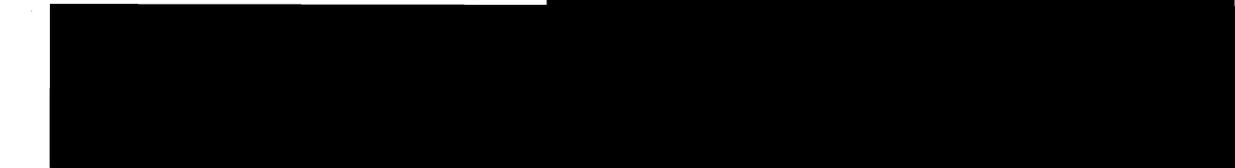


10. Dispose or threaten to dispose (explicitly or implicitly) of equity interests of Leumi BHC or any of its subsidiaries in any manner as a condition or inducement of specific action or non-action by Leumi BHC or any of its subsidiaries; or
11. Enter into any other banking or nonbanking transactions with Leumi BHC or any of its subsidiaries, except that (1) the MSD Acquirer Group may establish and maintain deposit accounts with Leumi BHC, provided that the aggregate balance of all such deposit accounts does not exceed \$500,000 and that the accounts are maintained on substantially the same terms as those prevailing for comparable accounts of persons unaffiliated with Leumi BHC, and 



Each MSD Acquirer also certifies that:

12. MSD Acquirer is not an affiliate of any other investor (excluding other MSD Acquirers) in the proposed transaction (individually, each an “Investor,” and, collectively, the “Investors”);
13. MSD Acquirer has reached its decision to invest in Leumi BHC independently from the other Investors;
14. MSD Acquirer is not managed or advised by an investment manager or investment advisor who performs the same services for any other Investor (excluding other MSD Acquirers);
15. MSD Acquirer (including any subsidiary or affiliate of a MSD Acquirer) has not engaged and will not engage as part of a group consisting of substantially the same entities as the Investors, in substantially the same combination of interests, in any additional banking or nonbanking activities or business ventures in the United States without prior consultation with the Board; and
16. MSD Acquirer has not and will not enter into any agreements or understandings with any other Investor to act in concert for the purpose of exercising a controlling influence over Leumi BHC or any of its subsidiaries, including, but not limited to, any agreements or understandings regarding the voting or transfer of shares of Leumi BHC.

The terms used in these commitments have the same meanings as set forth in the Bank Holding Company Act of 1956, as amended (“BHC Act”), and the Board’s Regulation Y. For purposes of these commitments, “Investor” includes any subsidiary or affiliate of the Investor.

Nothing in these commitments releases the MSD Acquirer Group from compliance with the Change in Bank Control Act of 1978, as amended, and any regulations thereunder for

any subsequent acquisition or increase in the percentage ownership of any class of voting shares of Leumi BHC.

Each MSD Acquirer understands that these commitments constitute conditions imposed in writing in connection with the Board's findings and decisions related to MSD Acquirer Group's acquisition of up to 7.5 percent of voting shares of Leumi BHC, and, as such, may be enforced in proceedings under applicable law.