



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-7010

Mail Stop 7010

June 5, 2007

Mr. Irit Eluz  
Chief Financial Officer and Senior Vice  
President Finance and Treasurer  
Ampal-American Israel Corporation  
111 Arlozorov Street  
Tel Aviv, Israel 62098

**RE: Form 10-K for the Fiscal Year ended December 31, 2006  
Form 10-Q for the Fiscal Quarter March 31, 2007  
File No. 1-16583**

Dear Mr. Eluz:

We have completed our review of your Form 10-K and related filings and have no further comments at this time.

If you have any questions regarding these comments, please direct them to Gus Rodriguez, Staff Accountant, at (202) 551-3752 or, in his absence, Scott Watkinson, Staff Accountant, at (202) 551-3741.

Sincerely,

Rufus Decker  
Branch Chief