

Israel Corporation Limited

Financial Statements

As at March 31, 2004

(Unaudited)

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Directors' Report to the Shareholders of Israel Corporation Ltd.

For the Three Months Ended March 31, 2004

DESCRIPTION OF THE CORPORATION AND ITS BUSINESS ENVIRONMENT

Israel Corporation Ltd. (hereinafter – “the Corporation”) is an investment company engaged in the initiation, promotion and development of businesses in Israel and abroad, and is actively engaged in management of its Group companies.

The Corporation is held 57% by the Ofer Group, and 20% by Bank Leumi Le-Israel B.M.

The Corporation's strategy is designed to adapt its business structure to the business reality in Israel and globally, while expanding the Group's geographic dispersion and international market penetration with respect to manufacturing and marketing.

After three years of recession in the world economy, a turnaround is discernible in the international markets in areas in which the Corporation operates – the fertilizers, shipping and semiconductor fields.

The Corporation took advantage of the recession years to execute reorganization and efficiency measures, improve its cash flows and make strategic acquisitions in the fertilizers' and shipping areas.

The Group's activities are centered, mainly, in the chemicals, shipping, energy, advanced technology and communications sectors, through an array of investee companies. The Corporation's headquarters provides management services, through a wholly-owned subsidiary, and is also actively involved in the strategic planning and business development of the investee companies.

This Directors' Report is submitted as part of the financial report for the period ended March 31, 2004, and on the assumption that the reader is also in possession of the other parts of the said financial report. This report has been prepared in a condensed format for the aforementioned period on the assumption that the reader is also in possession of the Directors' Report for 2003.

CHANGES IN THE INVESTMENT PORTFOLIO

A. Tower Semiconductor Ltd. (hereinafter – Tower)

- (1) In January 2004, Tower issued, by means of a prospectus published to the public in the United States, approximately 11.4 million ordinary shares at a price of \$7 per share for a net consideration of \$75.2 million (including partial execution of the options granted to the underwriters).

In addition, Tower issued shares to Israel Corporation Technologies (I.C. Tech) Ltd. (hereinafter – “I.C. Tech”), the primary Wafer partners, and an additional partner in Tower (hereinafter – “the Investors”) based on a price of \$7 per share for a consideration of \$16.4 million, which was transferred to Tower in December 2003.

As a result of the public issuance, and after issuance of the share capital to the investors, I.C. Tech's share in Tower declined to 21.7%, and the Group realized a capital gain of NIS 29 million.

- (2) In November 2003, Tower reached agreement with the banks regarding amendment of its credit facility agreements for the financing of FAB2. In the framework of amendment of the agreements, Israel Corporation gave the banks a letter of commitment as part of the arrangements required by them for the granting of a security net by Tower's main shareholders as a condition for the continued provision of financing by the banks to Tower.

The total amount of the Corporation's liability to invest in Tower pursuant to the letter of commitment shall not exceed \$50 million.

The Corporation's liability under the letter of commitment is given against the liability of the banks to provide, concurrent with execution of an investment by the Corporation, additional financing to Tower, in the amount of \$43 million (in addition to credit of \$500 million as provided in the credit agreement).

As at the signing date of the financial statements, the balance of the Corporation's liability under the above-mentioned letter of commitment is \$37.0 million.

- B.** On February 5, 2004, the Corporation acquired all of the State's shares in ZIM Israel Navigation Co. Ltd. (hereinafter – “ZIM”), at the rate of 48.6% of ZIM's share capital. The acquisition cost amounted to NIS 512 million. As a result of the acquisition, the Corporation holds 97.5% of ZIM's share capital. The Corporation submitted a tender to acquire the entire holdings of all of the other shareholders in ZIM which, together, hold 2.5% of ZIM's shares.

The excess of the cost over the net asset value as at the acquisition date totaled NIS 22 million, and was allocated to the fleet of ships and its equipment.

Up to December 31, 2003, the Corporation presented its investment in ZIM based on the equity method. As of January 1, 2004, the statement of earnings is consolidated for the first time. The Corporation's share in ZIM's results was calculated for the period from the acquisition date to the end of the quarter. ZIM's balance sheet was consolidated for the first time as at March 31, 2004.

- C.** Subsequent to the balance sheet date, Zim signed an agreement for the sale of two ships (see Zim section).
- D.** Regarding exercise of the option to sell Oil Refineries Ltd., see the section “Effect of External and Other Factors”.

FINANCIAL POSITION

The total assets, as at March 31, 2004, amounted to NIS 21,162 million, compared with NIS 15,619 million, as at March 31, 2003. The increase derives mainly from the first time consolidation of the financial statements of ZIM.

The balance of investments and long-term loans as at March 31, 2004 amounted to NIS 1,310 million, compared with NIS 1,543 million as at March 31, 2003.

The long-term liabilities, as at March 31, 2004, amounted to NIS 9,861 million, compared with NIS 6,619 million, as at March 31, 2003. The increase derives mainly from the first time consolidation of the financial statements of ZIM.

The Corporation's working capital as at March 31, 2004 amounted to NIS 454 million, compared with working capital of NIS 20 million as at December 31, 2003.

The Corporation's shareholders' equity as at March 31, 2004 amounted to NIS 2,378 million, compared with NIS 1,973 million as at December 31, 2003.

SOURCES OF FINANCING

As at March 31, 2004, the total financial liabilities of the Corporation and its wholly-owned and controlled headquarters companies (hereinafter – "the Headquarters Companies"), amounted to NIS 2,671 million.

As at March 31, 2004, the Corporation and the Headquarters Companies had investments in liquid assets of NIS 518 million, invested, primarily, in treasury bills and commercial paper CPI-linked and unlinked, and in medium-term dollar debentures.

The Corporation received a long-term loan in the amount of \$60 million, which it used to finance acquisition of ZIM's shares at the rate of 48.6% from the State.

During the period of the report, the Corporation issued non-marketable debentures to institutional investors, in the amount of NIS 200 million, which are repayable in one lump-sum payment in 2009.

During the period of the report, the Corporation and the Headquarters Companies repaid current maturities of long-term loans in the amount of NIS 196 million (including NIS 127 million which were scheduled to be repaid up to December 2004).

RESULTS OF OPERATIONS

The Corporation ended the period of the report with earnings of NIS 151 million, compared with earnings of NIS 94 million in the corresponding quarter last year.

Set forth below are the factors which impacted the results of operations in the period of the report:

- A. Israel Chemicals Ltd. (hereinafter – "ICL") finished the period of the report with earnings of \$32.3 million compared with earnings of \$26.1 million in the corresponding quarter last year.
- B. ZIM Israel Navigation Co. Ltd. (hereinafter – "ZIM") finished the period of the report with earnings of \$17.0 million compared with earnings of \$2.3 million in the corresponding quarter last year.
- C. Oil Refineries Ltd. (hereinafter – "ORL") finished the period of the report with earnings of NIS 65 million, compared with earnings of NIS 131 million in the corresponding quarter last year.
- D. Tower Semiconductor Ltd. (hereinafter – "Tower") finished the period of the report with a loss of \$38.5 million, compared with a loss of \$14.4 million in the corresponding quarter last year.

In the period of the report, the Corporation included its share of Tower's losses in the amount of NIS 37 million and, at the same time, it reduced the provision for decline in value of the investment in Tower (which was recorded in 2002) by the same amount.

- E. The results for the period of the report include non-recurring income, in the net amount of NIS 41 million, which consists mainly of capital gains, compared with non-recurring income of NIS 26 million in the corresponding quarter last year.

The Corporation's earnings for the current quarter, without the non-recurring income, amounted to NIS 110 million, compared with earnings of NIS 68 million, in the corresponding quarter of last year.

As an investment company, the results of the Corporation's operations are affected by the results of the operations of its investee companies and by non-recurring gains/losses.

Following is a brief summary of the financial results of the Corporation and the principal investees:

ISRAEL CHEMICALS LTD.

ICL finished the period of the report with earnings of \$32.3 million, compared with earnings of \$26.1 million in the corresponding quarter last year.

In the period of the report, a recovery started in some of ICL's target markets, mainly due to the improvement in economic growth in North America and Asia. ICL also enjoyed an increase in demand in the fertilizers segment, as well as a strengthening of the euro, the British pound and the Japanese yen against the dollar compared with the corresponding quarter last year.

On the other hand, ICL continued to contend with the high marine bulk shipping prices, from the upward revaluation of the shekel-dollar exchange rate and the high prices of some of its raw materials (particularly sulfur).

ICL is taking steps to adapt its marketing and production policy to the global market conditions, and is focusing on improvement of the cash flows, diversification of the sources of financing and implementation of efficiency and cost savings activities.

Sales of the ICL Group totaled \$619 million in the period of the report, compared with \$559 million in the corresponding quarter last year, an increase of 10.8%.

The increase in sales reflects an increase in turnover in the fertilizers segment, primarily due to an increase in the prices of potash and fertilizers, as well due to an increase in quantities in the industrial products' sector. The upward revaluation of the euro and the British pound against the dollar also contributed to the increase in revenues from sales in Europe.

The upward revaluation of the shekel and the euro against the dollar had a negative effect on the results of the ICL Group.

There was an increase in the selling and marketing expenses in the period of the report by 17.8% compared with the corresponding quarter last year, this being mainly due to an increase in the marine bulk shipping prices of products in the fertilizers sector owing to an increase in world tariffs. The general and administrative expenses increased in the period of the report by 17.8% compared with the corresponding period last year. The increase is explained mainly by an upward revaluation of the shekel and the euro against the dollar.

ZIM ISRAEL NAVIGATION CO. LTD.

ZIM finished the period of the report with earnings of \$17.0 million compared with earnings of \$2.3 million in the corresponding quarter last year.

ZIM's revenues in the period of the report amounted to \$554 million compared with \$460 million in the corresponding period last year, constituting an increase of 20.4%. The increase in revenues reflects an increase of 9.5% in the average shipping price per container and an increase of 9% in the quantity of containers shipped, compared with the corresponding period last year.

The leasing expenses in the period of the report increased by 46% and the fuel prices rose by 17% over the corresponding quarter last year.

There was no change in the administrative and general expenses compared with the corresponding period last year.

The taxes expense increased and amounted to \$9 million, compared with \$1 million in the corresponding period last year.

The cash generated by operating activities amounted to \$31 million compared with \$14 million in the corresponding period last year.

During the period of the report, Zim entered into an agreement for acquisition of two ships. One of the ships was delivered in March 2004 and the other was delivered in May 2004. Pursuant to the agreement, the ships will be leased to the seller for a period of two years.

Subsequent to the balance sheet date, ZIM signed an agreement to sell two ships, for a consideration of \$70 million. The two ships will be leased to ZIM for a period of five years. The after-tax capital gain created to ZIM will total \$20 million (Israel Corporation's share is approximately NIS 85 million). Completion of the transaction is expected to take place in June 2004.

TOWER SEMICONDUCTOR LTD.

During the period of the report, Tower's sales totaled \$27.2 million, compared with \$12.6 million in the corresponding period last year.

The cost of sales in the period of the report amounted to \$50.1 million, compared with \$17.9 million in the corresponding period last year. The increase in the cost of sales is explained, in part, by recording of the depreciation and amortization of FAB2. Tower placed FAB2 into service in the third quarter of 2003, and beginning with this date it commenced recording depreciation expense.

Tower finished the period of the report with a loss of \$38.5 million, compared with a loss of \$14.4 million in the corresponding quarter last year.

In the period of the report, the financing expenses totaled \$6.5 million, compared with financing income of \$0.5 million in the corresponding quarter last year.

During 2003, Tower requested that the Investments Center approve the revised plan for construction of FAB2, in light of the fact that the period for the investments in FAB2 will be extended for more than 5 years from the date of receipt of the original approval from the Investments Center.

Tower's Management estimates, based on discussions held with the Investments Center, that the reaching of a satisfactory arrangement regarding this matter is reasonable.

During the period of the report, Tower raised the amount of \$75.2 million, net, through the public issuance of 11.4 million shares in the United States.

OIL REFINERIES LTD.

ORL finished the period of the report with earnings of NIS 65 million, compared with earnings of NIS 131 million in the corresponding quarter last year.

The refining sector finished the period of the report with operating earnings of NIS 160 million, compared with operating earnings of NIS 116 million in the corresponding quarter last year.

Despite the increase in Iraq's production, crude oil prices rose above the upper limit of the announced "OPEC basket" price range (\$22–\$28 per barrel). The Organization's companies are refusing to increase production.

The average price of one barrel of crude oil during the period of the report was \$32, compared with \$30 in the fourth quarter of 2003 and about the same as the prices in the corresponding period last year.

Margin on refining activities (\$ per ton):

	<u>January–March</u>
2004	25.0
2003	23.0

For the entire 2003 year, the average margin per ton was \$19.7.

In the period of the report, ORL's total sales amounted to NIS 4,146 million compared with NIS 3,939 million in the corresponding period last year, an increase of 5.3%.

In the period of the report, there was an increase in the manufacturing, administrative and general expenses over the corresponding period last year, mainly due to the concession fees which ORL has started to pay.

During the period of the report, the financing expenses amounted to NIS 113 million, compared with financing income of NIS 29 million in the corresponding quarter last year. The large fluctuations in the financing expenses between the reported periods derive mainly from the impact of the devaluation or real upward revaluation of the shekel versus the dollar. In the period of the report, there was a devaluation of the shekel exchange rate by 3.4% versus the dollar, compared with a real upward revaluation of 1.8% in the corresponding period last year.

During the period of the report, ORL raised NIS 648 million by means of a private issuance of debentures (mostly index-linked).

EXPOSURE TO MARKET RISKS AND RISK MANAGEMENT

During the period of the report, there was no material change with respect to market risks and their management as were reported in the Directors' Report as at December 31, 2003.

EFFECT OF EXTERNAL AND OTHER FACTORS

A. The ORL concession

ORL operates in accordance with a concession it received to construct, operate and maintain facilities and auxiliary plants for purposes of refining mineral oils. The concession received the force of law pursuant to the Anglo-Iranian Oil Treaties Ordinance from 1938. The concession ended in October 2003.

On December 2, 2002, an arrangement was signed between ORL, the Government and Israel Corporation in connection with all that involved with the period after expiration of the concession. Based on the arrangement, upon expiration of the concession period (October 18, 2003), all of ORL's rights deriving from the concession will terminate, and an arrangement will enter into effect according to which, subject to the conditions of the arrangement, the highlights of which are detailed below, ORL shall be permitted to continue to hold the assets it held on the eve of expiration of the concession (hereinafter – "the Assets"). The arrangement was made for 25 years, commencing October 18, 2003 (hereinafter – "the First Period"). ORL – or if it is split up into two separate refineries, each of the separate refineries – was granted an option to continue the aforesaid period for an additional 25 years, provided it notifies the Government no later than two years before the end of the First Period.

A. The ORL concession (cont'd)

The arrangement provides that each side reserves the right to petition the court for clarification of the disagreement regarding the question whether or not all of ORL's assets return, by virtue of the historical concession, to the ownership of the Government without consideration, however in any case, any decision made regarding this matter will be implemented only at the end of the arrangement period (25 years or 50 years, as the case may be). If a final court decision is rendered, each side will be permitted to implement its provisions regarding recording of the rights in the Assets, provided such registration will not adversely affect the validity of the remainder of the arrangement's provisions and ORL's right to pledge the Assets in the ordinary course of its business, subject to the provisions of the arrangement. The arrangement conveyed to the State the right to record a caveat on the arrangement's content, on all the real estate assets, and to remove the caveat as stated at any time. Subject to these provisions, no change shall be made to the recording of the Assets. During the arrangement period, ORL is permitted to execute transactions in the Assets in the regular course of business, and the decision in a disagreement with respect to the Assets shall apply to the proceeds from transactions as stated as well as to assets which ORL shall acquire in the future. A transaction in the Assets, except for a lien in the regular course of business, which does not exceed the period of the arrangement, requires approval of the Accountant General, who shall act in this matter in accordance with the Government's Decision No. 2796, dated November 25, 2002. The Government and ORL recorded caveats on the real estate which is the subject of the arrangement.

During the arrangement period, ORL shall pay to the Government annual permit fees in a fixed amount of \$3 million plus additional annual amounts which are dependent on ORL's earnings, as follows: 8% of the annual earnings before taxes and permit fees, in the range of \$0–\$40 million; plus, 10% of the annual earnings before taxes and permit fees, in the range of \$40–\$70 million; plus, 12% of the annual earnings before taxes and permit fees, in the range of \$70–\$90 million. In any case, the amounts paid to the Government as permit fees shall not exceed (including the fixed payment) the amount of \$11.6 million. All the amounts shall be translated into shekels in accordance with an exchange rate of \$1 = NIS 4.80, linked to the CPI (base index of May 2002). The "annual earnings before taxes" will be defined and measured based on annual, audited consolidated financial statements, and will include ORL's share in earnings or losses of subsidiary and affiliated companies having separate activities as well as capital gains and losses, however will not include gains and losses from activities through companies operating overseas or sale of the holdings in companies operating overseas.

Upon expiration of the original concession and in accordance with the arrangement, ORL began paying license fees under the arrangement. In the period of the report, ORL recorded a provision of NIS 14 million in its financial statements for the first quarter. The Accountant General in the Ministry of Finance notified ORL that the amount it paid was deposited in a separate account, so long as the conditions precedent stipulated in the arrangement were, in his opinion, not fulfilled. ORL responded to the Accountant General that the agreement was signed in the name of the Government after all the required approvals had been received by the parties authorized on behalf of the Government to sign it, and after it was signed, approvals of the Board of Directors of ORL and the Board of Directors of Israel Corporation were also received, and that upon the receipt thereof the agreement entered into effect. Therefore, the amount paid to the Government by ORL was properly paid pursuant to a valid agreement.

In the arrangement, the Government committed that if and to the extent possible, it will assist ORL in the transition, without interferences, from the concession period to the arrangement period (recognition of the existing construction, orderly licensing and construction processes, establishment of an industrial council).

Pursuant to the agreement, upon expiration of ORL's rights under the concession, ORL will be subject – commencing from the end of the original concession period (October 18, 2003) and thereafter, to the construction and planning laws and additional local laws, in connection with the Haifa oil refinery. During 2002, the Manager of the Ministry of the Interior appointed an investigation committee for the boundaries of the Municipality of Haifa, Nesher and Kiryat Ata, Zvulun and the area of the oil refineries.

During 2003, the Committee published its recommendations, pursuant to which the aforesaid area will be annexed to the Municipality of Haifa; the area will be administered by means of a joint governing body of the four local authorities bordering on the area, representatives of the factories operating therein, representatives of the public and representatives of Government ministries. The Committee also recommends that the governing body should handle all matters involved with running the area as an industrial area, similar to the definitions of a local industrial council in the Local Council Ordinance. The Committee further recommended that determination of the initial Municipal Tax levy shall be with the approval of the Minister of the Interior and it shall be imposed gradually (a discount shall be given which will be reduced from year to year over a 3–5 year period). ORL, which believes that the correct solution is establishment of a local industrial council in the area, requested to present its position to the Minister of the Interior. The Minister of the Interior rejected ORL's request for a hearing and a decision has not yet been made regarding the municipal allocation. Upon inclusion of lands belonging to ORL within the boundaries of any local authority, it is expected that ORL will begin paying Municipal Tax for the Haifa refinery as well. In 2003, ORL prepared and submitted a site plan for the Haifa refinery site.

ORL declared in the agreement that it is aware that the Government intends to initiate legislation which will govern the fuel industry, including regulation, which could affect the arrangement, even though there is no intention to affect the aspects of the arrangement which involve the Assets and the permit fees.

In addition, ORL declared that it is aware that the Government and Israel Corporation agree to act regarding the matter of the split-up of ORL as detailed in the appendix to the agreement, which was signed between them and which constituted an integral part of the arrangement between the Government and Israel Corporation.

On June 4, 2003, a petition was filed with the Supreme Court sitting as the High Court of Justice by the Israeli Society for Proper Government (hereinafter – “the Petitioner”), for the issuance of conditional and interim orders, which will direct the Prime Minister, the Minister of Finance, the Minister of National Infrastructures, the Director of the Government Companies Authority, ORL, Israel Corporation and others, to provide reasons why they should not be prevented from acting in accordance with the arrangement and/or why they do not act to cancel the arrangement. The Petitioner's main reasons are that the arrangement negatively impacts the principle of equality and equitable allocation, and it circumvents the tender laws by granting private parties a concession to use Government assets in a process having – based on the Petitioner's contention – various deficiencies. The Court refused to grant the Petitioner's request for interim orders which will prevent realization of the arrangement up to the time of the decision on the petition.

Israel Corporation submitted its response to the petition, in the framework of which it expressed its position that there is no basis for the petition. ORL, in its response, objected to the petition and its reasoning and supported implementation of the arrangement.

The Petitioner once again submitted a request for interim orders which would prevent the Government from: taking steps to obtain an exemption from a tender for the arrangement, acquire or sell rights and/or shares of Israel Corporation in ORL and to prepare a new agreement or revisions to the arrangement.

In the period of the report, the Supreme Court, at the invitation of all the parties to the proceeding, including the Corporation, decided, among other things, that “the respondents are permitted to continue negotiations among themselves to change the conditions of the agreement which is being attacked by the petition and even to sign a new agreement, provided that up to the time the matter is brought before the Court for the second time no irreversible actions shall be taken and that the present situation shall continue”.

On May 5, 2004, the Government submitted a notice and request to the Court (hereinafter – “the Notice”). Among other things, it is stated in the Notice that negotiations were held with Israel Corporation and at this stage a report was submitted signed by some of the members of the team set up (as described below), which conducted the negotiations with Israel Corporation.

Pursuant to the Notice, the principles of the report are acceptable to the Assistant State Attorney General (Economic-Fiscal); the team's recommendations are acceptable to the Supervisor of Restrictive Business Practices, to the extent that relate to the area of his authority and the comments of the Ministry of National Infrastructures are expected to be received in the near future. Also based on the Notice, respondents nos. 1–5 to the petition (the Prime Minister, the Minister of Finance, the Minister of National Infrastructures, the Director of the Government Companies Authority and the State Attorney General) intend to bring the matter up for discussion, in the near future, before the Committee of Ministers for Privatization or before the Committee of Ministers for Society and Economics, based on the decision of the Minister of Finance. In the framework of the Notice, the Government requested from the Court to allow it to submit an additional updated notice within 60 days, where the Government's assumption is that during this period it will make a final decision regarding the matter.

In the response submitted by Israel Corporation to the Court on May 6, 2004 in respect of the Notice, it was indicated, among other things, that Israel Corporation takes the position that the binding agreement must be honored (the subject of the arrangement) which was signed on December 2, 2002 between the Government, ORL and Israel Corporation, including Appendix C of this agreement, this being for the reasons well detailed in Israel Corporation's response to the petition. Nonetheless, Israel Corporation indicated in its present reply, that it was and is prepared to conduct negotiations with the Government in connection with Appendix C of the said agreement.

On September 15, 2003, the Government decided to set up an inter-office team which will examine all of the issues affecting the ORL at this time, directing attention to the letters of the Attorney General, dated July 7, 2003 and August 13, 2003. In the decision, it was stated, among other things, that "at first, the team will examine the agreement and the alternatives thereto, including, postponement of the date of the option held by Israel Corporation, the agreement's conditions, including the license fees determined therein, and the valuations performed by the Government and Israel Corporation as a result of the agreement, and shall formulate its position. Taking into account its conclusions, the team is permitted to conduct negotiations with Israel Corporation . . .". For detail of the Government's full decision, see below.

B. The splitting of ORL's facilities into separate ownerships

In August 1999, the Government decided to adopt policies in connection with the structure of the fuel industry which include, among other things, creation of competition between the Haifa refinery and the Ashdod refinery, while separating the ownership thereof. The decision also relates to operational matters of ORL in the marketing and petrochemical fields, as well as control over fuel product prices.

In November 1999, the Board of Directors of ORL was requested by the Government Companies Authority to relate to the proposed resolution to the Ministerial Committee on Privatization, concerning the split-up of ORL and the transfer of the Ashdod refinery to the ownership of Israel Corporation. The Board of Directors of ORL has requested clarifications on an array of issues in order to be able to formulate its position (see also Note 4 to the financial statements).

During 2000–2001, a committee appointed by the Minister of Finance and the Minister of National Infrastructures, reexamined the issue of the split-up of ORL and, in 2001, it submitted its conclusions. The committee recommended not to wait until the end of the concession and to immediately arrange the matters related to the end of the concession. In respect of the structure of the fuel industry and the split-up of ORL, the committee does not see any reason for changing the policy of the Government regarding the future structure of the fuel industry, as reflected in the Government's decision dated August 22, 1999. Nevertheless, if it becomes necessary, the Government's decision will be amended so as to make it possible for ORL, in the opinion of the Government, to enter into the marketing sector and the petrochemicals area, and to remove the control over prices. The committee recommended conducting discussions with ORL and Israel Corporation for the purpose of arranging the relationship with them in a manner which will facilitate implementing the Government decision regarding the split-up of ORL, while arranging, among other things, the issue of the end of the concession and finding a solution for the matter of treatment of the Assets at the end of the concession.

B. The splitting of ORL's facilities into separate ownerships (cont'd)

In Appendix C to the arrangement, dated December 2, 2002, regarding the matter of ORL's concession, an appendix which was signed by the Government and Israel Corporation, Israel Corporation committed to cooperate to the extent required by the Government, for purposes of split-up of ORL into two separate refineries (Haifa and Ashdod). A mechanism was also determined for performance of valuations as well as a mechanism regarding for sale of Israel Corporation's shares in ORL or, in the case of a split-up of ORL, optional acquisition by Israel Corporation of one of the split-up two refineries. In this case, Israel Corporation will pay to the Government or receive therefrom, the difference between the relative value of Israel Corporation's share in ORL (26%) and the value of the split-up refinery which it shall choose, based on the valuations performed pursuant to the arrangement.

The arrangement provides that if ORL is split into two separate refineries, each of the split-up refineries shall pay concession fees to the Government based on the internal allocation and the brackets, in accordance with a determination to be made in the framework of the split-up arrangements, provided that the total concession fees received by the Government from the two refineries is not more than or less than the amount that the Government would have received from ORL if the split-up had not taken place.

In June 2003, the two aggregate valuations were submitted. One from an appraiser on behalf of Israel Corporation, pursuant to which the total value of ORL is NIS 2,234 million, and the other from an appraiser on behalf of the Government, pursuant to which the total value of ORL is NIS 2,143 million.

On August 4, 2003, Israel Corporation notified the Government that in light of the fact that the negotiations with the Government regarding participation of Israel Corporation in the split-up have not been completed, and due to the dates provided in the appendix to the arrangement, it has decided not to exercise the option it was granted in Appendix C to the arrangement, to participate in the split-up of ORL into two separate refineries and, therefore, the provisions of Section 4 of that Appendix shall apply, according to which Israel Corporation shall sell to the Government or to a party which the Government shall instruct, all ORL shares owned by Israel Corporation, within 30 days, at a price which constitutes an average between the two aggregate valuations of ORL, this being subject to certain monetary adjustments.

Nonetheless, Israel Corporation is prepared to continue the negotiations with the Government regarding its participation in the split-up.

The Government is permitted to instruct that the execution date of the sale transaction shall be postponed for an additional period which shall not exceed two years from June 6, 2003.

Israel Corporation clarified, in the framework of an Immediate Report, that at this point, it cannot be known whether the transaction will ultimately be consummated, taking into account, among other things, the following items:

1. The results of the judicial decision with respect to the petition filed by the Israeli Society for Proper Government (as described above in the ORL Concession section).
2. The need for approvals which according to the Government's position (with which Israel Corporation disagrees) are required by law, including a tender exemption.
3. The results of the negotiations (if held) with the Government regarding the matter of Israel Corporation's participation in the split-up of ORL into two separate refineries, one in the Haifa Bay and the other in Ashdod.

B. The splitting of ORL's facilities into separate ownerships (cont'd)

On September 15, 2003, the Government made the following decision: "Further to Government Decisions No. 126, dated August 22, 1999, and No. 2796, dated November 25, 2002, the decision of the Committee of Ministers for Privatization Matters MH/2, dated October 20, 2001, and the agreement signed between the Government and Israel Corporation, dated December 2, 2002, which has not yet received all the required approvals (hereinafter – "the Agreement"), to advance the split-up of the oil refineries and the privatization thereof, in the following manner:

1. To set up an inter-office team which will include representatives of the Ministry of Finance, Ministry of National Infrastructures, Ministry of Justice and the Supervisor of Restrictive Business Practices. The work of this team will be managed by the Ministry of Finance.
2. The team will examine all of the issues affecting the oil refineries at this time, directing attention to the letters of the Attorney General, dated July 30, 2003 and August 13, 2003. At first, the team will examine the agreement and the alternatives thereto, including, postponement of the date of the option held by Israel Corporation, the agreement's conditions, including the license fees determined therein, and the valuations performed by the Government and Israel Corporation as a result of the agreement, and shall formulate its position. Thereafter, and in accordance with its positions, as stated, it shall examine, among other things, the most appropriate and efficient way for executing the split-up of ORL and the privatization thereof and arranging the holdings of each of the split-up refineries in investee companies, directly and indirectly by ORL. The team is authorized to make a decision regarding the matter of postponement of the date of the option, as stated, and there is no need to include this matter in the framework of the team's recommendations, as stated in Section 5.
3. Taking into account its conclusions in Section 2, the team is permitted to conduct negotiations with Israel Corporation with respect to, among other things, split-up of ORL and the ownership structure in ORL and its investee companies, directly or indirectly, after the split-up.
4. In addition, the team will make recommendations with respect to the target structure, including supervision of prices, the reciprocal relationships which will remain between the two oil refineries, including, principles regarding the transfer of feedstock between them and between them and the petrochemicals industry and additional areas of activity for the separate refineries or for the controlling interests therein, including the dates from commencing the activities as stated.
5. The team is to submit its recommendations within 30 days for approval by the Committee of Ministers for Privatization Matters or approval by the Committee of Ministers for Society and Economic Matters, as will be determined by the Minister of Finance, and it is permitted to submit partial recommendations regarding urgent matters within 20 days. The team's recommendations regarding Section 4 may be submitted within 60 days.
6. Up to 30 days after submission of the team's conclusions, and taking such conclusions into account, the Manager of the Companies Authority shall submit, in coordination with the Supervisor of Budgets, the Accountant General, Ministry of National Infrastructures, Ministry of Justice and the Restrictive Business Practices Authority, a proposed decision to the Committee of Ministers for Privatization Matters regarding privatization of ORL by means of its split-up and sale of the Government's holdings after the split-up. The proposed decision is to relate to, among other things, to the extent necessary, the following matters:
 - A. Split-up of ORL into two sister companies: ORL Haifa Ltd. (hereinafter – "ORL–Haifa") and ORL Ashdod Ltd. (hereinafter – "ORL–Ashdod"), such that all the assets, rights, liabilities and employees involved with the refining activities in Haifa shall remain in ORL–Haifa, and all the assets, rights, liabilities and employees involved with the refining activities in Ashdod shall be transferred to ORL–Ashdod.

B. The splitting of ORL's facilities into separate ownerships (cont'd)

B. Determination of the ways for privatization and the course for sale of the Government's holdings in ORL–Haifa and ORL–Ashdod after the split-up.

Up to the publication date of the financial statements, the inter-ministerial team had not yet submitted its recommendations.

In the assessment of ORL, all that stated above regarding the arrangement, if implementation thereof is decided on and such implementation is, in fact, effected, will have a material impact on ORL, however, at this stage, ORL is not able to estimate and quantify such impact on its financial position.

The management of Israel Corporation adopts the assessments of ORL, and believes, based on the opinion of its legal advisors, that the agreement dated December 2, 2002, is a valid agreement and binding agreement which was properly made.

C. Montreal Protocol

Pursuant to the treaty known as the Montreal Protocol, to which Israel is a party (and which was also adopted during the period of the report in the Regulations accompanying Israeli domestic law), production and consumption of methyl bromine for soil fumigation in developed countries are being gradually reduced to zero by the year 2005. Recently, discussions are being carried on between the countries that are parties to the Protocol regarding the possibility of changes in the rate and timing of the reduction of the manufacture and consumption of methyl bromine in the developed countries as explained above. At the end of March 2004, as special meeting of the parties to the Protocol was held, where decisions were made regarding approval of quantities for manufacture and consumption of methyl bromine for soil fumigation purposes in developed countries, which are defined as "critical uses", for 2005. The quantities approved for manufacture and sale in 2005 are about the same as the quantities approved in 2003 and 2004. During 2004, discussions are to be held regarding "critical uses" for 2006 and 2007. Sales during the period of the report, to which the prohibition will apply in 2006, if there are no changes in the rate of the reduction of the manufacture for critical uses in 2006 and 2007, as stated above, is were \$8.1 million and the operating earnings in respect thereof came to \$1.1 million. Sales of methyl bromine for soil fumigation to developing countries, is expected to continue until 2015.

Methyl bromine has other uses aside from soil fumigation, such as: pre-shipment treatment, quarantine, raw material or intermediate material for production of another material or product (feedstock), recycling or reuse. These uses are not controlled by the Montreal Protocol.

ICL's strategy is to remain in the area of soil fumigation even after the prohibition against use of methyl bromine for soil fumigation, as stated, goes into effect. Therefore, in the past several years efforts have been made to develop, license and market new and substitute uses of methyl bromine in this important market.

Sales of the agricultural division of the industrial products during the period of the report for uses and to customers who, to the extent currently known, will not be covered by the production and marketing prohibition in 2006, amounted to \$9.1 million. The operating earnings with respect to these sales were \$1.6 million.

D. Fertilizers and Chemicals Ltd. (hereinafter – "Fertilizers") is located on the banks of the Kishon stream. Since its establishment, over the course of many years, Fertilizers has dumped waste into the Kishon stream. It is noted, that along with Fertilizers there are several other main entities and many factories and local authorities that dump waste into the Kishon stream.

D. (cont.)

On May 29, 2001, a class action suit was filed against Fertilizers and 3 other defendants, under the Abatement of Environmental Nuisances Law (Civil Actions), 1992. The State of Israel and many factories and local authorities were joined to the claim as third parties. In the claim, the plaintiffs contend that the defendants are polluting the Kishon stream. The plaintiffs request that the Court issue an order to cease the discharge of wastes into the Kishon and to restore the stream to its condition prior to discharge of the wastes. A request was filed to summarily dismiss the claim which has not yet been decided.

On September 13, 2001, May 22, 2002, December 31, 2002, March 20, 2003, and December 8, 2003 monetary claims in the total amount of \$33 million plus punitive damages were filed against Fertilizers and 9 other defendants (including the State of Israel) regarding the dumping of wastes into the Kishon stream which according to the claim of 47 plaintiffs (mostly fishermen) allegedly caused them to contract cancer. Many factories and local authorities were also joined to these claims as third parties.

In April 2004, a claim was filed against 4 defendants (including ORL – an affiliated company) by 63 former soldiers (who joined a prior claim of a former soldier and his wife), who claim that they were caused to suffer serious bodily injury as a result of coming into contact with poisonous substances in the water of the Kishon stream. The claims of the soldiers are in the aggregate amount of \$40 million, about \$21 million punitive damages and additional primary damages that were not given a monetary value in the statement of claim (including loss of future salary, medical expenses and others). One of the defendants filed a third-party notice against Fertilizers as well as against many factories and local authorities, including the State of Israel.

In 2001–2004, a series of claims were filed against Fertilizers and other parties, alleging property damage on account of corrosion caused by coming into contact with the Kishon stream by owners of ships and Israel Shipyards, in the aggregate amount of \$6.5 million.

All of the said proceedings are pending in the courts in the initial stages.

In the estimation of the managements of ICL and ORL, based on an opinion of the legal advisors handling the claims, it is not yet possible to assess the claim's chances of success.

- E. In February 2004, ICL became aware that the Prosecutor of Environmental Crimes of Catalonia, Spain, initiated a criminal proceeding, in the framework of which an account was filed with the Magistrate's Court in Messarat, Spain, against a company in ICL's fertilizers sector, which operates mines in Spain, as well as against former and present managers of the said company, wherein it is alleged that managers of the company in Spain violated the local law and caused contamination of subterranean water due to permeation of salt compounds which were dumped from the mine sites during the course of many years, partly prior to acquisition of the Spanish company by ICL Fertilizers. The Court was also requested to issue an order forbidding the continued dumping of the salt compounds. As at the date of the report, no order, as stated, was issued. ICL Fertilizers estimates, based on the opinion of its legal advisors, that the probability of such an order, as aforesaid, being issued, at this stage, is low. If an order, as stated, is issued and it is not changed during the legal process – such matter will have a material impact on the mining activities in the site.
- F. In July 2003, certain shareholders of Tower filed a claim in a U.S. court against Tower, certain of its directors, certain Wafer partners and main investors, including Israel Corporation and I.C. Tech. The plaintiffs, which have requested, among other things, that their claim be certified as a class action, have raised contentions under the U.S. Securities Law from 1934, in connection with inaccurate reports and omission of information by the defendants in material sent to the shareholders of Tower in April 2002 relating to approval of the amendment of Tower's investment agreements with its Wafer partners and main investors in capital.

Tower and the Corporation believe that the claim has no basis and they intend to vigorously oppose it.

EVENTS OCCURRING DURING THE PERIOD OF THE REPORT AND THEREAFTER

- A. In January 2004, Prof. Itzhak Ben-Israel was appointed as a director of the Company.
- B. In March 2004, Mr. Ohad Marani commencing serving the Chairman of the ORL's Board of Directors.
- C. In April 2004, Ms. Anat Keynan, ceased serving as a director of the Company.
- D. Pursuant to a collective bargaining agreement signed in 1978 with employees of Dead Sea Works (DSW), Sdom employees leave on early retirement upon reaching the age of 58, provided they worked for Sdom for 25 years, or at the age of 60, provided they worked for Sdom for 20 years. On September 16, 2001, a judgment was handed down by the District Labor Court in Be'er Sheva with respect to the claim of an employee of DSW which held that the "early retirement" clause in the collective bargaining agreement between the company and its employees should be viewed as conveying to the employees a right to retire and not as imposing on them an obligation to retire. DSW appealed the District Labor Court's decision to the National Labor Court. On March 18, 2004, the decision on the appeal was rendered. The National Labor Court accepted DSW's appeal in part and reversed the District Labor Court's determination pursuant to which DSW's employees have a right to take early retirement in place of an obligation to retire. The decision ruled that the existing early retirement arrangement is null and void, however it held that this ruling will become effective 6 months after the date the decision was rendered in order to allow the parties to determine during such period a new and detailed arrangement covering early retirement of the Sdom employees on a basis which conforms with the requirements of law and the existing case law.
- E. Subsequent to the balance sheet date, Tower and the chip maker, Siliconics Incorporated (hereinafter – "Siliconics"), an 80.4% subsidiary of Vishay Inter-technology, signed a long-term agreement for the manufacture of semiconductors.

Siliconics is to order semiconductor wafers from Tower that are to be manufactured in the company's FAB1 factory, in the aggregate amount of \$200 million, during a period of 7 to 10 years. Of this amount, Tower is to supply Siliconics semiconductor wafers having a value of \$53 million within the first three years from the date of transfer of the technology.

The first stage of transfer of the technologies from Siliconics to Tower has already started and is expected to last about 12 months. Siliconics is to transfer to Tower an advance deposit, in the amount of \$20 million, for acquisition of the equipment necessary in order to manufacture the orders. This amount will serve as a credit against Siliconics' acquisitions.

ADDITIONAL INFORMATION INCLUDED IN THE AUDITORS' REVIEW REPORT TO THE SHAREHOLDERS

The following is a quotation from the review report of the Auditors:

We direct attention to that stated in Note 4A to the financial statements, regarding the petition submitted to the Supreme Court sitting as the High Court of Justice relating to the arrangement between Oil Refineries Ltd. (hereinafter – "ORL") and the Government of Israel and the Corporation, in connection with the period after the end of the concession period (October 18, 2003), regarding the possibility of splitting the refining facilities in Haifa and Ashdod into two separately owned refineries, and regarding ORL's assessments with respect to the material impacts which cannot be estimated at this stage, of the aforementioned matters on its financial position.

The Corporation's Board of Directors expresses its appreciation to the employees and officers of the Corporation and of the Group companies, in Israel and overseas, for their devoted service and contribution to the advancement of the Group's operations.

Idan Ofer
Chairman of the Board of Directors

Yossi Rosen
Chief Executive Officer

May 30, 2004

**The Board of Directors
Israel Corporation Limited**

Dear Sirs:

**Review of the unaudited interim consolidated financial statements
as at March 31, 2004**

At your request, we have reviewed the interim consolidated balance sheet of Israel Corporation Ltd. as at March 31, 2004, and the related consolidated statement of earnings, the statement of changes shareholders' equity and the consolidated statement of cash flows for the three-month period then ended.

Our review was conducted in accordance with procedures prescribed by the Institute of Certified Public Accountants in Israel and included, inter alia, reading the said financial statements, reading the minutes of the Shareholders' Meetings and of the meetings of the Board of Directors and its committees, as well as making inquiries of persons responsible for financial and accounting matters.

We received review reports of other auditors, regarding the interim financial statements of certain subsidiaries, whose assets constitute 65.2% of the total consolidated assets as at March 31, 2004 and whose revenues constitute 74.0% of the total consolidated revenues for the three-month period then ended. Furthermore, we received reports of other auditors of affiliated companies, the investment in which, as at March 31, 2004, is approximately NIS 865 million and the Company's equity in their earnings is NIS 27 million for the three-month period ended on that date.

Since the review performed was limited in scope and does not constitute an audit in accordance with generally accepted auditing standards, we do not express an opinion on the said interim consolidated financial statements.

In the course of our review, including the reading of the review reports of other auditors as stated above, nothing came to our attention which would indicate the necessity of making material modifications to the interim consolidated financial statements referred to above, in order for them to be in conformity with generally accepted accounting principles and in accordance with Section D of the Securities Regulations (Periodic and Immediate Reports), 1970.

We direct attention to that stated in Note 4A to the financial statements, regarding the petition submitted to the Supreme Court sitting as the High Court of Justice relating to the arrangement between Oil Refineries Ltd. (hereinafter – "ORL") and the Government of Israel and the Corporation, in connection with the period after the end of the concession period (October 18, 2003), regarding the possibility of splitting the refining facilities in Haifa and Ashdod into two separately owned refineries, and regarding ORL's assessments with respect to the material impacts which cannot be estimated at this stage, of the aforementioned matters on its financial position.

Sincerely,

Somekh Chaikin
Certified Public Accountants (Isr.)

May 30, 2004

Consolidated Balance Sheets as at

	March 31 2004	March 31 2003	December 31 2003
	Reported amounts ⁽¹⁾	Adjusted amounts ⁽²⁾	
	(Unaudited)	(Unaudited)	(Audited)
	NIS millions	NIS millions	NIS millions
Current assets			
Cash and cash equivalents	501	221	171
Marketable securities	502	596	697
Short-term loans and deposits	382	87	266
Trade receivables	2,302	1,166	1,244
Other receivables	952	878	733
Inventories	2,409	2,286	2,405
	<u>7,048</u>	<u>5,234</u>	<u>5,516</u>
Long-term investments, loans and receivables			
Investments in investee companies	895	1,105	1,200
Investments in other companies	262	261	246
Deposits, loans and long-term receivables	92	77	92
Inventories	61	100	63
	<u>1,310</u>	<u>1,543</u>	<u>1,601</u>
Fixed assets	<u>11,897</u>	<u>7,936</u>	<u>7,832</u>
Other assets and deferred expenses	<u>907</u>	<u>906</u>	<u>873</u>
	<u>21,162</u>	<u>15,619</u>	<u>15,822</u>

Idan Ofer
Chairman of the Board of Directors

Yossi Rosen
Chief Executive Officer

Avisar Paz
Chief Financial Officer

May 30, 2004

(1) See Note 1.

(2) Amounts adjusted for the effect of inflation in terms of shekels of December 2003.

	March 31 2004	March 31 2003	December 31 2003
	Reported amounts ⁽¹⁾	Adjusted amounts ⁽²⁾	
	(Unaudited)	(Unaudited)	(Audited)
	NIS millions	NIS millions	NIS millions
Current liabilities			
Short-term credit from banks and others	2,961	2,504	2,661
Debentures convertible into shares of a subsidiary	-	354	-
Trade payables	1,630	1,074	1,281
Other payables	2,003	*1,185	*1,323
Proposed dividend	-	97	-
	<u>6,594</u>	<u>5,214</u>	<u>5,265</u>
Long-term liabilities			
Long-term liabilities to banks and others	6,914	*4,604	*4,123
Debentures convertible into shares of the Corporation	254	180	253
Debentures	202	-	-
Deferred taxes, net	1,479	1,064	957
Liability for employee severance benefits, net	1,012	771	826
	<u>9,861</u>	<u>6,619</u>	<u>6,159</u>
Debentures convertible into shares of a subsidiary	<u>301</u>	<u>-</u>	<u>314</u>
Minority interest	<u>2,028</u>	<u>1,813</u>	<u>1,914</u>
Shareholders' equity	<u>2,378</u>	<u>1,973</u>	<u>2,170</u>
	<u>21,162</u>	<u>15,619</u>	<u>15,822</u>

* Reclassified.

(1) See Note 1.

(2) Amounts adjusted for the effect of inflation in terms of shekels of December 2003.

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

Consolidated Statements of Earnings for the

	Three months ended		Year ended
	March 31 2004	March 31 2003	December 31 2003
	Reported amounts⁽¹⁾	Adjusted amounts⁽²⁾	
	(Unaudited)	(Unaudited)	(Audited)
	NIS millions	NIS millions	NIS millions
Sales, shipping and services	5,371	2,593	10,218
Cost of sales, shipping and services	4,218	1,812	7,021
Gross profit	1,153	781	3,197
Selling, transport and marketing expenses	478	414	1,671
General and administrative expenses	258	108	515
Research and development expenses, net	35	33	128
	771	555	2,314
Operating earnings	382	226	883
Financing expenses, net	(92)	(30)	(116)
Other income (expenses), net	48	4	(198)
Earnings before taxes	338	200	569
Income tax	(144)	(71)	(145)
Earnings after taxes	194	129	424
Group's equity in earnings of affiliates, net	27	20	102
Minority interest in earnings of subsidiaries, net	(70)	(55)	(201)
Net earnings for the period	151	94	325
	NIS	NIS	NIS
Basic and diluted earnings (loss) per share			
Earnings per NIS 1 par value of the share capital	21.82	13.56	46.97

(1) See Note 1.

(2) Amounts adjusted for the effect of inflation in terms of shekels of December 2003.

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

Statements of Changes in Shareholders' Equity

	Share capital and capital reserves	Shares of the Corporation held by a subsidiary	Adjustments arising from translation of financial statements of investee companies	Proposed dividend subsequent to the balance sheet date	Retained earnings	Total
	Reported amounts ⁽¹⁾					
	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions
For the three-month period ended March 31, 2004 (Unaudited)						
Balance as at the beginning of the period	1,467	(10)	(82)	-	795	2,170
Net earnings for the period	-	-	-	-	151	151
Adjustments from translation of financial statements	-	-	53	-	-	53
Issuance of capital	(1)	1	-	-	-	-
Realization of reserves due to realization of investment	-	-	4	-	-	4
Balance as at the end of the period	1,466	(9)	(25)	-	946	2,378
			Adjustments arising from translation of financial statements of investee companies	Proposed dividend subsequent to the balance sheet date	Retained earnings	Total
	Adjusted amounts ⁽²⁾					
	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions
For the three month period ended March 31, 2003 (Unaudited)						
Balance as at the beginning of the period	1,470	(13)	(70)	98	506	1,991
Net earnings for the period	-	-	-	-	94	94
Proposed dividend	-	-	-	(98)	1	(97)
Adjustments from translation of financial statements	-	-	(15)	-	-	(15)
Balance as at the end of the period	1,470	(13)	(85)	-	601	1,973

(1) See Note 1.

(2) Amounts adjusted for the effect of inflation in terms of shekels of December 2003.

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

Statements of Changes in Shareholders' Equity (cont'd)

	Share capital and capital reserves	Shares of the Corporation held by a subsidiary	Adjustments arising from translation of financial statements of investee companies	Proposed dividend subsequent to the balance sheet date	Retained earnings	Total
	Adjusted amounts ⁽¹⁾					
	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions
For the year ended December 31, 2003 (Audited)						
Balance as at the beginning of the year	1,470	(13)	(70)	98	506	1,991
Net earnings for the year	-	-	-	-	325	325
Proposed dividend	-	-	-	(98)	(36)	(134)
Adjustments from translation of financial statements	-	-	(12)	-	-	(12)
Issuance of capital	(3)	3	-	-	-	-
Balance as at the end of the year	<u>1,467</u>	<u>(10)</u>	<u>(82)</u>	<u>-</u>	<u>795</u>	<u>2,170</u>

(1) Amounts adjusted for the effect of inflation in terms of shekels of December 2003.

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

Consolidated Statements of Cash Flows for the

	Three months ended		Year ended
	March 31	March 31	December 31
	2004	2003	2003
	Reported amounts⁽¹⁾	Adjusted amounts⁽²⁾	
	(Unaudited)	(Unaudited)	(Audited)
	NIS millions	NIS millions	NIS millions
Cash flows generated by operating activities:			
Net earnings for the period	151	94	325
Adjustments to reconcile net earnings to net cash flows generated by operating activities (A)	354	786	1,589
Net cash inflow generated by operating activities	505	880	1,914
Cash flows generated by investing activities:			
Investments in investee and other companies	(3)	(5)	(42)
Acquisition of fixed assets and other assets	(337)	(180)	(614)
Long-term loans granted	(4)	(6)	(56)
Sale of marketable securities, net	196	79	46
Investment grant in respect of fixed assets	6	9	44
Proceeds from sale of fixed and other assets	6	3	15
Collection of long-term loans	30	8	19
Granting of short-term loans and deposits in banks, net	(51)	(15)	(193)
Proceeds from sale of investments in investee and other companies	15	12	38
Acquisition of newly consolidated subsidiaries (B)	(19)	-	56
Net cash outflow generated by investing activities	(161)	(95)	(687)
Cash flows generated by financing activities:			
Proceeds from exercise of options of employees in the Corporation and in a subsidiary	-	-	3
Acquisition of shares of subsidiary by its subsidiary	-	(10)	(9)
Issuance of capital to minority in subsidiaries	-	-	1
Dividend paid	-	-	(134)
Dividend paid to minority shareholders of subsidiaries	-	-	(129)
Issuance of convertible debentures and receipt of long-term loans	1,165	69	1,005
Issuance of debentures	200	-	-
Repayment of debentures and long-term liabilities	(663)	(740)	(2,250)
Receipt (repayment) of short-term loans, net	(720)	(29)	303
Net cash outflow generated by financing activities	(18)	(710)	(1,210)
Translation differences of cash balances in autonomous investees	4	(1)	7
Increase in cash and cash equivalents	330	74	24
Balance of cash and cash equivalents at the beginning of the period	171	147	147
Balance of cash and cash equivalents at the end of the period	501	221	171

(1) See Note 1.

(2) Amounts adjusted for the effect of inflation in terms of shekels of December 2003.

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

Consolidated Statements of Cash Flows for the (cont'd)

	Three months ended		Year ended
	March 31	March 31	December 31
	2004	2003	2003
	Reported	Adjusted amounts⁽²⁾	
	amounts⁽¹⁾	(Unaudited)	(Audited)
	(Unaudited)	(Unaudited)	(Audited)
	NIS millions	NIS millions	NIS millions
A. Adjustments to reconcile net earnings to net cash flows generated by operating activities			
Income and expenses not involving cash flows:			
Group's equity in results of affiliates, net, less dividend	(24)	(20)	(88)
Minority interest in earnings of subsidiaries, net	70	55	201
Depreciation and amortization	293	210	872
Deferred taxes, net	89	48	(26)
Capital gains, net	(52)	(42)	(43)
Erosion of long and short-term loans granted and increase in value of marketable securities, net	(1)	(4)	(58)
Erosion of loans received and of short and long-term liabilities, net	19	(26)	(3)
Increase in liability for employee severance benefits, net	27	64	102
	<u>421</u>	<u>285</u>	<u>957</u>
Changes in asset and liability items:			
Decrease (increase) in trade and other receivables	(132)	443	598
Decrease (increase) in inventories	91	(25)	(127)
Decrease in uncompleted voyages	(57)	-	-
Increase in trade and other payables	31	83	161
	<u>(67)</u>	<u>501</u>	<u>632</u>
	<u>354</u>	<u>786</u>	<u>1,589</u>
B. Acquisition of newly consolidated subsidiaries			
Working capital (excluding cash and cash equivalents)	671	-	170
Investment in affiliated company that became a subsidiary	485	-	(34)
Fixed assets, other assets and long-term receivables	(3,913)	-	(278)
Minority interest	26	-	57
Deferred taxes	407	-	-
Long-term liabilities	2,305	-	141
	<u>(19)</u>	<u>-</u>	<u>56</u>
C. Non-cash transactions			
Acquisition of fixed assets on supplier credit	18	57	10
Consideration from sale of investment	-	27	-

(1) See Note 1.

(2) Amounts adjusted for the effect of inflation in terms of shekels of December 2003.

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

Notes to the Financial Statements

Note 1 - Reporting Principles and Accounting Policies

A. General

1. These interim financial statements have been prepared in accordance with generally accepted accounting principles applicable to the preparation of interim period financial statements in accordance with Standard No. 14 of the Israeli Accounting Standards Board.
2. The significant accounting policies applied in the preparation of these financial statements are consistent with those applied in the financial statements as at December 31, 2003, except as stated in this Note.
3. These financial statements have been prepared in a condensed format as at March 31, 2004 and for the three-month period then ended. The financial statements should be read in conjunction with the annual financial statements as at December 31, 2003 and for the year then ended and the related notes.

B. Definitions

In these financial statements –

<u>Adjusted amount</u> –	The nominal historical amount adjusted in accordance with the provisions of Opinions 23, 34, 36 and 37.
<u>Reported amount</u> –	The adjusted amount as at the date of transition (December 31, 2003), with the addition of amounts in nominal values that were added after the transition and less amounts eliminated after the date of transition.
<u>Adjusted financial report</u> –	The financial report based on the provisions of Opinions 23, 34, 36, 37 and 50.
<u>Nominal financial report</u> –	The financial report based on reported amounts.

C. Discontinuance of adjustment of financial statements

In October 2001 the Israeli Accounting Standards Board published Accounting Standard No. 12, “Discontinuance of Adjustment of Financial Statements”. Pursuant to this Standard and in accordance with Accounting Standard No. 17 that was published in December 2002, the adjustment of financial statements will be discontinued as of January 1, 2004. Up to December 31, 2003, the Corporation continued to prepare adjusted financial statements in accordance with Opinion No. 36 of the Institute of Certified Public Accountants in Israel. The Corporation has implemented the provisions of the Standard and has accordingly discontinued the adjustment as of January 1, 2004.

Notes to the Financial Statements

Note 1 - Accounting and Reporting Policies (cont'd)

D. Financial statements in reported amounts

1. In the past the Corporation prepared its financial statements on the basis of historical cost adjusted for the changes in the Consumer Price Index (CPI). The adjusted amounts included in the financial statements as at December 31, 2003 constitute the starting point for the nominal financial report as of January 1, 2004. Any additions made during the period are included according to their nominal values.
2. Amounts of non-monetary assets do not necessarily reflect their realizable value or updated economic value but, rather, only the reported amounts of such assets.
3. The term "cost" in these financial statements means the reported amount of cost.
4. All the comparative data for prior periods is stated after being adjusted to the CPI of December 31, 2003.
5. Balance sheets:
 - a. Non-monetary items are stated at reported amounts.
 - b. Monetary items are stated in the balance sheet at their nominal historical values as at balance sheet date.
6. Statements of operations:
 - a. Income and expenses deriving from non-monetary items or from provisions included in the balance sheet are calculated as the difference between the reported amount of the opening balance and the reported amount of the closing balance.
 - b. All other operating items are stated at their nominal values.
7. Statements of changes in shareholders' equity:

A dividend declared in the period of the report is presented in nominal values.

E. First time application of new accounting standards

Accounting Standard No. 13, Effects of Changes in Exchange Rates of Foreign Currency

As of January 1, 2004, the Corporation applies Accounting Standard No. 13, regarding the "Effects of Changes in Exchange Rates of Foreign Currency". The Standard deals with the translation of transactions in foreign currency and the translation of financial statements of foreign activities for purposes of the inclusion thereof with the financial statements of the reporting entity. The Standard provides principles for classification of foreign activities as an autonomous investee entity overseas or as an integrated extension based on the indicators enumerated in the Standard and the use of discretion, as well as the manner of translation of the financial statements of autonomous investee entities as stated.

Notes to the Financial Statements

Note 1 - Accounting and Reporting Policies (cont'd)

E. First time application of new accounting standards (cont'd)

The balance of goodwill created on acquisition of an autonomous investee entity overseas is treated as an asset of that autonomous investee entity overseas and is translated based on the closing exchange rate as of January 1, 2004, this being different than the principles applied in the past pursuant to which the translation of goodwill was based on the rate at the time of execution of the transaction.

Translation of statements of operations of an autonomous investee entity overseas is executed based on the rate of exchange at the time of execution of the transaction or for practical reasons based on the average rate of exchange in the period commencing January 1, 2004, this being different than the principles applied in the past pursuant to which the translation of the statements was executed based on the closing rate.

A reduction in the value of an investment in an autonomous investee entity overseas does not constitute a partial realization and, therefore, no part of the translation differences are recorded on the statement of earnings at the time of recording the reduction in value.

Translation of financial statements of an autonomous investee entity overseas, which is required to present financial statements adjusted for inflation, in accordance with generally accepted accounting principles in a hyper-inflationary economic environment, is executed based on the closing rate.

Note 2 - Rates of Changes in the Consumer Price Index and the Dollar Exchange Rate

Presented below is the rate of change in the Consumer Price Index and the representative rate of exchange of the U.S. dollar in the reported periods:

	CPI	Representative exchange rate of the U.S. \$
	%	%
During the three-month period ended March 31, 2004	(0.10)	3.40
During the three-month period ended March 31, 2003	0.78	(1.06)
During the year ended December 31, 2003	(1.89)	(7.56)

Notes to the Financial Statements

Note 3 - Investments and Supplementary Information

A. Tower Semiconductor Ltd. (hereinafter – Tower)

- (1) In January 2004, Tower issued, by means of a prospectus published to the public in the United States, approximately 11.4 million ordinary shares at a price of \$7 per share for a net consideration of \$75.2 million (including partial execution of the options granted to the underwriters).

In addition, Tower issued shares to Israel Corporation Technologies (I.C. Tech) Ltd. (hereinafter – “I.C. Tech”), the primary Wafer partners, and an additional partner in Tower (hereinafter – “the Investors”) based on a price of \$7 per share for a consideration of \$16.4 million, which was transferred to Tower in December 2003.

As a result of the public issuance, and after issuance of the share capital to the investors, I.C. Tech's share in Tower declined to 21.7%, and the Group realized a capital gain of NIS 29 million.

- (2) In November 2003, Tower reached agreement with the banks regarding amendment of its credit facility agreements for the financing of FAB2. In the framework of amendment of the agreements, Israel Corporation gave the banks a letter of commitment as part of the arrangements required by them for the granting of a security net by Tower's main shareholders as a condition for the continued provision of financing by the banks to Tower.

The total amount of the Corporation's liability to invest in Tower pursuant to the letter of commitment shall not exceed \$50 million.

The Corporation's liability under the letter of commitment is given against the liability of the banks to provide, concurrent with execution of an investment by the Corporation, additional financing to Tower, in the amount of \$43 million (in addition to credit of \$500 million as provided in the credit agreement).

As at the signing date of the financial statements, the balance of the Corporation's liability under the above-mentioned letter of commitment is \$37.0 million.

- (3) During 2003, Tower requested that the Investments Center approve the revised plan for construction of FAB2, in light of the fact that the period for the investments in FAB2 will be extended for more than 5 years from the date of receipt of the original approval from the Investments Center.

Tower's Management estimates, based on discussions held with the Investments Center, that the reaching of a satisfactory arrangement regarding this matter is reasonable.

- (4) In the first quarter of the year of account, the Corporation included its share in Tower's loss in the amount of NIS 37 million and, at the same time, it reduced the provision for decline in value of the investment in Tower (which was recorded in 2002) by the same amount.

Notes to the Financial Statements

Note 3 - Investments and Supplementary Information (cont'd)

- B.** On February 5, 2004, the Corporation acquired all of the State's shares in ZIM Israel Navigation Co. Ltd. (hereinafter – “ZIM”), at the rate of 48.6% of ZIM’s share capital. The acquisition cost amounted to NIS 512 million. As a result of the acquisition, the Corporation holds 97.5% of ZIM’s share capital. The Corporation submitted a tender to acquire the entire holdings of all of the other shareholders in ZIM which, together, hold 2.5% of ZIM’s shares.

The excess of the cost over the net asset value as at the acquisition date totaled NIS 22 million, and was allocated to the fleet of ships and its equipment.

Up to December 31, 2003, the Corporation presented its investment in ZIM based on the equity method. As of January 1, 2004, the statement of earnings is consolidated for the first time. The Corporation’s share in ZIM’s results was calculated for the period from the acquisition date to the end of the quarter. ZIM’s balance sheet was consolidated for the first time as at March 31, 2004.

Set forth below is condensed financial statement data of ZIM:

	March 31 2004
	NIS millions
Balance sheet	
Current assets	1,651
Fixed assets, investments and long-term receivables	4,039
Current liabilities	(1,987)
Long-term liabilities	(2,642)
Minority interest	(1)
	<u>1,060</u>
	For the three months ended March 31 2004
	NIS millions
Statement of earnings	
Sales	<u>2,473</u>
Cost of sales	<u>2,260</u>
Net income	<u>76</u>

Notes to the Financial Statements

Note 3 - Investments and Supplementary Information (cont'd)

- C. Subsequent to the balance sheet date, ZIM signed an agreement to sell two ships, for a consideration of \$70 million. The two ships will be leased to ZIM for a period of five years. The after-tax capital gain created to ZIM will total \$20 million (Israel Corporation's share is approximately NIS 85 million). Completion of the transaction is expected to take place in June 2004.

Note 4 - Concessions

A. Oil Refineries Ltd.

ORL operates in accordance with a concession it received to construct, operate and maintain facilities and auxiliary plants for purposes of refining mineral oils. The concession received the force of law pursuant to the Anglo-Iranian Oil Treaties Ordinance from 1938. The concession ended in October 2003.

On December 2, 2002, an arrangement was signed between ORL, the Government and Israel Corporation in connection with all that involved with the period after expiration of the concession. Based on the arrangement, upon expiration of the concession period (October 18, 2003), all of ORL's rights deriving from the concession will terminate, and an arrangement will enter into effect according to which, subject to the conditions of the arrangement, the highlights of which are detailed below, ORL shall be permitted to continue to hold the assets it held on the eve of expiration of the concession (hereinafter – "the Assets"). The arrangement was made for 25 years, commencing October 18, 2003 (hereinafter – "the First Period"). ORL – or if it is split up into two separate refineries, each of the separate refineries – was granted an option to continue the aforesaid period for an additional 25 years, provided it notifies the Government no later than two years before the end of the First Period.

The arrangement provides that each side reserves the right to petition the court for clarification of the disagreement regarding the question whether or not all of ORL's assets return, by virtue of the historical concession, to the ownership of the Government without consideration, however in any case, any decision made regarding this matter will be implemented only at the end of the arrangement period (25 years or 50 years, as the case may be). If a final court decision is rendered, each side will be permitted to implement its provisions regarding recording of the rights in the Assets, provided such registration will not adversely affect the validity of the remainder of the arrangement's provisions and ORL's right to pledge the Assets in the ordinary course of its business, subject to the provisions of the arrangement. The arrangement conveyed to the State the right to record a caveat on the arrangement's content, on all the real estate assets, and to remove the caveat as stated at any time. Subject to these provisions, no change shall be made to the recording of the Assets. During the arrangement period, ORL is permitted to execute transactions in the Assets in the regular course of business, and the decision in a disagreement with respect to the Assets shall apply to the proceeds from transactions as stated as well as to assets which ORL shall acquire in the future. A transaction in the Assets, except for a lien in the regular course of business, which does not exceed the period of the arrangement, requires approval of the Accountant General, who shall act in this matter in accordance with the Government's Decision No. 2796, dated November 25, 2002.

Notes to the Financial Statements

Note 4 - Concessions (cont'd)**A. Oil Refineries Ltd. (cont'd)**

The Government and ORL recorded caveats on the real estate which is the subject of the arrangement.

During the arrangement period, ORL shall pay to the Government annual permit fees in a fixed amount of \$3 million plus additional annual amounts which are dependent on ORL's earnings, as follows: 8% of the annual earnings before taxes and permit fees, in the range of \$0–\$40 million; plus, 10% of the annual earnings before taxes and permit fees, in the range of \$40–\$70 million; plus, 12% of the annual earnings before taxes and permit fees, in the range of \$70–\$90 million. In any case, the amounts paid to the Government as permit fees shall not exceed (including the fixed payment) the amount of \$11.6 million. All the amounts shall be translated into shekels in accordance with an exchange rate of \$1 = NIS 4.80, linked to the CPI (base index of May 2002).

The "annual earnings before taxes" will be defined and measured based on annual, audited consolidated financial statements, and will include ORL's share in earnings or losses of subsidiary and affiliated companies having separate activities as well as capital gains and losses, however will not include gains and losses from activities through companies operating overseas or sale of the holdings in companies operating overseas.

Upon expiration of the original concession and in accordance with the arrangement, ORL began paying license fees under the arrangement. In the period of the report, ORL recorded a provision of NIS 14 million in its financial statements for the first quarter.

The Accountant General in the Ministry of Finance notified ORL that the amount it paid was deposited in a separate account, so long as the conditions precedent stipulated in the arrangement were, in his opinion, not fulfilled. ORL responded to the Accountant General that the agreement was signed in the name of the Government after all the required approvals had been received by the parties authorized on behalf of the Government to sign it, and after it was signed, approvals of the Board of Directors of ORL and the Board of Directors of Israel Corporation were also received, and that upon the receipt thereof the agreement entered into effect. Therefore, the amount paid to the Government by ORL was properly paid pursuant to a valid agreement.

In the arrangement, the Government committed that if and to the extent possible, it will assist ORL in the transition, without interferences, from the concession period to the arrangement period (recognition of the existing construction, orderly licensing and construction processes, establishment of an industrial council).

Pursuant to the agreement, upon expiration of ORL's rights under the concession, ORL will be subject – commencing from the end of the original concession period (October 18, 2003) and thereafter, to the construction and planning laws and additional local laws, in connection with the Haifa oil refinery. During 2002, the Manager of the Ministry of the Interior appointed an investigation committee for the boundaries of the Municipality of Haifa, Nesher and Kiryat Ata, Zvulun and the area of the oil refineries.

Notes to the Financial Statements

Note 4 - Concessions (cont'd)

A. Oil Refineries Ltd. (cont'd)

During 2003, the Committee published its recommendations, pursuant to which the aforesaid area will be annexed to the Municipality of Haifa; the area will be administered by means of a joint governing body of the four local authorities bordering on the area, representatives of the factories operating therein, representatives of the public and representatives of Government ministries. The Committee also recommends that the governing body should handle all matters involved with running the area as an industrial area, similar to the definitions of a local industrial council in the Local Council Ordinance. The Committee further recommended that determination of the initial Municipal Tax levy shall be with the approval of the Minister of the Interior and it shall be imposed gradually (a discount shall be given which will be reduced from year to year over a 3–5 year period). ORL, which believes that the correct solution is establishment of a local industrial council in the area, requested to present its position to the Minister of the Interior. The Minister of the Interior rejected ORL's request for a hearing and a decision has not yet been made regarding the municipal allocation. Upon inclusion of lands belonging to ORL within the boundaries of any local authority, it is expected that ORL will begin paying Municipal Tax for the Haifa refinery as well. In 2003, ORL prepared and submitted a site plan for the Haifa refinery site.

ORL declared in the agreement that it is aware that the Government intends to initiate legislation which will govern the fuel industry, including regulation, which could affect the arrangement, even though there is no intention to affect the aspects of the arrangement which involve the Assets and the permit fees.

In addition, ORL declared that it is aware that the Government and Israel Corporation agree to act regarding the matter of the split-up of ORL as detailed in the appendix to the agreement, which was signed between them and which constituted an integral part of the arrangement between the Government and Israel Corporation.

On June 4, 2003, a petition was filed with the Supreme Court sitting as the High Court of Justice by the Israeli Society for Proper Government (hereinafter – “the Petitioner”), for the issuance of conditional and interim orders, which will direct the Prime Minister, the Minister of Finance, the Minister of National Infrastructures, the Director of the Government Companies Authority, ORL, Israel Corporation and others, to provide reasons why they should not be prevented from acting in accordance with the arrangement and/or why they do not act to cancel the arrangement. The Petitioner's main reasons are that the arrangement negatively impacts the principle of equality and equitable allocation, and it circumvents the tender laws by granting private parties a concession to use Government assets in a process having – based on the Petitioner's contention – various deficiencies. The Court refused to grant the Petitioner's request for interim orders which will prevent realization of the arrangement up to the time of the decision on the petition.

Israel Corporation submitted its response to the petition, in the framework of which it expressed its position that there is no basis for the petition. ORL, in its response, objected to the petition and its reasoning and supported implementation of the arrangement.

Notes to the Financial Statements

Note 4 - Concessions (cont'd)**A. Oil Refineries Ltd. (cont'd)**

The Petitioner once again submitted a request for interim orders which would prevent the Government from: taking steps to obtain an exemption from a tender for the arrangement, acquire or sell rights and/or shares of Israel Corporation in ORL and to prepare a new agreement or revisions to the arrangement.

In the period of the report, the Supreme Court, at the invitation of all the parties to the proceeding, including the Corporation, decided, among other things, that “the respondents are permitted to continue negotiations among themselves to change the conditions of the agreement which is being attacked by the petition and even to sign a new agreement, provided that up to the time the matter is brought before the Court for the second time no irreversible actions shall be taken and that the present situation shall continue”.

On May 5, 2004, the Government submitted a notice and request to the Court (hereinafter – “the Notice”). Among other things, it is stated in the Notice that negotiations were held with Israel Corporation and at this stage a report was submitted signed by some of the members of the team set up (as described below), which conducted the negotiations with Israel Corporation. Pursuant to the Notice, the principles of the report are acceptable to the Assistant State Attorney General (Economic-Fiscal); the team’s recommendations are acceptable to the Supervisor of Restrictive Business Practices, to the extent that relate to the area of his authority and the comments of the Ministry of National Infrastructures are expected to be received in the near future. Also based on the Notice, respondents nos. 1–5 to the petition (the Prime Minister, the Minister of Finance, the Minister of National Infrastructures, the Director of the Government Companies Authority and the State Attorney General) intend to bring the matter up for discussion, in the near future, before the Committee of Ministers for Privatization or before the Committee of Ministers for Society and Economics, based on the decision of the Minister of Finance.

In the framework of the Notice, the Government requested from the Court to allow it to submit an additional updated notice within 60 days, where the Government’s assumption is that during this period it will make a final decision regarding the matter.

In the response submitted by Israel Corporation to the Court on May 6, 2004 in respect of the Notice, it was indicated, among other things, that Israel Corporation takes the position that the binding agreement must be honored (the subject of the arrangement) which was signed on December 2, 2002 between the Government, ORL and Israel Corporation, including Appendix C of this agreement, this being for the reasons well detailed in Israel Corporation’s response to the petition. Nonetheless, Israel Corporation indicated in its present reply, that it was and is prepared to conduct negotiations with the Government in connection with Appendix C of the said agreement.

Notes to the Financial Statements

Note 4 - Concessions (cont'd)**A. Oil Refineries Ltd. (cont'd)**

On September 15, 2003, the Government decided to set up an inter-office team which will examine all of the issues affecting the ORL at this time, directing attention to the letters of the Attorney General, dated July 7, 2003 and August 13, 2003. In the decision, it was stated, among other things, that “at first, the team will examine the agreement and the alternatives thereto, including, postponement of the date of the option held by Israel Corporation, the agreement’s conditions, including the license fees determined therein, and the valuations performed by the Government and Israel Corporation as a result of the agreement, and shall formulate its position. Taking into account its conclusions, the team is permitted to conduct negotiations with Israel Corporation . . .”. For detail of the Government's full decision, see below.

In May 1996, the Government appointed a team of experts to examine the structure of the oil refining industry in Israel. In November 1996, the team submitted its recommendations. The basic thrust of the report, is to split ORL into two separately owned companies, one is to operate the Haifa refinery and the other the Ashdod refinery. Upon completion of the split-up, these companies will be allowed to enter the wholesale oil-marketing field and, later on, into the retail oil marketing field as well. In this situation of open competition, the control of oil prices at the refinery gate will be gradually removed. The team also does not see any reason for restricting the entry of the oil refining companies into the petrochemical field. The Board of Directors of ORL rejected the recommendations of the said team of experts.

In a meeting held on August 13, 1997, the Government resolved to empower the Minister of National Infrastructures and the Minister of Finance to appoint a panel which is to formulate a reform of the oil refining industry, while examining the possibility of application of the following principles:

Separation of ORL’s activities between the refining plant in Haifa and the refining plant in Ashdod, with the aim of creating two companies where, in at least one of which, there will be no Government ownership; removal of the control over prices of oil products at ORL’s refinery gate upon completion of separation of the activities and in accordance with the competitive developments in the refining industry; maintenance of the set-up of ORL’s activities with respect to the non-marketing of distillates; prevention of cross ownership which will cause development of non-competitive corporate structures in the fuel market and the refining industry; arrangement of the matter of ORL’s concession received from the British Mandate Authorities; combining the operations of the petrochemical plants with those of ORL and guidance of the team set up for the purpose of preparation of a proposed law for the fuel market, and inclusion in the proposed law the structure of the refining industry and rules for operation therein, in accordance with the decision.

In addition, the Government resolved to proceed with the building and operation of an additional port infrastructure for fuel and distillates in Ashkelon, as part of the efforts to permit the development of competition in the fuel products market.

Eilat Ashkelon Pipeline Co. Ltd. and Oil Infrastructures Ltd. have constructed a port for distillates in Ashkelon. The port was operated in April 2000.

Notes to the Financial Statements

Note 4 - Concessions (cont'd)

A. Oil Refineries Ltd. (cont'd)

On August 22, 1999, the Government decided, for purposes of encouraging competition in the refining industry in Israel, to take steps to promote competition between the Haifa refinery and the Ashdod refinery while separating the ownership thereof, and to adopt a governmental policy with respect to the structure of the fuel industry and the rules for operating therein, after completion of the process of separation of the two refineries as stated above, among other things, in according with the following principles:

1. Operations of the refineries in the area of marketing of refined oil products will be permitted in the manner which is determined in that decision (among other things: principles will be defined which permit the refineries to gradually enter into activities in the marketing area while examining the consequences of the marketing activities of each of the refineries on the competition in the fuel industry and while reviewing and defining the different marketing channels and methods in and through which the refineries will be permitted to operate; activities of the refineries in the marketing area, if and when allowed, shall be through a company which is separate from the company operating in the refining area; the Government shall act to obligate the refineries to ensure equal access on the part of all of the oil companies to purchase refined products; permitting the refineries to operate in the area of marketing of refined oil products shall be oriented such that they will not adversely effect the continued existence of the competitive conditions in all areas of the fuel industry, and particularly in the area of marketing of refined oil products by the filling stations).
2. Price control:

The matter of the gradual removal of price controls over distillates sold at the refinery gate and based on the degree of competition which will develop in the industry shall be examined, and at the same time, control over 95 octane and 96 octane gasoline being sold by the filling stations shall also be looked into.
3. The operation of the two refineries in the petrochemical area shall be permitted in such a way that will assure them both an equal opportunity to operate in the area. The activities of the refineries in the petrochemical area shall be carried out in a manner which will assure full transparency of their activities.

It was also decided to appoint a joint team of representatives of the Ministries of National Infrastructures, Finance, Justice and the Government Companies Authority, which will act to arrange the matters referred to above in the appropriate legal framework.

Notes to the Financial Statements

Note 4 - Concessions (cont'd)**A. Oil Refineries Ltd. (cont'd)**

In November 1999, ORL received from the Government Companies Authority, (hereinafter – “the Authority”) the text of “A Draft Decision to the Ministerial Committee for Privatization” (hereinafter – “the Draft Decision”) the gist of which is, the privatization of ORL by way of its split-up, such that after the conclusion of negotiations, the refinery in Ashdod will be transferred to the Corporation as a going concern, and no shares or rights of any kind in ORL will be retained by the Corporation.

The Authority requested that, in accordance with Section 59B(c) of the Government Companies Law, 1975, ORL shall submit to the Authority the position of ORL’s Board of Directors to the above Draft Decision.

On November 23, 1999, ORL’s Board of Directors considered the above request of the Government Companies Authority, and decided in connection with the letter of the Government Companies Authority dated November 3, 1999 regarding the Government's decision of August 22, 1999, and the decision of the Ministerial Committee for Privatization dated October 20, 1999, that ORL views favorably the reorganization of the oil refining and the fuel industries in Israel and that in order to permit ORL’s Board of Directors to relate positively to the proposal for privatization by means of the splitting up ORL, and out of concern for the well being of ORL, its stability, its ability to operate under competitive conditions, and the welfare of its employees, it is necessary to clearly define certain vital matters, which follow from the proposed decision to privatize, and which are of supreme importance to ORL:

Principles relating to the structure of the fuel industry subsequent to the split-up of ORL; structure of the split-up transaction; the tax implications of the split-up; assurance of the rights of ORL’s employees; the capital structure of ORL following the anticipated split-up; the immediate arrangement of the matter of ORL’s concession which will apply after its expiration; assurance of the fulfillment of ORL’s undertakings, including its commitment regarding the supply of raw material to the petrochemical industry.

It was also decided that after the receipt of the necessary clarifications regarding these matters, ORL’s Board of Directors will convene to consider the proposal, to formulate its position with respect thereto, and to communicate its position to the Government Companies Authority, as requested by it in its letter of November 3, 1999.

Following this decision of ORL’s Board of Directors, three work groups were set up, at the initiation of ORL, consisting of representatives of ORL, the Government Companies Authority, the Ministry of Finance and the Ministry of National Infrastructures, for the purpose of examining the various matters raised by the Board of Directors. As at the signing date of the financial statements, no answers had yet been received to the matters raised by the Board of Directors of ORL.

Notes to the Financial Statements

Note 4 - Concessions (cont'd)**A. Oil Refineries Ltd. (cont'd)**

During 2000–2001, a committee appointed by the Minister of Finance and the Minister of National Infrastructures, reexamined the issue of the split-up of ORL and in 2001 submitted its conclusions. The committee recommended not to wait until the end of the concession and to immediately arrange the matters related to the end of the concession. In respect of the structure of the fuel industry and the split-up of ORL, the committee does not see any reason for changing the policy of the Government regarding the future structure of the fuel industry, as reflected in the Government decision dated August 22, 1999. Nevertheless, if it becomes necessary, the Government's decision will be amended so as to make it possible for ORL, in the opinion of the Government, to enter into the marketing sector and the petrochemicals area, and to remove the control over prices. The committee recommended conducting discussions with ORL and Israel Corporation for the purpose of arranging the relationship with them in a manner which will facilitate implementing the Government decision regarding the split-up of ORL, while arranging, among other things, the issue of the end of the concession and finding a solution for the matter of treatment of the Assets at the end of the concession.

In Appendix C to the arrangement, dated December 2, 2002, regarding the matter of ORL's concession, an appendix which was signed by the Government and Israel Corporation, Israel Corporation committed to cooperate to the extent required by the Government, for purposes of split-up of ORL into two separate refineries (Haifa and Ashdod). A mechanism was also determined for performance of valuations as well as a mechanism regarding for sale of Israel Corporation's shares in ORL or, in the case of a split-up of ORL, optional acquisition by Israel Corporation of one of the split-up two refineries. In this case, Israel Corporation will pay to the Government or receive therefrom, the difference between the relative value of Israel Corporation's share in ORL (26%) and the value of the split-up refinery which it shall choose, based on the valuations performed pursuant to the arrangement.

The arrangement provides that in the case of a split-up of ORL into two separate refineries, each of the split-up refineries shall pay the Government license fees based on the internal allocation and brackets, in accordance with a determination to be made in the framework of the split-up arrangements, provided that the total license fees to be received by the Government from the two refineries is not more than or less than the amount the Government would have received from ORL had the split-up not been executed.

In June 2003, the two aggregate valuations were submitted. One from an appraiser on behalf of Israel Corporation, pursuant to which the total value of ORL is NIS 2,234 million, and the other from an appraiser on behalf of the Government, pursuant to which the total value of ORL is NIS 2,143 million.

Notes to the Financial Statements

Note 4 - Concessions (cont'd)

A. Oil Refineries Ltd. (cont'd)

On August 4, 2003, Israel Corporation notified the Government that in light of the fact that the negotiations with the Government regarding participation of Israel Corporation in the split-up have not been completed, and due to the dates provided in the appendix to the arrangement, it has decided not to exercise the option it was granted in Appendix C to the arrangement, to participate in the split-up of ORL into two separate refineries and, therefore, the provisions of Section 4 of that Appendix shall apply, according to which Israel Corporation shall sell to the Government or to a party which the Government shall instruct, all ORL shares owned by Israel Corporation, within 30 days, at a price which constitutes an average between the two aggregate valuations of ORL, this being subject to certain monetary adjustments.

Nonetheless, Israel Corporation is prepared to continue the negotiations with the Government regarding its participation in the split-up.

The Government is permitted to instruct that the execution date of the sale transaction shall be postponed for an additional period which shall not exceed two years from June 6, 2003.

Israel Corporation clarified, in the framework of an Immediate Report, that at this point, it cannot be known whether the transaction will ultimately be consummated, taking into account, among other things, the following items:

1. The results of the judicial decision with respect to the petition filed by Israeli Society for Proper Government (as described above).
2. The need for approvals which according to the Government's position (with which Israel Corporation disagrees) are required by law, including a tender exemption.
3. The results of the negotiations (if held) with the Government regarding the matter of Israel Corporation's participation in the split-up of ORL into two separate refineries, one in the Haifa Bay and the other in Ashdod.

On September 15, 2003, the Government made the following decision: "Further to Government Decisions No. 126, dated August 22, 1999, and No. 2796, dated November 25, 2002, the decision of the Committee of Ministers for Privatization Matters MH/2, dated October 20, 2001, and the agreement signed between the Government and Israel Corporation, dated December 2, 2002, which has not yet received all the required approvals (hereinafter – "the Agreement"), to advance the split-up of the oil refineries and the privatization thereof, in the following manner:

1. To set up an inter-office team which will include representatives of the Ministry of Finance, Ministry of National Infrastructures, Ministry of Justice and the Supervisor of Restrictive Business Practices. The work of this team will be managed by the Ministry of Finance.

Notes to the Financial Statements

Note 4 - Concessions (cont'd)

A. Oil Refineries Ltd. (cont'd)

2. The team will examine all of the issues affecting the oil refineries at this time, directing attention to the letters of the Attorney General, dated July 30, 2003 and August 13, 2003. At first, the team will examine the agreement and the alternatives thereto, including, postponement of the date of the option held by Israel Corporation, the agreement's conditions, including the license fees determined therein, and the valuations performed by the Government and Israel Corporation as a result of the agreement, and shall formulate its position. Thereafter, and in accordance with its positions, as stated, it shall examine, among other things, the most appropriate and efficient way for executing the split-up of ORL and the privatization thereof and arranging the holdings of each of the split-up refineries in investee companies, directly and indirectly by ORL. The team is authorized to make a decision regarding the matter of postponement of the date of the option, as stated, and there is no need to include this matter in the framework of the team's recommendations, as stated in Section 5.
3. Taking into account its conclusions in Section 2, the team is permitted to conduct negotiations with Israel Corporation with respect to, among other things, split-up of ORL and the ownership structure in ORL and its investee companies, directly or indirectly, after the split-up.
4. In addition, the team will make recommendations with respect to the target structure, including supervision of prices, the reciprocal relationships which will remain between the two oil refineries, including, principles regarding the transfer of feedstock between them and between them and the petrochemicals industry and additional areas of activity for the separate refineries or for the controlling interests therein, including the dates from commencing the activities as stated.
5. The team is to submit its recommendations within 30 days for approval by the Committee of Ministers for Privatization Matters or approval by the Committee of Ministers for Society and Economic Matters, as will be determined by the Minister of Finance, and it is permitted to submit partial recommendations regarding urgent matters within 20 days. The team's recommendations regarding Section 4 may be submitted within 60 days.
6. Up to 30 days after submission of the team's conclusions, and taking such conclusions into account, the Manager of the Companies Authority shall submit, in coordination with the Supervisor of Budgets, the Accountant General, Ministry of National Infrastructures, Ministry of Justice and the Restrictive Business Practices Authority, a proposed decision to the Committee of Ministers for Privatization Matters regarding privatization of ORL by means of its split-up and sale of the Government's holdings after the split-up. The proposed decision is to relate to, among other things, to the extent necessary, the following matters:

Notes to the Financial Statements

Note 4 - Concessions (cont'd)

A. Oil Refineries Ltd. (cont'd)

- A. Split-up of ORL into two sister companies: ORL Haifa Ltd. (hereinafter – “ORL–Haifa”) and ORL Ashdod Ltd. (hereinafter – “ORL–Ashdod”), such that all the assets, rights, liabilities and employees involved with the refining activities in Haifa shall remain in ORL–Haifa, and all the assets, rights, liabilities and employees involved with the refining activities in Ashdod shall be transferred to ORL–Ashdod.
- B. Determination of the ways for privatization and the course for sale of the Government’s holdings in ORL–Haifa and ORL–Ashdod after the split-up.

Up to the publication date of the financial statements, the inter-ministerial team had not yet submitted its recommendations.

In the assessment of ORL, all that stated above regarding the arrangement, if implementation thereof is decided on and such implementation is, in fact, effected, will have a material impact on ORL, however, at this stage, ORL is not able to estimate and quantify such impact on its financial position and the results of its operations.

The management of Israel Corporation adopts the assessments of ORL, and believes, based on the opinion of its legal advisors, that the agreement dated December 2, 2002, is a valid agreement.

Note 5 - Contingent Liabilities and Commitments

- A. Fertilizers and Chemicals Ltd. (hereinafter – “Fertilizers”) is located on the banks of the Kishon stream. Since its establishment, over the course of many years, Fertilizers has dumped waste into the Kishon stream. It is noted, that along with Fertilizers there are several other main entities and many factories and local authorities that dump waste into the Kishon stream.

On May 29, 2001, a class action suit was filed against Fertilizers and 3 other defendants, under the Abatement of Environmental Nuisances Law (Civil Actions), 1992. The State of Israel and many factories and local authorities were joined to the claim as third parties. In the claim, the plaintiffs contend that the defendants are polluting the Kishon stream. The plaintiffs request that the Court issue an order to cease the discharge of wastes into the Kishon and to restore the stream to its condition prior to discharge of the wastes. A request was filed to summarily dismiss the claim which has not yet been decided.

On September 13, 2001, May 22, 2002, December 31, 2002, March 20, 2003, and December 8, 2003 monetary claims in the total amount of \$33 million plus punitive damages were filed against Fertilizers and 9 other defendants (including the State of Israel) regarding the dumping of wastes into the Kishon stream which according to the claim of 47 plaintiffs (mostly fishermen) allegedly caused them to contract cancer. Many factories and local authorities were also joined to these claims as third parties.

Notes to the Financial Statements

Note 5 - Contingent Liabilities and Commitments (cont'd)**A.** (Cont'd)

In April 2004, a claim was filed against 4 defendants (including ORL – an affiliated company) by 63 former soldiers (who joined a prior claim of a former soldier and his wife), who claim that they were caused to suffer serious bodily injury as a result of coming into contact with poisonous substances in the water of the Kishon stream. The claims of the soldiers are in the aggregate amount of \$40 million, about \$21 million punitive damages and additional primary damages that were not given a monetary value in the statement of claim (including loss of future salary, medical expenses and others). One of the defendants filed a third-party notice against Fertilizers as well as against many factories and local authorities, including the State of Israel.

In 2001–2004, a series of claims were filed against Fertilizers and other parties, alleging property damage on account of corrosion caused by coming into contact with the Kishon stream by owners of ships and Israel Shipyards, in the aggregate amount of \$6.5 million.

All of the said proceedings are pending in the courts in the initial stages.

In the estimation of the managements of ICL and ORL, based on an opinion of the legal advisors handling the claims, it is not yet possible to assess the claim's chances of success.

- B.** In July 2003, certain shareholders of Tower filed a claim in a U.S. court against Tower, certain of its directors, certain Wafer partners and main investors, including Israel Corporation and I.C. Tech. The plaintiffs, which have requested, among other things, that their claim be certified as a class action, have raised contentions under the U.S. Securities Law from 1934, in connection with inaccurate reports and omission of information by the defendants in material sent to the shareholders of Tower in April 2002 relating to approval of the amendment of Tower's investment agreements with its Wafer partners and main investors in capital.

Tower and the Corporation believe that the claim has no basis and they intend to vigorously oppose it.

- C.** For additional details in connection with the contingent liabilities, see Note 18B of the Corporation's financial statements as at December 31, 2003.

Notes to the Financial Statements

Note 5 - Business Segment Information

	Fertilizers				Industrial products	Agricultural products*	Performance products	Metallurgy	Shipping	Energy	Technology & common	Other activities	Eliminations & unrelated expenses	Total consolidated
	Potash	Phosphate	Eliminations	Total										
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions
Reported Amounts ⁽¹⁾														
For the three month period ended March 31, 2004	922	605	(36)	1,491	595	72	621	95	2,473	-	115	124	(215)	5,371
Total revenue														
Segment results*	205	(9)	4	200	16	16	35	(8)	140	17	(17)	5	(5)	399
	Fertilizers				Industrial products	Agricultural products*	Performance products	Metallurgy	Shipping	Energy	Technology & common	Other activities	Eliminations & unrelated expenses	Total consolidated
	Potash	Phosphate	Eliminations	Total										
	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)
	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions	NIS millions
Adjusted amounts ⁽²⁾														
Three month period ended March 31, 2003	880	555	(25)	1,410	579	52	534	90	-	-	-	106	(178)	2,593
Total revenue														
Segment results*	161	4	4	169	14	10	44	(18)	5	34	(18)	3	(8)	235
Year ended December 31, 2003	3,352	2,177	(124)	5,405	2,092	363	2,263	323	-	-	117	453	(798)	10,218
Total revenue														
Segment results*	645	7	5	657	2	92	156	(52)	100	58	(61)	23	70	1,045

* The results of each segment includes part of the results of affiliated companies and amortization of excess cost.

(1) See Note 1.

(2) Amounts adjusted for the effect of inflation in terms of shekels of December 2003.