUSINESS PAPER HADERA LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
(NIS in thousands)

**NOTE 23 COMPANY S FINANCIAL STATEMENTS IN NOMINAL VALUES FOR TAX PURPOSES (cont.)****B. Statement of Operations**

	Year ended December 31,		
	2006	2005	2004
Net sales	534,214	462,177	482,698
Cost of sales	500,916	420,394	417,831
<b>Gross profit</b>	<b>33,298</b>	<b>41,783</b>	<b>64,867</b>
Selling expenses	27,766	35,904	34,598
General and administrative expenses	6,851	6,698	6,444
<b>Operating profit (loss)</b>	<b>(1,319)</b>	<b>(819)</b>	<b>23,825</b>
Financing (expenses) income, net	(6,539)	(11,533)	(7,143)
Other income, net	-	-	48
<b>Income (loss) before income tax benefits</b>	<b>(7,858)</b>	<b>(12,352)</b>	<b>16,730</b>
Income tax benefits	1,492	8,470	-
<b>Income (loss) after income tax benefits</b>	<b>(6,366)</b>	<b>(3,882)</b>	<b>16,730</b>
Equity in net earnings (losses) of Subsidiaries	(1,166)	664	272
<b>Net income (loss) for the year</b>	<b>(7,532)</b>	<b>(3,218)</b>	<b>17,002</b>

**C. Statements of Changes in Shareholders' Equity**

	Share Capital	Premium	Retained earnings	Total
<b>Balance - January 1, 2004</b>	1	41,125	59,330	100,456
<b>Changes during 2004:</b>				
Net income for the year	-	-	17,002	17,002
<b>Balance - December 31, 2004</b>	1	41,125	76,332	117,458
<b>Changes during 2005:</b>				
Loss for the year	-	-	(3,218)	(3,218)
<b>Balance - December 31, 2005</b>	1	41,125	73,114	114,240
<b>Changes during 2006:</b>				
Loss for the year	-	-	(7,532)	(7,532)
<b>Balance - December 31, 2006</b>	1	41,125	65,582	106,708

**Item 19(a)(iii)**

**HOGLA-KIMBERLY LTD.**

**FINANCIAL STATEMENTS**

**AS OF DECEMBER 31, 2006**

**HOGLA-KIMBERLY LTD.**

**FINANCIAL STATEMENTS  
AS OF DECEMBER 31, 2006**

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**HOGLA-KIMBERLY LTD.**  
**BALANCE SHEETS**  
**(REPORTED AMOUNTS)**  
(NIS in thousands)

	Note	Consolidated		Company	
		December 31,		December 31,	
		2006	2005	2006	2005
<b>Current Assets</b>					
Cash and cash equivalents	3	7,190	35,551	1,358	25,831
Trade receivables	4	263,126	257,899	108,281	120,427
Other receivables	5	53,746	59,805	23,783	14,196
Inventories	6	177,862	148,077	93,867	76,840
		501,924	501,332	227,289	237,294
<b>Long-Term Investments</b>					
Capital note of shareholder	7	32,770	32,770	32,770	32,770
Investments in Subsidiaries	8	-	-	166,276	286,133
		32,770	32,770	199,046	318,903
<b>Fixed Assets</b>					
Cost	9	547,386	542,377	443,923	419,215
Less - accumulated depreciation		253,245	235,144	208,071	179,400
		294,141	307,233	235,852	239,815
<b>Other Assets</b>					
Goodwill	8B	22,338	24,737	-	-
Deferred taxes	21	30,788	26,559	-	-
		53,126	51,296	-	-
		881,961	892,631	662,187	796,012
<b>Current Liabilities</b>					
Short-term bank credit		152,856	66,559	43,800	-
Current maturities of long-term bank loans	12	-	20,714	-	-
Trade payables	10	204,936	215,772	121,121	303,710
Other payables and accrued expenses	11	58,040	51,920	32,780	16,115
		415,832	354,965	197,701	319,825
<b>Long-Term Liabilities</b>					
Deferred taxes	21	35,364	38,566	33,721	36,003
<b>Commitments and Contingent Liabilities</b>					
	14				
<b>Minority Interest</b>					
		-	58,916	-	-
<b>Shareholders' Equity</b>					

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		<u>Consolidated</u>		<u>Company</u>	
Share capital	15	29,638	29,038	29,638	29,038
Capital reserves		230,153	180,414	230,153	180,414
Translation adjustments relating to foreign held autonomous Subsidiary		(14,393)	618	(14,393)	618
Accumulated other comprehensive income		(76)	-	(76)	-
Retained earnings		185,443	230,114	185,443	230,114
		<u>430,765</u>	<u>440,184</u>	<u>430,765</u>	<u>440,184</u>
		<u>881,961</u>	<u>892,631</u>	<u>662,187</u>	<u>796,012</u>

/s/ T. Davis

T. Davis

Chairman of the Board of Directors

/s/ O. Argov

O. Argov

Chief Financial Officer

/s/ A. Schor

A. Schor

Chief Executive Officer

Approval date of the financial statements: March 1, 2007.

The accompanying notes are an integral part of the financial statements.

**HOGLA-KIMBERLY LTD.**  
**STATEMENTS OF OPERATIONS**  
**(REPORTED AMOUNTS)**  
(NIS in thousands)

	Note	Consolidated			Company		
		Year ended December 31,			Year ended December 31,		
		2006	2005	2004	2006	2005	2004
Net sales	16	1,254,908	1,145,981	995,569	617,544	540,002	479,320
Cost of sales	17	883,908	820,715	719,982	496,986	452,694	393,903
<b>Gross profit</b>		371,000	325,266	275,587	120,558	87,308	85,417
Selling and marketing expenses	18	269,223	202,683	193,701	15,531	13,708	15,286
General and administrative expenses	19	57,906	56,283	41,029	6,110	5,040	4,985
<b>Operating profit</b>		43,871	66,300	40,857	98,917	68,560	65,146
Financing income (expenses), net	20	(25,627)	752	(1,490)	2,811	34	(4,536)
Other income, net		774	176	903	632	153	205
<b>Income before income taxes</b>		19,018	67,228	40,270	102,360	68,747	60,815
Income taxes	21	(35,903)	(19,527)	(10,244)	(33,733)	(18,895)	(17,627)
<b>Income after income taxes</b>		(16,885)	47,701	30,026	68,627	49,852	43,188
Equity in losses of Subsidiaries		-	-	-	(79,298)	(6,576)	(16,260)
Minority interest in losses (earnings) of Subsidiary		6,214	(4,425)	(3,098)	-	-	-
<b>Net income (loss) for the year</b>		(10,671)	43,276	26,928	(10,671)	43,276	26,928

The accompanying notes are an integral part of the financial statements.

**HOGLA-KIMBERLY LTD.**  
**STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY**  
**(REPORTED AMOUNTS)**  
(NIS in thousands)

	<u>Share capital</u>	<u>Capital reserves</u>	<u>Translation adjustments relating to foreign held autonomous Subsidiary</u>	<u>Accumulate other comprehensive income</u>	<u>Retained earnings</u>	<u>Total</u>
<b>Balance - January 1, 2004</b>	28,788	156,799	-	-	227,394	412,981
<b>Changes during 2004:</b>						
Distribution of bonus shares	250	23,615	-	-	(23,865)	-
Translation adjustments relating to foreign held autonomous Subsidiary	-	-	(3,377)	-	-	(3,377)
Net income for the year	-	-	-	-	26,928	26,928
<b>Balance - December 31, 2004</b>	29,038	180,414	(3,377)	-	230,457	436,532
<b>Changes during 2005:</b>						
Translation adjustments relating to foreign held autonomous Subsidiary	-	-	3,995	-	-	3,995
Dividend paid	-	-	-	-	(43,619)	(43,619)
Net income for the year	-	-	-	-	43,276	43,276
<b>Balance - December 31, 2005</b>	29,038	180,414	618	-	230,114	440,184
<b>Changes during 2006:</b>						
Shares issued	600	49,739	-	-	-	50,339
Translation adjustments relating to foreign held autonomous Subsidiary	-	-	(15,011)	-	-	(15,011)
Movement in capital reserve of hedging transactions, net	-	-	-	(76)	-	(76)
Dividend paid	-	-	-	-	(34,000)	(34,000)
Loss for the year	-	-	-	-	(10,671)	(10,671)
<b>Balance - December 31, 2006</b>	29,638	230,153	(14,393)	(76)	185,443	430,765

The accompanying notes are an integral part of the financial statements.

**HOGLA-KIMBERLY LTD.**  
**STATEMENTS OF CASH FLOWS**  
**(REPORTED AMOUNTS)**  
(NIS in thousands)

	Consolidated			Company		
	Year ended December 31,			Year ended December 31,		
	2006	2005	2004	2006	2005	2004
<b>Cash flows - operating activities</b>						
Net income	(10,671)	43,276	26,928	(10,671)	43,276	26,928
Adjustments to reconcile net income to net cash provided by operating activities (Appendix A)	(29,096)	(37,622)	30,683	94,802	44,953	60,934
<b>Net cash provided by (used in) operating activities</b>	<b>(39,767)</b>	<b>5,654</b>	<b>57,611</b>	<b>84,131</b>	<b>88,229</b>	<b>87,862</b>
<b>Cash flows - investing activities</b>						
Withdrawal of long-term bank deposit	-	73,648	8,138	-	-	8,138
Capital notes and loans to Subsidiary	-	-	-	(117,128)	(112,314)	-
Merger of subsidiaries	-	-	-	58	-	-
Acquisition of fixed assets	(26,822)	(44,634)	(25,191)	(1,409)	(16,335)	(17,490)
Proceeds from sale of fixed assets	150	293	1,827	75	153	649
<b>Net cash provided by (used in) investing activities</b>	<b>(26,672)</b>	<b>29,307</b>	<b>(15,226)</b>	<b>(118,404)</b>	<b>(128,496)</b>	<b>(8,703)</b>
<b>Cash flows - financing activities</b>						
Dividend paid	(34,000)	(43,619)	-	(34,000)	(43,619)	-
Long-term loans received	-	-	57,672	-	-	-
Repayment of long-term loans	(23,432)	(94,437)	(15,162)	-	-	-
Short-term bank credit	96,156	21,475	(1,087)	43,800	-	(1,087)
<b>Net cash provided by (used in) financing activities</b>	<b>38,724</b>	<b>(116,581)</b>	<b>41,423</b>	<b>9,800</b>	<b>(43,619)</b>	<b>(1,087)</b>
<b>Translation adjustments of cash and cash equivalents of foreign held autonomous Subsidiary</b>	<b>(646)</b>	<b>(193)</b>	<b>(3,784)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Increase (decrease) in cash and cash equivalents</b>	<b>(28,361)</b>	<b>(81,813)</b>	<b>80,024</b>	<b>(24,473)</b>	<b>(83,886)</b>	<b>78,072</b>
<b>Cash and cash equivalents - beginning of year</b>	<b>35,551</b>	<b>117,364</b>	<b>37,340</b>	<b>25,831</b>	<b>109,717</b>	<b>31,645</b>
<b>Cash and cash equivalents - end of year</b>	<b>7,190</b>	<b>35,551</b>	<b>117,364</b>	<b>1,358</b>	<b>25,831</b>	<b>109,717</b>

The accompanying notes are an integral part of the financial statements.

**HOGLA-KIMBERLY LTD.**  
**APPENDICES TO STATEMENTS OF CASH FLOWS**  
**(REPORTED AMOUNTS)**  
(NIS in thousands)

	Consolidated			Company		
	Year ended December 31,			Year ended December 31,		
	2006	2005	2004	2006	2005	2004
<b>A. Adjustments to reconcile net income to net cash provided by operating activities</b>						
<b>Income and expenses items not involving cash flows:</b>						
Minority interest in earnings of Subsidiary	(6,215)	4,424	3,098	-	-	-
Equity in losses of Subsidiaries	-	-	-	79,390	6,576	16,260
Depreciation and amortization	24,820	25,162	23,468	17,526	15,606	14,702
Deferred taxes, net	(12,408)	(12,740)	(5,011)	(1,560)	1,029	8,512
Gain from sale of fixed assets	37	(293)	(1,162)	16	(153)	(205)
Effect of exchange rate differences, net	5,332	20	(1,901)	-	-	(258)
<b>Changes in assets and liabilities:</b>						
Decrease (increase) in trade receivables	(12,229)	(41,401)	15,763	478	1,733	1,799
Increase in other receivables	664	(18,974)	(20,938)	(11,079)	(380)	(6,211)
Increase in inventories	(37,114)	(2,357)	(46,919)	(12,211)	(5,655)	(12,646)
(Decrease) increase in trade payables	(8,468)	6,167	49,624	14,137	9,936	8,392
Net change in balances with related parties	9,179	(10,515)	13,591	2,038	12,395	28,985
Increase in other payables and accrued expenses	7,306	12,885	1,070	6,067	3,866	1,604
	(29,096)	(37,622)	30,683	94,802	44,953	60,934
<b>B. Assets and liabilities of merged subsidiaries:</b>						
Working capital (other than cash and cash equivalents)	-	-	-	200,174	-	-
Fixed assets	-	-	-	3,990	-	-
Investments	-	-	-	(192,929)	-	-
Other assets	-	-	-	-	-	-
Long-term liabilities	-	-	-	(771)	-	-
Short-term liabilities	-	-	-	(10,522)	-	-
<b>C. Non-cash activities</b>						
Acquisition of fixed assets on credit	11,091	37,617	18,470	11,091	7,121	11,619
Shares issue to share holders considering there share in the merged subsidiaries	50,339	-	-	50,339	-	-

The accompanying notes are an integral part of the financial statements.



**HOGLA-KIMBERLY LTD.  
NOTES TO FINANCIAL STATEMENTS  
(REPORTED AMOUNTS)**

**NOTE 1**    **GENERAL**

**A.**    **Description**

Hogla Kimberly Ltd. ( the Company ) and its Subsidiaries are engaged principally in the production and marketing of paper and hygienic products. The Company s results of operations are affected by transactions with shareholders and affiliated companies (see Note 22).

The Company is owned by Kimberly Clark Corp. ("KC" or the "Parent Company") (50.1%) and American-Israeli Paper Mills Ltd. ("AIPM") (49.9%).

The financial statements of the Company are prepared in accordance with the Israeli Securities Regulations (Preparation of Annual Financial Statements), 1993.

**B.**    **Definitions:**

<b>The Company</b>	Hogla-Kimberly Ltd.
<b>The Group</b>	the Company and its Subsidiaries, a list of which is presented in Note 8D.
<b>Subsidiaries</b>	companies in which the Company exercises over 50% ownership and control, directly or indirectly, and whose financial statements are fully consolidated with those of the Company.
<b>Related Parties</b>	as defined by Opinion No. 29 of the Institute of Certified Public Accountants in Israel.
<b>Interested Parties</b>	as defined by the Israeli Securities Regulations (Preparation of Financial Statements), 1993.
<b>Controlling Shareholder</b>	as defined by the Israeli Securities Regulations Presentation of Transactions between a Corporation and its Controlling Shareholder in the Financial Statements), 1996.
<b>NIS</b>	New Israeli Shekel.
<b>CPI</b>	the Israeli consumer price index.
<b>Dollar</b>	the U.S. dollar.
<b>Reported Amount</b>	see Note 2A(1) below.

**C.**    **Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.



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**HOGLA-KIMBERLY LTD.  
NOTES TO FINANCIAL STATEMENTS  
(REPORTED AMOUNTS)**

**NOTE 2 SIGNIFICANT ACCOUNTING POLICIES**

The following are the principal accounting policies applied in the preparation of the financial statements in a manner consistent with previous years with the exception of the application of the provisions of Standard No. 20 (Revised) Accounting Treatment for Goodwill and Other Intangibles upon the Acquisition of an Investee .

**A. Cessation of Financial Statement Adjustment and Change to Reporting in Reported Amounts Standard No. 12**

**(1) Definitions**

**Adjusted Amount** historical nominal amount adjusted for changes in the exchange rate of the U.S. dollar as of December 31, 2003, in accordance with Opinion No. 36 of the Institute of Certified Public Accountants in Israel.

**Reported Amount** Adjusted Amount plus amounts in nominal terms added subsequent to December 31, 2003, and less amounts subtracted after that date.

**(2) General**

In January 2004, Israeli Accounting Standard No. 12 *Cessation of Financial Statements Adjustment* came into effect. Following the initial implementation of Standard No. 12, commencing January 1, 2004, the Group ceased the presentation of its financial statements based on nominal historical cost adjusted for the changes in the exchange rate of the U.S. dollar in relation to the NIS. Effective with the interim financial statements as of March 31, 2004 and for the reporting periods thereafter, including the years ended December 31, 2004 and 2005, the Group's financial statements are prepared and presented in Reported Amounts.

Comparative figures included in these financial statements relating to the year ended December 31, 2003, are presented in Adjusted Amounts.

The amounts at which non-monetary items are presented in these financial statements do not necessarily represent their realization value or economic value, but solely their Reported Amount.

The Company's condensed financial statements in nominal values, on the basis of which the Company's financial statements in Reported amounts and Adjusted Amounts were prepared, are presented in Note 24.

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**HOGLA-KIMBERLY LTD.  
NOTES TO FINANCIAL STATEMENTS  
(REPORTED AMOUNTS)**

**NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (cont.)**

**A. Cessation of Financial Statement Adjustment and Change to Reporting in Reported Amounts Standard No. 12 (cont.)**

**(3) Principles of Adjustment applicable for financial statements in reporting amounts**

**a. Balance Sheet Items**

Non-monetary items (items whose balances reflect historical value at acquisition or upon establishment) are presented at their Adjusted Amounts as of December 31, 2003 plus additions and dispositions occurring subsequent to such date. Additions made subsequent to December 31, 2003 and dispositions of items added subsequent to such date, are presented at their historical nominal value. Dispositions of items added on or prior to December 31, 2003 are presented at their Adjusted Amount.

Monetary items (items whose balance sheet amount reflects their current value or realization value at the balance sheet date) are presented at their nominal value as of the balance sheet date.

Investments in Subsidiaries are presented based on the financial statements of these companies prepared in accordance with the guidance of Standard No. 12.

**b. Statement of Operations Items**

Income and expenses reflecting transactions, and financial income and expenses, are presented at their nominal value.

Income and expenses deriving from non-monetary items (mainly depreciation, amortization and changes in inventory) were presented in a manner corresponding to the presentation of the related non-monetary balance sheet item, as illustrated above.

The Company's share in the results of Subsidiaries is determined based on the financial statements of these companies prepared in accordance with the guidance of Standard No. 12.

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**HOGLA-KIMBERLY LTD.  
NOTES TO FINANCIAL STATEMENTS  
(REPORTED AMOUNTS)**

**NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (cont.)**

**B. Translation of Foreign Operations Financial Statements Standard No. 13**

In January 2004, Israeli Accounting Standard No. 13 *Effect of Changes in Foreign Exchange Rates* came into effect. This Standard addresses the translation of transactions denominated in foreign currency, as well as the translation of financial statements of a foreign entity, for inclusion in the financial statements of the reporting company. Standard No. 13 supersedes Clarifications No. 8 and 9 to Opinion No. 36 of the Institute of Certified Public Accountants in Israel, which were nullified on the date on which Accounting Standard No. 12 came into effect, as described in A above.

**Principles of Translation of financial Statements of Foreign Held Autonomous Subsidiary applicable for financial statements relating to reporting periods ended in December 31, 2006, 2005 and 2004**

Monetary and non-monetary assets and liabilities of the foreign entity are translated at the closing rate.

Statement of operations items and cash flow items of the foreign entity are translated, in general, by the average exchange rate for the reporting period, rather than by the closing rate as was previously required under the applicable accounting literature prior to the date in which Standard No. 13 came into effect (January 1, 2004).

All differences resulting from the translation of the foreign entity's financial statements by the method described above, are included in a separate component of shareholders' equity as Translation adjustments relating to foreign held autonomous Subsidiary.

Following the implementation of Standard No. 13, commencing January 2004 goodwill derived from an investment made in another entity is to be treated as one of that entity's assets. Accordingly, the goodwill associated with the Group's investment in Ovisan (a Subsidiary located in Turkey) is translated to NIS at the closing rate, rather than at the exchange rate at the date in which said investment was made, as was previously required under the applicable accounting literature in effect through December 31, 2003.

**HOGLA-KIMBERLY LTD.  
NOTES TO FINANCIAL STATEMENTS  
(REPORTED AMOUNTS)**

**NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (cont.)**

**C. Principles of Consolidation**

The consolidated financial statements include consolidation of the financial statements of the Company and all its Subsidiaries. Material inter-company balances and transactions of and between Subsidiaries and the Company have been fully eliminated.

The data included in the consolidated financial statements is based on audited financial statements of the Subsidiaries included therein.

The excess cost of an investment in a Subsidiary in Turkey over the net book value upon acquisition of that Subsidiary is allocated to fixed assets and is amortized at the rate applicable to those assets, or upon their realization. The unallocated excess cost deriving from the difference between the fair value of the subsidiary identifiable assets (including intangible assets) over the fair value of the subsidiary identifiable liabilities (after deferred taxes) at the acquisition date reflects goodwill, which is presented in the consolidated balance sheet as other assets and has been amortized by December 31, 2005 over about 6.5 years. See note I below for the accounting for goodwill as of January 1, 2006.

**D. Cash and Cash Equivalents**

Cash and cash equivalents include bank deposits, available for immediate withdrawal, as well as unrestricted short-term deposits with maturities of less than three months from the date of deposit.

**E. Allowance for Doubtful Accounts**

The allowance for doubtful accounts is generally computed as percentage from the relevant balances, on the basis of historical experience, with the addition of a specific provision in respect of accounts, which on management estimate are doubtful of collection.

**F. Inventories**

Inventories are presented at the lower of cost or market value, with cost determined as follows:

Finished products	-	Based on actual production cost.
Raw, auxiliary materials and other	-	Based on moving-average basis.

See also Note 2P below with regards to standard No 26 Inventory .

**G. Investments in Subsidiaries**

Investments in Subsidiaries are presented using the equity method based on their audited financial statements. In relation to excess cost of investment in Subsidiary in Turkey, see C above.

**HOGLA-KIMBERLY LTD.  
NOTES TO FINANCIAL STATEMENTS  
(REPORTED AMOUNTS)**

**NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (cont.)**

**H. Fixed Assets**

Fixed assets are presented at cost less accumulated depreciation and amortization. Depreciation is calculated using the straight-line method at rates considered adequate to depreciate the assets over their estimated useful lives. Amortization of leasehold improvements is computed over the shorter of the term of the lease, including any option period, where the Company intends to exercise such option, or their useful life.

<b>The annual depreciation and amortization rates are:</b>	<u>%</u>
Buildings	2-4
Leasehold improvements	10-25
Machinery and equipment	5-10
Motor vehicles	15-20
Office furniture and equipment	6-33

**Impairment of Long-Lived Assets**

Management reviews long-lived assets on a periodic basis, as well as when such a review is required based upon relevant circumstances, to determine whether events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. According to Standard No. 15 of the Israeli Accounting Standards Board, *Impairment of Assets*, an asset's recoverable value is the higher of the asset's net selling price and the asset's value in use, the latter being equal to the asset's discounted expected cash flows. If applicable, an impairment charge is recorded at the amount in which the carrying amount of the asset exceeds its recoverable value.

See Note 2P below with regards to standard No. 27 Fixed Asset.

**I. Other Assets - Goodwill**

As of January 1, 2006 the Company applies Standard No. 20 (revised) Accounting Treatment for Goodwill and Other Intangibles upon the Acquisition of an Investee (in this paragraph- the standard).

By December 31, 2005 the Company had systematically amortized its goodwill deriving from the Acquisition of investees using the straight line method over periods of 15 years.

As of January 1, 2006 the Company applies the Standard.

In accordance with the standard, goodwill is the unallocated excess cost due to investment in an investee deriving from the difference between the fair value of the investee's identifiable assets (including intangible assets) over the fair value of its identifiable liabilities (after deferred taxes) at the acquisition date. Goodwill is no longer amortized in a systematic manner, but is examined for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired.

In case of a realization of an investment in a subsidiary the goodwill will be taken into consideration in determining the profit or loss from the realization.

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**HOGLA-KIMBERLY LTD.  
NOTES TO FINANCIAL STATEMENTS  
(REPORTED AMOUNTS)**

**NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (cont.)**

**J. Supplier Discounts**

Ongoing discounts granted by suppliers, as well as year end discounts, in respect of which no commitments to meet given targets are required by the Group, are included in the financial statements upon the execution of purchases that grant the Group said discounts. Supplier discounts contingent upon the Group's fulfillment of certain targets, such as meeting a minimal annual volume (in quantities or amount), or an increase in purchases over previous periods, are included in the financial statements in proportion to the Group's purchases from suppliers during the reported period, which advance the Group towards the stated targets, only if it is expected that those targets will be reached and the discounts can reasonably be estimated. The estimate of meeting the targets is based, inter-alia, on historical experience, Group's relationships established with the suppliers and the estimated volume of purchases during the remaining reported period.

**K. Deferred Income Taxes**

The Group records deferred income taxes in respect of temporary differences between the carrying values of assets and liabilities in the financial statements and their values for tax purposes, including those that result from depreciation differences on leased property and fixed assets. The Group records deferred-tax assets in respect of temporary differences as well as in respect of carry-forward tax losses so long as it is probable that those assets will be realized in the foreseeable future. The deferred income taxes are computed using the tax rates expected to be in effect at realization according to tax laws that have been substantively enacted by the balance sheet date.

The computation of deferred income taxes has not taken into account taxes that would have been applicable in case of future realization of investments in Subsidiaries, since the Group does not contemplate such realization in the foreseeable future. Moreover, the computation also excludes deferred taxes in respect of dividend distributions within the Group for cases in which such dividend distributions are expected to be tax-exempt.

**L. Dividends**

Dividends proposed or declared subsequent to the balance-sheet date, but prior to the financial statements approval date, are presented as a separate component of shareholders' equity.

**M. Revenue Recognition**

Revenues are recognized upon shipment, when title has been transferred and collectibility is reasonably assured.

Revenues are presented net of sales incentives, primarily: bonuses granted to chains as a percentage of their purchases (target bonus); volume discounts; and coupons distributed to customers entitling price discounts.

An accrual for estimated returns and sales incentives, computed primarily on the basis of historical experience, is recorded at the time revenues are recognized and deducted from revenues.

**HOGLA-KIMBERLY LTD.  
NOTES TO FINANCIAL STATEMENTS  
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**NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (cont.)****N. Freestanding derivative financial instruments**

The Company recognizes freestanding derivative financial instruments as either assets or liabilities in its balance sheets and measures those instruments at fair value. Accounting for changes in the fair value of a derivative depends on the intended use of the derivative and the resulting designation. For a foreign exchange derivative instrument designated as a cash flow hedge, the effective portion of the derivative is initially reported as a component of shareholders' equity as accumulated other comprehensive income subsequently recognized into earnings as the hedged item affects earnings. The ineffective portion of the derivative is recognized in earnings immediately. For derivative instruments that are not designated as cash flow hedges, changes in fair value are recognized in earnings according to changes in their fair value.

The Company formally documents all relationships between hedging instruments and hedged items and the risk management objective and strategy for each hedge transaction. At inception of the hedge and quarterly thereafter, the Company performs a correlation assessment to determine whether changes in the fair values or cash flows of the derivatives are deemed highly effective in offsetting changes in the fair values or cash flows of the hedged items. If at any time subsequent to the inception of the hedge, the correlation assessment indicates that the derivative is no longer highly effective as a hedge, the Company discontinues hedge accounting and recognizes all subsequent derivative gains and losses in the results of operations.

**O. Exchange Rates and Linkage Basis**

- (1) Balances in foreign currency or linked thereto are included in the financial statements based on the representative exchange rates, as published by the Bank of Israel that were prevailing at the balance sheet date.
- (2) Exchange-rate differences are charged to operations as incurred.
- (3) Following are the changes in the representative exchange rate of the U.S. dollar vis-a-vis the NIS and the Turkish Lira, and in the CPI:

	<b>Representative exchange rate of the Dollar (NIS per \$1)</b>	<b>Turkish Lira exchange rate vis-a-vis the U.S. dollar (TL'000 per \$1)</b>	<b>CPI "in respect of" (in points)</b>
<b>As of:</b>			
December 31, 2006	4.225	1,412	184.87
December 31, 2005	4.603	1,351	185.05
December 31, 2004	4.308	1,352	180.74
<b>Increase (decrease) during the year ended:</b>	<b>%</b>	<b>%</b>	<b>%</b>
December 31, 2006	(8.21)	4.54	(0.097)
December 31, 2005	6.85	-	2.38
December 31, 2004	(1.62)	(2.9)	1.20

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**HOGLA-KIMBERLY LTD.  
NOTES TO FINANCIAL STATEMENTS  
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**NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (cont.)**

**P. Recent Accounting Standards**

**Standard No. 23 *Accounting for Transactions between an Entity and a controlling party***

In December 2006 the Israeli Accounting Standards Board published Accounting Standard No. 23, *Accounting for Transactions between an Entity and a controlling party* (hereinafter the Standard). The Standard applies to entities subject to the Israeli Securities Law-1968.

The Standard establishes the requirements for accounting for transactions between an entity and its controlling party, which involve asset transfers, assumption of liability, reimbursement or debt concession, and receipt of loans. The Standard does not apply to business combinations between entities under common control.

The Standard stipulates that transactions between an entity and a controlling party will be measured based on fair value; transactions which in nature are owner investments or distributions to owners should be reported directly in equity and not be recognized in the controlled entity's profit and loss; the differences between the consideration in transactions between an entity and a controlling party and their fair value will be recognized directly in equity. Current and deferred taxes pertaining to the items recognized in equity due to transactions with controlling parties will be recognized directly in equity as well.

The Standard is effective for transactions between an entity and a controlling party taking place subsequent to January 1, 2007 and for loans granted from or given to a controlling party prior to the Standard's effective date, starting on the Standard's effective date.

Management is currently examining this new standard, at this stage, it is unable to estimate the standard's effect, if any, on its financial position, results of operations and cash flows.

**Application of Standard No.26 *Inventory***

In August 2006 the Israeli Accounting Standards Board published Accounting Standard No. 26 *Inventory* (the Standard), which outlines the accounting treatment of inventory.

The standard applies to all types of inventory, other than buildings constructed for sale and addressed by Accounting Standard No.2 (*Construction of Buildings for Sale*), inventory of work in progress stemming from performance contracts, addressed by Accounting Standard No.4 (*Work Based on Performance Contract*), financial instruments and biological assets relating to agricultural activity and agricultural production during harvest.

The standard establishes, among other things, that inventory should be stated at the lower between cost and net realizable value. Cost is determined by the first in, first out (FIFO) method or by average weighted cost used consistently for all types of inventory of similar nature and uses. In certain circumstances the standard requires cost determination by a specific identification of cost, which includes all purchase and production costs, as well as any other costs incurred in reaching the inventory's present stage.



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**HOGLA-KIMBERLY LTD.  
NOTES TO FINANCIAL STATEMENTS  
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**NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (cont.)**

**P. Recent Accounting Standards (cont.)**

**Application of Standard No. 26 *Inventory* (cont.)**

When inventory is acquired on credit incorporating a financing component, the inventory should then be presented at cost equaling purchase cost in cash. The financing component is recognized as a financing expense over the term of the credit period.

Any reduction of inventory to net realizable value following impairment as well as any other inventory loss should be expensed in the current period.

Subsequent elimination of an impairment write-down that stems from an increase in net realizable value will be allocated to operations during the period in which the elimination took place.

This standard will apply to financial statements covering periods beginning January 1, 2007 and onwards and be implemented retroactively.

Management believes that the standard will not affect the Company's financial position, results of operations and cash flows.

**Application of Standard No. 27 *Fixed Asset***

In September 2006 the Israeli Accounting Standards Board published Accounting Standard No. 27 ( *Fixed Assets* ), which establishes the accounting treatment of fixed assets, including recognition of assets, determination of their book value, related depreciation, losses from impairment as well as the disclosure required in the financial statements.

The standard states that a fixed-asset item will be measured at the initial recognition date based cost which includes, in addition to the purchase price, all the related costs incurred for bringing the item to the position enabling it to operate in the manner contemplated by management. The cost also includes the initial estimate of costs required to dismantle and remove the item, along with the expenses incurred in reconstructing the site on which the item had been placed and in respect of which the entity incurred that obligation when the item had been acquired or following its use over a given period of time not in the production of inventory during that period.

The standard also states that when acquiring assets in exchange for a non-monetary asset or a combination of monetary as well as non-monetary assets, the cost will be determined at fair value unless (a) the barter transaction has no commercial essence or (b) it is impossible to reliably measure the fair value of the asset received and the asset provided. Should the provided asset not be measured at fair value, its cost would equal book value.

Following the initial recognition, the standard permits the entity to implement in its accounting policy the measurement of the fixed assets by the cost method or by revaluation so long as this policy is implemented in regard to all the items in that Company.

Cost method – an item will be presented at net book value, less accumulated impairment losses.

**HOGLA-KIMBERLY LTD.  
NOTES TO FINANCIAL STATEMENTS  
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**NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (cont.)**

**P. Recent Accounting Standards (cont.)**

**Application of Standard No. 27 *Fixed Asset* (cont.)**

Revaluation method an item whose fair value can be measured reliably will be presented at its estimated amount, which equals its fair value at the revaluation date, net of depreciation accumulated subsequently and less accumulated impairment losses. Revaluations should take place on a current basis in order to ensure that book value does not materially differ from the fair value that would have been determined on the balance-sheet date. The revaluation of a single item calls for the revaluation of the entire Company and if the asset's book value rises following this revaluation, this increase should be allocated directly to shareholders equity ( revaluation reserve ). Nevertheless, this increase will be recognized as an operating item up to the amount offsetting the decrease from that asset's revaluation recognized previously as income or loss. Should book value decline following revaluation, this decline will be recognized as an operating item yet allocated directly to shareholders equity ( revaluation reserve ) up to the amount leaving any credit balance in that reserve in respect of that asset.

Any fixed asset with a meaningful cost in relation to the item's total cost should be depreciated separately. Moreover, the depreciation method used will be reviewed at least once at yearend and, if any meaningful change had taken place in the estimated consumption of future economic benefits inherent in the asset, the method should be modified to reflect such changes. This change will be treated as a change in an accounting estimate.

This new standard will apply to financial statements covering periods beginning January 1, 2007 and onwards and implemented retroactively, except for the following:

An entity which chooses on January 1, 2007 the revaluation method will treat the difference between the asset's estimated book value and its cost as a revaluation reserve at that time.

An entity which did not include in the cost of an item, upon initial recognition, the initial estimate of dismantling and removing costs along with site reconstruction costs will be required to:

1. Measure the liability on January 1, 2007 in conformity with generally accepted accounting principles;
2. Compute the amount that would have been included in the cost of the relevant asset, when the liability was initially created, by capitalizing the amount of the liability, as noted in item 1 above at the time when that liability was initially created ( the Capitalized Amount );
3. Compute the Capitalized Amount's accumulated depreciation on January 1, 2007 on the basis of the asset's useful life at that time;
4. The difference between the amount to be allocated to the asset, in accordance with items 2 and 3 above and the amount of the liability, based on item 1 above, will be allocated to retained earnings.

The Company is currently examining this new standard; however, at this stage, it is unable to estimate the standard's effect, if any, on its financial position, results of operations and cash flows.

In January 2007 the Israeli Accounting Standard Board published a proposal for accounting standard no. 28 that amends standard no.27 to allow, at transition, the alternatives allowed under IFRS 1 regarding fixed assets.

**HOGLA-KIMBERLY LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
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**NOTE 2** **SIGNIFICANT ACCOUNTING POLICIES (cont.)**

**P.** **Recent Accounting Standards (cont.)**

**Application of Standard No.29** *Adoption of International Financial Reporting Standards*

In July 2006, the Israeli Accounting Standards Board published Accounting Standard No. 29 - Adoption of International Financial Reporting Standards (IFRS (the Standard)). According to this Standard, the financial statements of an entity subject to the Israeli Securities Law and authoritative Regulations thereunder, other than foreign corporations as defined by this Law that prepares its financial statements in other than Israeli GAAP, will be prepared for the reporting periods commencing January 1, 2008, including interim periods, in accordance with the IFRS and related interpretations published by the International Accounting Standards Board.

An entity adopting IFRS as of January 1, 2008 and electing to report comparative figures in accordance with the IFRS for only 2007, will be required to prepare opening balance-sheet amounts as of January 1, 2007 based on the IFRS.

Reporting in accordance with the IFRS will be carried out based on the provisions of IFRS No. 1, First-time Adoption of IFRS Standards, which establishes guidance on implementing the transition from financial reporting based on domestic national accounting standards to reporting in accordance with the IFRS.

IFRS No. 1 supersedes the transitional provisions established in other IFRSs (including those established in former domestic national accounting standards), stating that all IFRSs should be adopted retroactively for the opening balance-sheet amounts. Nevertheless, IFRS No. 1 grants allowances on certain issues by not applying the retroactive application in respect thereof. In addition, IFRS No. 1 contains certain exceptions with regard to the retroactive application of certain aspects stipulated in other IFRSs.

Management intends to examine the effect of the transition to IFRS, yet at this stage, is unable to estimate the extent of such conversion on the Company's financial position and results of operations.

Standard No. 29 allows for earlier application in a manner by which applicable entities may convert their financial statements published subsequent to July 31, 2006 to the IFRS. Management has not yet decided whether to early-adopt the IFRS.

**NOTE 3** **CASH AND CASH EQUIVALENTS**

	<u>Consolidated</u>		<u>Company</u>	
	<u>December 31,</u>			
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
	<u>NIS in thousands</u>		<u>NIS in thousands</u>	
In NIS	464	1,086	335	20
In foreign currencies	6,726	34,465	1,023	25,811
	<u>7,190</u>	<u>35,551</u>	<u>1,358</u>	<u>25,831</u>

**HOGLA-KIMBERLY LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
**(REPORTED AMOUNTS)**

**NOTE 4 TRADE RECEIVABLES**

	<u>Consolidated</u>		<u>Company</u>	
	<u>December 31,</u>			
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
	<u>NIS in thousands</u>		<u>NIS in thousands</u>	
Domestic - Open accounts	174,509	184,952	1,286	34
- Checks receivable	34,312	36,077	4	35
- Related parties (*)	428	782	104,028	118,302
	<u>209,249</u>	<u>221,811</u>	<u>105,318</u>	<u>118,371</u>
Foreign - Open accounts	70,917	54,364	2,963	2,056
- Related parties	-	668	-	-
	<u>70,917</u>	<u>55,032</u>	<u>2,963</u>	<u>2,056</u>
	280,166	276,843	108,281	120,427
Less - allowance for doubtful accounts	17,040	18,944	-	-
	<u>263,126</u>	<u>257,899</u>	<u>108,281</u>	<u>120,427</u>

(\*) Balances with Israeli related parties are linked to the CPI and bear 4% annual interest

The Company's products are marketed principally by its Subsidiaries.

**NOTE 5 OTHER RECEIVABLES**

	<u>Consolidated</u>		<u>Company</u>	
	<u>December 31,</u>			
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
	<u>NIS in thousands</u>		<u>NIS in thousands</u>	
Deferred taxes (Note 21D)	6,641	8,207	1,343	1,493
Prepaid expenses	1,753	1,775	1,419	1,446
Advances to suppliers	5,583	7,549	-	-
Value Added Taxes	26,170	24,345	-	-
Income tax advances, net	10,471	16,230	-	10,906
Loans to employees	689	509	289	245
Related party	-	-	19,851	-
Other	2,439	1,190	881	106

	<b>Consolidated</b>		<b>Company</b>	
	53,746	59,805	23,783	14,196

**NOTE 6 INVENTORIES**

	<b>Consolidated</b>		<b>Company</b>	
	<b>December 31,</b>			
	<b>2006</b>	<b>2005</b>	<b>2006</b>	<b>2005</b>
	<b>NIS in thousands</b>		<b>NIS in thousands</b>	
Raw and auxiliary materials	84,798	71,426	53,824	39,453
Finished goods	70,043	57,741	18,622	19,499
Spare parts and other	23,021	18,910	21,421	17,888
	177,862	148,077	93,867	76,840

**HOGLA-KIMBERLY LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
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**NOTE 7 CAPITAL NOTE OF SHAREHOLDER**

The capital note of AIPM, denominated in NIS, is not linked and does not bear interest. Repayment date will be mutually agreed upon.

**NOTE 8 INVESTMENTS IN SUBSIDIARIES**

	<b>Company</b>	
	<b>December 31,</b>	
	<b>2006</b>	<b>2005</b>
	<b>NIS in thousands</b>	
<b>A. Composition</b>		
Cost of shares	972	972
Capital Injection	182,301	66,270
Equity in post-acquisition earnings, net	90,082	168,024
Merger of subsidiaries (see also E below)	(141,028)	-
Translation adjustments relating to foreign held autonomous Subsidiary	(8,978)	665
	123,349	235,931
Capital notes (1)	48,689	50,248
Translation adjustments on loans and capital notes	(5,762)	(46)
	42,927	50,202
	166,276	286,133

(1) Non-interest capital notes, denominated in Turkish Lira, with all principle to be repaid in 2025. See also C below.

	<b>Consolidated</b>	
	<b>December 31,</b>	
	<b>2006</b>	<b>2005</b>
	<b>NIS in thousands</b>	
<b>B. Goodwill (see Note 2C above)</b>		
Cost	44,927	44,927
Translation adjustments	(3,671)	(1,272)
	41,256	43,655

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Less - accumulated amortization	18,918	18,918
	<u>22,338</u>	<u>24,737</u>

C. **Investment in Kimberli Clark Tuketim Mallari Sanavi Ve Ticaret A.S. ( KCTR ) (formerly: Ovisan)**

As of December 31, 2006 and 2005, the Group's investment in KCTR (a Turkish Subsidiary) amounted to NIS 122,379 and 4,358 thousand respectively (including goodwill - see above). In the recent years KCTR incurred significant losses from operations.

**HOGLA-KIMBERLY LTD.  
NOTES TO FINANCIAL STATEMENTS  
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**NOTE 8 INVESTMENTS IN SUBSIDIARIES (cont.)****C. Investment in Kimberli Clark Tuketim Mallari Sanayi Ve Ticaret A.S. ( KCTR ) (formerly: Ovisan) (cont.)**

In 2005 and 2006, the Company provided KCTR NIS 213.5 million for the continuation of its on going operations. In addition, the Company has committed to financially support KCTR in 2007. Such finance support may be granted to KCTR either by cash injection, long-term loans, or guaranteed if required so by banks according to the financing needs of KCTR.

**D. Consolidated Subsidiaries**

The consolidated financial statements as of December 31, 2006, include the financial statements of the following Subsidiaries:

	<b>Ownership and control as of December 31, 2006</b>
	%
Hogla-Kimberly Marketing Ltd. ("Marketing")	100.0
Kimberli Clark Tuketim Mallari Sanayi Ve Ticaret A.S. ("KCTR")	100.0
Mollet Marketing Ltd. ("Mollet")	100.0
H-K Overseas (Holland) B.V.	100.0
<b>Subsidiary of H-K Overseas (Holland) B.V.:</b>	
Hogla-Kimberly Holding Anonim Sirketi (*)	100.0

\* The company is inactive.

**E. Supplemental Data**

In July 2006, the Israeli Tax Authority approved the merger of Rakefet Marketing and trade services Ltd. (Rakefet) and Shikma Ltd. (Shikam) into the Company. According to the merger, the assets and liabilities of Shikma and Rakefet were merged into those of the Company on July 1, 2006, and the Company is in the process of issuing shares to its shareholders, KC and AIPM, in respect of their holdings in Rakefet.



**HOGLA-KIMBERLY LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
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**NOTE 9** FIXED ASSETS

CONSOLIDATED	Buildings (1)	Leasehold improvements	Machinery And equipment	Motor vehicles	furniture and equipment	Total (2)
NIS in thousands						
<b>Cost:</b>						
<b>Balance - January 1, 2006</b>	59,838	10,924	441,711	14,312	15,592	542,377
Changes during 2006:						
Additions	496	694	15,450	409	1,367	18,416
Dispositions	-	-	(3,327)	(439)	-	(3,766)
Foreign currency translation adjustments	(3,059)	(131)	(5,745)	(219)	(487)	(9,641)
<b>Balance - December 31, 2006</b>	57,275	11,487	448,089	14,063	16,472	547,386
<b>Accumulated depreciation:</b>						
<b>Balance - January 1, 2006</b>	19,194	5,383	186,848	12,482	11,237	235,144
Changes during 2006:						
Additions	1,178	769	20,846	1,025	1,056	24,874
Dispositions	-	-	(2,602)	(437)	(611)	(3,650)
Foreign currency translation adjustments	(620)	(28)	(1,990)	(211)	(274)	(3,123)
<b>Balance - December 31, 2006</b>	19,752	6,124	203,102	12,859	11,408	253,245
<b>Net book value:</b>						
December 31, 2006	37,523	5,363	244,987	1,204	5,064	294,141
December 31, 2005	40,644	5,541	254,863	1,830	4,355	307,233
<b>COMPANY</b>						
<b>Cost:</b>						
<b>Balance - January 1, 2006</b>	25,291	7,670	379,853	2,300	4,101	419,215
Changes during 2006:						
Assets of subsidiaries at merger:	1,058	-	16,051	-	311	17,420
Additions	33	486	8,690	356	25	9,590
Dispositions	-	-	(2,302)	-	-	(2,302)
<b>Balance - December 31, 2006</b>	26,382	8,156	402,292	2,656	4,437	443,923
<b>Accumulated depreciation:</b>						
<b>Balance - January 1, 2006</b>	13,236	4,348	156,875	1,810	3,131	179,400
Changes during 2006:						

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CONSOLIDATED	Buildings (1)	Leasehold improvements	Machinery And equipment	Motor vehicles	furniture and equipment	Total (2)
Assets of subsidiaries at merger:	957	-	12,248	-	226	13,431
Additions	549	153	16,123	394	307	17,526
Dispositions	-	-	(2,286)	-	-	(2,286)
<b>Balance - December 31, 2006</b>	<b>14,742</b>	<b>4,501</b>	<b>182,960</b>	<b>2,204</b>	<b>3,664</b>	<b>208,071</b>
<b>Net book value:</b>						
December 31, 2006	11,640	3,655	219,332	452	773	235,852
December 31, 2005	12,055	3,322	222,978	490	970	239,815

(1) Company leasehold improvements of industrial buildings on lands leased by the Company from AIPM (until 2006). The lease agreements are renewed annually.

(2) The majority of the Group's fixed assets are located in Israel with the remaining located in Turkey.

**HOGLA-KIMBERLY LTD.**  
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**NOTE 10 TRADE PAYABLES**

	Consolidated		Company	
	December 31,			
	2006	2005	2006	2005
	NIS in thousands		NIS in thousands	
In Israeli currency:				
Open accounts	95,810	114,140	38,755	51,292
Related parties	22,199	19,690	36,221	205,037
In foreign currency:				
Open accounts	70,251	71,935	38,774	42,177
Related parties	16,676	10,007	7,381	5,204
	<u>204,936</u>	<u>215,772</u>	<u>121,121</u>	<u>303,710</u>

**NOTE 11 OTHER PAYABLES AND ACCRUED EXPENSES**

	Consolidated		Company	
	December 31,			
	2006	2005	2006	2005
	NIS in thousands		NIS in thousands	
Accrued income taxes, net of advances	11,303	12,621	10,711	-
Accrued payroll and related expenses	26,239	24,101	12,763	11,498
Value Added Tax	7,051	5,462	6,565	2,329
Advances from customers	318	1,099	-	-
Other	13,129	8,637	2,741	2,288
	<u>58,040</u>	<u>51,920</u>	<u>32,780</u>	<u>16,115</u>

**NOTE 12 LONG-TERM BANK LOANS**

Composition	Interest rate	Consolidated December 31,	
	%	2006	2005
	NIS in thousands		
In U.S. dollar	Libor +1.22-1.63	-	20,714
Less - current maturities		-	20,714

Interest rate	Consolidated December 31,
-	-

**NOTE 13 SEVERANCE PAY**

Obligations of the Group for severance pay to its employees are covered by current payments to pension and severance funds. Accumulated amounts in the pension and severance funds are not under the control or administration of the Group, and accordingly, neither those amounts nor the corresponding accruals are reflected in the financial statements.

**HOGLA-KIMBERLY LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
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**NOTE 14** **COMMITMENTS AND CONTINGENT LIABILITIES**

**A.** **Commitments**

- (1) The Group is obligated to pay royalties to a shareholder see also Note 23B.
- (2) The Company and its Subsidiaries lease certain of their facilities under operating leases for varying periods with renewal options. Future minimum lease rentals as of December 31, 2006 are as follows:

	<b>Consolidated</b>	<b>Company</b>
	<b>NIS in thousands</b>	
2007	14,170	6,643
2008	7,535	669
2009	7,535	669
2010	7,535	669
2011 and thereafter	79,373	673
	116,148	10,031

**B.** **Guarantees**

- (1) The Company is contingently liable in respect of a guarantee securing bank loans provided to a Subsidiary, the balance of which as of December 31, 2006 amounted to NIS 109,056 thousand.
- (2) As part of their normal course of business, the Company and its Subsidiaries provided third parties with bank guarantees for contract performance, the balance of which as of December 31, 2006 amounted to NIS 1,091 thousand.

**C.** **Legal proceedings**

- (1) The Company received in November, 2003 a claim and a petition that was filed in the Tel-Aviv district court for the approval of a class action suit against the Company. According to the petition the Company has reduced the number of units of diapers in a package of its Huggies Freedom brand, and thus misled the public according to the Israeli Consumer Protection Act. The plaintiffs estimate the scope of the class action to be NIS 18 million. The Company rejects the claim and defended itself against the action. In addition, a court hearing took place in which plaintiff's and defendant's witnesses were cross-examined, and plaintiff submitted its closing statement. Based on the opinion of the Company's legal counsel for this matter, the Company's management is unable, at this stage, to estimate the possible outcome of the lawsuit. However, based on the legal counsel's opinion, the Company's management estimates that the Company has good defense claims against recognizing the petition as a class action, and it is probable that its defense will be accepted. Therefore, no provision was recorded in the financial statements in respect of this claim.

**HOGLA-KIMBERLY LTD.  
NOTES TO FINANCIAL STATEMENTS  
(REPORTED AMOUNTS)**

**NOTE 14 COMMITMENTS AND CONTINGENT LIABILITIES (cont.)**

**C. Legal proceedings (cont.)**

- (2) In February 2004, a former customer filed a lawsuit against the Company. This lawsuit is a part from multi-suppliers lawsuit, filed by the customer claiming for one billion NIS from the Company and each other supplier for alleged damages. The customer asked for discharge from legal fee and the request was denied. The customer appealed and was denied again. Customer failed to pay legal fee, and therefore court erased his lawsuit. The customer appealed again. Due to the preliminary stage of the proceedings, management is unable to estimate the possible outcome of the lawsuit. However, based on the Company's legal counsels, management estimates that the Company has valid arguments to oppose the lawsuit, and it is probable that its arguments will be accepted. Therefore, no provision was recorded in the financial statements relating to this lawsuit.
- (3) On August 23, 2006 a petition was filed against the Company in the Tel-Aviv district court for the approval of a class action suit against the Company. According to the petition the Company has reduced the number of diapers in the Titulim Premium brand Packages, and thus misled the public according to the Israeli Consumer Protection Act. The plaintiff estimates the scope of the class action to be NIS 47 million. The Company rejects the claim and defended itself against the action. Based on the opinion of the Company's legal counsel for this matter, the Company's management is unable, at this stage, to estimate the possible outcome of the lawsuit. However, based on the legal counsels' opinion, the Company's management estimates that the Company has good defense claims against recognized the petition as a class action, and it is probable that its defense will be accepted.

The Company can not evaluate, at this early stage the exposure of the claim if any, and did not record a reserve.

- (4) On December 10, 2006 a petition was filed against the Company in the Tel-Aviv district court for the approval of a class action suit against the Company. According to the petition the Company has reduced the number of Tissue paper in the Kleenex Premium Packages brand, and thus misled the public according to the Israeli Consumer Protection Act. The plaintiff estimates the scope of the class action to be NIS 43 million. The Company rejects the request and acting to dismiss it. Based on the legal counsels' opinion, the Company's management estimates that the Company has good defense claims against recognized the petition as a class action, and it is probable that its defense will be accepted. The Company can not evaluate, at this early stage the exposure of the claim if any, and did not record a reserve.
- (5) On January 02, 2007 a petition was filed against the Company in the Tel-Aviv district court for the approval of a class action suit against the Company. According to the petition the Company has reduced the number of Wet Wipes in the Titulim premium wet wipes Packages, and thus misled the public according to the Israeli Consumer Protection Act. The plaintiff estimates the scope of the class action to be NIS 28 million. The Company rejects the request and acting to dismiss it. Based on the legal counsels' opinion, the Company's management estimates that the Company has good defense claims against recognized the petition as a class action, and it is probable that its defense will be accepted. The Company can not evaluate, at this early stage the exposure of the claim if any, and did not record a reserve.

**HOGLA-KIMBERLY LTD.  
NOTES TO FINANCIAL STATEMENTS  
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**NOTE 14** COMMITMENTS AND CONTINGENT LIABILITIES (cont.)

**C.** Legal proceedings (cont.)

- (6) In July 2005, Clubmarket Marketing Chains Ltd. ( Clubmarket ), a customer of the Company and one of the largest retail groups in Israel, applied for the regional court in Tel-Aviv ( Court ) for a staying of procedures by creditors. The court protection was granted until August 17, 2005. As a result, in the second quarter of 2005 a provision of NIS 10.6 million for doubtful accounts was recorded, which is included in the general and administrative expenses line item. In the third quarter of 2005, Shufersal, Israel's biggest retail chain, won a bid supervised by the Court for the purchase of the stores, operations and inventories of Clubmarket. In December 2005, the Court approved a creditors settlement submitted by the trustees, according to which, amongst other matters, the Company is to receive about 51% of Clubmarket's debt to the Company. The settlement is subject to various conditions, including reaching an understanding between the trustees and the Company about the exact amount Clubmarket is to pay the Company, and crystallizing certain material issues between the trustees and the Israeli Tax Authorities. Due to said uncertainties relating to the exact amounts to be paid, and based on the opinions of the Company's legal advisors for this matter, management cannot estimate, at this stage, the exact payout of Clubmarket's debt to the Company as a result of said settlement. The remaining net balance of Clubmarket as of December 31, 2006, that is in excess of the doubtful accounts provision recorded in the financial statements, is approximately NIS 1 million (excluding VAT).

**NOTE 15** SHARE CAPITAL

**A.** Composition of Share Capital in Nominal NIS as of December 31, 2006 and 2005:

	Number of Shares (*)	
	Authorized	Issued and fully paid up
Ordinary Shares of NIS 1.00 par value	11,000,000	8,263,473

- (\*) As of December 31, 2006 the Company has commenced a process of registering 600 shares by the registrar of companies. The shares were issued to the shareholders of the Company as part of the merger process (see also note 8E).
- B.** In connection with the Company's approved enterprise program, following the Company's Board of Directors decision in September 2004, the Company issued its shareholders in 2004, 250,000 bonus shares with a premium of NIS 94.46 for each share.
- C.** Holders of ordinary shares are entitled to participate equally in the payment of cash dividends and bonus share (stock dividend) distributions and, in the event of the liquidation of the Company, in the distribution of assets after satisfaction of liabilities to creditors. Each ordinary share is entitled to one vote on all matters to be voted on by shareholders.

**HOGLA-KIMBERLY LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
**(REPORTED AMOUNTS)**

**NOTE 16** NET SALES

		Consolidated		
		Year ended December 31,		
		2006	2005	2004
		NIS in thousands		
<b>A.</b>	<b>Foreign sales (principally in Turkey)</b>	211,637	173,966	96,128
		%	%	%
<b>B.</b>	<b>Sales to major customers</b> (as percentage from total net sales)			
	Customer A	13.6	10.7	11.0
	Customer B	11.0	9.8	9.9

**NOTE 17** COST OF SALES

	Consolidated			Company		
	Year ended December 31,			Year ended December 31,		
	2006	2005	2004	2006	2005	2004
	NIS in thousands			NIS in thousands		
Purchases (*)	663,804	614,281	558,155	299,670	276,319	239,402
Salaries and related expenses	95,158	88,175	85,167	73,843	67,792	62,870
Manufacturing expenses	114,212	100,371	87,201	103,223	93,487	84,717
Depreciation	21,717	18,757	17,244	17,402	15,568	14,674
	894,891	821,584	747,767	494,138	453,166	401,663
Change in finished goods inventory	(10,983)	(869)	(27,785)	2,848	(472)	(7,760)
	883,908	820,715	719,982	496,986	452,694	393,903

(\*) The purchases of the Company are related to manufacturing operations. Consolidated purchases in excess of Company purchases relate principally to commercial operations.

**NOTE 18** SELLING EXPENSES

	Consolidated	Company
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	Consolidated			Company		
	Year ended December 31,			Year ended December 31,		
	2006	2005	2004	2006	2005	2004
	NIS in thousands			NIS in thousands		
Salaries and related expenses	66,024	61,574	57,003	664	-	-
Maintenance and transportation expenses	45,687	40,153	42,283	10,321	8,925	7,206
Advertising and sales promotion	80,189	49,375	59,264	68	2,577	6,373
Commissions to distributors	31,917	19,067	5,130	-	-	-
Royalties	25,864	23,703	21,318	4,053	2,157	1,679
Depreciation	2,534	3,022	3,687	106	38	28
Other	17,008	5,789	5,016	319	11	-
	<u>269,223</u>	<u>202,683</u>	<u>193,701</u>	<u>15,531</u>	<u>13,708</u>	<u>15,286</u>

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**HOGLA-KIMBERLY LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
**(REPORTED AMOUNTS)**

**NOTE 19 GENERAL AND ADMINISTRATIVE EXPENSES**

	Consolidated			Company		
	Year ended December 31,			Year ended December 31,		
	2006	2005	2004	2006	2005	2004
	NIS in thousands			NIS in thousands		
Salaries and related expenses	28,457	19,927	15,837	2,458	2,699	2,387
Administrative and computer services	10,234	9,189	10,150	2,354	1,417	1,640
Services provided by Shareholder	1,177	1,194	1,188	284	199	238
Office maintenance	5,120	4,804	4,632	384	198	230
Depreciation	611	560	522	10	-	-
Goodwill amortization	-	3,030	2,832	-	-	-
Provision for doubtful accounts	1,865	10,327	2,144	173	-	-
Other	10,442	7,252	3,724	447	527	490
	<u>57,906</u>	<u>56,283</u>	<u>41,029</u>	<u>6,110</u>	<u>5,040</u>	<u>4,985</u>

**NOTE 20 FINANCING INCOME (EXPENSES), NET**

	Consolidated			Company		
	Year ended December 31,			Year ended December 31,		
	2006	2005	2004	2006	2005	2004
	NIS in thousands			NIS in thousands		
Interest on long-term bank loans	-	(6,330)	(2,673)	-	-	-
Interest on Short-term bank loans	(28,323)	-	-	(1,681)	-	-
Exchange rate differences	5,646	3,092	-	3,722	2,308	-
Finance Expenses from derivative	(676)	-	-	(676)	-	-
Interest from long-term and short-term bank deposits	465	3,929	1,464	426	1,300	463
Interest expenses to tax authorities	1,006	653	-	1,027	-	-

The majority of the remaining balances of the consolidated financial income (expenses) for each of the periods presented are comprised of exchange rate differences.



**HOGLA-KIMBERLY LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
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**NOTE 21** **INCOME TAXES****A.** **Composition**

	<b>Consolidated</b>			<b>Company</b>		
	<b>Year ended December 31,</b>			<b>Year ended December 31,</b>		
	<b>2006</b>	<b>2005</b>	<b>2004</b>	<b>2006</b>	<b>2005</b>	<b>2004</b>
	<b>NIS in thousands</b>			<b>NIS in thousands</b>		
Current taxes	35,607	32,267	16,258	29,469	17,866	9,952
Taxes in respect of prior years	9,685	-	(1,003)	7,131	-	(837)
Deferred taxes - D. below	(9,389)	(12,740)	(5,011)	(2,867)	1,029	8,512
	<b>35,903</b>	<b>19,527</b>	<b>10,244</b>	<b>33,733</b>	<b>18,895</b>	<b>17,627</b>

- B.** The Company and its Israeli Subsidiaries are subject to the Income Tax Ordinance and the Income Tax Law (Inflationary Adjustments), 1985. Non-Israeli Subsidiaries are subject to income tax provisions of their home country. The Company is an industrial company in conformity with the Law for the Encouragement of Industry (Taxes), 1969. The principal benefit that the Company is entitled to under this law is accelerated depreciation rates and reduced tax rates.

During 2002, the Company's program for the establishment of a new facility for manufacturing paper was granted Approved Enterprise status in accordance with the Law for the Encouragement of Capital Investments, 1959, under alternative benefits track. The approval program is for total investments of approximately NIS 97 million. According to the terms of the program, income derived from the Approved Enterprise will be tax-exempt for a period of 10 years commencing in the year in which the program was substantially completed. Distribution of dividends from tax exempt profits of the Approved Enterprise will be subject to income tax at a rate equal to the income tax rate of the Approved Enterprise had the Company not elected the alternative benefits track. The Company completed the investments relating to the new facility and commenced its operations during 2003.

**HOGLA-KIMBERLY LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
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**NOTE 21 INCOME TAXES (cont.)****C. Reconciliation of the statutory tax rate to the effective tax rate:**

	Consolidated			Company		
	Year ended December 31,			Year ended December 31,		
	2006	2005	2004	2006	2005	2004
	NIS in thousands			NIS in thousands		
Income before income taxes	19,018	67,228	40,270	102,360	68,747	60,815
Statutory tax rate (see E. below)	31%	34%	35%	31%	34%	35%
Tax computed by statutory tax rate-	5,896	22,858	14,095	31,732	23,374	21,285
<b>Tax increments (savings) due to:</b>						
Income in reduced tax rate	11,163	1,112	(161)	(893)	-	(2,433)
Non-deductible expenses	1,550	4,352	1,454	1,781	40	6
Non-taxable income	-	(1,144)	(455)	-	-	(87)
Unrecorded deferred taxes in connection with tax loss carry forward	-	450	-	-	-	-
Change in deferred taxes due decrease in tax rate in Turkey	13,449	-	-	-	-	-
Reduction in corporate tax rates (E. below)	(938)	(5,361)	(1,594)	(1,639)	(5,476)	(1,573)
Differences arising from basis of measurement (*)	(232)	(1,664)	(2,821)	666	813	537
Income taxes for prior years	4,863	-	(1,003)	2,306	-	(837)
Other differences, net	152	(1,076)	729	(220)	144	729
	<u>35,903</u>	<u>19,527</u>	<u>10,244</u>	<u>33,733</u>	<u>18,895</u>	<u>17,627</u>

(\*) For 2006, 2005 and 2004 In Israel, Reported Amounts (NIS) for financial reporting purposes vis-a-vis the consumer price index for tax purposes; In Turkey U.S. dollar for financial reporting purposes vis-a-vis the Turkish Lira for tax purposes.

**HOGLA-KIMBERLY LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
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**NOTE 21 INCOME TAXES (cont.)****D. Deferred Taxes**

	Consolidated			Company		
	Year ended December 31,					
	2006	2005	2004	2006	2005	2004
	NIS in thousands			NIS in thousands		
Balance as of beginning of year	3,800	17,669	23,910	34,510	33,481	24,969
Changes during the year	(7,108)	(7,473)	(3,417)	(493)	6,505	10,085
Adjustment due to change in income tax rates	(938)	(5,361)	(1,594)	(1,639)	(5,476)	(1,573)
Foreign currency translation adjustments	2,181	(1,035)	(1,230)	-	-	-
Balance as of end of year	(2,065)	3,800	17,669	32,378	34,510	33,481

	Consolidated		Company	
	December 31,			
	2006	2005	2006	2005
	NIS in thousands		NIS in thousands	

Deferred taxes are presented in the balance sheets as follows:

Long-term liabilities (in respect of depreciable assets)	35,364	38,566	33,721	36,003
Other receivables (in respect of temporary differences)				
- Note 5	(6,641)	(8,207)	(1,343)	(1,493)
Other assets	(30,788)	(26,559)	-	-
	(2,065)	3,800	32,378	34,510

For 2006 Deferred taxes were computed at rates between 20%-29%, primarily 20%.

For 2005 Deferred taxes were computed at rates between 26.5%-33%, primarily 26.5%.

As of December 31, 2006 carryforward tax losses deriving from the Turkish subsidiary sum up to NIS 185 millions. Deferred tax assets due to the said carryforward tax losses were recorded under management assumption that they will be utilized by

the five years limitation in accordance to the Turkish tax laws and based on the new business structure in Turkey.

**E. Reduction of Corporate Tax Rates**

1. In July 2005, the Israeli Knesset passed the Law for Amending the Income Tax Ordinance (No. 147), 2005, according to which commencing in 2006 the corporate income-tax rate would be gradually reduced, for which a 31% tax rate was established, through 2010, in respect of which a 25% tax rate was established. For the effect of the reduction in tax rates, see D. above.
2. During the second quarter of 2006 the corporate tax in Turkey was reduced from 30% to 20%. The change in the corporate tax resulted in additional tax expenses in the amount of NIS 10.6 millions which reflected the impact on the deferred tax assets.

**F.** The Company and one of its subsidiaries are Industrial Companies as defined in the Israeli Law for the Encouragement of Industry (Taxes)-1969. Based on this Law, the Company and that subsidiary file consolidated tax returns.

**HOGLA-KIMBERLY LTD.  
NOTES TO FINANCIAL STATEMENTS  
(REPORTED AMOUNTS)**

**NOTE 21 INCOME TAXES (cont.)**

- G.** Following a tax assessment of the company's tax return, performed by the tax authorities in Israel with respect of tax-years 2003 and 2002 the company recorded additional provision for tax expenses, in the amount of NIS 4.2 millions for the year ended December 31, 2006.
- I.** The Company and its subsidiary Shikma Ltd. possess final tax assessments through 2003. Hogla Kimberly Marketing Ltd., a subsidiary of the Company, possesses final tax assessments through 2004.
- Mollet Marketing Ltd., a subsidiary of the Company, possesses final tax assessments through 2002.

**NOTE 22 RELATED PARTIES AND INTERESTED PARTIES****A. Balances with Related Parties**

	<u>Consolidated</u>		<u>Company</u>	
	<u>December 31,</u>			
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
	<u>NIS in thousands</u>		<u>NIS in thousands</u>	
Trade receivables (*)	2,991	1,450	2,564	-
Capital note - shareholder	32,770	32,770	32,770	32,770
Other receivables	-	-	20,853	-
Loans - Subsidiaries	-	-	46,043	46,043
Capital injection - Subsidiaries	-	-	186,438	70,405
Trade payables (*)	70,806	29,536	38,422	22,090

(\*) Company excludes Subsidiaries. See also Notes 4 and 11.

**B. Transactions with Related Parties and Subsidiaries**

	<u>Consolidated</u>			<u>Company</u>		
	<u>Year ended December 31,</u>					
	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
	<u>NIS in thousands</u>			<u>NIS in thousands</u>		
Sales to related						



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	Consolidated			Company		
parties	27,552	28,355	3,326	1,743	-	-
Sales to Subsidiaries	-	-	-	598,384	516,625	463,329
Cost of sales	150,350	157,073	162,096	86,879	73,951	58,254
Royalties to the shareholders	24,632	22,922	20,408	4,053	2,157	1,619
General and administrative expenses (*)	9,966	9,381	8,969	1,863	1,615	1,878

(\*) Company excludes Subsidiaries.

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**HOGLA-KIMBERLY LTD.  
NOTES TO FINANCIAL STATEMENTS  
(REPORTED AMOUNTS)**

**NOTE 23 DISCLOSURE AND PRESENTATION OF FINANCIAL INSTRUMENTS**

**A. Credit Risk**

The revenues of the Group's principal Subsidiaries are derived from two major customers and a large number of smaller customers. Management regularly monitors the balance of trade receivables and the financial statements include an allowance for doubtful accounts based on management's estimation. Taking the aforementioned into consideration, the exposure to credit risk from trade receivables is immaterial.

Cash and cash equivalents and long-term deposits are deposited with major banks in Israel and abroad. Therefore, it is not expected that such banks will fail to meet their obligations.

**B. Fair Value of Financial Instruments**

The financial instruments of the Group consist primarily of non-derivative assets and liabilities. Non-derivative assets include cash and cash equivalents, receivables and other current assets. Non-derivative liabilities include trade payables and other current liabilities. Due to the nature of these financial instruments, their fair value, generally, is identical or close to the value at which they are presented in the financial statements, unless stated otherwise.

Due to the fact that as of December 31, 2006, the terms of the capital note of shareholder do not include determined payment dates, fair value based on present values cannot be established. Accordingly, the fair value of the capital note is not disclosed in the financial statements.

As of December 31, 2005 the Company had entered into 30 hedge transaction in respect of anticipated purchases amounting to NIS 35.8 million, (in U.S. dollar and Euro currency).

The hedge transactions are shown in the balance sheet at fair value. The fair value of future transactions is based on future exchange rates, as quoted the balance sheet date.

As of December 31, 2006 the fair value of the cash flow hedging transaction is a net liability of NIS 0.228 million.

**HOGLA-KIMBERLY LTD.  
NOTES TO FINANCIAL STATEMENTS  
(REPORTED AMOUNTS)**

**NOTE 24 COMPANY S FINANCIAL INFORMATION IN NOMINAL VALUES FOR TAX PURPOSES**

**A. Balance Sheets**

	<b>Company</b>	
	<b>December 31,</b>	
	<b>2 0 0 6</b>	<b>2 0 0 5</b>
	<b>NIS in thousands</b>	
<b>Current Assets</b>		
Cash and cash equivalents	1,358	25,831
Trade receivables	108,281	120,427
Other receivables	22,511	12,739
Inventories	93,867	76,840
	226,017	235,837
<b>Long-Term Investments</b>		
Capital note of shareholder	32,770	32,770
Investments in Subsidiaries	161,183	276,288
	193,953	309,058
<b>Fixed Assets, net</b>	226,330	229,378
	646,300	774,273
<b>Current Liabilities</b>		
Short-term bank credit	43,800	-
Trade payables	121,121	303,710
Other payables and accrued expenses	32,780	16,115
	197,701	319,825
<b>Shareholders' Equity</b>	448,599	454,448
	646,300	774,273

**HOGLA-KIMBERLY LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
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**NOTE 24 COMPANY S FINANCIAL INFORMATION IN NOMINAL VALUES FOR TAX PURPOSES (cont.)**

**B. Statement of Operations**

	Year ended December 31,		
	2006	2005	2004
	NIS in thousands		
Net sales	617,544	540,002	479,320
Cost of sales	495,856	451,703	392,376
<b>Gross profit</b>	<b>121,688</b>	<b>88,299</b>	<b>86,944</b>
Selling expenses	15,532	13,861	15,283
General and administrative expenses	6,107	5,040	4,985
<b>Operating profit</b>	<b>100,049</b>	<b>69,398</b>	<b>66,676</b>
Financing income (expenses), net	2,811	189	(4,541)
Other income	632	153	282
<b>Income before income taxes</b>	<b>103,492</b>	<b>69,740</b>	<b>62,417</b>
Income taxes	36,601	17,866	9,115
<b>Income after income taxes</b>	<b>66,891</b>	<b>51,874</b>	<b>53,302</b>
Equity in net earnings (losses) of Subsidiaries	(77,898)	(9,466)	16,505
<b>Net income (loss) for the year</b>	<b>(11,007)</b>	<b>42,409</b>	<b>36,797</b>

**HOGLA-KIMBERLY LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
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**NOTE 24 COMPANY S FINANCIAL INFORMATION IN NOMINAL VALUES FOR TAX PURPOSES (cont.)**

**C. Statements of Changes in Shareholders' Equity**

	Share capital	Capital reserves	Translation adjustments relating to foreign held autonomous Subsidiary	Retained earnings	Accumulate other comprehensive income	Total
NIS in thousands						
<b>Balance - December 31, 2003</b>	8,263	132,127	-	277,853	-	418,243
<b>Changes during 2004:</b>						
Dividend paid						
Distribution of bonus shares	250	23,615	-	(23,865)	-	-
Translation adjustments relating to foreign held autonomous Subsidiary	-	-	(3,377)	-	-	(3,377)
Net income for the year	-	-	-	36,797	-	36,797
<b>Balance - December 31, 2004</b>	8,513	155,742	(3,377)	290,785	-	451,663
<b>Changes during 2005:</b>						
Dividend paid				(43,619)	-	(43,619)
Translation adjustments relating to foreign held autonomous Subsidiary	-	-	-			
	-	-	3,995	-	-	3,995
Net income for the year	-	-	-	42,409	-	42,409
<b>Balance - December 31, 2005</b>	8,513	155,742	618	289,575	-	454,448
<b>Changes during 2006:</b>						
Shares issued	600	49,097		-		49,697
Translation adjustments relating to foreign held autonomous Subsidiary	-	-	(10,463)	-	-	(10,463)
Changes in fair value of financial instruments	-	-	-	-	(76)	(76)
Dividend paid	-	-	-	(34,000)	-	(34,000)
Loss for the year	-	-	-	(11,007)	-	(11,007)
<b>Balance - December 31, 2006</b>	9,113	204,839	(10,463)	244,568	(76)	448,599

**Item 19(a)(iv)**





















































**Item 19(a)(vi)**









