

AMPAL-AMERICAN ISRAEL CORP
Form SC 13D/A
August 18, 2008
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2(a)**

(Amendment No. 8)*

Ampal-American Israel Corporation

(Name of Issuer)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

032015 10 9

(CUSIP Number)

Yosef A. Maiman

Ohad Maiman

Noa Maiman

Yoav Maiman

Y.M. Noy Investments Ltd.

Di-Rapallo Holdings Ltd.

Merhav (M.N.F.) Ltd.

De Majorca Holdings Ltd.

33 Havazelet Hasharon St.

Herzliya, Israel 46105

972-9-9501735

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

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July 22, 2008

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: .

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

2 Yosef A. Maiman
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X
 (b) O

3 SEC USE ONLY
 SOURCE OF FUNDS

4 BK, PF, AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

O

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel and Peru

| | | |
|--------------|-----------|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 5,497,281 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 28,500,285 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 5,497,281 |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER |
| | | 28,500,285 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

33,997,566 (See Items 4 and 5 below)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

O

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

58.2%

14 TYPE OF REPORTING PERSON

IN

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1 NAMES OF REPORTING PERSONS
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2 Ohad Maiman
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X
(b) O

3 SEC USE ONLY
SOURCE OF FUNDS

4 BK, PF, AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

O

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

| | | |
|--|--|---|
| <p>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</p> | <p>7</p> <p>8</p> <p>9</p> <p>10</p> | <p>SOLE VOTING POWER</p> <p>None.</p> <p>SHARED VOTING POWER</p> <p>28,500,285</p> <p>SOLE DISPOSITIVE POWER</p> <p>None.</p> <p>SHARED DISPOSITIVE POWER</p> <p>28,500,285</p> |
|--|--|---|

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,500,285 (See Items 4 and 5 below)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

O

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

49.1%

14 TYPE OF REPORTING PERSON

IN

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1 NAMES OF REPORTING PERSONS
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2 Noa Maiman
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X
(b) O

3 SEC USE ONLY
SOURCE OF FUNDS

4 BK, PF, AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

O

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

| | | |
|--|--|---|
| <p>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</p> | <p>7</p> <p>8</p> <p>9</p> <p>10</p> | <p>SOLE VOTING POWER</p> <p>None.</p> <p>SHARED VOTING POWER</p> <p>28,500,285</p> <p>SOLE DISPOSITIVE POWER</p> <p>None.</p> <p>SHARED DISPOSITIVE POWER</p> <p>28,500,285</p> |
|--|--|---|

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,500,285 (See Items 4 and 5 below)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

O

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

49.1%

14 TYPE OF REPORTING PERSON

IN

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

2 Yoav Maiman
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X
 (b) O

3 SEC USE ONLY
 SOURCE OF FUNDS

4 BK, PF, AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

O

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

| | | |
|-----------|---|--|
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER None. SHARED VOTING POWER 28,500,285 SOLE DISPOSITIVE POWER None. SHARED DISPOSITIVE POWER 28,500,285 |
| 8 | BENEFICIALLY | SHARED VOTING POWER |
| 9 | OWNED BY EACH | SOLE DISPOSITIVE POWER |
| 10 | REPORTING PERSON WITH | SHARED DISPOSITIVE POWER |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,500,285 (See Items 4 and 5 below)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

O

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

49.1%

14 TYPE OF REPORTING PERSON

CO

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1 NAMES OF REPORTING PERSONS
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2 Di-Rapallo Holdings Ltd.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X
(b) O

3 SEC USE ONLY
SOURCE OF FUNDS

4 OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

O

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

| | | |
|---|-------------------------------|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 8 9 10 | SOLE VOTING POWER None. SHARED VOTING POWER 9,650,132 SOLE DISPOSITIVE POWER None. SHARED DISPOSITIVE POWER 9,650,132 |
|---|-------------------------------|--|

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,650,132 (See Items 4 and 5 below)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

O

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.6%

14 TYPE OF REPORTING PERSON

CO

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

2 Merhav (M.N.F.) Ltd.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X
(b) O

3 SEC USE ONLY
SOURCE OF FUNDS

4 BK, PF, AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

O

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

| | | |
|--------------|-----------|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 5,137,906 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | None. |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 5,137,906 |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER |
| | | None. |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,137,906 (See Items 4 and 5 below)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

O

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.8%

14 TYPE OF REPORTING PERSON

CO

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

2 De Majorca Holdings Ltd.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) X
(b) O

3 SEC USE ONLY
SOURCE OF FUNDS

4 OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

O

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

| | | |
|--|--|---|
| <p>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</p> | <p>7</p> <p>8</p> <p>9</p> <p>10</p> | <p>SOLE VOTING POWER</p> <p>None.</p> <p>SHARED VOTING POWER</p> <p>18,850,153</p> <p>SOLE DISPOSITIVE POWER</p> <p>None.</p> <p>SHARED DISPOSITIVE POWER</p> <p>18,850,153</p> |
|--|--|---|

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,850,153 (See Items 4 and 5 below)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

O

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

32.5%

14 TYPE OF REPORTING PERSON

CO

This statement constitutes Amendment No. 8 to the Statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission by the Reporting Persons in connection with the ownership of the Class A stock, \$1.00 par value (the "Class A Stock"), of Ampal-American Israel Corporation, a New York corporation (the "Issuer"). Unless otherwise stated, the information set forth in the Schedule 13D remains accurate in all material respects. Unless otherwise defined herein, capitalized terms used herein shall have the meanings set forth in the Schedule 13D.

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended and restated as follows:

(a), (b), (c), (f) This Schedule 13D is being filed by or on the behalf of Mr. Yosef A. Maiman, a citizen of the State of Israel and the Republic of Peru ("Mr. Maiman"), Ohad Maiman, a citizen of the State of Israel, Noa Maiman, a citizen of the State of Israel, Yoav Maiman, a citizen of the State of Israel, Di-Rapallo Holdings Ltd., an Israeli corporation ("Di-Rapallo"), Merhav (M.N.F.) Ltd., an Israeli corporation ("Merhav") and De Majorca Holdings Ltd., an Israeli corporation ("De Majorca"). Mr. Maiman, Ohad Maiman, Noa Maiman, Di-Rapallo, Merhav and De Majorca are hereinafter collectively referred to as the "Reporting Persons".

The business address of each Reporting Person is 33 Havazelet Hasharon St., Herzliya, Israel.

Mr. Maiman is currently the President of Merhav and Chairman, President and Chief Executive Officer of the Issuer.

Ohad Maiman is currently a resident of New York, New York and is involved in the entertainment and media industries.

Noa Maiman is currently a student in London, England.

Yoav Maiman is currently a student in Israel.

Di-Rapallo was formed solely for the purpose of acquiring the shares of Class A Stock. Mr. Maiman owns 100% of the economic shares and one-fourth of the voting shares of Di-Rapallo. In addition, Mr. Maiman holds an option to acquire the remaining three-fourths of the voting shares of Di-Rapallo (which are owned by Ohad Maiman, son of Mr. Maiman, Noa Maiman, daughter of Mr. Maiman and Yoav Maiman, son of Mr. Maiman). Mr. Maiman, Ohad Maiman, Noa Maiman and Yoav Maiman are the sole directors of Di-Rapallo.

Merhav is an international project development company based in Israel, which is wholly-owned by Mr. Maiman.

De Majorca was formed solely for the purpose of acquiring the shares of Class A Stock. Mr. Maiman owns 100% of the economic shares and one-fourth of the voting shares of De Majorca. In addition, Mr. Maiman holds an option to acquire the remaining three-fourths of the voting shares of De Majorca (which are owned by Ohad Maiman, Noa Maiman and Yoav Maiman). Mr. Maiman, Ohad Maiman, Noa Maiman and Yoav Maiman are the sole directors of De Majorca.

(d), (e) During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following:

As described below in Item 4 of this Schedule 13D, the Issuer, through Merhav Ampal Energy, Ltd., a wholly-owned subsidiary of the Issuer (MAE), completed a transaction with Merhav for the purchase from Merhav of an additional portion of Merhav's interest in East Mediterranean Gas Co. S.A.E., an Egyptian joint stock company (EMG). In consideration for the interest in EMG, the Issuer paid to Merhav \$68.3 million in cash, issued a convertible promissory note to Merhav in the principal amount of \$20 million (the Convertible Promissory Note) and agreed to issue to Merhav, subject to the approval of the Issuer's shareholders, 8,602,151 shares of Class A Stock (the New Merhav Shares).

As described below in Item 4 of this Schedule 13D, Merhav assigned to De Majorca, subject to obtaining shareholder approval of the issuance of the 8,602,151 New Merhav Shares, (i) its right to receive the 8,602,151 New Merhav Shares and (ii) the 10,248,002 shares of Class A Stock then owned by Merhav (the Existing Merhav Shares). The assignment was made by Merhav to De Majorca in consideration of De Majorca's obligation to pay to Merhav \$87,653,211.45 (based on a price per share of \$4.65).

As described below in Item 4 of this Schedule 13D, Merhav entered into a trading plan meeting the requirements of Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, (the Trading Plan) with Citigroup Global Markets, Inc. on June 13, 2008 for the purchase of shares of Class A Stock. As of August 14, 2008, Merhav has purchased 648,887 shares of Class A Stock through the Trading Plan for an approximate aggregate purchase price of \$3,294,948. In addition to purchases made through the Trading Plan, Merhav has purchased 12,630 shares of Class A Stock for an approximate aggregate purchase price of \$61,473 on the Tel Aviv Stock Exchange (the TASE), as of August 14, 2008. All such purchases made by Merhav through the Trading Plan and outside of the Trading Plan on the TASE were for cash, and the funds for these purchases were obtained through short term loans from Union Bank of Israel Ltd. (UBI). The loans have a term of one year and carry an interest rate of LIBOR plus 2.00% per annum.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following:

EMG Transaction

On November 28, 2006, the Issuer, through MAE, entered into a Stock Purchase Agreement with Merhav for the purchase from Merhav of an additional portion of Merhav's interest in EMG pursuant to an option granted to the Issuer by Merhav in August 2006. The transaction closed on December 21, 2006.

Under the terms of this transaction, the Issuer acquired from Merhav the beneficial ownership of an additional 5.9% of the outstanding shares of EMG's capital stock. The purchase price for the EMG shares was approximately \$128.3 million, of which approximately \$68.3 million was paid to Merhav in cash, \$40 million was paid in the form of the 8,602,151 New Merhav Shares (based on a price of \$4.65 per share) and the balance was paid in the form of the Convertible Promissory Note, which, at the option of Merhav, was payable in cash, additional shares of Class A Stock (based on a price per share of \$4.65 per share), or a combination thereof. The Convertible Promissory Note bore interest at 6 months LIBOR (5.375%) and matured on September 20, 2007. The number of shares that could be acquired upon conversion of the Convertible

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Promissory Note in full (including 175,314 shares representing the accrued interest payable through the maturity date on the Convertible Promissory Note) was 4,476,389 shares of

Class A Stock. The Issuer had the option to pre-pay the Convertible Promissory Note at any time in

whole or in part and Merhav was not able to exercise the Convertible Promissory Note until after shareholder approval was obtained. The issuance of the shares in the EMG transaction was approved at a special meeting of the shareholders of the Issuer on February 7, 2007. On September 20, 2007, Merhav exercised its option to convert the outstanding balance of \$20,815,208 (which included accrued interest) on the Convertible Promissory Note into 4,476,389 shares of Class A Stock of the Issuer and was issued such shares in exchange for the Convertible Promissory Note. As permitted under the Stock Purchase Agreement, Merhav assigned its right to the 8,602,151 New Merhav Shares to De Majorca as part of its restructuring (which is discussed below in greater detail). Merhav continues to own the 4,476,389 shares of Class A Stock issued upon conversion of the Convertible Promissory Note.

A copy of each of the Stock Purchase Agreement and the Convertible Promissory Note were previously filed as Exhibits 1 and 2 to Amendment No. 6 to this Schedule 13D. The description of the Stock Purchase Agreement and the Convertible Promissory Note set forth in this Schedule 13D are qualified in their entirety by reference to the full text of the respective transaction documents.

Merhav Restructuring and Transfer of Merhav Shares to De Majorca

In connection with a restructuring of Merhav's holdings, Merhav assigned to De Majorca, subject to obtaining shareholder approval of the issuance of the 8,602,151 New Merhav Shares, (i) its right to receive the 8,602,151 New Merhav Shares and (ii) the 10,248,002 Existing Merhav Shares (collectively, the Merhav Assignment). The Merhav Assignment was made in consideration of De Majorca's obligation to pay Merhav \$87,653,211.45 (based on a price per share of \$4.65).

As stated above, the Issuer's shareholders approved the issuance of the 8,602,151 New Merhav Shares on February 7, 2007. The transfer by Merhav to De Majorca of the legal title to the 10,248,002 Existing Merhav Shares and the issuance by the Issuer to De Majorca of the 8,602,151 New Merhav Shares were consummated simultaneously on March 27, 2007.

A copy of the assignment agreement relating to the Merhav Assignment was previously filed as Exhibit 1 to Amendment 7 to this Schedule 13D. The description of the Merhav Assignment set forth in this Schedule 13D is qualified in its entirety by reference to the full text of the assignment agreement.

Noy Liquidation; Repayment of Loans and Transfer of Noy Shares to Di-Rapallo

On December 26, 2006, Yosef A. Maiman made a loan to Y.M. Noy Investments Ltd., an Israeli corporation (Noy) in the amount of \$45,452,238 (the YM Loan) to permit Noy to repay its existing indebtedness to Bank Leumi Israel B.M. (the Bank) relating to the acquisition of Noy's 11,750,132 shares of Class A Stock (the Noy Shares) in the amount of \$45,451,987. Noy used the proceeds to pay off its loan from the Bank in full. As a result, the 11,750,132 Noy Shares were held by Noy free and clear of the Bank's lien and all related guaranties and pledges made by Mr. Maiman and Merhav with respect to this Bank loan were terminated.

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On December 29, 2006, Noy initiated liquidation proceedings pursuant to Israeli law. In connection with such liquidation, Mr. Maiman requested, in partial satisfaction of the property Mr. Maiman is entitled to receive in connection with such liquidation as lender under the YM Loan and as sole economic owner of Noy, that Noy deliver the 11,750,132 Noy Shares to Di-Rapallo, which had a value of US\$55,989,379 (based on a price of \$4.765 per share). The assignment of the 11,750,132 Noy Shares to Di-Rapallo occurred on January 10, 2007, pursuant to the terms of an assignment agreement between the parties.

A copy of the assignment agreement was previously filed as Exhibit 2 to Amendment 7 to this Schedule 13D. The description of this assignment set forth in this Schedule 13D is qualified in its entirety by reference to the full text of the assignment agreement.

Sale of Class A Stock by Di-Rapallo

On February 28, 2007, the Issuer filed with the Securities and Exchange Commission a registration statement on Form S-3 (the Registration Statement) registering 7,000,000 shares of Class A Stock held by Di-Rapallo (the Registered Shares). The Registration Statement became effective on June 5, 2007. On June 10, 2007, Di-Rapallo disposed of 2,100,000 of the Registered Shares on the TASE for total consideration of \$11,758,388, or approximately \$5.60 per share. After the transaction, Di-Rapallo paid to the buyer of the 2,100,000 Registered Shares a distribution fee of \$924,660, which includes any value added tax.

Merhav's Trading Plan and Purchases on the TASE

On June 13, 2008, Merhav entered into the Trading Plan with Citigroup Global Markets, Inc. for the purchase of shares of Class A Stock, pursuant to which Merhav has purchased 648,887 shares of Class A Stock for an approximate aggregate purchase price of \$3,294,948, as of August 14, 2008. In addition to shares purchased through the Trading Plan, Merhav has purchased 12,630 shares of Class A Stock for an approximate aggregate purchase price of \$61,473 on the TASE, as of August 14, 2008. Annex A annexed hereto sets forth all such purchases made by Merhav through the Trading Plan on the NASDAQ Global Market (the NASDAQ) and outside of the Trading Plan on the TASE.

Except as set forth in this Schedule 13D, none of the Reporting Persons has any plan or proposals that relate to or would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and supplemented by adding the following:

(a) Based on 58,086,165 shares of Class A Stock outstanding as of July 28, 2008 (as set forth in the Issuer's quarterly report on Form 10-Q for the three months ended June 30, 2008, filed on August 5, 2008), and after taking into account the potential issuance of an additional 359,375 shares of Class A Stock underlying the Options which are deemed to be beneficially owned by Mr. Maiman as of the date hereof (as described in Item 5(b) below), the group comprised of the Reporting Persons is the beneficial owner of 33,997,566 shares of Class A Stock, representing approximately 58.2% of the issued and outstanding Class A Stock. As described in Item 5(b) below, (i) Mr. Maiman may be deemed to be the beneficial owner of 33,997,566 shares of Class A Stock, representing approximately 58.2% of the issued and outstanding Class A Stock, (ii) each of Ohad Maiman, Noa Maiman and Yoav Maiman may be deemed to be the beneficial owner of 28,500,285 shares of Class A Stock, representing approximately 49.1% of the issued and outstanding Class A Stock, (iii) Di-Rapallo may be deemed the beneficial owner of 9,650,132 shares of Class A Stock, representing approximately 16.6% of the issued and outstanding Class A Stock, (iv) Merhav may be deemed to be the beneficial owner of 5,137,906 shares of Class A Stock, representing approximately 8.8% of the issued and outstanding Class A Stock and (v) De Majorca may be deemed to be the beneficial owner of 18,850,153 shares of Class A Stock, representing approximately 32.5% of the

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issued and outstanding Class A Stock.

(b) Merhav and Mr. Maiman (by virtue of his 100% ownership interest in Merhav) each have the sole power to vote or direct the vote or to dispose or to direct the disposition of the 5,137,906 shares of Class A Stock beneficially owned by Merhav (the Merhav Shares). By virtue of the formation of the group, each of Ohad Maiman, Noa Maiman, Yoav Maiman, Di-Rapallo and De Majorca may be deemed

to share the power to vote the Merhav Shares but have no rights with respect to the disposition of the Merhav Shares. Each of Ohad Maiman, Noa Maiman, Yoav Maiman, De Majorca and Di-Rapallo expressly disclaims beneficial ownership of the Merhav Shares and the filing of this Schedule 13D shall not be construed as an admission that such Reporting Persons beneficially own the Merhav Shares.

De Majorca has the sole power to vote or direct the vote or to dispose or to direct the disposition of 18,850,153 shares of Class A Stock (the De Majorca Shares). Mr. Maiman owns 100% of the economic shares and one-fourth of the voting shares of De Majorca. In addition, Mr. Maiman holds an option to acquire the remaining three-fourths of the voting shares of De Majorca (which are owned by Ohad Maiman, Noa Maiman and Yoav Maiman). Mr. Maiman by virtue of his ownership of one-fourth of the voting shares of De Majorca and the option to acquire the remaining voting shares of De Majorca may be deemed to share with De Majorca and the other individuals the power to vote or direct the vote and to dispose of or to direct the disposition of all of the De Majorca Shares. Ohad Maiman, Noa Maiman and Yoav Maiman, each by virtue of their respective ownership of one-fourth of the voting shares of De Majorca, may be deemed to share with De Majorca and the other individuals the power to vote or direct the vote and to dispose or direct the disposition of all of the De Majorca Shares. Additionally, by virtue of the formation of the group, Merhav and Di-Rapallo may be deemed to share the power to vote the De Majorca Shares but have no rights with respect to the disposition of the De Majorca Shares. Each of Merhav and Di-Rapallo expressly disclaim beneficial ownership of the De Majorca Shares and the filing of this Schedule 13D shall not be construed as an admission that Merhav or Di-Rapallo beneficially own the De Majorca Shares.

Di-Rapallo has the sole power to vote or direct the vote or to dispose or to direct the disposition of 9,650,132 shares of Class A Stock (the Di-Rapallo Shares). Mr. Maiman owns 100% of the economic shares and one-fourth of the voting shares of Di-Rapallo. In addition, Mr. Maiman holds an option to acquire the remaining three-fourths of the voting shares of Di-Rapallo (which are owned by Ohad Maiman, Noa Maiman and Yoav Maiman). Mr. Maiman by virtue of his ownership of one-fourth of the voting shares of Di-Rapallo and the option to acquire the remaining voting shares of Di-Rapallo may be deemed to share with Di-Rapallo and the other individuals the power to vote or direct the vote and to dispose of or to direct the disposition of all of the Di-Rapallo Shares. Ohad Maiman, Noa Maiman and Yoav Maiman, each by virtue of their respective ownership of one-fourth of the voting shares of Di-Rapallo, may be deemed to share with Di-Rapallo and the other individuals the power to vote or direct the vote and to dispose or direct the disposition of all of the Di-Rapallo Shares. Additionally, by virtue of the formation of the group, Merhav and De Majorca may be deemed to share the power to vote the Di-Rapallo Shares but have no rights with respect to the disposition of the Di-Rapallo Shares. Each of Merhav and De Majorca expressly disclaim beneficial ownership of the Di-Rapallo Shares and the filing of this Schedule 13D shall not be construed as an admission that Merhav or De Majorca beneficially owns the Di-Rapallo Shares.

On August 16, 2002, Mr. Maiman was granted options to purchase 250,000 shares of Class A Stock at \$3.12 per share, which options vested in equal installments of 15,625 shares of Class A Stock beginning on November 16, 2002 and each three month anniversary thereafter, with the last installment vesting on August 16, 2006. On December 12, 2006, Mr. Maiman was granted additional options to purchase 250,000 shares of Class A Stock at \$5.06 per share, which options vested in equal installments of 15,625 shares of Class A Stock beginning on March 12, 2007 and each three month anniversary thereafter, with the last installment vesting on December 12, 2010. As of the date hereof, Mr. Maiman has not exercised any of the foregoing 500,000 options (collectively, the Options), of which 359,375 are beneficially owned by Mr. Maiman as of the date hereof. By virtue of the formation of the group, each of Merhav, Di-Rapallo, De Majorca, Ohad Maiman, Noa Maiman and Yoav Maiman may be deemed to share the power to vote the Options but have no rights with respect to the disposition of the Options. Each of Merhav, Di-Rapallo, De Majorca, Ohad Maiman, Noa Maiman and Yoav Maiman expressly disclaims beneficial ownership of the Options and the filing of this Schedule 13D shall not be construed as an admission that such Reporting Persons beneficially own the Options.

(c) Other than as described in this Schedule 13D and in Annex A annexed hereto, none of the Reporting Persons has effected any transactions in the shares of Class A Stock during the past 60 days.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended and supplemented by adding the

following:

As described in Item 3 above, Merhav is financing its open market purchases made on the NASDAQ through its Trading Plan and its open market purchases made on the TASE outside of the Trading Plan with short term loans from UBI. As stated above, the loans have a term of one year and carry an interest rate of LIBOR plus 2.00% per annum.

As previously disclosed, in recognition of the Maiman family's strong connection with the Issuer and the Reporting Persons' common goals and objectives as shareholders, the Reporting Persons have agreed, in order to ensure the orderly management and operation of the Issuer, that they shall vote together in the same manner at any meeting of the shareholders of the Issuer, however called, and in any action by consent of the shareholders of the Issuer. In light of their agreement to vote together, the Reporting Persons hereby acknowledge that they have formed a group within the meaning of Rule 13d-5(b)(1) of the Act.

Item 7. Materials to be Filed as Exhibits.

1. Joint Filing Agreement, dated as of August 15, 2008, among Yosef A. Maiman, Di-Rapallo Holdings Ltd., Merhav (m.n.f.) Ltd., De Majorca Holdings Ltd., Ohad Maiman, Noa Maiman and Yoav Maiman.

Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 15, 2008

/s/ Yosef A. Maiman
Yosef A. Maiman

/s/ Ohad Maiman
Ohad Maiman

/s/ Noa Maiman
Noa Maiman

/s/ Yoav Maiman
Yoav Maiman

DI-RAPALLO HOLDINGS LTD.

By: /s/ Yosef A. Maiman
Name: Yosef A. Maiman
Title: Director

MERHAV (M.N.F.) LTD.

By: /s/ Yosef A. Maiman
Name: Yosef A. Maiman
Title: Chariman of the Board of Directors

DE MAJORCA HOLDINGS LTD.

By: /s/ Yosef A. Maiman
Name: Yosef A. Maiman
Title: Director

ANNEX A

The following is a list of open market purchases of shares of Class A stock, \$1.00 par value (the "Class A Stock"), of Ampal-American Israel Corporation, a New York corporation (the "Issuer"), effected by Merhav (M.N.F.) Ltd., an Israeli corporation ("Merhav"), during the 60 days prior to the date hereof. Purchases made on the NASDAQ Global Market (the "NASDAQ") (as indicated in the table below) were effected pursuant to a trading plan meeting the requirements of Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, (the "Trading Plan") entered into with Citigroup Global Markets, Inc. on June 13, 2008. In addition to purchases made on the NASDAQ through the Trading Plan, Merhav also made open market purchases of shares of Class A Stock on the Tel Aviv Stock Exchange (the "TASE"), as indicated in the table below.

| No. | Shares Purchased | Price Per Share | Date | Exchange |
|------------|-------------------------|------------------------|-------------|-----------------|
| 1 | 300 | \$4.36 | 6/13/2008 | NASDAQ |
| 2 | 107 | \$4.39 | 6/13/2008 | NASDAQ |
| 3 | 200 | \$4.40 | 6/13/2008 | NASDAQ |
| 4 | 659 | \$4.41 | 6/13/2008 | NASDAQ |
| 5 | 910 | \$4.42 | 6/13/2008 | NASDAQ |
| 6 | 1,764 | \$4.43 | 6/13/2008 | NASDAQ |
| 7 | 2,361 | \$4.44 | 6/13/2008 | NASDAQ |
| 8 | 1,269 | \$4.45 | 6/13/2008 | NASDAQ |
| 9 | 83 | \$4.47 | 6/13/2008 | NASDAQ |
| 10 | 400 | \$4.69 | 6/16/2008 | NASDAQ |
| 11 | 900 | \$4.71 | 6/16/2008 | NASDAQ |
| 12 | 1,800 | \$4.72 | 6/16/2008 | NASDAQ |
| 13 | 1,800 | \$4.73 | 6/16/2008 | NASDAQ |
| 14 | 1,728 | \$4.74 | 6/16/2008 | NASDAQ |
| 15 | 100 | \$4.75 | 6/16/2008 | NASDAQ |
| 16 | 1,674 | \$4.76 | 6/16/2008 | NASDAQ |
| 17 | 1,098 | \$4.77 | 6/16/2008 | NASDAQ |
| 18 | 700 | \$4.78 | 6/16/2008 | NASDAQ |
| 19 | 1,120 | \$4.79 | 6/16/2008 | NASDAQ |
| 20 | 410 | \$4.74 | 6/17/2008 | NASDAQ |
| 21 | 300 | \$4.75 | 6/17/2008 | NASDAQ |
| 22 | 547 | \$4.76 | 6/17/2008 | NASDAQ |
| 23 | 1,400 | \$4.77 | 6/17/2008 | NASDAQ |
| 24 | 900 | \$4.78 | 6/17/2008 | NASDAQ |
| 25 | 5,066 | \$4.79 | 6/17/2008 | NASDAQ |
| 26 | 100 | \$4.80 | 6/17/2008 | NASDAQ |
| 27 | 923 | \$4.81 | 6/17/2008 | NASDAQ |
| 28 | 500 | \$4.82 | 6/17/2008 | NASDAQ |
| 29 | 158 | \$4.70 | 6/18/2008 | NASDAQ |
| 30 | 900 | \$4.71 | 6/18/2008 | NASDAQ |
| 31 | 923 | \$4.72 | 6/18/2008 | NASDAQ |
| 32 | 4,259 | \$4.73 | 6/18/2008 | NASDAQ |
| 33 | 3,194 | \$4.74 | 6/18/2008 | NASDAQ |
| 34 | 173 | \$4.75 | 6/18/2008 | NASDAQ |
| 35 | 1,300 | \$4.76 | 6/18/2008 | NASDAQ |
| 36 | 200 | \$4.77 | 6/18/2008 | NASDAQ |
| 37 | 184 | \$4.69 | 6/19/2008 | NASDAQ |
| 38 | 200 | \$4.72 | 6/19/2008 | NASDAQ |

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| <u>No.</u> | <u>Shares Purchased</u> | <u>Price Per Share</u> | <u>Date</u> | <u>Exchange</u> |
|------------|-------------------------|------------------------|-------------|-----------------|
| 39 | 1,500 | \$4.73 | 6/19/2008 | NASDAQ |
| 40 | 3,100 | \$4.74 | 6/19/2008 | NASDAQ |
| 41 | 1,101 | \$4.75 | 6/19/2008 | NASDAQ |
| 42 | 4,500 | \$4.76 | 6/19/2008 | NASDAQ |
| 43 | 56 | \$4.49 | 6/20/2008 | NASDAQ |
| 44 | 1,202 | \$4.50 | 6/20/2008 | NASDAQ |
| 45 | 224 | \$4.51 | 6/20/2008 | NASDAQ |
| 46 | 200 | \$4.52 | 6/20/2008 | NASDAQ |
| 47 | 230 | \$4.53 | 6/20/2008 | NASDAQ |
| 48 | 400 | \$4.54 | 6/20/2008 | NASDAQ |
| 49 | 600 | \$4.55 | 6/20/2008 | NASDAQ |
| 50 | 300 | \$4.56 | 6/20/2008 | NASDAQ |
| 51 | 292 | \$4.57 | 6/20/2008 | NASDAQ |
| 52 | 698 | \$4.58 | 6/20/2008 | NASDAQ |
| 53 | 1,100 | \$4.59 | 6/20/2008 | NASDAQ |
| 54 | 700 | \$4.60 | 6/20/2008 | NASDAQ |
| 55 | 500 | \$4.61 | 6/20/2008 | NASDAQ |
| 56 | 800 | \$4.62 | 6/20/2008 | NASDAQ |
| 57 | 995 | \$4.63 | 6/20/2008 | NASDAQ |
| 58 | 400 | \$4.74 | 6/20/2008 | NASDAQ |
| 59 | 300 | \$4.76 | 6/20/2008 | NASDAQ |
| 60 | 300 | \$4.84 | 6/20/2008 | NASDAQ |
| 61 | 100 | \$4.88 | 6/20/2008 | NASDAQ |
| 62 | 100 | \$4.65 | 6/23/2008 | NASDAQ |
| 63 | 200 | \$4.67 | 6/23/2008 | NASDAQ |
| 64 | 200 | \$4.69 | 6/23/2008 | NASDAQ |
| 65 | 620 | \$4.75 | 6/23/2008 | NASDAQ |
| 66 | 256 | \$4.76 | 6/23/2008 | NASDAQ |
| 67 | 980 | \$4.77 | 6/23/2008 | NASDAQ |
| 68 | 300 | \$4.79 | 6/23/2008 | NASDAQ |
| 69 | 3,498 | \$4.80 | 6/23/2008 | NASDAQ |
| 70 | 1,516 | \$4.81 | 6/23/2008 | NASDAQ |
| 71 | 850 | \$4.82 | 6/23/2008 | NASDAQ |
| 72 | 2,897 | \$4.83 | 6/23/2008 | NASDAQ |
| 73 | 600 | \$4.84 | 6/23/2008 | NASDAQ |
| 74 | 200 | \$4.86 | 6/23/2008 | NASDAQ |
| 75 | 100 | \$4.78 | 6/24/2008 | NASDAQ |
| 76 | 1,144 | \$4.79 | 6/24/2008 | NASDAQ |
| 77 | 3,400 | \$4.80 | 6/24/2008 | NASDAQ |
| 78 | 900 | \$4.81 | 6/24/2008 | NASDAQ |
| 79 | 100 | \$4.83 | 6/24/2008 | NASDAQ |
| 80 | 400 | \$4.85 | 6/24/2008 | NASDAQ |
| 81 | 30 | \$4.83 | 6/24/2008 | TASE |
| 82 | 1,287 | \$4.81 | 6/24/2008 | TASE |
| 83 | 765 | \$4.82 | 6/24/2008 | TASE |
| 84 | 100 | \$4.75 | 6/25/2008 | NASDAQ |
| 85 | 100 | \$4.77 | 6/25/2008 | NASDAQ |
| 86 | 1,200 | \$4.80 | 6/25/2008 | NASDAQ |
| 87 | 300 | \$4.81 | 6/25/2008 | NASDAQ |
| 88 | 517 | \$4.82 | 6/25/2008 | NASDAQ |
| 89 | 400 | \$4.83 | 6/25/2008 | NASDAQ |

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| <u>No.</u> | <u>Shares Purchased</u> | <u>Price Per Share</u> | <u>Date</u> | <u>Exchange</u> |
|------------|-------------------------|------------------------|-------------|-----------------|
| 90 | 400 | \$4.83 | 6/25/2008 | NASDAQ |
| 91 | 4,100 | \$4.84 | 6/25/2008 | NASDAQ |
| 92 | 260 | \$4.84 | 6/25/2008 | NASDAQ |
| 93 | 200 | \$4.85 | 6/25/2008 | NASDAQ |
| 94 | 100 | \$4.86 | 6/25/2008 | NASDAQ |
| 95 | 965 | \$4.87 | 6/25/2008 | NASDAQ |
| 96 | 640 | \$4.88 | 6/25/2008 | NASDAQ |
| 97 | 2,835 | \$4.89 | 6/25/2008 | NASDAQ |
| 98 | 100 | \$4.90 | 6/25/2008 | NASDAQ |
| 99 | 1,470 | \$4.82 | 6/25/2008 | TASE |
| 100 | 400 | \$4.82 | 6/25/2008 | TASE |
| 101 | 1,078 | \$4.87 | 6/25/2008 | TASE |
| 102 | 397 | \$4.84 | 6/26/2008 | NASDAQ |
| 103 | 100 | \$4.855 | 6/26/2008 | NASDAQ |
| 104 | 400 | \$4.86 | 6/26/2008 | NASDAQ |
| 105 | 400 | \$4.8625 | 6/26/2008 | NASDAQ |
| 106 | 500 | \$4.87 | 6/26/2008 | NASDAQ |
| 107 | 100 | \$4.89 | 6/26/2008 | NASDAQ |
| 108 | 320 | \$4.90 | 6/26/2008 | NASDAQ |
| 109 | 1,100 | \$4.91 | 6/26/2008 | NASDAQ |
| 110 | 1,000 | \$4.9175 | 6/26/2008 | NASDAQ |
| 111 | 1,100 | \$4.92 | 6/26/2008 | NASDAQ |
| 112 | 1,096 | \$4.93 | 6/26/2008 | NASDAQ |
| 113 | 770 | \$4.94 | 6/26/2008 | NASDAQ |
| 114 | 700 | \$4.95 | 6/26/2008 | NASDAQ |
| 115 | 300 | \$4.96 | 6/26/2008 | NASDAQ |
| 116 | 100 | \$4.9625 | 6/26/2008 | NASDAQ |
| 117 | 1,604 | \$4.97 | 6/26/2008 | NASDAQ |
| 118 | 300 | \$4.9725 | 6/26/2008 | NASDAQ |
| 119 | 200 | \$4.975 | 6/26/2008 | NASDAQ |
| 120 | 1,730 | \$4.98 | 6/26/2008 | NASDAQ |
| 121 | 2,270 | \$4.90 | 6/26/2008 | TASE |
| 122 | 2,500 | \$4.89 | 6/26/2008 | TASE |
| 123 | 2,000 | \$4.89 | 6/26/2008 | TASE |
| 124 | 830 | \$4.89 | 6/26/2008 | TASE |
| 125 | 300 | \$4.55 | 6/27/2008 | NASDAQ |
| 126 | 700 | \$4.58 | 6/27/2008 | NASDAQ |
| 127 | 500 | \$4.59 | 6/27/2008 | NASDAQ |
| 128 | 100 | \$4.61 | 6/27/2008 | NASDAQ |
| 129 | 101 | \$4.62 | 6/27/2008 | NASDAQ |
| 130 | 100 | \$4.63 | 6/27/2008 | NASDAQ |
| 131 | 703 | \$4.64 | 6/27/2008 | NASDAQ |
| 132 | 1,600 | \$4.65 | 6/27/2008 | NASDAQ |
| 133 | 1,358 | \$4.66 | 6/27/2008 | NASDAQ |
| 134 | 1,000 | \$4.67 | 6/27/2008 | NASDAQ |
| 135 | 100 | \$4.68 | 6/27/2008 | NASDAQ |
| 136 | 958 | \$4.69 | 6/27/2008 | NASDAQ |
| 137 | 997 | \$4.70 | 6/27/2008 | NASDAQ |
| 138 | 1,768 | \$4.71 | 6/27/2008 | NASDAQ |
| 139 | 332 | \$4.75 | 6/27/2008 | NASDAQ |
| 140 | 200 | \$4.76 | 6/27/2008 | NASDAQ |

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| <u>No.</u> | <u>Shares Purchased</u> | <u>Price Per Share</u> | <u>Date</u> | <u>Exchange</u> |
|------------|-------------------------|------------------------|-------------|-----------------|
| 141 | 1,226 | \$4.77 | 6/27/2008 | NASDAQ |
| 142 | 174 | \$4.78 | 6/27/2008 | NASDAQ |
| 143 | 25 | \$4.50 | 6/30/2008 | NASDAQ |
| 144 | 1,409 | \$4.51 | 6/30/2008 | NASDAQ |
| 145 | 3,500 | \$4.52 | 6/30/2008 | NASDAQ |
| 146 | 4,566 | \$4.53 | 6/30/2008 | NASDAQ |
| 147 | 500 | \$4.54 | 6/30/2008 | NASDAQ |
| 148 | 98 | \$4.55 | 6/30/2008 | NASDAQ |
| 149 | 574 | \$4.59 | 6/30/2008 | NASDAQ |
| 150 | 1,200 | \$4.60 | 6/30/2008 | NASDAQ |
| 151 | 700 | \$4.61 | 6/30/2008 | NASDAQ |
| 152 | 2,900 | \$4.62 | 6/30/2008 | NASDAQ |
| 153 | 400 | \$4.64 | 6/30/2008 | NASDAQ |
| 154 | 300 | \$4.77 | 6/30/2008 | NASDAQ |
| 155 | 100 | \$4.37 | 7/1/2008 | NASDAQ |
| 156 | 470 | \$4.38 | 7/1/2008 | NASDAQ |
| 157 | 800 | \$4.39 | 7/1/2008 | NASDAQ |
| 158 | 1,500 | \$4.40 | 7/1/2008 | NASDAQ |
| 159 | 2,561 | \$4.41 | 7/1/2008 | NASDAQ |
| 160 | 3,000 | \$4.42 | 7/1/2008 | NASDAQ |
| 161 | 1,305 | \$4.43 | 7/1/2008 | NASDAQ |
| 162 | 100 | \$4.435 | 7/1/2008 | NASDAQ |
| 163 | 1,851 | \$4.44 | 7/1/2008 | NASDAQ |
| 164 | 3,706 | \$4.45 | 7/1/2008 | NASDAQ |
| 165 | 479 | \$4.47 | 7/1/2008 | NASDAQ |
| 166 | 100 | \$4.32 | 7/2/2008 | NASDAQ |
| 167 | 400 | \$4.33 | 7/2/2008 | NASDAQ |
| 168 | 300 | \$4.34 | 7/2/2008 | NASDAQ |
| 169 | 400 | \$4.37 | 7/2/2008 | NASDAQ |
| 170 | 200 | \$4.39 | 7/2/2008 | NASDAQ |
| 171 | 600 | \$4.41 | 7/2/2008 | NASDAQ |
| 172 | 1,966 | \$4.42 | 7/2/2008 | NASDAQ |
| 173 | 208 | \$4.43 | 7/2/2008 | NASDAQ |
| 174 | 200 | \$4.44 | 7/2/2008 | NASDAQ |
| 175 | 407 | \$4.45 | 7/2/2008 | NASDAQ |
| 176 | 300 | \$4.46 | 7/2/2008 | NASDAQ |
| 177 | 300 | \$4.49 | 7/2/2008 | NASDAQ |
| 178 | 900 | \$4.50 | 7/2/2008 | NASDAQ |
| 179 | 500 | \$4.53 | 7/2/2008 | NASDAQ |
| 180 | 100 | \$4.55 | 7/2/2008 | NASDAQ |
| 181 | 500 | \$4.56 | 7/2/2008 | NASDAQ |
| 182 | 800 | \$4.57 | 7/2/2008 | NASDAQ |
| 183 | 100 | \$4.58 | 7/2/2008 | NASDAQ |
| 184 | 500 | \$4.59 | 7/2/2008 | NASDAQ |
| 185 | 100 | \$4.61 | 7/2/2008 | NASDAQ |
| 186 | 700 | \$4.62 | 7/2/2008 | NASDAQ |
| 187 | 100 | \$4.46 | 7/3/2008 | NASDAQ |
| 188 | 600 | \$4.48 | 7/3/2008 | NASDAQ |
| 189 | 1,482 | \$4.49 | 7/3/2008 | NASDAQ |
| 190 | 600 | \$4.51 | 7/3/2008 | NASDAQ |
| 191 | 2,721 | \$4.52 | 7/3/2008 | NASDAQ |

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| <u>No.</u> | <u>Shares Purchased</u> | <u>Price Per Share</u> | <u>Date</u> | <u>Exchange</u> |
|------------|-------------------------|------------------------|-------------|-----------------|
| 192 | 100 | \$4.535 | 7/3/2008 | NASDAQ |
| 193 | 1,213 | \$4.54 | 7/3/2008 | NASDAQ |
| 194 | 600 | \$4.55 | 7/3/2008 | NASDAQ |
| 195 | 4,000 | \$4.56 | 7/3/2008 | NASDAQ |
| 196 | 700 | \$4.57 | 7/3/2008 | NASDAQ |
| 197 | 2,600 | \$4.58 | 7/3/2008 | NASDAQ |
| 198 | 556 | \$4.59 | 7/3/2008 | NASDAQ |
| 199 | 500 | \$4.60 | 7/3/2008 | NASDAQ |
| 200 | 100 | \$4.61 | 7/3/2008 | NASDAQ |
| 201 | 300 | \$4.65 | 7/3/2008 | NASDAQ |
| 202 | 202 | \$4.33 | 7/7/2008 | NASDAQ |
| 203 | 100 | \$4.34 | 7/7/2008 | NASDAQ |
| 204 | 901 | \$4.35 | 7/7/2008 | NASDAQ |
| 205 | 2,260 | \$4.36 | 7/7/2008 | NASDAQ |
| 206 | 3,300 | \$4.37 | 7/7/2008 | NASDAQ |
| 207 | 2,300 | \$4.38 | 7/7/2008 | NASDAQ |
| 208 | 376 | \$4.39 | 7/7/2008 | NASDAQ |
| 209 | 3,000 | \$4.40 | 7/7/2008 | NASDAQ |
| 210 | 100 | \$4.43 | 7/7/2008 | NASDAQ |
| 211 | 2,100 | \$4.44 | 7/7/2008 | NASDAQ |
| 212 | 200 | \$4.47 | 7/7/2008 | NASDAQ |
| 213 | 700 | \$4.46 | 7/8/2008 | NASDAQ |
| 214 | 100 | \$4.47 | 7/8/2008 | NASDAQ |
| 215 | 589 | \$4.48 | 7/8/2008 | NASDAQ |
| 216 | 2,100 | \$4.49 | 7/8/2008 | NASDAQ |
| 217 | 15,205 | \$4.50 | 7/8/2008 | NASDAQ |
| 218 | 14 | \$4.55 | 7/9/2008 | NASDAQ |
| 219 | 300 | \$4.57 | 7/9/2008 | NASDAQ |
| 220 | 536 | \$4.58 | 7/9/2008 | NASDAQ |
| 221 | 314 | \$4.59 | 7/9/2008 | NASDAQ |
| 222 | 1,886 | \$4.60 | 7/9/2008 | NASDAQ |
| 223 | 586 | \$4.61 | 7/9/2008 | NASDAQ |
| 224 | 500 | \$4.62 | 7/9/2008 | NASDAQ |
| 225 | 1,100 | \$4.78 | 7/9/2008 | NASDAQ |
| 226 | 100 | \$4.79 | 7/9/2008 | NASDAQ |
| 227 | 1,358 | \$4.82 | 7/9/2008 | NASDAQ |
| 228 | 100 | \$4.83 | 7/9/2008 | NASDAQ |
| 229 | 600 | \$4.85 | 7/9/2008 | NASDAQ |
| 230 | 800 | \$4.86 | 7/9/2008 | NASDAQ |
| 231 | 700 | \$4.87 | 7/9/2008 | NASDAQ |
| 232 | 300 | \$4.90 | 7/9/2008 | NASDAQ |
| 233 | 600 | \$4.91 | 7/9/2008 | NASDAQ |
| 234 | 2,400 | \$4.92 | 7/9/2008 | NASDAQ |
| 235 | 1,800 | \$4.93 | 7/9/2008 | NASDAQ |
| 236 | 4,700 | \$4.95 | 7/9/2008 | NASDAQ |
| 237 | 100 | \$4.49 | 7/10/2008 | NASDAQ |
| 238 | 309 | \$4.50 | 7/10/2008 | NASDAQ |
| 239 | 600 | \$4.51 | 7/10/2008 | NASDAQ |
| 240 | 5,254 | \$4.52 | 7/10/2008 | NASDAQ |
| 241 | 700 | \$4.54 | 7/10/2008 | NASDAQ |
| 242 | 4,500 | \$4.55 | 7/10/2008 | NASDAQ |

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| <u>No.</u> | <u>Shares Purchased</u> | <u>Price Per Share</u> | <u>Date</u> | <u>Exchange</u> |
|------------|-------------------------|------------------------|-------------|-----------------|
| 243 | 500 | \$4.56 | 7/10/2008 | NASDAQ |
| 244 | 631 | \$4.57 | 7/10/2008 | NASDAQ |
| 245 | 1,200 | \$4.59 | 7/10/2008 | NASDAQ |
| 246 | 3,001 | \$4.60 | 7/10/2008 | NASDAQ |
| 247 | 600 | \$4.62 | 7/10/2008 | NASDAQ |
| 248 | 900 | \$4.68 | 7/10/2008 | NASDAQ |
| 249 | 100 | \$4.69 | 7/10/2008 | NASDAQ |
| 250 | 100 | \$4.76 | 7/10/2008 | NASDAQ |
| 251 | 99 | \$4.79 | 7/10/2008 | NASDAQ |
| 252 | 100 | \$4.86 | 7/10/2008 | NASDAQ |
| 253 | 400 | \$4.43 | 7/11/2008 | NASDAQ |
| 254 | 500 | \$4.44 | 7/11/2008 | NASDAQ |
| 255 | 1,037 | \$4.45 | 7/11/2008 | NASDAQ |
| 256 | 1,400 | \$4.49 | 7/11/2008 | NASDAQ |
| 257 | 13,163 | \$4.50 | 7/11/2008 | NASDAQ |
| 258 | 17 | \$4.52 | 7/11/2008 | NASDAQ |
| 259 | 1 | \$4.53 | 7/11/2008 | NASDAQ |
| 260 | 400 | \$4.54 | 7/11/2008 | NASDAQ |
| 261 | 776 | \$4.59 | 7/11/2008 | NASDAQ |
| 262 | 1,000 | \$4.63 | 7/11/2008 | NASDAQ |
| 263 | 200 | \$4.47 | 7/14/2008 | NASDAQ |
| 264 | 603 | \$4.49 | 7/14/2008 | NASDAQ |
| 265 | 1,840 | \$4.50 | 7/14/2008 | NASDAQ |
| 266 | 6,297 | \$4.51 | 7/14/2008 | NASDAQ |
| 267 | 600 | \$4.52 | 7/14/2008 | NASDAQ |
| 268 | 3,600 | \$4.53 | 7/14/2008 | NASDAQ |
| 269 | 1,400 | \$4.55 | 7/14/2008 | NASDAQ |
| 270 | 201 | \$4.56 | 7/14/2008 | NASDAQ |
| 271 | 2,299 | \$4.57 | 7/14/2008 | NASDAQ |
| 272 | 400 | \$4.58 | 7/14/2008 | NASDAQ |
| 273 | 400 | \$4.60 | 7/14/2008 | NASDAQ |
| 274 | 300 | \$4.66 | 7/14/2008 | NASDAQ |
| 275 | 89 | \$4.69 | 7/14/2008 | NASDAQ |
| 276 | 511 | \$4.70 | 7/14/2008 | NASDAQ |
| 277 | 100 | \$4.72 | 7/14/2008 | NASDAQ |
| 278 | 700 | \$4.43 | 7/15/2008 | NASDAQ |
| 279 | 1,308 | \$4.47 | 7/15/2008 | NASDAQ |
| 280 | 800 | \$4.48 | 7/15/2008 | NASDAQ |
| 281 | 730 | \$4.49 | 7/15/2008 | NASDAQ |
| 282 | 3,462 | \$4.50 | 7/15/2008 | NASDAQ |
| 283 | 20 | \$4.53 | 7/15/2008 | NASDAQ |
| 284 | 100 | \$4.56 | 7/15/2008 | NASDAQ |
| 285 | 900 | \$4.57 | 7/15/2008 | NASDAQ |
| 286 | 400 | \$4.60 | 7/15/2008 | NASDAQ |
| 287 | 380 | \$4.64 | 7/15/2008 | NASDAQ |
| 288 | 500 | \$4.70 | 7/15/2008 | NASDAQ |
| 289 | 200 | \$4.74 | 7/15/2008 | NASDAQ |
| 290 | 94 | \$4.76 | 7/15/2008 | NASDAQ |
| 291 | 500 | \$4.77 | 7/15/2008 | NASDAQ |
| 292 | 100 | \$4.80 | 7/15/2008 | NASDAQ |
| 293 | 1,100 | \$4.81 | 7/15/2008 | NASDAQ |

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| <u>No.</u> | <u>Shares Purchased</u> | <u>Price Per Share</u> | <u>Date</u> | <u>Exchange</u> |
|------------|-------------------------|------------------------|-------------|-----------------|
| 294 | 113 | \$4.83 | 7/15/2008 | NASDAQ |
| 295 | 400 | \$4.84 | 7/15/2008 | NASDAQ |
| 296 | 1,127 | \$4.85 | 7/15/2008 | NASDAQ |
| 297 | 900 | \$4.86 | 7/15/2008 | NASDAQ |
| 298 | 1,306 | \$4.87 | 7/15/2008 | NASDAQ |
| 299 | 1,500 | \$4.88 | 7/15/2008 | NASDAQ |
| 300 | 100 | \$4.89 | 7/15/2008 | NASDAQ |
| 301 | 900 | \$4.90 | 7/15/2008 | NASDAQ |
| 302 | 100 | \$4.91 | 7/15/2008 | NASDAQ |
| 303 | 400 | \$4.92 | 7/15/2008 | NASDAQ |
| 304 | 600 | \$4.93 | 7/15/2008 | NASDAQ |
| 305 | 100 | \$4.95 | 7/15/2008 | NASDAQ |
| 306 | 123 | \$4.58 | 7/16/2008 | NASDAQ |
| 307 | 123 | \$4.61 | 7/16/2008 | NASDAQ |
| 308 | 100 | \$4.63 | 7/16/2008 | NASDAQ |
| 309 | 223 | \$4.64 | 7/16/2008 | NASDAQ |
| 310 | 400 | \$4.65 | 7/16/2008 | NASDAQ |
| 311 | 1,277 | \$4.66 | 7/16/2008 | NASDAQ |
| 312 | 500 | \$4.67 | 7/16/2008 | NASDAQ |
| 313 | 577 | \$4.68 | 7/16/2008 | NASDAQ |
| 314 | 100 | \$4.71 | 7/16/2008 | NASDAQ |
| 315 | 77 | \$4.73 | 7/16/2008 | NASDAQ |
| 316 | 740 | \$4.86 | 7/16/2008 | NASDAQ |
| 317 | 100 | \$4.87 | 7/16/2008 | NASDAQ |
| 318 | 1,900 | \$4.89 | 7/16/2008 | NASDAQ |
| 319 | 1,500 | \$4.91 | 7/16/2008 | NASDAQ |
| 320 | 2,200 | \$4.92 | 7/16/2008 | NASDAQ |
| 321 | 4,600 | \$4.93 | 7/16/2008 | NASDAQ |
| 322 | 4,300 | \$4.94 | 7/16/2008 | NASDAQ |
| 323 | 1,115 | \$4.78 | 7/17/2008 | NASDAQ |
| 324 | 700 | \$4.80 | 7/17/2008 | NASDAQ |
| 325 | 84 | \$4.82 | 7/17/2008 | NASDAQ |
| 326 | 271 | \$4.83 | 7/17/2008 | NASDAQ |
| 327 | 100 | \$4.84 | 7/17/2008 | NASDAQ |
| 328 | 400 | \$4.85 | 7/17/2008 | NASDAQ |
| 329 | 100 | \$4.86 | 7/17/2008 | NASDAQ |
| 330 | 1,230 | \$4.87 | 7/17/2008 | NASDAQ |
| 331 | 200 | \$4.88 | 7/17/2008 | NASDAQ |
| 332 | 300 | \$4.94 | 7/17/2008 | NASDAQ |
| 333 | 2,100 | \$4.97 | 7/17/2008 | NASDAQ |
| 334 | 400 | \$5.01 | 7/17/2008 | NASDAQ |
| 335 | 300 | \$5.05 | 7/17/2008 | NASDAQ |
| 336 | 100 | \$5.06 | 7/17/2008 | NASDAQ |
| 337 | 900 | \$5.07 | 7/17/2008 | NASDAQ |
| 338 | 300 | \$5.14 | 7/17/2008 | NASDAQ |
| 339 | 100 | \$5.19 | 7/17/2008 | NASDAQ |
| 340 | 500 | \$5.20 | 7/17/2008 | NASDAQ |
| 341 | 100 | \$5.24 | 7/17/2008 | NASDAQ |
| 342 | 200 | \$5.26 | 7/17/2008 | NASDAQ |
| 343 | 668 | \$5.27 | 7/17/2008 | NASDAQ |
| 344 | 600 | \$5.28 | 7/17/2008 | NASDAQ |

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| <u>No.</u> | <u>Shares Purchased</u> | <u>Price Per Share</u> | <u>Date</u> | <u>Exchange</u> |
|------------|-------------------------|------------------------|-------------|-----------------|
| 345 | 900 | \$5.30 | 7/17/2008 | NASDAQ |
| 346 | 172 | \$5.33 | 7/17/2008 | NASDAQ |
| 347 | 200 | \$5.34 | 7/17/2008 | NASDAQ |
| 348 | 49 | \$5.35 | 7/17/2008 | NASDAQ |
| 349 | 1,251 | \$5.36 | 7/17/2008 | NASDAQ |
| 350 | 1,400 | \$5.37 | 7/17/2008 | NASDAQ |
| 351 | 100 | \$5.40 | 7/17/2008 | NASDAQ |
| 352 | 300 | \$5.41 | 7/17/2008 | NASDAQ |
| 353 | 400 | \$5.42 | 7/17/2008 | NASDAQ |
| 354 | 200 | \$5.45 | 7/17/2008 | NASDAQ |
| 355 | 800 | \$5.46 | 7/17/2008 | NASDAQ |
| 356 | 400 | \$5.47 | 7/17/2008 | NASDAQ |
| 357 | 1,900 | \$5.48 | 7/17/2008 | NASDAQ |
| 358 | 3,200 | \$5.15 | 7/18/2008 | NASDAQ |
| 359 | 268 | \$5.16 | 7/18/2008 | NASDAQ |
| 360 | 432 | \$5.17 | 7/18/2008 | NASDAQ |
| 361 | 800 | \$5.18 | 7/18/2008 | NASDAQ |
| 362 | 300 | \$5.19 | 7/18/2008 | NASDAQ |
| 363 | 400 | \$5.20 | 7/18/2008 | NASDAQ |
| 364 | 400 | \$5.23 | 7/18/2008 | NASDAQ |
| 365 | 100 | \$5.24 | 7/18/2008 | NASDAQ |
| 366 | 400 | \$5.25 | 7/18/2008 | NASDAQ |
| 367 | 700 | \$5.26 | 7/18/2008 | NASDAQ |
| 368 | 2,137 | \$5.27 | 7/18/2008 | NASDAQ |
| 369 | 1,000 | \$5.28 | 7/18/2008 | NASDAQ |
| 370 | 600 | \$5.30 | 7/18/2008 | NASDAQ |
| 371 | 203 | \$5.31 | 7/18/2008 | NASDAQ |
| 372 | 5,100 | \$5.32 | 7/18/2008 | NASDAQ |
| 373 | 1,500 | \$5.33 | 7/18/2008 | NASDAQ |
| 374 | 800 | \$5.38 | 7/18/2008 | NASDAQ |
| 375 | 500 | \$5.41 | 7/18/2008 | NASDAQ |
| 376 | 654 | \$5.31 | 7/21/2008 | NASDAQ |
| 377 | 300 | \$5.33 | 7/21/2008 | NASDAQ |
| 378 | 1,600 | \$5.35 | 7/21/2008 | NASDAQ |
| 379 | 700 | \$5.38 | 7/21/2008 | NASDAQ |
| 380 | 1,240 | \$5.39 | 7/21/2008 | NASDAQ |
| 381 | 5,530 | \$5.40 | 7/21/2008 | NASDAQ |
| 382 | 500 | \$5.41 | 7/21/2008 | NASDAQ |
| 383 | 1,700 | \$5.42 | 7/21/2008 | NASDAQ |
| 384 | 5,400 | \$5.43 | 7/21/2008 | NASDAQ |
| 385 | 1,876 | \$5.44 | 7/21/2008 | NASDAQ |
| 386 | 800 | \$5.29 | 7/22/2008 | NASDAQ |
| 387 | 200 | \$5.30 | 7/22/2008 | NASDAQ |
| 388 | 800 | \$5.31 | 7/22/2008 | NASDAQ |
| 389 | 700 | \$5.33 | 7/22/2008 | NASDAQ |
| 390 | 235 | \$5.34 | 7/22/2008 | NASDAQ |
| 391 | 34 | \$5.39 | 7/22/2008 | NASDAQ |
| 392 | 366 | \$5.40 | 7/22/2008 | NASDAQ |
| 393 | 700 | \$5.42 | 7/22/2008 | NASDAQ |
| 394 | 100 | \$5.43 | 7/22/2008 | NASDAQ |
| 395 | 900 | \$5.47 | 7/22/2008 | NASDAQ |

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| <u>No.</u> | <u>Shares Purchased</u> | <u>Price Per Share</u> | <u>Date</u> | <u>Exchange</u> |
|------------|-------------------------|------------------------|-------------|-----------------|
| 396 | 1,012 | \$5.48 | 7/22/2008 | NASDAQ |
| 397 | 300 | \$5.49 | 7/22/2008 | NASDAQ |
| 398 | 400 | \$5.50 | 7/22/2008 | NASDAQ |
| 399 | 400 | \$5.62 | 7/22/2008 | NASDAQ |
| 400 | 1,300 | \$5.65 | 7/22/2008 | NASDAQ |
| 401 | 300 | \$5.68 | 7/22/2008 | NASDAQ |
| 402 | 200 | \$5.72 | 7/22/2008 | NASDAQ |
| 403 | 700 | \$5.74 | 7/22/2008 | NASDAQ |
| 404 | 593 | \$5.76 | 7/22/2008 | NASDAQ |
| 405 | 1,900 | \$5.77 | 7/22/2008 | NASDAQ |
| 406 | 2,160 | \$5.78 | 7/22/2008 | NASDAQ |
| 407 | 400 | \$5.79 | 7/22/2008 | NASDAQ |
| 408 | 900 | \$5.80 | 7/22/2008 | NASDAQ |
| 409 | 300 | \$5.84 | 7/22/2008 | NASDAQ |
| 410 | 200 | \$5.85 | 7/22/2008 | NASDAQ |
| 411 | 300 | \$5.87 | 7/22/2008 | NASDAQ |
| 412 | 1,000 | \$5.88 | 7/22/2008 | NASDAQ |
| 413 | 2,300 | \$5.89 | 7/22/2008 | NASDAQ |
| 414 | 800 | \$5.45 | 7/23/2008 | NASDAQ |
| 415 | 580 | \$5.46 | 7/23/2008 | NASDAQ |
| 416 | 200 | \$5.47 | 7/23/2008 | NASDAQ |
| 417 | 100 | \$5.48 | 7/23/2008 | NASDAQ |
| 418 | 1,600 | \$5.49 | 7/23/2008 | NASDAQ |
| 419 | 6,220 | \$5.50 | 7/23/2008 | NASDAQ |
| 420 | 100 | \$5.53 | 7/23/2008 | NASDAQ |
| 421 | 400 | \$5.55 | 7/23/2008 | NASDAQ |
| 422 | 385 | \$5.57 | 7/23/2008 | NASDAQ |
| 423 | 1,200 | \$5.58 | 7/23/2008 | NASDAQ |
| 424 | 1,000 | \$5.59 | 7/23/2008 | NASDAQ |
| 425 | 3,400 | \$5.60 | 7/23/2008 | NASDAQ |
| 426 | 200 | \$5.61 | 7/23/2008 | NASDAQ |
| 427 | 700 | \$5.62 | 7/23/2008 | NASDAQ |
| 428 | 1,900 | \$5.63 | 7/23/2008 | NASDAQ |
| 429 | 500 | \$5.65 | 7/23/2008 | NASDAQ |
| 430 | 400 | \$5.50 | 7/24/2008 | NASDAQ |
| 431 | 1,316 | \$5.51 | 7/24/2008 | NASDAQ |
| 432 | 200 | \$5.52 | 7/24/2008 | NASDAQ |
| 433 | 5 | \$5.54 | 7/24/2008 | NASDAQ |
| 434 | 300 | \$5.55 | 7/24/2008 | NASDAQ |
| 435 | 4,200 | \$5.56 | 7/24/2008 | NASDAQ |
| 436 | 1,005 | \$5.57 | 7/24/2008 | NASDAQ |
| 437 | 11,974 | \$5.58 | 7/24/2008 | NASDAQ |
| 438 | 100 | \$5.61 | 7/24/2008 | NASDAQ |
| 439 | 100 | \$5.74 | 7/25/2008 | NASDAQ |
| 440 | 100 | \$5.77 | 7/25/2008 | NASDAQ |
| 441 | 1,102 | \$5.81 | 7/25/2008 | NASDAQ |
| 442 | 1,059 | \$5.82 | 7/25/2008 | NASDAQ |
| 443 | 131 | \$5.83 | 7/25/2008 | NASDAQ |
| 444 | 798 | \$5.84 | 7/25/2008 | NASDAQ |
| 445 | 426 | \$5.86 | 7/25/2008 | NASDAQ |
| 446 | 100 | \$5.87 | 7/25/2008 | NASDAQ |

| <u>No.</u> | <u>Shares Purchased</u> | <u>Price Per Share</u> | <u>Date</u> | <u>Exchange</u> |
|------------|-------------------------|------------------------|-------------|-----------------|
| 447 | 1,600 | \$5.88 | 7/25/2008 | NASDAQ |
| 448 | 1,200 | \$5.89 | 7/25/2008 | NASDAQ |
| 449 | 3,369 | \$5.90 | 7/25/2008 | NASDAQ |
| 450 | 1,700 | \$5.91 | 7/25/2008 | NASDAQ |
| 451 | 1,367 | \$5.92 | 7/25/2008 | NASDAQ |
| 452 | 1,000 | \$5.93 | 7/25/2008 | NASDAQ |
| 453 | 2,733 | \$5.94 | 7/25/2008 | NASDAQ |
| 454 | 1,500 | \$5.95 | 7/25/2008 | NASDAQ |
| 455 | 200 | \$5.96 | 7/25/2008 | NASDAQ |
| 456 | 515 | \$5.97 | 7/25/2008 | NASDAQ |
| 457 | 100 | \$5.98 | 7/25/2008 | NASDAQ |
| 458 | 400 | \$5.99 | 7/25/2008 | NASDAQ |
| 459 | 50 | \$5.49 | 7/28/2008 | NASDAQ |
| 460 | 750 | \$5.50 | 7/28/2008 | NASDAQ |
| 461 | 2,397 | \$5.51 | 7/28/2008 | NASDAQ |
| 462 | 400 | \$5.52 | 7/28/2008 | NASDAQ |
| 463 | 296 | \$5.53 | 7/28/2008 | NASDAQ |
| 464 | 503 | \$5.54 | 7/28/2008 | NASDAQ |
| 465 | 1,900 | \$5.55 | 7/28/2008 | NASDAQ |
| 466 | 1,100 | \$5.56 | 7/28/2008 | NASDAQ |
| 467 | 1,500 | \$5.57 | 7/28/2008 | NASDAQ |
| 468 | 900 | \$5.58 | 7/28/2008 | NASDAQ |
| 469 | 1,167 | \$5.59 | 7/28/2008 | NASDAQ |
| 470 | 5,437 | \$5.60 | 7/28/2008 | NASDAQ |
| 471 | 70 | \$5.53 | 7/29/2008 | NASDAQ |
| 472 | 600 | \$5.54 | 7/29/2008 | NASDAQ |
| 473 | 530 | \$5.55 | 7/29/2008 | NASDAQ |
| 474 | 100 | \$5.56 | 7/29/2008 | NASDAQ |
| 475 | 500 | \$5.57 | 7/29/2008 | NASDAQ |
| 476 | 500 | \$5.58 | 7/29/2008 | NASDAQ |
| 477 | 2,198 | \$5.59 | 7/29/2008 | NASDAQ |
| 478 | 3,780 | \$5.60 | 7/29/2008 | NASDAQ |
| 479 | 500 | \$5.61 | 7/29/2008 | NASDAQ |
| 480 | 4,732 | \$5.62 | 7/29/2008 | NASDAQ |
| 481 | 1,600 | \$5.63 | 7/29/2008 | NASDAQ |
| 482 | 1,290 | \$5.64 | 7/29/2008 | NASDAQ |
| 483 | 1,895 | \$5.55 | 7/30/2008 | NASDAQ |
| 484 | 1,805 | \$5.56 | 7/30/2008 | NASDAQ |
| 485 | 900 | \$5.57 | 7/30/2008 | NASDAQ |
| 486 | 1,000 | \$5.58 | 7/30/2008 | NASDAQ |
| 487 | 400 | \$5.59 | 7/30/2008 | NASDAQ |
| 488 | 5,000 | \$5.60 | 7/30/2008 | NASDAQ |
| 489 | 700 | \$5.61 | 7/30/2008 | NASDAQ |
| 490 | 3,900 | \$5.62 | 7/30/2008 | NASDAQ |
| 491 | 400 | \$5.63 | 7/30/2008 | NASDAQ |
| 492 | 300 | \$5.64 | 7/30/2008 | NASDAQ |
| 493 | 100 | \$5.67 | 7/30/2008 | NASDAQ |
| 494 | 155 | \$5.47 | 7/31/2008 | NASDAQ |
| 495 | 200 | \$5.48 | 7/31/2008 | NASDAQ |
| 496 | 37 | \$5.50 | 7/31/2008 | NASDAQ |
| 497 | 100 | \$5.53 | 7/31/2008 | NASDAQ |

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| <u>No.</u> | <u>Shares Purchased</u> | <u>Price Per Share</u> | <u>Date</u> | <u>Exchange</u> |
|------------|-------------------------|------------------------|-------------|-----------------|
| 498 | 100 | \$5.54 | 7/31/2008 | NASDAQ |
| 499 | 3,743 | \$5.55 | 7/31/2008 | NASDAQ |
| 500 | 5,000 | \$5.60 | 7/31/2008 | NASDAQ |
| 501 | 100 | \$5.61 | 7/31/2008 | NASDAQ |
| 502 | 300 | \$5.62 | 7/31/2008 | NASDAQ |
| 503 | 600 | \$5.63 | 7/31/2008 | NASDAQ |
| 504 | 1,100 | \$5.64 | 7/31/2008 | NASDAQ |
| 505 | 2,056 | \$5.65 | 7/31/2008 | NASDAQ |
| 506 | 100 | \$5.66 | 7/31/2008 | NASDAQ |
| 507 | 300 | \$5.67 | 7/31/2008 | NASDAQ |
| 508 | 1,309 | \$5.68 | 7/31/2008 | NASDAQ |
| 509 | 900 | \$5.69 | 7/31/2008 | NASDAQ |
| 510 | 300 | \$5.70 | 7/31/2008 | NASDAQ |
| 511 | 9 | \$5.59 | 8/1/2008 | NASDAQ |
| 512 | 4,666 | \$5.60 | 8/1/2008 | NASDAQ |
| 513 | 4,422 | \$5.61 | 8/1/2008 | NASDAQ |
| 514 | 1,603 | \$5.62 | 8/1/2008 | NASDAQ |
| 515 | 2,200 | \$5.63 | 8/1/2008 | NASDAQ |
| 516 | 3,500 | \$5.64 | 8/1/2008 | NASDAQ |
| 517 | 400 | \$5.19 | 8/4/2008 | NASDAQ |
| 518 | 300 | \$5.20 | 8/4/2008 | NASDAQ |
| 519 | 454 | \$5.21 | 8/4/2008 | NASDAQ |
| 520 | 500 | \$5.23 | 8/4/2008 | NASDAQ |
| 521 | 300 | \$5.24 | 8/4/2008 | NASDAQ |
| 522 | 2,189 | \$5.25 | 8/4/2008 | NASDAQ |
| 523 | 100 | \$5.26 | 8/4/2008 | NASDAQ |
| 524 | 1,911 | \$5.27 | 8/4/2008 | NASDAQ |
| 525 | 100 | \$5.28 | 8/4/2008 | NASDAQ |
| 526 | 300 | \$5.29 | 8/4/2008 | NASDAQ |
| 527 | 600 | \$5.30 | 8/4/2008 | NASDAQ |
| 528 | 500 | \$5.31 | 8/4/2008 | NASDAQ |
| 529 | 1,100 | \$5.32 | 8/4/2008 | NASDAQ |
| 530 | 700 | \$5.34 | 8/4/2008 | NASDAQ |
| 531 | 2,000 | \$5.35 | 8/4/2008 | NASDAQ |
| 532 | 300 | \$5.36 | 8/4/2008 | NASDAQ |
| 533 | 1,300 | \$5.37 | 8/4/2008 | NASDAQ |
| 534 | 225 | \$5.24 | 8/5/2008 | NASDAQ |
| 535 | 200 | \$5.25 | 8/5/2008 | NASDAQ |
| 536 | 575 | \$5.26 | 8/5/2008 | NASDAQ |
| 537 | 100 | \$5.28 | 8/5/2008 | NASDAQ |
| 538 | 103 | \$5.29 | 8/5/2008 | NASDAQ |
| 539 | 2,500 | \$5.30 | 8/5/2008 | NASDAQ |
| 540 | 1,997 | \$5.31 | 8/5/2008 | NASDAQ |
| 541 | 1,100 | \$5.33 | 8/5/2008 | NASDAQ |
| 542 | 500 | \$5.34 | 8/5/2008 | NASDAQ |
| 543 | 418 | \$5.35 | 8/5/2008 | NASDAQ |
| 544 | 1,000 | \$5.37 | 8/5/2008 | NASDAQ |
| 545 | 100 | \$5.39 | 8/5/2008 | NASDAQ |
| 546 | 1,000 | \$5.40 | 8/5/2008 | NASDAQ |
| 547 | 700 | \$5.44 | 8/5/2008 | NASDAQ |
| 548 | 254 | \$5.45 | 8/5/2008 | NASDAQ |

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| <u>No.</u> | <u>Shares Purchased</u> | <u>Price Per Share</u> | <u>Date</u> | <u>Exchange</u> |
|------------|-------------------------|------------------------|-------------|-----------------|
| 549 | 400 | \$5.46 | 8/5/2008 | NASDAQ |
| 550 | 200 | \$5.48 | 8/5/2008 | NASDAQ |
| 551 | 1,100 | \$5.49 | 8/5/2008 | NASDAQ |
| 552 | 582 | \$5.50 | 8/5/2008 | NASDAQ |
| 553 | 28 | \$5.16 | 8/6/2008 | NASDAQ |
| 554 | 100 | \$5.17 | 8/6/2008 | NASDAQ |
| 555 | 100 | \$5.19 | 8/6/2008 | NASDAQ |
| 556 | 272 | \$5.22 | 8/6/2008 | NASDAQ |
| 557 | 100 | \$5.24 | 8/6/2008 | NASDAQ |
| 558 | 100 | \$5.25 | 8/6/2008 | NASDAQ |
| 559 | 1,300 | \$5.28 | 8/6/2008 | NASDAQ |
| 560 | 920 | \$5.29 | 8/6/2008 | NASDAQ |
| 561 | 600 | \$5.30 | 8/6/2008 | NASDAQ |
| 562 | 780 | \$5.31 | 8/6/2008 | NASDAQ |
| 563 | 500 | \$5.32 | 8/6/2008 | NASDAQ |
| 564 | 120 | \$5.33 | 8/6/2008 | NASDAQ |
| 565 | 500 | \$5.34 | 8/6/2008 | NASDAQ |
| 566 | 500 | \$5.35 | 8/6/2008 | NASDAQ |
| 567 | 100 | \$5.38 | 8/6/2008 | NASDAQ |
| 568 | 810 | \$5.39 | 8/6/2008 | NASDAQ |
| 569 | 500 | \$5.40 | 8/6/2008 | NASDAQ |
| 570 | 100 | \$5.42 | 8/6/2008 | NASDAQ |
| 571 | 320 | \$5.47 | 8/6/2008 | NASDAQ |
| 572 | 600 | \$5.48 | 8/6/2008 | NASDAQ |
| 573 | 500 | \$5.49 | 8/6/2008 | NASDAQ |
| 574 | 2,280 | \$5.50 | 8/6/2008 | NASDAQ |
| 575 | 400 | \$5.51 | 8/6/2008 | NASDAQ |
| 576 | 100 | \$5.52 | 8/6/2008 | NASDAQ |
| 577 | 300 | \$5.53 | 8/6/2008 | NASDAQ |
| 578 | 120 | \$5.55 | 8/6/2008 | NASDAQ |
| 579 | 604 | \$5.56 | 8/6/2008 | NASDAQ |
| 580 | 400 | \$5.57 | 8/6/2008 | NASDAQ |
| 581 | 200 | \$5.30 | 8/7/2008 | NASDAQ |
| 582 | 882 | \$5.31 | 8/7/2008 | NASDAQ |
| 583 | 600 | \$5.32 | 8/7/2008 | NASDAQ |
| 584 | 100 | \$5.33 | 8/7/2008 | NASDAQ |
| 585 | 700 | \$5.34 | 8/7/2008 | NASDAQ |
| 586 | 1,600 | \$5.35 | 8/7/2008 | NASDAQ |
| 587 | 1,300 | \$5.36 | 8/7/2008 | NASDAQ |
| 588 | 1,887 | \$5.37 | 8/7/2008 | NASDAQ |
| 589 | 1,485 | \$5.38 | 8/7/2008 | NASDAQ |
| 590 | 4,000 | \$5.40 | 8/7/2008 | NASDAQ |
| 591 | 100 | \$5.42 | 8/7/2008 | NASDAQ |
| 592 | 200 | \$5.43 | 8/7/2008 | NASDAQ |
| 593 | 1 | \$5.27 | 8/8/2008 | NASDAQ |
| 594 | 700 | \$5.29 | 8/8/2008 | NASDAQ |
| 595 | 400 | \$5.30 | 8/8/2008 | NASDAQ |
| 596 | 704 | \$5.32 | 8/8/2008 | NASDAQ |
| 597 | 1,399 | \$5.33 | 8/8/2008 | NASDAQ |
| 598 | 900 | \$5.34 | 8/8/2008 | NASDAQ |
| 599 | 896 | \$5.36 | 8/8/2008 | NASDAQ |

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SCHEDULE 13D

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| <u>No.</u> | <u>Shares Purchased</u> | <u>Price Per Share</u> | <u>Date</u> | <u>Exchange</u> |
|------------|-------------------------|------------------------|-------------|-----------------|
| 600 | 500 | \$5.37 | 8/8/2008 | NASDAQ |
| 601 | 100 | \$5.42 | 8/8/2008 | NASDAQ |
| 602 | 200 | \$5.43 | 8/8/2008 | NASDAQ |
| 603 | 400 | \$5.44 | 8/8/2008 | NASDAQ |
| 604 | 300 | \$5.45 | 8/8/2008 | NASDAQ |
| 605 | 600 | \$5.46 | 8/8/2008 | NASDAQ |
| 606 | 300 | \$5.47 | 8/8/2008 | NASDAQ |
| 607 | 200 | \$5.48 | 8/8/2008 | NASDAQ |
| 608 | 2,051 | \$5.49 | 8/8/2008 | NASDAQ |
| 609 | 703 | \$5.50 | 8/8/2008 | NASDAQ |
| 610 | 1,100 | \$5.51 | 8/8/2008 | NASDAQ |
| 611 | 200 | \$5.52 | 8/8/2008 | NASDAQ |
| 612 | 400 | \$5.53 | 8/8/2008 | NASDAQ |
| 613 | 400 | \$5.54 | 8/8/2008 | NASDAQ |
| 614 | 600 | \$5.55 | 8/8/2008 | NASDAQ |
| 615 | 62 | \$5.39 | 8/11/2008 | NASDAQ |
| 616 | 1,100 | \$5.42 | 8/11/2008 | NASDAQ |
| 617 | 1,064 | \$5.43 | 8/11/2008 | NASDAQ |
| 618 | 300 | \$5.44 | 8/11/2008 | NASDAQ |
| 619 | 374 | \$5.45 | 8/11/2008 | NASDAQ |
| 620 | 500 | \$5.46 | 8/11/2008 | NASDAQ |
| 621 | 300 | \$5.48 | 8/11/2008 | NASDAQ |
| 622 | 1,800 | \$5.49 | 8/11/2008 | NASDAQ |
| 623 | 2,400 | \$5.50 | 8/11/2008 | NASDAQ |
| 624 | 169 | \$5.51 | 8/11/2008 | NASDAQ |
| 625 | 1,000 | \$5.52 | 8/11/2008 | NASDAQ |
| 626 | 531 | \$5.53 | 8/11/2008 | NASDAQ |
| 627 | 300 | \$5.54 | 8/11/2008 | NASDAQ |
| 628 | 500 | \$5.55 | 8/11/2008 | NASDAQ |
| 629 | 1,000 | \$5.56 | 8/11/2008 | NASDAQ |
| 630 | 500 | \$5.57 | 8/11/2008 | NASDAQ |
| 631 | 100 | \$5.35 | 8/12/2008 | NASDAQ |
| 632 | 100 | \$5.36 | 8/12/2008 | NASDAQ |
| 633 | 405 | \$5.37 | 8/12/2008 | NASDAQ |
| 634 | 400 | \$5.38 | 8/12/2008 | NASDAQ |
| 635 | 400 | \$5.39 | 8/12/2008 | NASDAQ |
| 636 | 130 | \$5.40 | 8/12/2008 | NASDAQ |
| 637 | 1,320 | \$5.44 | 8/12/2008 | NASDAQ |
| 638 | 695 | \$5.46 | 8/12/2008 | NASDAQ |
| 639 | 780 | \$5.47 | 8/12/2008 | NASDAQ |
| 640 | 500 | \$5.48 | 8/12/2008 | NASDAQ |
| 641 | 400 | \$5.49 | 8/12/2008 | NASDAQ |
| 642 | 3,270 | \$5.50 | 8/12/2008 | NASDAQ |
| 643 | 600 | \$5.51 | 8/12/2008 | NASDAQ |
| 644 | 400 | \$5.52 | 8/12/2008 | NASDAQ |
| 645 | 100 | \$5.53 | 8/12/2008 | NASDAQ |
| 646 | 400 | \$5.54 | 8/12/2008 | NASDAQ |
| 647 | 1,300 | \$5.56 | 8/12/2008 | NASDAQ |
| 648 | 600 | \$5.57 | 8/12/2008 | NASDAQ |
| 649 | 112 | \$5.33 | 8/13/2008 | NASDAQ |
| 650 | 104 | \$5.35 | 8/13/2008 | NASDAQ |

| <u>No.</u> | <u>Shares Purchased</u> | <u>Price Per Share</u> | <u>Date</u> | <u>Exchange</u> |
|------------|-------------------------|------------------------|-------------|-----------------|
| 651 | 300 | \$5.36 | 8/13/2008 | NASDAQ |
| 652 | 200 | \$5.39 | 8/13/2008 | NASDAQ |
| 653 | 1,200 | \$5.40 | 8/13/2008 | NASDAQ |
| 654 | 388 | \$5.41 | 8/13/2008 | NASDAQ |
| 655 | 668 | \$5.42 | 8/13/2008 | NASDAQ |
| 656 | 600 | \$5.44 | 8/13/2008 | NASDAQ |
| 657 | 8,328 | \$5.45 | 8/13/2008 | NASDAQ |
| 658 | 278 | \$5.46 | 8/14/2008 | NASDAQ |
| 659 | 1,322 | \$5.47 | 8/14/2008 | NASDAQ |
| 660 | 245 | \$5.49 | 8/14/2008 | NASDAQ |
| 661 | 4,955 | \$5.50 | 8/14/2008 | NASDAQ |
| 662 | 400 | \$5.51 | 8/14/2008 | NASDAQ |
| 663 | 118 | \$5.52 | 8/14/2008 | NASDAQ |
| 664 | 400 | \$5.53 | 8/14/2008 | NASDAQ |
| 665 | 1,200 | \$5.54 | 8/14/2008 | NASDAQ |
| 666 | 500 | \$5.55 | 8/14/2008 | NASDAQ |
| 667 | 2,482 | \$5.57 | 8/14/2008 | NASDAQ |

Exhibit 1

JOINT FILING AGREEMENT

THIS JOINT FILING AGREEMENT (this Agreement) is entered into as of the 15th day of August, 2008 by and among Mr. Yosef A. Maiman, a citizen of Israel and Peru, Di-Rapallo Holdings Ltd., an Israeli corporation, Merhav (M.N.F.) Ltd., an Israeli corporation, De Majorca Holdings Ltd., an Israeli corporation, Mr. Ohad Maiman, a citizen of Israel, Ms. Noa Maiman, a citizen of Israel, and Mr. Yoav Maiman, a citizen of Israel.

Each party hereto hereby agrees to prepare jointly and to file timely (or otherwise to deliver, as appropriate) all statements on Schedule 13D or amendments thereto (13D Filings) required to be filed by them pursuant to the Securities Exchange Act of 1934, as amended, with respect to their respective ownership of Class A stock, \$1.00 par value, of Ampal-American Israel Corporation, and each mutually covenants to each of the other parties that it will fully cooperate with the others in the preparation and timely filing of all such 13D Filings.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the
date first above set forth.

/s/ Yosef A. Maiman
Yosef A. Maiman

/s/ Ohad Maiman
Ohad Maiman

/s/ Noa Maiman
Noa Maiman

/s/ Yoav Maiman
Yoav Maiman

DI-RAPALLO HOLDINGS LTD.

By: /s/ Yosef A. Maiman
Name: Yosef A. Maiman
Title: Director

MERHAV (M.N.F.) LTD.

By: /s/ Yosef A. Maiman
Name: Yosef A. Maiman
Title: Chariman of the Board of Directors

DE MAJORCA HOLDINGS LTD.

By: /s/ Yosef A. Maiman
Name: Yosef A. Maiman
Title: Director