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RESPONSE OF THE OFFICE OF CHIEF COUNSEL
DIVISION OF CORPORATION FINANCE

Re: Bank Leumi le-Israel B.M.
Incoming letter dated April 21, 1982

Based upon the facts presented in your letter, this Division will not recommend any enforcement action to the Commission if the Bank, in reliance upon your opinion as counsel that registration is not required, offers and sells the Bank-guaranteed notes issued by Leumi International Investments N.V. in the manner outlined in your letter without compliance with the registration requirements of the 1933 Act. Our position is based on your representation that there will be adequate safeguards to prevent a distribution of the notes to U.S. citizens or residents. As outlined in your letter, these safeguards include: (1) the imprinting of restrictive legends on the notes that will be removable only upon specific request to the issuer, (2) the lack of advertising of the offering in the U.S. and the use of limited advertising outside the U.S., (3) a directive to the effect that offers and sales in the U.S. can be made only on a personal basis by designated Bank officers to non-U.S. persons who will purchase a minimum principal amount of \$50,000 each, and (4) a requirement that all purchasers of the notes execute a declaration that they are not citizens or residents of the U.S., that they are not acquiring the notes for any such person, and that they have no present intention to sell any notes in the U.S.

Because this position is based upon the representations made to the Division in your letter, it should be noted that any different facts or conditions might require a different conclusion. Further, this response only expresses the Division's position on enforcement action and does not purport to express any legal conclusion on the questions presented.

Sincerely,



Peter J. Romeo
Chief Counsel

1933 Act / Section 5