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2008 MAY -7 P 1: 19 Date: 01 May 2008

Office of International Corporate Finance
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549, U.S.A.



082-34955

SUPPL

RE: **Bank Hapoalim B.M. Documents Furnished Pursuant to
Rule 12g3-2(b) under the Securities Exchange Act of 1934 File No. 082-34955**

Ladies and Gentlemen:

On behalf of Bank Hapoalim, a company organized under the laws of the State of Israel (the "Company"), we submit the following information under Rule 12g3-2(b)(1)(iii) with respect to the Company in order to maintain our 12g3-2(b) exemption from the registration requirements of Section 12(g) of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), available to foreign private issuers pursuant to Rule 12g3-2(b) under the Exchange Act.

Pursuant to Rule 12b3-2(b)(1)(iii) and 12b3-2(b)(4) under the Exchange Act, we are enclosing one copy of each of the documents set forth in Annex A.

All information and documents are being furnished under Rule 12g3-2(b)(1) with the understanding that such information and documents will not be deemed to be "filed" with the Commission or otherwise subject to the liabilities of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such information and documents shall constitute an admission for any purpose that the Company is subject to the Exchange Act.

If you have any questions or comments regarding the foregoing, please contact the Secretary of the Bank, by tel. (+972) 3-5673800 or by fax (+972) 3-5674576. Thank you for your attention to this matter.

Very truly yours,

Bank Hapoalim B.M.

Yoram Weissbrem
Secretary of the Bank

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**List of Documents Submitted Herewith to the
Commission Pursuant to Rule 12g3-2(b)(iii)**

	<u>Subject</u>	<u>Date</u>	<u>Schedule</u>
1.	<u>Change in Shareholders Register</u>	<u>07/04/08</u>	<u>1</u>
2.	<u>Grant of Rights to Purchase Shares</u>	<u>07/04/08</u>	<u>2</u>
3.	<u>Grant of Rights to Purchase Shares</u>	<u>07/04/08</u>	<u>3</u>
4.	<u>Ceased being and Interested Party</u>	<u>07/04/08</u>	<u>4</u>
5.	<u>Change in Corporation Securities</u>	<u>07/04/08</u>	<u>5</u>
6.	<u>Holding(s) in Company</u>	<u>07/04/08</u>	<u>6</u>
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12.	<u>Change in Corporation Securities</u>	<u>30/04/08</u>	<u>12</u>
13.	<u></u>	<u></u>	<u></u>
14.	<u></u>	<u></u>	<u></u>
15.	<u></u>	<u></u>	<u></u>
16.	<u></u>	<u></u>	<u></u>
17.	<u></u>	<u></u>	<u></u>
18.	<u></u>	<u></u>	<u></u>
19.	<u></u>	<u></u>	<u></u>
20.	<u></u>	<u></u>	<u></u>

Abbreviated Name: Poalim

Street: P.O.B. 27, Tel Aviv 61000

Tel: 03-5673800; 03-5673333; Fax: 03-5674576

e-mail: yoram.weissbrem@mailpoalim.co.il

Schedule 1

082-34955

Transmission date: 07/04/2008

Reference: 2008-01-102360

Securities Authority

www.isa.gov.il

Tel Aviv Stock Exchange Ltd.

www.tase.co.il

Immediate Report Regarding a Change in the Register of Shareholders

Regulation 31E of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970

The Company is pleased to report that on 07/04/2008 a change occurred in the register of shareholders of the Corporation, as a result of

Private Placement

1	Name of the registered shareholder with respect to whom the change has occurred:	York Global Finance II S.à r.l a société à responsabilité limitée
	Category of Identity Number:	<i>Registrar number in country of incorporation overseas</i>
	Identity Number :	<i>B120097</i>
	Details of the Change:	<i>Increase in the amount of shares as the result of a Private Placement</i>

Up-to-date list of the registered shareholders as on the date of the report is as follows:

o Particulars of shareholders:

Name of the registered shareholder: _____
Category of Identity Number: _____
Identity Number: _____
Citizenship / Country of Incorporation or Registration: _____
Country of Citizenship / Incorporation or Registration: _____
Address: _____
Category of Shares: _____
Quantity of Shares: _____
Does he hold the Shares as a trustee: _____

- Attached hereto is a file with the particulars of the shareholders: [listofshareholders_isa.pdf](#)
The date and the time when the corporation first learned of the occurrence or the subject matter:
07/04/2008 09:00 a.m.

List of Shareholders of Bank Hapoalim B.M.

Data on Holdings as at: 7 April 2008

List of Shareholders of Bank Hapoalim B.M	Amount of shares
<i>Nominee Company of Bank Hapoalim B.M.</i>	924,524,815
A. Shares of Core of Control	
<i>Arison Holdings (1998) Ltd.</i>	<u>255,354,390</u>
Total	255,354,390
B. Free Shares	
<i>Arison Holdings (1998) Ltd.</i>	7,376,918
<i>Israel Salt Industries Ltd.</i>	<u>75,664,441</u>
Total	83,041,359
York Global Finance II S.à r.l	52,500,000
Savion Tal	35,800
Tzitzian Avraham	31,680
Don Maxwell	2,450
Vardi Rachel	780
Agmon Eliyahu	700
Barkner Albert	603
Kikov Esther	568
Levi Victoria	544
Mindel Shira Milka	122
Geva Ariyeh	100
Pentzer Nathan	75
Zachs Eran	40
Newman David	10
Yehuda Bar Lev	10
Aaron Elias	10
Kelev Victoria	5
AMM G. Investments & Financials Ltd.	2
Livnat Raz	1
Zektzer Ram	1
Kramer Moshe	1
Erez Tal	1
Feldman Avi	<u>1</u>
	1,315,494,068

Bank Hapoalim B.M.

Registration no. 520000118

The securities of the corporation are listed for trading on the Tel Aviv Stock Exchange

Code name: Poalim

Street: P.O.B. 27, Tel Aviv 61000

Tel: 03-5673800; 03-5673333; Fax: 03-5674576

e-mail: yoram.weissbrem@mailpoalim.co.il

Transmission date: 07/04/2008

Reference: 2008-01-102432

Securities Authority

www.isa.gov.il

Tel Aviv Stock Exchange Ltd.

www.tase.co.il

Immediate Report Regarding the Grant of Rights to Purchase Shares (Securities Convertible into Share Capital)

Regulation 32 of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970

1. We advise that on *April 7, 2008* the Corporation granted rights to purchase shares as follows:

1
Category of Securities Allotted: <i>Option warrants</i>
Quantity of Securities Allotted: <i>3750000</i>
Amount of Consideration for the Securities Allotted: <i>Without consideration</i>
Category of Shares Which Will Result from Realization/Conversion of Securities: <i>Ordinary Shares of NIS 1.- n.v.</i>
Stock Exchange Number of the Share Resulting from Realization of the Security: <i>662577</i>
Quantity of the Shares Which Will Result from Realization/Conversion in Full of Securities: <i>3750000</i>
Amount of Realization Premium Which Will Be Obtained from Realization/Conversion in Full of the Securities into Shares: <i>NIS 82,500,000 assuming cash-realization</i>
Period During Which Securities May Be Realized: <i>March 31, 2010</i>
Will the Securities Allotted Be Registered for Trade: <i>No</i>

2. The allotment of the said securities is further to an offering circular to employees, which was published on *March 27, 2008* and the reference number thereof is *2008-01-086568*.

Bank Hapoalim B.M.

Registration no. 520000118

The securities of the corporation are listed for trading on the Tel Aviv Stock Exchange

Code name: Poalim

Street: P.O.B. 27, Tel Aviv 61000

Tel: 03-5673800; 03-5673333; Fax: 03-5674576

e-mail: yoram.weissbrem@mailpoalim.co.il

082-24955

Transmission date: 07/04/2008

Reference: 2008-01-102438

Securities Authority

www.isa.gov.il

Tel Aviv Stock Exchange Ltd.

www.tase.co.il

**Immediate Report Regarding the Grant of Rights to
Purchase Shares (Securities Convertible into Share Capital)**

Regulation 32 of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970

1. We advise that on *April 7, 2008* the Corporation granted rights to purchase shares as follows:

1
Category of Securities Allotted: *Option warrants*
Quantity of Securities Allotted: *3750000*
Amount of Consideration for the Securities Allotted: *Without consideration*
Category of Shares Which Will Result from Realization/Conversion of Securities:
Ordinary Shares of NIS 1.- n.v.
Stock Exchange Number of the Share Resulting from Realization of the Security: *662577*
Quantity of the Shares Which Will Result from Realization/Conversion in Full of Securities: *3750000*
Amount of Realization Premium Which Will Be Obtained from Realization/Conversion in Full of the Securities into Shares: *NIS 71,250,000 assuming cash-realization*
Period During Which Securities May Be Realized: *March 31, 2009*
Will the Securities Allotted Be Registered for Trade: *No*

2. The allotment of the said securities is further to an offering circular to employees, which was published on *March 27, 2008* and the reference number thereof is *2008-01-086568*.

Bank Hapoalim B.M.

Registration no. 520000118

The securities of the corporation are listed for trading on the Tel Aviv Stock Exchange

Code name: Poalim

Street: P.O.B. 27, Tel Aviv 61000

Tel: 03-5673800; 03-5673333; Fax: 03-5674576

e-mail: yoram.weissbrem@mailpoalim.co.il

082-34955

Transmission date: 07/04/2008

Reference: 2008-01-102456

Securities Authority

www.isa.gov.il

Tel Aviv Stock Exchange Ltd.

www.tase.co.il

**Immediate Report Regarding a Person Who Ceased in being
an Interested Party of the Corporation by Virtue of His Holdings**

Regulation 33(g) of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970

1. Details of the Holder:

First Name:

Surname/Name of Corporation: *Lazard Asset Management LLC*

Category of Identity Number: *Registrar number in country of incorporation overseas*

Identity Number: *050530199*

Citizenship/Country of Incorporation or Registration:

Incorporated abroad

Country of Citizenship/Incorporation or Registration: *USA*

Address: *30 Rockefeller*

New York, NY 10112

Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him: *Yes*

2. Details of the Transaction Following Which the Holder Ceased to be an Interested Party of the Corporation:

a. Name and Category of the Security Pertaining to the Transaction:

Bank Hapoalim Ordinary Shares.

b. Stock Exchange Security Number: *662577*

c. Date of Execution of the Transaction: *April 7, 2008*

d. Nature of the Transaction: *Decrease - Other*

Dilution due to increase in capital, because of a Private Placement

e. Quantity of Securities Pertaining to the Transaction: *63,608,757*

f. Price at which the Transaction Was Executed:

g. Are they inactive shares or securities convertible into inactive shares: *No*

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3. a. Schedule of Holdings of the Interested Party after the Transaction:

Name, Category & Series of the Security	Stock Exchange Security number	Quantity of Securities	Inactive*	Extent of holding		Extent of holding (fully diluted)	
				Capital	Voting	Capital	Voting
<i>Bank Hapoalim Ordinary Shares</i>	<i>662577</i>	<i>63,608,757</i>	<i>No</i>	<i>4.84</i>	<i>4.84</i>	<i>4.74</i>	<i>4.74</i>

- b. ● The Holder is not a banking corporation or an insurer:
 ○ The Holder is a banking corporation or an insurer. The details of his holdings are as follows

Holder	Name, Category & Series of Security	Stock Exchange Security number	Quantity of Securities	Inactive*

Explanations:

1. *If an interested party holds more than one category of securities, the extent of his holdings should be stated taking into consideration all of the securities held by him on one line only.*
 2. *Holdings of convertible securities should be reported, including convertible securities, which are not listed for trading.*
 3. *Where the interested party is a subsidiary company, the holdings should be separated into shares, which were purchased before the Companies Law, 5759-1999 took effect, and shares, which were purchased after the Law took effect.*
 4. *Where the holder is not a banking corporation or an insurer, only Clause 3.a. should be filled in. Where the holder is a banking corporation or an insurer, Clauses 3.a. and 3.b. should be filled in.*
- * *It should be stated whether inactive shares or securities convertible into inactive shares are concerned.*

4. Additional Details:

5. The date and time when the corporation first learned of the occurrence or the subject matter: *April 7, 2008 at 09:00 a.m.*

Bank Hapoalim B.M.

Registration no. 520000118

The securities of the corporation are listed for trading on the Tel Aviv Stock Exchange

Code name: Poalim

Street: P.O.B. 27, Tel Aviv 61000

Tel: 03-5673800; 03-5673333; Fax: 03-5674576

e-mail: yoram.weissbrem@mailpoalim.co.il

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CORPORATE FINANCE

Transmission date: 07/04/2008

Reference: 2008-01-102459

Securities Authoritywww.isa.gov.ilTel Aviv Stock Exchange Ltd.www.tase.co.il**Immediate Report Regarding a Change in the Securities of the Corporation**

The corporation advises that

○

● From 01/04/2008 until 07/04/2008

A change in the quantity of the securities of the Corporation has occurred as follows:

1. A Description of the Nature of the Change:

*Explanation: A comprehensive description should be given of the transaction or the operation on account of which a change in the securities of the Corporation has occurred.**Realization of Employees Options / Private Placement*

Date of the change	Nature of the change	Category and name of the securities with respect to which a change has occurred	Stock Exchange number	Quantity of the change	Whether executed through the Stock Exchange Clearing House
04/04/2008	Other Realization of Employees Options, not including expiries	Ordinary Share BNHP	662577	27,821	Yes
07/04/2008	Private Placement	Ordinary Share BNHP	662577	52,500,000	No
07/04/2008	Private Placement	Poalim Options 3/08 "A"	6620318	3,750,000	No
07/04/2008	Private Placement	Poalim Options 3/08 "B"	6620322	3,750,000	No

Explanations:

1. To the extent that the change affects more than one security, the effect of the change should be detailed on a separate line for each security.
2. Date of the Change – all of the changes of the same category, with respect to the same security, effected on the same day, should be summarized on one line. In that regard, a distinction should be made between changes made through the Stock Exchange Clearing House and changes made directly on the books of the Corporation.
3. The change – for a decrease the sign "-" should be added.
4. In all fields of the quantity, the quantity of securities should be filled in and not the NIS nominal value.

2.a. The Schedule of the Share Capital of the Corporation after the Change:

Name & category of share	Stock Exchange number	Number of shares in the authorized capital	Issued & paid up capital	
			Quantity in last report	Present quantity
BNHP Ordinary Shares	662577	2,000,000,000	1,262,966,247	1,315,494,068

Explanation: All categories of shares should be specified – including shares, which are not registered for trading.

b. Schedule of Other Securities of the Corporation:

No. of security	Name of security	Category of security	Name of trustee	Quantity in the last report	Present quantity	Listed for trade
6620207	Poolim Subordinated Capital Notes "A"	Other		676,000,000	676,000,000	Yes
6620215	Poolim Subordinated Capital Notes "B"	Other		459,400,000	459,400,000	No
6620280	Poolim Subordinated Capital Notes "C"	Other		896,400,000	896,400,000	Yes
6620280	Poolim Subordinated Capital Notes "C"	Other		3,600,000	3,600,000	No
6620223	Employees Options 2004 *	Option		1,626,458	1,598,637	No
6620231	Employees Options 2005	Option		3,903,143	3,903,143	No
6620249	Employees Options 2006	Option		3,970,946	3,970,946	No
6620256	Personal Employment Contract Options 2006	Option		44,165	44,165	No
6620264	Employees Options 2007	Option		4,052,348	4,052,348	No
6620272	Personal Employment Contract Options 2007	Option		64,601	64,601	No
6620306	Personal Employment Contract Options 2008	Option		104,074	104,074	No
6620298	Employees Options 2008	Option		4,157,067	4,157,067	No

Explanation: All of the securities of the Corporation should be specified, except for shares (including securities not registered for trading).

c. Attached hereto is an up to date file of the corporations securities lists, as well as the shareholders lists, the option holders notebook, and the bond holders notebook [List_isa.pdf](#)

* Including expiries and realizations

Note for Section 2(a) – the consideration for the allotted shares in the Private Placement, was paid to the company

List of Shareholders of Bank Hapoalim B.M.

Data on Holdings as at: 7 April 2008

List of Shareholders of Bank Hapoalim B.M	Amount of shares
<i>Nominee Company of Bank Hapoalim B.M.</i>	<u>924,524,815</u>
A. Shares of Core of Control	
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Total	255,354,390
B. Free Shares	
<i>Arison Holdings (1998) Ltd.</i>	<u>7,376,918</u>
<i>Israel Salt Industries Ltd.</i>	<u>75,664,441</u>
Total	83,041,359
York Global Finance II S.à r.l	52,500,000
Savion Tal	35,800
Tzitzian Avraham	31,680
Don Maxwell	2,450
Vardi Rachel	780
Agmon Eliyahu	700
Barkner Albert	603
Kikov Esther	568
Levi Victoria	544
Mindel Shira Milka	122
Geva Ariyeh	100
Pentzer Nathan	75
Zachs Eran	40
Newman David	10
Yehuda Bar Lev	10
Aaron Elias	10
Kelev Victoria	5
AMM G. Investments & Financials Ltd.	2
Livnat Raz	1
Zektzer Ram	1
Kramer Moshe	1
Erez Tal	1
Feldman Avi	<u>1</u>
	1,315,494,068

List of Holders of Subordinated Capital Notes 'A' 6620207

As of date : 07/04/2008

	Quantity of Capital Notes
Nominee Company of Bank Hapoalim B.M	671,000,000
The Provident Fund of Bank Leumi Staff	5,000,000
Total Capital	676,000,000

List of Holders of Subordinated Capital Notes 'B' 6620215

As of date : 07/04/2008

	Quantity of Capital Notes
Nominee Company of Bank Hapoalim B.M	459,400,000
Total Capital	459,400,000

List of Holders of Subordinated TACT (Tel-Aviv Continuous Trading) Institutional Capital Notes 'C' 6620280

As of date : 07/04/2008

	Quantity of Capital Notes
Nominee Company of Bank Hapoalim B.M	896,400,000
S.D.S.Z. Investments Ltd.	3,600,000
Total Capital	900,000,000

List of Holders of Employees Options 2004 6620223

As of date : 07/04/2008

	Quantity of Capital Notes
G.L.E. 102 Trusts	1,598,637
Total Capital	1,598,637

List of Holders of Employees Options 2005 6620231

As of date : 07/04/2008

	Quantity of Capital Notes
G.L.E. 102 Trusts	3,903,143
Total Capital	3,903,143

List of Holders of Employees Options 2006 6620249

As of date : 07/04/2008

	Quantity of Capital Notes
<hr/> G.L.E. 102 Trusts	3,970,946
<hr/> Total Capital	3,970,946

List of Holders of Personal Employment

Contract Options 2006 6620256

As of date : 07/04/2008

	Quantity of Capital Notes
G.L.E. 102 Trusts	44,165
<hr/>	
Total Capital	44,165

List of Holders of Employees Options 2007 6620264

As of date : 07/04/2008

	Quantity of Capital Notes
G.L.E. 102 Trusts	4,052,348
Total Capital	4,052,348

List of Holders of Personal Employment
Contract Options 2007 6620272

As of date : 07/04/2008

	Quantity of Capital Notes
G.L.E. 102 Trusts	64,601
Total Capital	64,601

List of Holders of Personal Employment

Contract Options 2008 6620306

As of date : 07/04/2008

	Quantity of Capital Notes
G.L.E. 102 Trusts	104,074
Total Capital	104,074

List of Holders of Employees Options 2008 6620298

As of date : 07/04/2008

	Quantity of Capital Notes
G.L.E. 102 Trusts	4,157,067
Total Capital	4,157,067

List of Holders of Poalim Options 3/2008 "A" 6620318

As of date : 07/04/2008

	Quantity of Capital Notes
York Global Finance II S.à r.l	3,750,000
Total Capital	3,750,000

List of Holders of Poalim Options 3/2008 "B" 6620322

As of date : 07/04/2008

	Quantity of Capital Notes
<hr/> York Global Finance II S.à r.l	3,750,000
<hr/> Total Capital	3,750,000

The securities of the corporation are listed for trading on the Tel Aviv Stock Exchange 082-34955

Registration No. 520000118

Code name: Poalim

Street: P.O.B. 27, Tel Aviv 61000

Tel: 03-5673800; 03-5673333; Fax: 03-5674576

e-mail: yoram.weissbrem@mailpoalim.co.il

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OFFICE OF INTERNATIONAL
CORPORATE FINANCE

Transmission date: 07/04/2008

Reference: 2008-01-102480

Securities Authority

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Tel Aviv Stock Exchange Ltd.

www.tase.co.il

Immediate Report regarding the schedule of holdings of Interested Parties

Regulation 33 (c) of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970

Following is the schedule of holdings of Interested Parties in the corporation as of 07/04/2008

No. of Holder	Name of Holder	Name, Category & Series of Security	Current Quantity of Securities	Extent of Holding		Extent of Holding (fully diluted)	
				% of capital	% of voting	% of capital	% of voting
1	Arison Holdings (1998) Ltd.	BNHP Ordinary Shares	262,731,308	19.97	19.97	19.59	19.59
2	Israel Salt Industries Ltd.	BNHP Ordinary Shares	75,764,441	5.76	5.76	5.65	5.65
3	Zvi Ziv	BNHP Ordinary Shares	17,088	0.00	0.00	0.00	0.00
4	Yoseph Dauber	BNHP Ordinary Shares	16,530	0.00	0.00	0.00	0.00
5	Management clients of AllianceBernstein, AXA IM, and their respective affiliates	BNHP Ordinary Shares	94,842,236	7.21	7.21	7.07	7.07

Explanations:

1. Holdings of convertible securities should be reported, including convertible securities, which are not listed for trading.
2. If an interested party holds more than one category of securities, the extent of his holdings should be stated taking into consideration all of the securities held by him on one line only.
3. The schedule of holdings of all interested parties should be listed in this form, including holdings which have remained unchanged.
4. Where the interested party is a subsidiary company, the holdings should be separated into shares which were purchased before the Companies Law, 5759-1999 took effect and which confer rights as to capital and voting, and shares which were purchased after the Law took effect and which are inactive shares.
5. If the interested party is a corporation, the name of the controlling party in the corporation should be reported as well.

Name of Holder: Arison Holdings (1998) Ltd.

No. of Holder: 1

Explanation: To be filled in if the interested party is a banking corporation or an insurer

Category of Identity Number: Number at the Registrar of Companies

Identity Number: 512705153

Citizenship/Country of Incorporation or Registration: Incorporated in Israel

Country of Citizenship/Incorporation or Registration:

Are the shares held inactive shares *No*

Stock Exchange Security Number: 662577

Balance in previous comprehensive report (quantity of securities): 262,731,308

Change in Quantity of Securities: 0

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

The holdings of the interested parties in the Bank are as follows:

Eternity Holdings One Trust holds 23.07% of the shares of Arison Holdings (1998) Ltd., which holds 19.97% of the shares of Bank Hapoalim B.M. (hereinafter: "the Bank").

Furthermore, Eternity Holdings One Trust holds 23.07% of the shares of the company Arison Sustainability Ltd., which holds 100% of the shares of Arison Investments Ltd., which holds 100% of the shares of Arzaf D Ltd., which holds 82.2% of the shares of Israel Salt Industries Ltd., which holds 6.00% of the shares of the Bank.

Eternity Four Trust holds 53.86% of the shares of Arison Holdings (1998) Ltd., which holds 19.97% of the shares of the Bank.

Furthermore, Eternity Four Trust holds 53.86% of the company Arison Sustainability Ltd., which holds 100% of the shares of Arison Investments Ltd., which holds 100% of the shares of Arzaf D Ltd., which holds 82.2% of the shares of Israel Salt Industries Ltd., which holds 6.00% of the shares of the Bank.

Nickel 97 – A Trust holds 23.07% of the shares of Arison Holdings (1998) Ltd., which holds 19.97% of the shares of the Bank.

Furthermore, Nickel 97 – A Trust holds 23.07% of the shares of the company Arison Sustainability Ltd., which holds 100% of the shares of Arison Investments Ltd., which holds 100% of the shares of Arzaf D Ltd., which holds 82.2% of the shares of Israel Salt Industries Ltd., which holds 6.00% of the shares of the Bank.

Ms. Shari Arison, holder of Israeli citizenship (Israeli Identity Document 064767437) is the principal beneficiary of Eternity Holdings One Trust and of Eternity Four Trust.

Mr. Mickey Arison, holder of American citizenship (Passport Number 219203102) is the principal beneficiary of Nickel 97 – A Trust.

Name of Holder: *Israel Salt Industries Ltd.*

No. of Holder: 2

Explanation: To be filled in if the interested party is a banking corporation or an insurer

Category of Identity Number: *Number at the Registrar of Companies*

Identity Number: 520037573

Citizenship/Country of Incorporation or Registration: *Incorporated in Israel*

Country of Citizenship/Incorporation or Registration: _____

Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him: *No*

Are the shares held inactive shares: *No*

Stock Exchange Security Number: 662577

Balance in previous comprehensive report (quantity of securities): 75,764,441

Change in Quantity of Securities: 0

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

Name of Holder: *Zvi Ziv.*

No. of Holder: 3

Identity Number: 004143699

Citizenship/Country of Incorporation or Registration: *Private person with Israeli citizenship*

Country of Citizenship/Incorporation or Registration: _____

Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him: *No*

Are the shares held inactive shares: *No*

Stock Exchange Security Number: 662577

Balance in previous comprehensive report (quantity of securities): 17,088

Change in Quantity of Securities: 0

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

Name of Holder: *Yoseph Dauber*

No. of Holder: 4

Explanation: To be filled in if the interested party is a banking corporation or an insurer

Category of Identity Number: *Number of Identity Document*

Identity Number: 007447584

Citizenship/Country of Incorporation or Registration: *Private person with Israeli citizenship*

Country of Citizenship/Incorporation or Registration: _____

Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him: *No*

Are the shares held inactive shares: *No*

Stock Exchange Security Number: 662577

Balance in previous comprehensive report (quantity of securities): 16,530

Change in Quantity of Securities: 0

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

Name of Holder: *Management clients of AllianceBernstein, AXA IM, and their respective affiliates*

No. of Holder: 5

Explanation: To be filled in if the interested party is a banking corporation or an insurer

Category of Identity Number: *Other Identification number*

Identity Number: 13-4064930

Citizenship/Country of Incorporation or Registration: *Incorporated overseas*

Country of Citizenship/Incorporation or Registration: *U.S.A.*

Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him: *Yes*

Are the shares held inactive shares: *No*

Stock Exchange Security Number: 662577

Balance in previous comprehensive report (quantity of securities): 94,842,236

Change in Quantity of Securities: 0

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

Out of the total balance 68,499,910 holdings with voting rights

Together: AllianceBernstein L.P., AXA Investment Managers, AXA Rosenberg Investment Management LLC, AXA China Region Insurance Company (Bermuda) Ltd.

As of the date of this report and according to the directives of the law, the controlling party in the corporation is :

1. *Arison Holdings (1998) Ltd.;*

2. *Israel Salt Industries Ltd.*

- = Remark = - extent of holding (full, diluted) does not include subordinated capital notes Series A, B and C.

RECEIVED

Date: 10/04/2008
Our reference: 802/08

2008 MAY -7 P 1:20

To : The London Stock Exchange OFFICE OF INTERNATIONAL
CORPORATE FINANCE

Schedule 7

082-34955

Dear Sirs,

Re: Immediate Report

Further to the immediate report of Bank Hapoalim B.M. (hereinafter: "the Bank") of 27th March, 2007 (Reference No. 347486-01-2007), of 13th November, 2007 (Reference No. 442255-01-2007), of 4th March, 2008 (Reference No.063036-01-2008) and of 3rd April, 2008 (Reference No. 099237-01-2008), the Bank respectfully advises that on 10th April, 2008 (at 10:45 a.m.) the Bank was informed by Isracard Ltd. and Europay (Eurocard) Israel Ltd. (hereinafter: "Isracard" and "Europay", respectively), subsidiary companies of the Bank, that the negotiations for the signing of a new agreement between Bank Mizrahi- Tefahot Ltd. (hereinafter: "Bank Mizrahi") and Isracard and Europay, according to which the parties intended to replace the existing accords between them, with a new agreement (for a period of 10 years) the purpose of which was, inter alia, the issue of "Mizrahi-Tefahot" branded credit cards through Isracard alone and the implementation of operational arrangements and the servicing by Isracard of the debit cards issued by Isracard and distributed by Bank Mizrahi to its customers, did not culminate in a binding agreement.

As a result of an agreement not being signed between the parties, the existing accords between the parties will continue to apply for a period of 10 years commencing on 12th November, 2007, and Bank Mizrahi is left with 1.8% of the shares of Isracard and Europay which were allotted to it on 19th December, 2007.

Yours faithfully,
Bank Hapoalim B.M.
Head Office

(-)

Eldad Kahana
Head of Central Legal
Counselling Division

(-)

Yoram Weissbrem
Secretary of the Bank

The securities of the corporation are listed for trading on the Tel Aviv Stock Exchange

Code name: Poalim

Street: P.O.B. 27, Tel Aviv 61000

Tel: 03-5673800; 03-5673333; Fax: 03-5674576

e-mail: yoram.weissbrem@mailpoalim.co.il

Transmission date: 13/04/2008

Reference: 2008-01-107442

Securities Authority
www.isa.gov.il

Tel Aviv Stock Exchange Ltd.
www.tase.co.il

Immediate Report regarding the schedule of holdings of Interested Parties

Regulation 33 (c) of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970

Following is the schedule of holdings of Interested Parties in the corporation as of 11/04/2008

No. of Holder	Name of Holder	Name, Category & Series of Security	Current Quantity of Securities	Extent of Holding		Extent of Holding (fully diluted)	
				% of capital	% of voting	% of capital	% of voting
1	Arison Holdings (1998) Ltd.	BNHP Ordinary Shares	262,731,308	19.97	19.97	19.59	19.59
2	Israel Salt Industries Ltd.	BNHP Ordinary Shares	75,764,441	5.76	5.76	5.65	5.65
3	Zvi Ziv	BNHP Ordinary Shares	17,088	0.00	0.00	0.00	0.00
4	Yoseph Dauber	BNHP Ordinary Shares	16,530	0.00	0.00	0.00	0.00
5	Management clients of AllianceBernstein, AXA IM, and their respective affiliates	BNHP Ordinary Shares	89,886,908	6.83	6.83	6.70	6.70

Explanations:

1. Holdings of convertible securities should be reported, including convertible securities, which are not listed for trading.
2. If an interested party holds more than one category of securities, the extent of his holdings should be stated taking into consideration all of the securities held by him on one line only.
3. The schedule of holdings of all interested parties should be listed in this form, including holdings which have remained unchanged.
4. Where the interested party is a subsidiary company, the holdings should be separated into shares which were purchased before the Companies Law, 5759-1999 took effect and which confer rights as to capital and voting, and shares which were purchased after the Law took effect and which are inactive shares.
5. If the interested party is a corporation, the name of the controlling party in the corporation should be reported as well.

Name of Holder: *Arison Holdings (1998) Ltd.*

No. of Holder: *1*

Explanation: To be filled in if the interested party is a banking corporation or an insurer

Category of Identity Number: *Number at the Registrar of Companies*

Identity Number: *512705153*

Citizenship/Country of Incorporation or Registration: *Incorporated in Israel*

Country of Citizenship/Incorporation or Registration:

Are the shares held inactive shares *No*

Stock Exchange Security Number: 662577

Balance in previous comprehensive report (quantity of securities): 262,731,308

Change in Quantity of Securities: 0

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

The holdings of the interested parties in the Bank are as follows:

Eternity Holdings One Trust holds 23.07% of the shares of Arison Holdings (1998) Ltd., which holds 19.97% of the shares of Bank Hapoalim B.M. (hereinafter: "the Bank").

Furthermore, Eternity Holdings One Trust holds 23.07% of the shares of the company Arison Sustainability Ltd., which holds 100% of the shares of Arison Investments Ltd., which holds 100% of the shares of Arzaf D Ltd., which holds 82.2% of the shares of Israel Salt Industries Ltd., which holds 6.00% of the shares of the Bank.

Eternity Four Trust holds 53.86% of the shares of Arison Holdings (1998) Ltd., which holds 19.97% of the shares of the Bank.

Furthermore, Eternity Four Trust holds 53.86% of the company Arison Sustainability Ltd., which holds 100% of the shares of Arison Investments Ltd., which holds 100% of the shares of Arzaf D Ltd., which holds 82.2% of the shares of Israel Salt Industries Ltd., which holds 6.00% of the shares of the Bank.

Nickel 97 – A Trust holds 23.07% of the shares of Arison Holdings (1998) Ltd., which holds 19.97% of the shares of the Bank.

Furthermore, Nickel 97 – A Trust holds 23.07% of the shares of the company Arison Sustainability Ltd., which holds 100% of the shares of Arison Investments Ltd., which holds 100% of the shares of Arzaf D Ltd., which holds 82.2% of the shares of Israel Salt Industries Ltd., which holds 6.00% of the shares of the Bank.

Ms. Shari Arison, holder of Israeli citizenship (Israeli Identity Document 064767437) is the principal beneficiary of Eternity Holdings One Trust and of Eternity Four Trust.

Mr. Mickey Arison, holder of American citizenship (Passport Number 219203102) is the principal beneficiary of Nickel 97 – A Trust.

Name of Holder: *Israel Salt Industries Ltd.*

No. of Holder: 2

Explanation: To be filled in if the interested party is a banking corporation or an insurer

Category of Identity Number: *Number at the Registrar of Companies*

Identity Number: 520037573

Citizenship/Country of Incorporation or Registration: *Incorporated in Israel*

Country of Citizenship/Incorporation or Registration: _____

Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him: *No*

Are the shares held inactive shares: *No*

Stock Exchange Security Number: 662577

Balance in previous comprehensive report (quantity of securities): 75,764,441

Change in Quantity of Securities: 0

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

Name of Holder: *Zvi Ziv.*

No. of Holder: 3

Identity Number: 004143699

Citizenship/Country of Incorporation or Registration: *Private person with Israeli citizenship*

Country of Citizenship/Incorporation or Registration: _____

Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him: *No*

Are the shares held inactive shares: *No*

Stock Exchange Security Number: 662577

Balance in previous comprehensive report (quantity of securities): 17,088

Change in Quantity of Securities: 0

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

Name of Holder: *Yoseph Dauber*

No. of Holder: 4

Explanation: To be filled in if the interested party is a banking corporation or an insurer

Category of Identity Number: *Number of Identity Document*

Identity Number: 007447584

Citizenship/Country of Incorporation or Registration: *Private person with Israeli citizenship*

Country of Citizenship/Incorporation or Registration: _____

Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him: *No*

Are the shares held inactive shares: *No*

Stock Exchange Security Number: 662577

Balance in previous comprehensive report (quantity of securities): 16,530

Change in Quantity of Securities: 0

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

Name of Holder: *Management clients of AllianceBernstein, AXA IM, and their respective affiliates*

No. of Holder: 5

Explanation: To be filled in if the interested party is a banking corporation or an insurer

Category of Identity Number: *Other Identification number*

Identity Number: 13-4064930

Citizenship/Country of Incorporation or Registration: *Incorporated overseas*

Country of Citizenship/Incorporation or Registration: *U.S.A.*

Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him: *Yes*

Are the shares held inactive shares: *No*

Stock Exchange Security Number: 662577

Balance in previous comprehensive report (quantity of securities): 94,842,236

Change in Quantity of Securities: -4,955,328

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

Out of the total balance 63,236,110 holdings with voting rights

Together: AllianceBernstein L.P., AXA Investment Managers, AXA Rosenberg Investment Management LLC, AXA China Region Insurance Company (Bermuda) Ltd.

As of the date of this report and according to the directives of the law, the controlling party in the corporation is :

- 1. Arison Holdings (1998) Ltd.;*
- 2. Israel Salt Industries Ltd.*

- = Remark = - extent of holding (fully diluted) does not include subordinated capital notes Series A, B and C.

RECEIVED

Date: April 17, 2008
Reference: 802/08

2008 MAY -7 P 1:20

To: The London Stock Exchange

OFFICE OF INTERNATIONAL
CORPORATE FINANCE

Schedule 9

082-34955

Dear Sir or Madam,

RE: Immediate Report

Bank Hapoalim B.M. (hereinafter "the Bank") advises, further to what was reported in the Annual Report for the year 2007 in connection with the activity of the Bank group in asset-backed securities (pp. 130-139 of the Report), as follows:

1. Over the last month, the decline continued in the value of mortgage – backed securities ("MBS") and other asset- backed securities on the capital markets in the United States and London. According to information now held by the Bank, the market value of its overall investment in MBS traded in the United States, as at 31st March, 2008, declined by an additional amount of about 209 million US Dollars and in all by about 709 million US Dollars. At the same time, an additional decline of about 15 million US Dollars occurred in the MBS portfolio in London and in all by about 25 million US Dollars. The total cumulative decline in the market value the Bank's investments in MBS stands, therefore, at about 734 million US Dollars. As for the classification of the decline in value as reported above, see Clause 6 below.

Nevertheless, the Bank estimates that these declines in value do not reflect the real economic value of the portfolio, assuming it continues to be held to maturity over a long term.

2. As At 31st March, 2008, no material changes in the rating of the MBS have occurred since the most recent report of the Bank, as detailed in the Annual Report as at 31st December, 2007. The rating of one security, which is insured by the insurance company MBIA for an amount of 10 million US Dollars and rated by Fitch was lowered from AAA to AA. It is noted that additional securities amounting to 44 million US Dollars, which are also insured by the same company, but rated by S&P, have kept their AAA rating. This decline is in addition to the decline reported by the Bank in the past of securities amounting to 60 million US Dollars the rating of which was lowered from AAA to A.

MBS rated AAA amounting to about 119 million US Dollars have been placed on negative watch lists by international rating agencies, in addition to MBS amounting to about 302 million US Dollars which had previously been placed on negative watch lists.

3. Following a decline in the asset value of instruments held by the Bank issued by Structured Investment Vehicles (SIV), the Bank estimates that it will record an impairment of an other-than-temporary nature amounting to about 26 million US Dollars in respect of the balance of its holdings of these instruments and this will be charged to the statement of profit and loss. In addition, a decline in value has occurred of a none-other-than-temporary nature amounting to about 1 million US Dollars which will be charged to shareholders' equity.

4. An additional decline has occurred of about 23 million US Dollars in the Bank's holdings of CDO in the United States and the UK. As for the classification of the above decline, see Clause 6 below.

An additional decline has occurred of about 17 million US Dollars in the Bank's investments in unfunded CDO transactions and this decline will be charged to the statement of profit and loss of the Bank.

5. According to a directive received by the Bank today, 17th April, 2008, from the Supervisor of Banks, the Bank is required to weight its MBS holdings of the types: ALT A, ALT B and CMBS for the purpose of calculating the ratio of capital to the risk assets of the Bank, to twice their value in the books of the Bank.

The effect of the directive on the ratio of the Bank's capital to risk assets is about 0.35%.

6. The US capital market continues to suffer from great instability and the Bank expects that the volatility in the prices of the asset-backed financial instruments held by it will continue.

As reported by the Bank in the past, its decision regarding the classification of the decline in value of securities of the types referred to in this immediate report, including MBS, CDO and SIV is taken in accordance with generally accepted accounting principles, including directives of the Supervisor of Banks. In view of the continued decline in the market value of securities of these types in the US and the UK, the Bank continues to maintain an accounting examination on this subject, and its decision regarding the classification of the decline will be taken ahead of the approval of the financial statements for the first quarter of 2008, according to the results of the specific examination of each and every security of these types.

7. Please note that this report contains forward-looking information. It may be that the developments which actually take place may lead to a different result from the one now expected, including global economic developments, changes in the conditions of the capital markets and the housing market in the United States, regulatory provisions and decisions that may be taken at the Bank in connection with the holding of assets of the type referred to in this report.

Yours faithfully,

Bank Hapoalim B.M.

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(-)

Barry Ben-Zeev
Senior Deputy Managing Director
Chief Financial Officer

Mario Szuszan
Senior Deputy Managing Director
Head of Global Treasury

Date: April 21, 2008
Reference: 802/08

To: The London Stock Exchange

Schedule 10
082-34955

Dear Sir or Madam,

RE: **Immediate Report**

Bank Hapoalim B.M. (hereinafter - "the Bank"), hereby announces that on 18th April, 2008, at about noon, it was informed by the competent authority in Turkey of the completion of the process of increasing the Bank's share in the subsidiary company Bank Pozitif Kredi Ve Kalkinma Bankasi Anonim Sirketi. In this way, the Bank acquired a further installment of 7.45% of the means of control of Bank Pozitif at a price based on the equity of Bank Pozitif as at 31st March, 2008. The acquisition was effected by way of allotment of shares, for a sum in Turkish Lira equivalent to about 64 million US Dollars. The Bank's investment was made through Tarshish Hapoalim Holdings and Investments Ltd., a wholly owned subsidiary company of the Bank, which prior to the increase in capital held 57.55% of the means of control of Bank Pozitif. After the allotment, the share of the Bank in Bank Pozitif stands at 65%, and the balance of the holdings therein is in the hands of the other shareholders, C.Factoring Anonim Sirketi.

Yours faithfully,

Bank Hapoalim B.M.

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(-)

Ilan Mazur, Advocate
Chief Legal Adviser

Yoram Weissbrem
Secretary of the Bank

The securities of the corporation are listed for trading on the Tel Aviv Stock Exchange

Code name: Poalim

Street: P.O.B. 27, Tel Aviv 61000

Tel: 03-5673800; 03-5673333; Fax: 03-5674576

e-mail: yoram.weissbrem@mailpoalim.co.il

Transmission date: 21/04/2008

Reference: 2008-01-114696

Securities Authority

www.isa.gov.il

Tel Aviv Stock Exchange Ltd.

www.tase.co.il

Immediate Report regarding the schedule of holdings of Interested Parties

Regulation 33 (c) of the Securities (Periodic and Immediate Reports) Regulations, 5730-1970

Following is the schedule of holdings of Interested Parties in the corporation as of 18/04/2008

No. of Holder	Name of Holder	Name, Category & Series of Security	Current Quantity of Securities	Extent of Holding		Extent of Holding (fully diluted)	
				% of capital	% of voting	% of capital	% of voting
1	Arison Holdings (1998) Ltd.	BNHP Ordinary Shares	262,731,308	19.97	19.97	19.59	19.59
2	Israel Salt Industries Ltd.	BNHP Ordinary Shares	75,764,441	5.76	5.76	5.65	5.65
3	Zvi Ziv	BNHP Ordinary Shares	17,088	0.00	0.00	0.00	0.00
4	Yoseph Dauber	BNHP Ordinary Shares	16,530	0.00	0.00	0.00	0.00
5	Management clients of AllianceBernstein, AXA IM, and their respective affiliates	BNHP Ordinary Shares	89,533,208	6.81	6.81	6.68	6.68

Explanations:

1. Holdings of convertible securities should be reported, including convertible securities, which are not listed for trading.
2. If an interested party holds more than one category of securities, the extent of his holdings should be stated taking into consideration all of the securities held by him on one line only.
3. The schedule of holdings of all interested parties should be listed in this form, including holdings which have remained unchanged.
4. Where the interested party is a subsidiary company, the holdings should be separated into shares which were purchased before the Companies Law, 5759-1999 took effect and which confer rights as to capital and voting, and shares which were purchased after the Law took effect and which are inactive shares.
5. If the interested party is a corporation, the name of the controlling party in the corporation should be reported as well.

Name of Holder: Arison Holdings (1998) Ltd.

No. of Holder: 1

Explanation: To be filled in if the interested party is a banking corporation or an insurer

Category of Identity Number: Number at the Registrar of Companies

Identity Number: 512705153

Citizenship/Country of Incorporation or Registration: Incorporated in Israel

Country of Citizenship/Incorporation or Registration:

Are the shares held inactive shares *No*

Stock Exchange Security Number: *662577*

Balance in previous comprehensive report (quantity of securities): *262,731,308*

Change in Quantity of Securities: *0*

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

The holdings of the interested parties in the Bank are as follows:

Eternity Holdings One Trust holds 23.07% of the shares of Arison Holdings (1998) Ltd., which holds 19.97% of the shares of Bank Hapoalim B.M. (hereinafter: "the Bank").

Furthermore, Eternity Holdings One Trust holds 23.07% of the shares of the company Arison Sustainability Ltd., which holds 100% of the shares of Arison Investments Ltd., which holds 100% of the shares of Arzaf D Ltd., which holds 82.2% of the shares of Israel Salt Industries Ltd., which holds 6.00% of the shares of the Bank.

Eternity Four Trust holds 53.86% of the shares of Arison Holdings (1998) Ltd., which holds 19.97% of the shares of the Bank.

Furthermore, Eternity Four Trust holds 53.86% of the company Arison Sustainability Ltd., which holds 100% of the shares of Arison Investments Ltd., which holds 100% of the shares of Arzaf D Ltd., which holds 82.2% of the shares of Israel Salt Industries Ltd., which holds 6.00% of the shares of the Bank.

Nickel 97 – A Trust holds 23.07% of the shares of Arison Holdings (1998) Ltd., which holds 19.97% of the shares of the Bank.

Furthermore, Nickel 97 – A Trust holds 23.07% of the shares of the company Arison Sustainability Ltd., which holds 100% of the shares of Arison Investments Ltd., which holds 100% of the shares of Arzaf D Ltd., which holds 82.2% of the shares of Israel Salt Industries Ltd., which holds 6.00% of the shares of the Bank.

Ms. Shari Arison, holder of Israeli citizenship (Israeli Identity Document 064767437) is the principal beneficiary of Eternity Holdings One Trust and of Eternity Four Trust.

Mr. Mickey Arison, holder of American citizenship (Passport Number 219203102) is the principal beneficiary of Nickel 97 – A Trust.

Name of Holder: *Israel Salt Industries Ltd.*

No. of Holder: *2*

Explanation: To be filled in if the interested party is a banking corporation or an insurer

Category of Identity Number: *Number at the Registrar of Companies*

Identity Number: *520037573*

Citizenship/Country of Incorporation or Registration: *Incorporated in Israel*

Country of Citizenship/Incorporation or Registration: _____

Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him: *No*

Are the shares held inactive shares: *No*

Stock Exchange Security Number: *662577*

Balance in previous comprehensive report (quantity of securities): *75,764,441*

Change in Quantity of Securities: *0*

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

Name of Holder: *Zvi Ziv.*

No. of Holder: *3*

Identity Number: 004143699

Citizenship/Country of Incorporation or Registration: *Private person with Israeli citizenship*

Country of Citizenship/Incorporation or Registration: _____

Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him: *No*

Are the shares held inactive shares: *No*

Stock Exchange Security Number: 662577

Balance in previous comprehensive report (quantity of securities): 17,088

Change in Quantity of Securities: 0

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

Name of Holder: *Yoseph Dauber*

No. of Holder: 4

Explanation: To be filled in if the interested party is a banking corporation or an insurer

Category of Identity Number: *Number of Identity Document*

Identity Number: 007447584

Citizenship/Country of Incorporation or Registration: *Private person with Israeli citizenship*

Country of Citizenship/Incorporation or Registration: _____

Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him: *No*

Are the shares held inactive shares: *No*

Stock Exchange Security Number: 662577

Balance in previous comprehensive report (quantity of securities): 16,530

Change in Quantity of Securities: 0

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

Name of Holder: *Management clients of AllianceBernstein, AXA IM, and their respective affiliates*

No. of Holder: 5

Explanation: To be filled in if the interested party is a banking corporation or an insurer

Category of Identity Number: *Other Identification number*

Identity Number: 13-4064930

Citizenship/Country of Incorporation or Registration: *Incorporated overseas*

Country of Citizenship/Incorporation or Registration: *U.S.A.*

Does the holder serve as a representative for reporting purposes of a number of shareholders who hold securities of the Corporation together with him: *Yes*

Are the shares held inactive shares: *No*

Stock Exchange Security Number: 662577

Balance in previous comprehensive report (quantity of securities): 89,886,908

Change in Quantity of Securities: -353,700

Explanation: If a decrease in number is reported, a negative value should be stated, i.e. represented by the sign "-".

Remarks:

Out of the total balance 62,887,810 holdings with voting rights

Together: AllianceBernstein L.P., AXA Investment Managers, AXA Rosenberg Investment Management LLC, AXA China Region Insurance Company (Bermuda) Ltd.

As of the date of this report and according to the directives of the law, the controlling party in the corporation is :

1. *Arison Holdings (1998) Ltd.;*
2. *Israel Salt Industries Ltd.*

- = Remark = - extent of holding (fully diluted) does not include subordinated capital notes Series A, B and C.

The securities of the corporation are listed for trading on the Tel Aviv Stock Exchange

Code name: Poalim

Street: P.O.B. 27, Tel Aviv 61000

Tel: 03-5673800; 03-5673333; Fax: 03-5674576

e-mail: yoram.weissbrem@mailpoalim.co.il

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30 MAY -7 P 1:20

OFFICE OF INTERNATIONAL
CORPORATE FINANCE

Transmission date: 30/04/2008

Reference: 2008-01-120852

Securities Authoritywww.isa.gov.ilTel Aviv Stock Exchange Ltd.www.tase.co.il**Immediate Report Regarding a Change in the Securities of the Corporation**

The corporation advises that

○

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From 07/04/2008 until 28/04/2008

A change in the quantity of the securities of the Corporation has occurred as follows:

1. A Description of the Nature of the Change:

*Explanation: A comprehensive description should be given of the transaction or the operation on account of which a change in the securities of the Corporation has occurred.**Realization of Employees Options / Withdrawal of Certificate*

Date of the change	Nature of the change	Category and name of the securities with respect to which a change has occurred	Stock Exchange number	Quantity of the change	Whether executed through the Stock Exchange Clearing House
28/04/2008	Withdrawal of Certificate	Ordinary Share BNHP	662577	70,000	Yes
25/04/2008	Other Realization of Employees Options, not including expiries	Ordinary Share BNHP	662577	39,946	Yes

Explanations:

- To the extent that the change affects more than one security, the effect of the change should be detailed on a separate line for each security.*
- Date of the Change – all of the changes of the same category, with respect to the same security, effected on the same day, should be summarized on one line. In that regard, a distinction should be made between changes made through the Stock Exchange Clearing House and changes made directly on the books of the Corporation.*
- The change – for a decrease the sign "-" should be added.*
- In all fields of the quantity, the quantity of securities should be filled in and not the NIS nominal value.*

2.a. The Schedule of the Share Capital of the Corporation after the Change:

Name & category of share	Stock Exchange number	Number of shares in the authorized capital	Issued & paid up capital	
			Quantity in last report	Present quantity
BNHP Ordinary Shares	662577	2,000,000,000	1,315,494,068	1,315,534,014

Explanation: All categories of shares should be specified – including shares, which are not registered for trading.

b. Schedule of Other Securities of the Corporation:

No. of security	Name of security	Category of security	Name of trustee	Quantity in the last report	Present quantity	Listed for trade
6620207	Poalim Subordinated Capital Notes "A"	Other		676,000,000	676,000,000	Yes
6620215	Poalim Subordinated Capital Notes "B"	Other		459,400,000	459,400,000	No
6620280	Poalim Subordinated Capital Notes "C"	Other		896,400,000	896,400,000	Yes
6620280	Poalim Subordinated Capital Notes "C"	Other		3,600,000	3,600,000	No
6620223	Employees Options 2004	Option		1,598,637	1,558,691	No
6620231	Employees Options 2005	Option		3,903,143	3,903,143	No
6620249	Employees Options 2006	Option		3,970,946	3,970,946	No
6620256	Personal Employment Contract Options 2006	Option		44,165	44,165	No
6620264	Employees Options 2007	Option		4,052,348	4,052,348	No
6620272	Personal Employment Contract Options 2007	Option		64,601	64,601	No
6620306	Personal Employment Contract Options 2008	Option		104,074	104,074	No
6620298	Employees Options 2008	Option		4,157,067	4,157,067	No
6620318	Poalim Options 3/08 "A"	Option		3,750,000	3,750,000	No
6620322	Poalim Options 3/08 "B"	Option		3,750,000	3,750,000	No

Explanation: All of the securities of the Corporation should be specified, except for shares (including securities not registered for trading).

c. Attached hereto is an up-to-date file of the corporation's securities lists, as well as the shareholders lists, the option holder's notebook, and the bondholder's notebook
Book_300408_isa.pdf

List of Shareholders of Bank Hapoalim B.M.

Data on Holdings as at: 28 April 2008

List of Shareholders of Bank Hapoalim B.M.	Amount of shares
<i>Nominee Company of Bank Hapoalim B.M.</i>	924,494,761
A. Shares of Core of Control	
<i>Arison Holdings (1998) Ltd.</i>	<u>255,354,390</u>
Total	255,354,390
B. Free Shares	
<i>Arison Holdings (1998) Ltd.</i>	7,376,918
Israel Salt Industries Ltd.	<u>75,664,441</u>
Total	83,041,359
York Global Finance II S.à r.l	52,500,000
Yaacov Diamant	70,000
Savion Tal	35,800
Tzitzian Avraham	31,680
Don Maxwell	2,450
Vardi Rachel	780
Agmon Eliyahu	700
Barkner Albert	603
Kikov Esther	568
Levi Victoria	544
Mindel Shira Milka	122
Geva Ariyeh	100
Pentzer Nathan	75
Zachs Eran	40
Newman David	10
Yehuda Bar Lev	10
Aaron Elias	10
Kelev Victoria	5
AMM G. Investments & Financials Ltd.	2
Livnat Raz	1
Zektzer Ram	1
Kramer Moshe	1
Erez Tal	1
Feldman Avi	<u>1</u>
	1,315,534,014

List of Holders of Subordinated Capital Notes 'A' 6620207

As of date : 28/04/2008

	Quantity of Capital Notes
Nominee Company of Bank Hapoalim B.M	671,000,000
The Provident Fund of Bank Leumi Staff	5,000,000
Total Capital	676,000,000

List of Holders of Subordinated Capital Notes 'B' 6620215

As of date : 28/04/2008

	Quantity of Capital Notes
Nominee Company of Bank Hapoalim B.M	459,400,000
Total Capital	459,400,000

List of Holders of Subordinated TACT (Tel-Aviv Continuous Trading) Institutional Capital Notes 'C' 6620280

As of date : 28/04/2008

	Quantity of Capital Notes
Nominee Company of Bank Hapoalim B.M	896,400,000
S.D.S.Z. Investments Ltd.	3,600,000
Total Capital	900,000,000

List of Holders of Employees Options 2004 6620223

As of date : 28/04/2008

	Quantity of Capital Notes
G.L.E. 102 Trusts	1,558,691
Total Capital	1,558,691

List of Holders of Employees Options 2005 6620231

As of date : 28/04/2008

	Quantity of Capital Notes
G.L.E. 102 Trusts	3,903,143
Total Capital	3,903,143

List of Holders of Employees Options 2006 6620249

As of date : 28/04/2008

	Quantity of Capital Notes
<hr/> G.L.E. 102 Trusts	3,970,946
<hr/> Total Capital	3,970,946

List of Holders of Personal Employment

Contract Options 2006 6620256

As of date : 28/04/2008

	Quantity of Capital Notes
G.L.E. 102 Trusts	44,165
Total Capital	44,165

List of Holders of Employees Options 2007 6620264

As of date : 28/04/2008

	Quantity of Capital Notes
G.L.E. 102 Trusts	4,052,348
Total Capital	4,052,348

List of Holders of Personal Employment

Contract Options 2007 6620272

As of date : 28/04/2008

	Quantity of Capital Notes
G.L.E. 102 Trusts	64,601
Total Capital	64,601

List of Holders of Personal Employment

Contract Options 2008 6620306

As of date : 28/04/2008

	Quantity of Capital Notes
G.L.E. 102 Trusts	104,074
Total Capital	104,074

List of Holders of Employees Options 2008 6620298

As of date : 28/04/2008

	Quantity of Capital Notes
G.L.E. 102 Trusts	4,157,067
Total Capital	4,157,067

List of Holders of Poalim Options 3/2008 "A" 6620318

As of date : 28/04/2008

	Quantity of Capital Notes
York Global Finance II S.à r.l	3,750,000
Total Capital	3,750,000

List of Holders of Poalim Options 3/2008 "B" 6620322

As of date : 28/04/2008

	Quantity of Capital Notes
York Global Finance II S.à r.l	3,750,000
Total Capital	3,750,000

END