THE SECURITIES ACT	)	Order No. 2710
	)	
Section 20	)	November 10, 1999

## STATE OF ISRAEL VARIABLE RATE U.S. DOLLAR LIBOR NOTES LIBOR FLOATING RATE ISSUE U.S. DOLLAR BONDS

## WHEREAS:

- (A) The State of Israel has applied to The Manitoba Securities Commission (the "Commission") for an order pursuant to subsection 20(1) of the *Securities Act*, R.S.M. 1988, c. S50 (the "Act") exempting from the prospectus requirements contained in section 37 of the Act, the offering of Notes and Bonds (as defined below);
- **(B)** The Applicant has represented to the Commission that:
  - a) The State of Israel is proposing to offer the aggregate principal amount of \$125,000,000 (U.S.) variable rate LIBOR notes, with a limit of no more than two owners per note, (the "Note"). Each Note will mature, and the full value of the Note will be payable, five years from the first day of the month in which the Notes are dated;
  - b) The State of Israel is proposing to offer, in book entry form, the aggregate of \$150,000,000 (U.S.), LIBOR floating rate issue dollar bonds, (the "Bonds"). Each Bond will mature and the full value of the Bond will be payable, ten years from the date of issue;
  - c) The Notes and Bonds are to be offered to the public through Canada-Israel Securities Limited, which is registered as a broker (restricted) under *The Securities Act* (Manitoba) (the "Act"), and/or through other persons or companies holding a registration under the Act which would enable such persons or companies to engage in trades with respect to the Notes and Bonds (the "Other Registrants");
  - d) A form of offering memorandum describing Notes and a form of offering memorandum describing the Bonds (collectively the "O.M.s") has, in each case, been filed with The Manitoba Securities Commission (the "Commission"). Each of the O.M.s has been prepared in accordance with applicable securities legislation in force in the United States of America;
- (C) The Commission is of the opinion that it would not be prejudicial to the public interest to grant the order requested.

## IT IS ORDERED:

- **1. THAT**, pursuant to Section 20 of the Act, Section 37 of the Act does not apply to the offering and sale to the public in Manitoba of the Notes or the Bonds through Canada-Israel Securities Limited or through Other Registrants subject to the following conditions:
  - (a) sections 55 and 56 of the act shall apply to the O.M. as if each was a final prospectus filed under section 37 of the Act; and
  - (b) a copy of each O.M. or the amended or new O.M.'s, as the case may be, shall be delivered to every purchaser (a "Purchaser") of either the Notes or the Bonds and the Purchaser shall have the same rights of withdrawal and rescission as the Purchaser would have had if a final prospectus had been filed under section 37 of the Act.
- **2. THAT** the fee for this order is \$650.00.

BY ORDER OF THE COMMISSION

Director - Corporate Finance