

UNITED STATES BANKRUPTCY COURT

In re: AMPAL-AMERICAN ISRAEL CORPORATION
Debtor

Case No. 12-13689
Chapter 11

SUMMARY OF AMENDING SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	NO		\$0.00		
B - Personal Property	YES	1	\$290,664,094.99		
C - Property Claimed as Exempt	NO				
D - Creditors Holding Secured Claims	NO			\$0.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	NO			\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	3		\$349,413,858.65	
G - Executory Contracts and Unexpired Leases	YES	1			
H - Codebtors	NO				
I - Current Income of Individual Debtor(s)	NO				
J - Current Expenditures of Individual Debtors(s)	NO				
		5	\$290,664,094.99	\$349,413,858.65	

AMENDING

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(if known)

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
16. ACCOUNTS RECEIVABLE.		AMENDED INTERCOMPANY A/R		\$275,478,166.00
Total				\$275,478,166.00
(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)				

AMENDING

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Code debtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Code debtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODE DEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.			ADDITION				
AMPAL COMMUNICATIONS INC. 33 HAVAZELET HASHARON ST. HERZELIYA PITUACH ISRAEL			INTERCOMPANY LOAN	X	X		\$15,570,271.00
ACCOUNT NO.			DELETED				
AMPAL ENTERPRISES LTD 33 HAVAZELET HASHARON ST. HERZELIYA PITUACH ISRAEL			INTERCOMPANY LOAN	X	X		\$350,000.00
ACCOUNT NO.			DELETED				
AMPAL HOLDINGS (1991) LTD 33 HAVAZELET HASHARON ST. HERZELIYA PITUACH ISRAEL			INTERCOMPANY CAPITAL NOTE	X	X		\$177,195,362.00

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.			<i>ADDITION</i>				
AMPAL HOLDINGS (1991) LTD 33 HAVAZELET HASHARON ST. HERZELIYA PITUACH ISRAEL			INTERCOMPANY LOAN	X	X		\$13,988.00
ACCOUNT NO.			<i>ADDITION</i>				
AMPAL INDUSTRIES INC. 33 HAVAZELET HASHARON ST. HERZELIYA PITUACH ISRAEL			INTERCOMPANY LOAN	X	X		\$8,874,707.00
ACCOUNT NO.			<i>DELETED</i>				
AMPAL ISRAEL LTD. 33 HAVAZELET HASHARON ST. HERZELIYA PITUACH ISRAEL			INTERCOMPANY CAPITAL NOTE	X	X		\$15,532,270.00
ACCOUNT NO.			<i>DELETED</i>				
AMPAL ISRAEL LTD. 33 HAVAZELET HASHARON ST. HERZELIYA PITUACH ISRAEL			INTERCOMPANY LOAN	X	X		\$22,011,993.00
ACCOUNT NO.			<i>ADDITION</i>				
AMPAL REALTY CORPORATION 33 HAVAZELET HASHARON ST. HERZELIYA PITUACH ISRAEL			INTERCOMPANY LOAN	X	X		\$3,859,699.00
ACCOUNT NO.			<i>DELETED</i>				
MERHAV AMPAL GROUP LTD 33 HAVAZELET HASHARON ST. HERZELIYA PITUACH ISRAEL			INTERCOMPANY CAPITAL NOTE	X	X		\$60,388,540.00

Subtotal

\$12,748,394.00

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.			<i>ADDITION</i>				
MERHAV AMPAL GROUP LTD 33 HAVAZELET HASHARON ST. HERZELIYA PITUACH ISRAEL			INTERCOMPANY LOAN	X	X		\$6,147,183.00

Schedule of Creditors Holding Unsecured Nonpriority Claims -
Sheet no. 3 of 3

Subtotal

\$6,147,183.00

Total

\$34,465,848.00

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the
Statistical Summary of Certain Liabilities and Related Data.)

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SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
<i>ADDITION</i>	
MERHAV (M.N.F) LTD. 33 HAVAZELET HASHARON ST. HERZELIYA PITUACH ISRAEL	COOPERATION AND MANAGEMENT AGREEMENT DATED DECEMBER 30, 2010

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DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Vice President, Controller of Ampal-American Israel Corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 6 sheets (*Total shown on summary page plus 1*), and that they are true and correct to the best of my knowledge, information, and belief.

Date 10/14/2012

Signature  _____

Nir Bernstein
[Print or type name of individual signing on behalf of debtor.]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.