GILAT SATELLITE NETWORKS LTD
Form 20-F
April 07, 2009

As filed with the Securities and Exchange Commission on April 7, 2009

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 20-F

o **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

or

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2008

or

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

or

o **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report .....

Commission file number: 0-21218

GILAT SATELLITE NETWORKS LTD.

(Exact name of Registrant as specified in its charter)

ISRAEL
(Jurisdiction of incorporation or organization)

Gilat House, 21 Yegia Kapayim Street, Kiryat Arye, Petah Tikva, 49130 Israel
(Address of principal executive offices)

Rachel Prishkolnik, +972-3- 9293020 (phone), +972-3-9252945 (fax)
Gilat House, 21 Yegia Kapayim Street, Kiryat Arye, Petah Tikva, 49130 Israel
(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Ordinary Shares, NIS 0.20 Par Value	**NASDAQ Global Market**

Securities registered or to be registered pursuant of Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

Indicate the number of outstanding shares of each of the issuer s classes of capital or common stock at the close of the period covered by the annual report:

40,103,662 Ordinary Shares, NIS 0.20 par value per share.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes o No x

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes o No x

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o Accelerated filer x Non-accelerated filer o

Indicate by check mark the basis of accounting the registrant has used to prepare the financial statements included in this filing:

x U.S. Gaap

o International Financial Reporting Standards as issued by the International Accounting Standards Board

o Other

If Other has been checked in response to the previous question, indicate by check mark which financial statement the registrant has elected to follow.

Indicate by check mark which financial statement item the Registrant elected to follow:

Item 17 o Item 18 o

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes o No x

This report on Form 20-F is being incorporated by reference into our Registration Statements on Form S-8 (Registration Nos. 333-132649, 333-123410, 333-113932, 333-08826, 333-10092, 333-12466 and 333-12988).

INTRODUCTION

We are a leading global provider of Internet Protocol, or IP, based digital satellite communication and networking products and services. We design, produce and market VSATs, or very small aperture terminals, and related VSAT network equipment. VSATs are earth-based terminals that transmit and receive broadband, Internet, voice, data and video via satellite. VSAT networks have significant advantages to wireline and wireless networks, as VSATs can provide highly reliable, cost-effective, end-to-end communications regardless of the number of sites or their geographic locations.

We have a large installed customer base and have shipped more than 750,000 VSAT units to customers in over 85 countries on six continents since 1989. We have 16 sales and service offices worldwide and two call centers to support our customers. Our products are primarily sold to communication service providers and operators that use VSATs to serve enterprise, government and residential users. Also, in the U.S. and certain countries in Latin America, we provide services directly to end-users in various market segments.

We currently operate three complementary, vertically-integrated business units: Gilat Network Systems, or GNS, a provider of VSAT-based networks and associated professional services, including turnkey and management services, to telecom operators worldwide; Spacenet Inc. a provider of satellite network services to enterprises, small office/home office, or SOHOs, and residential customers in the U.S.; and Spacenet Rural Communications, or SRC, a provider of telephony, Internet and data services primarily for rural communities in emerging markets in Latin America under projects that are subsidized by government entities.

We were incorporated in Israel in 1987 and are subject to the laws of the State of Israel. Our corporate headquarters, executive offices and research and development, engineering and manufacturing facilities are located at Gilat House, 21 Yegia Kapayim Street, Kiryat Arye, Petah Tikva 49130, Israel. Our telephone number is (972) 3-925-2000.

The name Gilat® and the names Connexstar , SkyAbis , SkyEdge , Spacenet , and StarBand " appearing in this annual report on F trademarks of our company and its subsidiaries. See Item 4: Information on the Company. Other trademarks appearing in this annual report on Form 20-F are owned by their respective holders.

Except for the historical information contained in this annual report, the statements contained in this annual report are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to our business, financial condition and results of operations. Actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including all the risks discussed in Item 3: Key Information Risk Factors and elsewhere in this annual report.

We urge you to consider that statements which use the terms believe, do not believe, expect, plan, intend, estimate, anticipate and expressions are intended to identify forward-looking statements. These statements reflect our current views with respect to future events and are based on assumptions and are subject to risks and uncertainties. Except as required by applicable law, including the securities laws of the U.S., we do not intend to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Our consolidated financial statements appearing in this annual report are prepared in U.S. dollars and in accordance with U.S. generally accepted accounting principles, or U.S. GAAP. All references in this annual report to dollars or $ are to U.S. dollars and all references in this annual report to NIS are to New Israeli Shekels. The representative exchange rate between the NIS and the dollar as published by the Bank of Israel on April 6, 2009 was NIS 4.125 per $1.00.

As used in this annual report, the terms we , us , Gilat and our mean Gilat Satellite Networks Ltd. and its subsidiaries, unless otherwise indicated.

Statements made in this annual report concerning the contents of any contract, agreement or other document are summaries of such contracts, agreements or documents and are not complete descriptions of all of their terms. If we filed any of these documents as an exhibit to this annual report or to any registration statement or annual report that we previously filed, you may read the document itself for a complete description.

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PART I

ITEM 1: IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS

Not Applicable.

ITEM 2: OFFER STATISTICS AND EXPECTED TIMETABLE

Not Applicable.

ITEM 3: KEY INFORMATION

A. Selected Consolidated Financial Data

The selected consolidated statement of operations data set forth below for the years ended December 31, 2008, 2007 and 2006, and the selected consolidated balance sheet data as of December 31, 2008 and 2007 are derived from our audited consolidated financial statements that are included elsewhere in this Report. These financial statements have been prepared in accordance with U.S. generally accepted accounting principles or U.S. GAAP. The selected consolidated statement of operations data set forth below for the years ended December 31, 2005 and 2004 and the selected consolidated balance sheet data as of December 31, 2006, 2005 and 2004 are derived from our audited consolidated financial statements that are not included in this Annual Report filed on Form 20F.

The selected consolidated financial data set forth below should be read in conjunction with Item 5: Operating and Financial Review and Prospects and the Consolidated Financial Statements and Notes thereto included in Item 18 in this annual report on Form 20-F for the year ended December 31, 2008.

	Year ended December 31.				
	2008	2007	2006	2005	2004
	U.S. Dollars in thousands				
Statement of Operations Data:					
Revenues:					
Products	$ 150,351	$ 156,798	$ 126,093	$ 88,705	$ 100,122
Services	117,175	125,821	122,617	120,690	141,376
	267,526	282,619	248,710	209,395	241,498
Cost of revenues:					
Products	80,424	82,822	66,363	42,896	50,703
Services	101,150	97,952	91,982	90,323	113,692
	181,574	180,774	158,345	133,219	164,395
Gross profit	85,952	101,845	90,365	76,176	77,103
Operating expenses:					
Research and development expenses, net	16,942	15,030	13,642	13,994	13,879
Selling and marketing expenses	35,783	38,374	36,475	31,329	33,282
General and administrative expenses	29,819	31,052	26,800	29,465	36,364
Impairment of long lived assets and other charges	5,020	12,218	-	-	2,161

	Year ended December 31.				
Operating income (loss)	(1,612)	5,171	13,448	1,388	(8,583)
Financial income (expenses), net.	1,300	5,998	(742)	(2,677)	(266)
Expenses related to aborted merger transaction	(2,350)		-	-	-
Other income (expense)	2,983	(116)	138	299	(274)
Income (loss) before taxes on income	321	11,053	12,844	(990)	(9,123)
Taxes on income	1,445	963	2,357	3,126	4,429
Income (loss) after taxes on income	(1,124)	10,090	10,487	(4,116)	(13,552)
Equity in earnings (losses) of affiliated companies		-	-	400	1,242
Minority interest in losses of a subsidiary		-	-	-	164
Income (loss) before cumulative effect of a change in an accounting principle	(1,124)	10,090	10,487	(3,716)	(12,146)
Gain (loss) from cumulative effect of a change in an accounting principle		-	-	-	611
Net income (loss)	(1,124)	$ 10,090	$ 10,487	$ (3,716)	$ (11,535)
Earnings (loss) per share before cumulative effect of a change in an accounting principle					
Basic	(0.03)	$ 0.26	$ 0.41	$ (0.17)	$ (0.55)
Diluted	(0.03)	$ 0.24	$ 0.38	$ (0.17)	$ (0.55)
Basic and diluted net earnings (loss) per share from cumulative effect of a change in an accounting principle		-	-	-	$ 0.03
Net earnings (loss) per share:					
Basic	(0.03)	$ 0.26	$ 0.41	$ (0.17)	$ (0.52)
Diluted	(0.03)	$ 0.24	$ 0.38	$ (0.17)	$ (0.52)
Weighted average number of shares used in computing net earnings (loss) per share:					
Basic	39,901	39,141	25,799	22,440	22,242
Diluted	39,901	41,576	27,520	22,440	22,242

	As of December 31,				
	2008	2007	2006	2005	2004
	U.S. dollars in thousands				

	As of December 31,				
Balance Sheet Data:					
Working capital	$ 152,806	$ 151,367	$ 120,634	$ 70,207	$ 67,750
Total assets	410,639	430,102	440,214	372,977	391,094
Short-term bank credit and current maturities of long-term debt	10,846	11,177	7,737	15,884	13,028
Convertible subordinated notes	16,315	16,315	16,333	16,333	16,171
Other long-term liabilities	45,414	61,130	74,253	156,490	179,453
Shareholders' equity	$ 230,224	$ 227,810	$ 212,059	$ 85,498	$ 81,421

B Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

Investing in our ordinary shares involves a high degree of risk and uncertainty. You should carefully consider the risks and uncertainties described below before investing in our ordinary shares. If any of the following risks actually occurs, our business, prospects, financial condition and results of operations could be harmed. In that case, the value of our ordinary shares could decline, and you could lose all or part of your investment.

Risks Relating to Our Business

We have incurred major losses in past years and may not sustain profitable operations in the future.

We had a net loss of approximately $1.1 million in 2008, compared to a net income of approximately $ 10.1 million in 2007 and approximately $ 10.5 million in 2006 and we have an accumulated deficit of $635 million. We cannot assure you that we can operate profitably in the future. If we do not regain profitability, the viability of our company will be in question and our share price could further decline.

If commercial satellite communications markets fail to grow, our business could be materially harmed.

A number of the commercial markets for our products and services in the satellite communications area, including our broadband products, have emerged in recent years. Because these markets are relatively new, it is difficult to predict the rate at which these markets will grow, if at all. If the markets for commercial satellite communications products fail to grow our business could be materially harmed. Conversely, growth in these markets could results in satellite capacity limitations which in turn could materially harm our business and impair the value of our shares. Specifically, we derive virtually all of our revenues from sales of VSAT communications networks and provision of services related to these networks. A significant decline in this market or the replacement of VSAT technology by an alternative technology could materially harm our business and impair the value of our shares.

Trends and factors affecting the telecommunications industry are beyond our control and may result in reduced demand and pricing pressure on our products.

We operate in the telecommunication industry and are influenced by trends of the telecommunications industry, which are beyond our control and may affect our operations. These trends include:

adverse changes in the public and private equity and debt markets and our ability, as well as the ability of our customers and suppliers, to obtain financing or to fund working capital and capital expenditures;

adverse changes in the credit ratings of our customers and suppliers;

adverse changes in the market conditions in our industry and the specific markets for our products;

access to, and the actual size and timing of, capital expenditures by our customers;

inventory practices, including the timing of product and service deployment, of our customers;

the amount of network capacity and the network capacity utilization rates of our customers, and the amount of sharing and/or acquisition of new and/or existing network capacity by our customers;

the overall trend toward industry consolidation and rationalization among our customers, competitors, and suppliers;

increased price reductions by our direct competitors and by competing technologies including, for example, the introduction of Ka-band satellite systems by our direct competitors which could significantly drive down market prices or limit the availability of satellite capacity for use with our VSAT systems;

conditions in the broader market for communications products, including data networking products and computerized information access equipment and services;

governmental regulation or intervention affecting communications or data networking;

monetary stability in the countries where we operate; and

the effects of war and acts of terrorism, such as disruptions in general global economic activity, changes in logistics and security arrangements, and reduced customer demand for our products and services.

These trends and factors may reduce the demand for our products and services or require us to increase our research and development expenses and may harm our financial results.

Continuing unfavorable global economic conditions could have a material adverse effect on our business, operating results and financial condition

The recent crisis in the financial and credit markets has led to a global economic slowdown, with economies worldwide showing significant signs of weakness. If the economies in any part of the world continue to be weak or weaken further, our customers may reduce or postpone their spending significantly. This could result in reductions in sales of our products or services, longer sales cycles, slower adoption of new technologies and increased price competition. In addition, weakness in the end-user market could negatively affect the cash flow of our customers who could, in turn, delay paying their obligations to us or ask us for vendor financing. This could increase our credit risk exposure and cause delays in our recognition of revenues on future sales to these customers. Specific economic trends, such as declines in the demand for telecommunications products and services, the tightening of credit markets, or weakness in corporate spending, could have a direct impact on our business. Any of these events would likely harm our business, operating results and financial condition. If global economic and market conditions do not improve, or continue to deteriorate, it may have a material adverse effect on our business, operating results and financial condition.

Because we compete for large-scale contracts in competitive bidding processes, losing a small number of bids could have a significant adverse impact on our operating results.

A significant portion of our revenues is derived from being selected as the supplier of networks based on VSATs, under large-scale contracts that we are awarded from time to time in a competitive bidding process. These large-scale contracts sometimes involve the installation

of thousands of VSATs. The number of major bids for these large-scale contracts for VSAT-based networks in any given year is limited and the competition is intense. Losing or defaulting on a relatively small number of bids each year could have a significant adverse impact on our operating results.

Many of our large-scale contracts are with governments or large enterprises in Latin America and other parts of the world, so that any instability in the exchange rates or in the political or economic situation or any unexpected unilateral termination or suspension of payments could have a significant adverse impact on our business.

In recent years, a significant portion of our revenues has been derived from large-scale contracts with foreign governments and agencies, including those in Peru, Russia, Colombia and Mexico. Agreements with the governments in these countries typically include unilateral early termination clauses and other risks such as the imposition of new government regulations and taxation that could pose additional financial burdens on us. In addition, the foreign exchange risks in these countries are often significant due to possible fluctuations in local currencies relative to the U.S. dollar. We do not have a policy of hedging specific contracts. In some cases we hedge the risks involved in our general operations in Israel and in our subsidiaries abroad. Any termination of business in any of the aforementioned countries or any instability in the exchange rates could have a significant adverse impact on our business.

In November 2002, we were awarded two large projects by the Colombian government, including the installation and operation of approximately 550 telecenters to provide Internet connectivity and telephony services in cities and towns throughout Colombia and a second network of approximately 3,300 sites with public rural satellite telephony. The original total value of the contracts was approximately $72 million and the remaining value of the contracts, which are being held in restricted cash, is approximately $24.0 million as of December 31, 2008. As of December 31, 2008, we signed new agreements for the provision of services under these contracts which include the upgrade of technology, primarily in existing sites, requiring additional capital expenditure by us. While we expect that most of the $24 million held in restricted cash will be released during 2009, with the remaining amount to be released in 2010, we cannot make any assurances that we will be able to comply with the newly negotiated indicators and agreement terms. In addition, any early unilateral termination by the Colombian government could have a significant adverse impact on our operating results. Moreover, in the event that we do not generate new substantial business in Colombia during 2009 or 2010, our operations in Colombia will most likely generate losses in 2010.

If we are unable to develop, introduce and market new innovative products, applications and services on a cost-effective and timely basis, our business could be adversely affected.

The network communications market, to which our products and services are targeted, is characterized by rapid technological changes, new product introductions and evolving industry standards. If we fail to stay abreast of significant technological changes, our existing products and technology could be rendered obsolete. Historically, we have enhanced the applications of our existing products to meet the technological changes and industry standards. Our success is dependent upon our ability to continue to develop new innovative products, applications and services and meet developing market needs.

To remain competitive in the network communications market, we must continue to be able to anticipate changes in technology, market demands and industry standards and to develop and introduce new products, applications and services, as well as enhancements to our existing products, applications and services. If we are unable to respond to technological advances on a cost-effective and timely basis, or if our new products or applications are not accepted by the market, our business, financial condition and operating results could be adversely affected.

A decrease in the selling prices of our products and services could materially harm our business.

The average selling prices of wireless communications products historically decline over product life cycles. In particular, we expect the average selling prices of our products to decline as a result of competitive pricing pressures and customers who negotiate discounts based on large unit volumes. In some markets, such as in the US, our competitors have launched Ka-band satellites and another has announced plans to launch a Ka-band satellite. These actions may affect our competitiveness due to the relative lower cost of Ka-band space segment per user. We also expect that competition in this industry will continue to increase. To offset these price decreases, we intend to rely primarily on obtaining yield improvements and corresponding cost reductions in the manufacturing process of existing products, on the introduction of new products with advanced features and on offering turnkey end-to-end solutions to communications operators that are higher up in the value chain. However, we cannot assure you that we will be able to obtain any yield improvements or cost reductions, introduce any new products in the future or reach the higher value chain to which we strive to sell. To the extent that we do not meet any or all of these goals, it could materially harm our business and impair the value of our shares.

If we lose existing contracts and orders for our products are not renewed, our ability to generate revenues will be harmed.

A significant part of our business in 2008 was generated from recurring customers, and, as a result, the termination or non-renewal of our contracts could have a material adverse effect on our business, financial condition and operating results. Some of our existing contracts could be terminated due to any of the following reasons, among others:

dissatisfaction of our customers with our products and/or the services we provide or our inability to provide or install additional products or requested new applications on a timely basis;

customers' default on payments due;

our failure to comply with financial covenants in our contracts;

the cancellation of the underlying project by the government-sponsoring body; or

the loss of existing contracts or a decrease in the number of renewals of orders or the number of new large orders.

If we are not able to gain new customers and retain our present customer base, our revenues will decline significantly. In addition, if Spacenet has a higher than anticipated subscriber churn, or if Spacenet Rural does not win new government related contracts, as was the case in 2008, this could materially adversely affect our financial position.

We are dependent upon a limited number of suppliers for key components to build our hubs and VSATs, and may be significantly harmed if we are unable to obtain the hardware necessary for our hubs and VSATs on favorable terms or on a timely basis.

Several of the components required to build our VSATs and hubs are manufactured by a limited number of suppliers. We have not experienced any difficulties with our suppliers with respect to availability of components. However, we cannot assure you of the continuous availability of key components or our ability to forecast our component requirements sufficiently in advance. Our research and development and operations groups are continuously working with our suppliers and subcontractors to obtain components for our products on favorable terms in order to reduce the overall price of our products. If we are unable to obtain the necessary volume of components at sufficiently favorable terms or prices, we may be unable to produce our products at favorable terms or prices. As a result, sales of our products may be lower than expected, which could have a material adverse effect on our business, financial condition and operating results. Our suppliers are not always able to meet our requested lead times. If we are unable to satisfy customers needs, we could lose their business.

In 2007 we entered into an outsourcing manufacturing agreement with a single source manufacturer for almost all of our indoor units. This agreement exposes us to certain risks related to our dependence on a single manufacturer which could include failure in meeting time tables and quantities, or material price increases which may affect our ability to provide competitive prices. We estimate that the replacement of the outsourcing manufacturer would, if necessary, take a period of between six to nine months.

We operate in a highly competitive network communications industry. We may be unsuccessful in competing effectively against competitors who have substantially greater financial resources.

We operate in a highly competitive industry of network communications, both in the sales of our products and our services. As a result of the rapid technological changes that characterize our industry, we face intense worldwide competition to capitalize on new opportunities, to introduce new products and to obtain proprietary and standard technologies that are perceived by the market as being superior to those of our competitors. Some of our competitors have greater financial resources, providing them with greater research and development and marketing capabilities. Our competitors may also be more experienced in obtaining regulatory approvals for their products and services and in marketing them. Our relative position in the network communications industry may place us at a disadvantage in responding to our competitors pricing strategies, technological advances and other initiatives. Our principal competitors in the supply of VSAT networks are Hughes Network Systems, LLC, or HNS, ViaSat Inc., and iDirect Technologies. Most of our competitors have developed or adopted different technology standards for their VSAT products.

In addition, the launch of the SpaceWAY3 satellite by HNS, which enables HNS to offer a vertically integrated solution to its customers, as well as the announcement concerning ViaSat Inc. s intention to launch its own satellite (ViaSat-1), may change the competitive environment in

which we operate and could have an adverse effect on our business.

In the U.S. market, where we operate as a service provider via Spacenet, the enterprise wide area network, or WAN, market is extremely competitive, with a number of established VSAT and terrestrial providers competing for nearly all contracts. The U.S. enterprise VSAT market is primarily served by HNS and Spacenet. In addition, more recently, Spacenet s primary competitors in the enterprise WAN market are large terrestrial carriers such as AT&T, Verizon and Qwest.

In Peru and Colombia, where we primarily operate public rural telecom services we typically encounter competition on government subsidized bids from various service providers, system integrators and consortiums. Some of these competitors offer solutions based on VSAT technology and some on alternate technologies (typically cellular, wireless local loop or WiMAX). As operators that offer terrestrial or cellular networks expand their reach to certain SRC regions, they compete with our VSAT solutions. In addition, as competing technologies such as cellular telephones become available in areas where not previously available in rural communities of Peru and Colombia, our business can be adversely affected.

Our actions to protect our proprietary VSAT technology may be insufficient to prevent others from developing products similar to our products.

Our business is based mainly on our proprietary VSAT technology and related products and services. We establish and protect proprietary rights and technology used in our products by the use of patents, trade secrets, copyrights and trademarks. We also utilize non-disclosure and intellectual property assignment agreements. Because of the rapid technological changes and innovation that characterize the network communications industry, our success will depend in large part on our ability to protect and defend our intellectual property rights. Our actions to protect our proprietary rights in our VSAT technology and related products may be insufficient to prevent others from developing products similar to our products. In addition, the laws of many foreign countries do not protect our intellectual property rights to the same extent as the laws of the U.S. If we are unable to protect our intellectual property, our ability to operate our business and generate expected revenues may be harmed.

We depend on a single facility in Israel and are susceptible to any event that could adversely affect its condition.

Most of our laboratory capacity, our principal offices and principal research and development facilities are concentrated in a single location in Israel. Fire, natural disaster or any other cause of material disruption in our operation in this location could have a material adverse effect on our business, financial condition and operating results. As discussed above, to remain competitive in the network communications industry, we must respond quickly to technological developments. Damage to our facility in Israel could cause serious delays in the development of new products and services and, therefore, could adversely affect our business. In addition, the particular risks relating to our location in Israel are described below.

Our international sales expose us to changes in foreign regulations and tariffs, tax exposures, political instability and other risks inherent to international business, any of which could adversely affect our operations.

We sell and distribute our products and provide our services internationally, particularly in the U.S., Latin America, Asia, Africa and Europe. A component of our strategy is to continue to expand into new international markets. Our operations can be limited or disrupted by various factors known to affect international trade. These factors include the following:

- imposition of governmental controls, regulations and taxation which might include a government s decision to raise import tariffs or license fees in countries in which we do business;
- government regulations that may prevent us from choosing our business partners or restrict our activities. For example, a particular Latin American country may decide that high-speed data networks used to provide access to the Internet should be made available generally to Internet service providers and may require us to provide our wholesale service to any Internet service provider that request it, including entities that compete with us. If we become subject to any additional obligations such as these, we would be forced to comply with potentially costly requirements and limitations on our business activities, which could result in a substantial reduction in our revenue;
- tax exposures in various jurisdictions relating to our activities throughout the world;
- political and/or economic instability in countries in which we do or desire to do business. For example, economic instability in Brazil has led to volatility of the value of the Brazilian Reals. Such unexpected changes have had an adverse affect on the gross margin of our projects in Brazil. We also face similar risks from potential or current political and economic instability as well as volatility of foreign

currencies in countries such as Colombia, Russia, Kazakhstan, Angola, and India.

trade restrictions and changes in tariffs which could lead to an increase in costs associated with doing business in foreign countries;

difficulties in staffing and managing foreign operations that might mandate employing staff in the U.S. and Israel to manage foreign operations. This change could have an adverse effect on the profitability of certain projects;

longer payment cycles and difficulties in collecting accounts receivable;

seasonal reductions in business activities;

foreign exchange risks due to fluctuations in local currencies relative to the dollar; and

relevant zoning ordinances that may restrict the installation of satellite antennas and might also reduce market demand for our service. Additionally, authorities may increase regulation regarding the potential radiation hazard posed by transmitting earth station satellite antennas emissions of radio frequency energy that may negatively impact our business plan and revenues.

Any decline in commercial business in any country may have an adverse effect on our business as these trends often lead to a decline in technology purchases or upgrades by private companies. We expect that in difficult economic periods, such as the current recession, countries in which we do business will find it more difficult to raise financing from investors for the further development of the telecommunications industry, and private companies will find it more difficult to finance the purchase or upgrade of our technology. Any such changes could adversely affect our business in these and other countries.

We may face difficulties in obtaining regulatory approvals for our telecommunication services, which could adversely affect our operations.

Our telecommunication services require licenses and approvals by the Federal Communications Commission, or FCC, in the U.S., and by regulatory bodies in other countries. In the U.S., the operation of satellite earth station facilities and VSAT systems such as ours are prohibited except under licenses issued by the FCC. We must also obtain approval of the regulatory authority in each country in which we propose to provide network services or operate VSATs. The approval process in Latin America and elsewhere can often take a substantial amount of time and require substantial resources.

In addition, any approvals that are granted may be subject to conditions that may restrict our activities or otherwise adversely affect our operations. Also, after obtaining the required approvals, the regulating agencies may, at any time, impose additional requirements on our operations. We cannot assure you that we will be able to comply with any new requirements or conditions imposed by such regulating agencies on a timely or economically efficient basis.

Our lengthy sales cycles could harm our results of operations if forecasted sales are delayed or do not occur.

The length of time between the date of initial contact with a potential customer or sponsor and the execution of a contract with the potential customer or sponsor may be lengthy and vary significantly depending on the nature of the arrangement. During any given sales cycle, we may expend substantial funds and management resources and not obtain significant revenue, resulting in a negative impact on our operating results.

In the past year, we have seen longer sales cycles, primarily in the emerging markets. If this trend continues and is exacerbated, it could have an adverse effect on our ability to achieve profitability.

Our operating results may vary significantly from quarter to quarter and these quarterly variations in operating results, as well as other factors, may contribute to the volatility of the market price of our shares.

Our operating results have and may continue to vary significantly from quarter to quarter. The causes of fluctuations include, among other things:

the timing, size and composition of orders from customers;

the timing of introducing new products and product enhancements by us and the level of their market acceptance;

the mix of products and services we offer; and

the changes in the competitive environment in which we operate.

The quarterly variation of our operating results, may, in turn, create volatility in the market price for our shares. Other factors that may contribute to wide fluctuations in our market price, many of which are beyond our control, include, but are not limited to:

economic instability;

announcements of technological innovations;

customer orders or new products or contracts;

competitors' positions in the market;

changes in financial estimates by securities analysts;

conditions and trends in the VSAT and other technology industries;

our earnings releases and the earnings releases of our competitors; and

the general state of the securities markets (with particular emphasis on the technology and Israeli sectors thereof).

In addition to the volatility of the market price of our shares, the stock market in general and the market for technology companies in particular have been highly volatile and at times thinly traded. Investors may not be able to resell their shares during and following periods of volatility.

We may at times be subject to claims by third parties alleging that we are infringing on their intellectual property rights. We may be required to commence litigation to protect our intellectual property rights. Any intellectual property litigation may continue for an extended period and may materially adversely affect our business, financial condition and operating results.

There are numerous patents, both pending and issued, in the network communications industry. We may unknowingly infringe on a patent. We may from time to time be notified of claims that we are infringing on the patents, copyrights or other intellectual property rights owned by third parties. While we do not believe that we have in the past or are at present infringed on any intellectual property rights of third parties, we cannot assure you that we will not be subject to such claims.

In addition, we may be required to commence litigation to protect our intellectual property rights and trade secrets, to determine the validity and scope of the proprietary rights of others or to defend against third-party claims of invalidity. An adverse result in any litigation could force us to pay substantial damages, stop designing or manufacturing, using and selling the infringing products, spend significant resources to develop non-infringing technology, discontinue using certain processes or obtain licenses to use the infringing technology. In addition, we may not be able to develop non-infringing technology, and we may not be able to find appropriate licenses on reasonably satisfactory terms. Any such litigation could result in substantial costs and diversion of resources and could have a material adverse effect on our business, financial condition and operating results.

Potential product liability claims relating to our products could have a material adverse effect on our business.

We may be subject to product liability claims relating to the products we sell. Potential product liability claims could include those for exposure to electromagnetic radiation from the antennas we provide. Our agreements with our business customers generally contain provisions designed to limit our exposure to potential product liability claims. We also maintain a product liability insurance policy. However, our

insurance may not cover all relevant claims or may not provide sufficient coverage. To date, we have not experienced any material product liability claim. Our business, financial condition and operating results could be materially adversely affected if costs resulting from future claims are not covered by our insurance or exceed our coverage.

Our insurance coverage may not be sufficient for every aspect or risk related to our business.

Our business includes risks, only some of which are covered by our insurance. For example, in many of our satellite capacity agreements, we do not have a back up for satellite capacity, and we do not have indemnification or insurance in the event that our supplier s satellite malfunctions or is lost. In addition, we are not covered by our insurance for acts of fraud or theft. Our business, financial condition and operating results could be materially adversely affected if we incur significant costs resulting from these exposures.

We may engage in acquisitions that could harm our business, results of operations and financial condition, and dilute our shareholders equity.

We have a corporate business development team whose goal is to pursue new business opportunities. This team pursues growth opportunities through internal development and through the acquisition of complementary businesses, products and technologies. We are unable to predict whether or when any prospective acquisition will be completed. The process of integrating an acquired business may be prolonged due to unforeseen difficulties and may require a disproportionate amount of our resources and management s attention. We cannot assure you that we will be able to successfully identify suitable acquisition candidates, complete acquisitions, integrate acquired businesses into our operations, or expand into new markets. Further, once integrated, acquisitions may not achieve comparable levels of revenues, profitability or productivity as our existing business or otherwise perform as expected. The occurrence of any of these events could harm our business, financial condition or results of operations. Future acquisitions may require substantial capital resources, which may not be available to us or may require us to seek additional debt or equity financing. Future acquisitions by us could result in the following, any of which could seriously harm our results of operations or the price of our shares:

issuance of equity securities that would dilute our current shareholders' percentages of ownership;

large one-time write-offs;

the incurrence of debt and contingent liabilities;

difficulties in the assimilation and integration of operations, personnel, technologies, products and information systems of the acquired companies;

diversion of management's attention from other business concerns;

contractual disputes;

risks of entering geographic and business markets in which we have no or only limited prior experience; and

potential loss of key employees of acquired organizations.

Our failure to manage growth effectively could impair our business, financial condition and results of operations.

Risks Related to Ownership of Our Ordinary Shares

Our share price has been highly volatile and may continue to be volatile and decline.

The trading price of our shares has fluctuated widely in the past and may continue to do so in the future as a result of a number of factors, many of which are outside our control. In addition, the stock market has experienced extreme price and volume fluctuations that have affected the market prices of many technology companies, particularly telecommunication and Internet-related companies, and that have often been unrelated or disproportionate to the operating performance of these companies. These broad market fluctuations could adversely affect the market price of our shares. In the past, following periods of volatility in the market price of a particular company s securities, securities class action litigation has often been brought against that company. Securities class action litigation could result in substantial costs and a diversion of

our management s attention and resources.

If U.S. tax authorities were to treat us as a "passive foreign investment company", that could have an adverse consequences on U.S. holders.

Holders of our ordinary shares who are United States residents face income tax risks. There is a risk that we will be treated as a passive foreign investment company. Our treatment as a passive foreign investment company could result in a reduction in the after-tax return to the holders of our ordinary shares and would likely cause a reduction in the value of such shares. A foreign corporation will be treated as a passive foreign investment company for U.S. federal income tax purposes if either (1) at least 75% of its gross income for any taxable year consists of certain types of passive income, or (2) at least 50% of the average value of the corporation s gross assets produce, or are held for the production of, such types of passive income. For purposes of these tests, passive income includes dividends, interest, gains from the sale or exchange of investment property and rents and royalties other than rents and royalties that are received from unrelated parties in connection with the active conduct of trade or business. For purposes of these tests, income derived from the performance of services does not constitute passive income. Those holders of shares in a passive foreign investment company who are citizens or residents of the United States or domestic entities would alternatively be subject to a special adverse U.S. federal income tax regime with respect to the income derived by the passive foreign investment company, the distributions they receive from the passive foreign investment company and the gain, if any, they derive from the sale or other disposition of their shares in the passive foreign investment company. In particular, any dividends paid by us would not be treated as qualified dividend income eligible for preferential tax rates in the hands of non-corporate U.S. shareholders.

The concentration of our ordinary share ownership may limit our shareholders ability to influence corporate matters.

As of March 31, 2009, York Capital Management, or York, and entities affiliated with them beneficially own or vote approximately 20% of our outstanding ordinary shares. As a result, York may have a substantial influence over all matters that require approval by our shareholders, including the election of directors and approval of significant corporate transactions. As a result, corporate actions might be taken even if other shareholders oppose them. This concentration of ownership might also have the effect of delaying or preventing a change of control of our company that other shareholders may view as beneficial.

Future sales of our ordinary shares and the future exercise of options may cause the market price of our ordinary shares to decline and may result in substantial dilution.

We cannot predict what effect, if any, future sales of our ordinary shares by York and our other 5% shareholders, or the availability of our ordinary shares for future sale, including shares issuable upon the exercise of our options, will have on the market price of our ordinary shares. Sales of substantial amounts of our ordinary shares in the public market by our 5% shareholders, or the perception that such sales could occur, could adversely affect the market price of our ordinary shares and may make it more difficult for you to sell your ordinary shares at a time and price you deem appropriate.

We have never paid cash dividends and have no intention to pay dividends in the foreseeable future.

We have never paid cash dividends on our shares and do not anticipate paying any cash dividends in the foreseeable future. We intend to continue retaining earnings for use in our business, in particular to fund our research and development, which are important to capitalize on technological changes and develop new products and applications. In addition, the terms of some of our financing arrangements restrict us from paying dividends to our shareholders.

Our ordinary shares are traded on more than one market and this may result in price variations.

Our ordinary shares are traded on the NASDAQ Global Market and on the Tel Aviv Stock Exchange. Trading in our ordinary shares on these markets is made in different currencies (U.S. dollars on the NASDAQ Global Market, and new Israeli Shekels, or NIS, on the Tel Aviv Stock Exchange), and at different times (resulting from different time zones, different trading days and different public holidays in the U.S. and Israel). Consequently, the trading prices of our ordinary shares on these two markets often differ. Any decrease in the trading price of our ordinary shares on one of these markets could cause a decrease in the trading price of our ordinary shares on the other market.

A request for a class action lawsuit has been filed against us and the results, if admitted as a formal class action in the District Court of Jerusalem, could have an adverse effect on our business.

In October 2008, a lawsuit and a motion for its approval as a class action proceeding was filed in the District Court of Jerusalem by eight individuals and Israeli companies against us, claiming damages based on the amounts the shareholders would have been paid had the aborted merger agreement with the consortium of investors closed.

We have filed a response and request to dismiss the motion which is pending. We believe that the allegations against us and certain of our current and former officers and directors are without merit and intend to contest them vigorously. However, these legal proceedings are in the preliminary stages and we cannot predict their outcome. The litigation process is inherently uncertain. If we are not successful in defending these legal proceedings, we could incur substantial monetary judgments or penalties in excess of available insurance coverage or result in damage to our reputation, and whether or not we are successful, the proceedings could result in substantial costs and may occupy a significant amount of time and attention of our senior management.

Risks Related To Regulatory Matters

We have historically relied, and in the future intend to rely, upon tax benefits from the State of Israel to reduce our taxable income. The termination or reduction of these tax benefits would significantly increase our costs and could have a material adverse effect on our financial condition and results of operations.

Under the Israeli Law for Encouragement of Capital Investments, 1959 (Investment Law), portions of our Israeli facility qualify as Approved Enterprises. As a result, we have been eligible for tax benefits for the first several years in which we generated taxable income from such Approved Enterprise. Our historical operating results reflect substantial tax benefits, including tax exemptions and decreased tax rates up to December 31, 2000. In 2001, 2002 and 2003, we had substantial losses for tax purposes and a decrease in revenues and therefore could not realize any tax benefits since then due to current and/or carry forward losses. On April 1, 2005, an amendment to the Investment Law, or the Amendment, came into effect, and has significantly changed the provisions of the Investment Law and the criteria for new investments qualified to receive tax benefits. The Amendment enacted major changes in the manner in which tax benefits are awarded under the Investment Law so that companies no longer require approval of the Investment Center of the Ministry of Industry, Commerce and Labor of the State of Israel, or the Investment Center, in order to qualify for tax benefits. The Amendment will be applied to new approved enterprises, and there is no assurance that we will, in the future, be eligible to receive additional tax benefits under this law. Our financial condition and results of operations could suffer if the Israeli government terminated or reduced the current tax benefits available to us.

In order to be eligible for these tax benefits under the Amendment, we must comply with two material conditions. We must invest a specified amount in property and equipment in Israel, and at least 25% of each new Approved Enterprise income should be derived from export. We believe we have complied with these conditions, but we have not received confirmation of our compliance from the Israeli government. If we fail in the future to comply in whole or in part with these conditions, we may be required to pay additional taxes and would likely be denied these tax benefits in the future, which could harm our financial condition and results of operations. For additional information concerning Israeli taxation, please see Israeli Taxation.

The transfer and use of some of our technology and its production is limited because of the research and development grants we received from the Israeli government to develop such technology.

Our research and development efforts associated with the development of certain of our legacy products have been partially financed through grants from the Office of the Chief Scientist of the Israeli Ministry of Industry, Trade and Labor. We may be subject to certain restrictions under the terms of the Chief Scientist grants. Specifically, any product incorporating technology developed with the funding provided by these grants may not be manufactured, nor may the technology which is embodied in our products be transferred outside of Israel without appropriate governmental approvals. These restrictions do not apply to the sale or export from Israel of our products developed with this technology.

Your rights and responsibilities as a shareholder are governed by Israeli law and differ in some respects from those under Delaware law.

Because we are an Israeli company, the rights and responsibilities of our shareholders are governed by our articles of association and by Israeli law. These rights and responsibilities differ in some respects from the rights and responsibilities of shareholders in a Delaware corporation. In particular, a shareholder of an Israeli company has a duty to act in good faith towards the company and other shareholders and to refrain from abusing his, her or its power in the company, including, among other things, in voting at the general meeting of shareholders on

certain matters. Israeli law provides that these duties are applicable to shareholder votes on, among other things, amendments to a company s articles of association, increases in a company s authorized share capital, mergers and interested party transactions requiring shareholder approval. In addition, a shareholder who knows that it possesses the power to determine the outcome of a shareholders vote or to appoint or prevent the appointment of a director or executive officer in the company has a duty of fairness towards the company. However, Israeli law does not define the substance of this duty of fairness. Because Israeli corporate law has undergone extensive revisions in recent years, there is little case law available to assist in understanding the implications of these provisions that govern shareholder behavior.

As a foreign private issuer whose shares are listed on the NASDAQ Global Market, we may follow certain home country corporate governance practices instead of certain NASDAQ requirements, which may not afford shareholders with the same protections that shareholders of domestic companies have.

As a foreign private issuer whose shares are listed on the NASDAQ Global Market, we are permitted to follow certain home country corporate governance practices instead of certain requirements of the NASDAQ Marketplace Rules. A foreign private issuer that elects to follow a home country practice instead of such requirements must submit to NASDAQ in advance a written statement from an independent counsel in such issuer s home country certifying that the issuer s practices are not prohibited by the home country s laws. In addition, a foreign private issuer must disclose in its annual reports filed with the Securities and Exchange Commission each such requirement that it does not follow and describe the home country practice followed by the issuer instead of any such requirement. As an Israeli company listed on the NASDAQ Global Market, we expect to follow home country practice with regard to, among other things, composition of the board of directors, director nomination procedure, compensation of officers, distribution of annual reports to shareholders and quorum at shareholders meetings. In addition, we expect to follow Israeli law instead of the NASDAQ Marketplace Rules that require that we obtain shareholder approval for certain dilutive events, such as for the establishment or amendment of certain equity-based compensation plans, an issuance that will result in a change of control of the company, certain transactions other than a public offering involving issuances of a 20% or more interest in the company and certain acquisitions of the stock or assets of another company.

We may fail to maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act of 2002, which could have an adverse effect on our financial results and the market price of our ordinary shares.

The Sarbanes-Oxley Act of 2002 imposes certain duties on us and our executives and directors. Our efforts to comply with the requirements of Section 404, which started in connection with our 2006 Annual Report on Form 20-F, have resulted in increased general and administrative expense and a diversion of management time and attention, and we expect these efforts to require the continued commitment of resources. Section 404 of the Sarbanes-Oxley Act requires us to provide (i) management s annual review and evaluation of our internal control over financial reporting and (ii) a statement by management that its independent registered public accounting firm has issued an attestation report on our internal control over financial reporting, in connection with the filing of the Annual Report on Form 20-F for each fiscal year. The rules governing the standards that must be met for management to assess our internal control over financial reporting are complex and require significant documentation, testing and possible remediation to meet the detailed standards under the rules. During the course of its testing, our management may identify material weaknesses or significant deficiencies, which may not be remedied prior to the deadline imposed by the Sarbanes-Oxley Act. If we fail to maintain the adequacy of our internal controls, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal controls over financial reporting. Failure to maintain effective internal controls over financial reporting could result in investigation or sanctions by regulatory authorities, and could have a material adverse effect on our operating results, investor confidence in our reported financial information, and the market price of our ordinary shares.

Risks Related to Our Location in Israel

Political and economic conditions in Israel may limit our ability to produce and sell our products. This could have a material adverse effect on our operations and business.

We are incorporated under the laws of the State of Israel, where we also maintain our headquarters and most of our research and development and manufacturing facilities. Political, economic and security conditions in Israel directly influence us. Since the establishment of the State of Israel in 1948, Israel and its Arab neighbors have engaged in a number of armed conflicts. A state of hostility, varying in degree and intensity, has led to security and economic problems for Israel. Major hostilities between Israel and its neighbors may hinder Israel s international trade and lead to economic downturn. This, in turn, could have a material adverse effect on our operations and business.

There has been an increase in unrest and terrorist activity in Israel, which began in September 2000 and which has continued with varying levels of severity through 2008. The future effect of this deterioration and violence on the Israeli economy and our operations is unclear. The election of representatives of the Hamas movement to a majority of seats in the Palestinian Legislative Council in January 2006 resulted in an escalation in violence among Israel, the Palestinian Authority and other groups. In July 2006, extensive hostilities began along Israel s northern border with Lebanon and to a lesser extent in the Gaza Strip. In January 2009, Israel attacked Hamas strongholds in the Gaza strip, in reaction to rockets that were fired from Gaza and which landed in Israel. Ongoing violence between Israel and the Palestinians as well as tension between Israel and the neighboring Syria and Lebanon may have a material adverse effect on our business, financial condition and results of operations.

Furthermore, there are a number of countries, primarily in the Middle East, as well as Malaysia and Indonesia, that restrict business with Israel or Israeli companies, and we are precluded from marketing our products directly to these countries. Restrictive laws or policies directed towards Israel or Israeli businesses may have an adverse impact on our operations, our financial results or the expansion of our business.

Our results of operations may be negatively affected by the obligation of our personnel to perform military service.

Many of our employees in Israel are obligated to perform annual reserve duty in the Israeli Defense Forces and may be called for active duty under emergency circumstances at any time. If a military conflict or war arises, these individuals could be required to serve in the military for extended periods of time. Our operations could be disrupted by the absence for a significant period of one or more of our key employees or a significant number of other employees due to military service. Any disruption in our operations could adversely affect our business.

Because most of our revenues are generated in dollars or are linked to the dollar while a portion of our expenses are incurred in NIS, our results of operations would be adversely affected if inflation in Israel is not offset on a timely basis by a devaluation of the NIS against the dollar.

Most of our revenues are in dollars or are linked to the dollar, while a portion of our expenses, principally salaries and related personnel expenses, are in NIS. Therefore, our NIS related costs, as expressed in U.S. dollars, are influenced by the exchange rate between the U.S. dollar and the NIS. During 2008, the NIS appreciated against the U.S. dollar, which resulted in a significant increase in the U.S. dollar cost of our NIS expenses. We are also exposed to the risk that the rate of inflation in Israel will exceed the rate of devaluation of the NIS in relation to the dollar or that the timing of this devaluation lags behind inflation in Israel. This would have the effect of increasing the dollar cost of our operations. In the past, the NIS has devalued against foreign currencies, generally reflecting inflation rate differentials. We cannot predict any future trends in the rate of inflation in Israel or the rate of devaluation or appreciation of the NIS against the dollar. If the dollar cost of our operations in Israel increases, our dollar-measured results of operations will be adversely affected.

You may not be able to enforce civil liabilities in the U.S. against our officers and directors.

Most of our executive officers are non-residents of the U.S. A significant portion of our assets and the personal assets of most of our directors and executive officers are located outside the U.S. Therefore, it may be difficult to effect service of process upon any of these persons within the U.S. In addition, a judgment obtained in the U.S. against us, and most of our directors and executive officers, including but not limited to judgments based on the civil liability provisions of the U.S. federal securities laws, may not be collectible in the U.S.

Generally, it may also be difficult to bring an original action in an Israeli court to enforce judgments based upon the U.S. federal securities laws against us and most of our directors and executive officers. Subject to particular time limitations, executory judgments of a U.S. court for liquidated damages in civil matters may be enforced by an Israeli court, provided that:

the judgment was obtained after due process before a court of competent jurisdiction, that recognizes and enforces similar judgments of Israeli courts, and according to the rules of private international law currently prevailing in Israel;

adequate service of process was effected and the defendant had a reasonable opportunity to be heard;

the judgment and its enforcement are not contrary to the law, public policy, security or sovereignty of the State of Israel;

the judgment was not obtained by fraud and does not conflict with any other valid judgment in the same matter between the same parties;

the judgment is no longer appealable; and

an action between the same parties in the same matter is not pending in any Israeli court at the time the lawsuit is instituted in the foreign court.

If a foreign judgment is enforced by an Israeli court, it will be payable in Israeli currency.

Additionally, it may be difficult for an investor or any other person or entity, to assert U.S. securities law claims in original actions instituted in Israel. Israeli courts may refuse to hear a claim based on a violation of U.S. securities laws on the ground that Israel is not the most appropriate forum in which to bring such a claim. Even if an Israeli court agrees to hear a claim, it may determine that Israeli law is applicable to the claim. Certain matters of procedures will also be governed by Israeli law.

Israeli law may delay, prevent or make difficult a merger with, or an acquisition of us, which could prevent a change of control and therefore depress the price of our shares.

Provisions of Israeli law may delay, prevent or make undesirable a merger or an acquisition of all or a significant portion of our shares or assets. Israeli corporate law regulates acquisitions of shares through tender offers and mergers, requires special approvals for transactions involving significant shareholders and regulates other matters that may be relevant to these types of transactions. These provisions of Israeli law could have the effect of delaying or preventing a change in control and may make it more difficult for a third party to acquire us, even if doing so would be beneficial to our shareholders. These provisions may limit the price that investors may be willing to pay in the future for our ordinary shares. Furthermore, Israeli tax considerations may make potential transactions undesirable to us or to some of our shareholders.

Under current Israeli law, we may not be able to enforce covenants not to compete and therefore may be unable to prevent our competitors from benefiting from the expertise of some of our former employees.

We currently have non-competition clauses in the employment agreements of nearly all of our employees. The provisions of such clauses prohibit our employees, if they cease working for us, from directly competing with us or working for our competitors. Recently, Israeli courts have required employers, seeking to enforce non-compete undertakings against former employees, to demonstrate that the competitive activities of the former employee will cause harm to one of a limited number of material interests of the employer recognized by the courts (for example, the confidentiality of certain commercial information or a company s intellectual property). In the event that any of our employees chooses to leave and work for one of our competitors, we may be unable to prevent our competitors from benefiting from the expertise our former employee obtained from us, if we cannot demonstrate to the court that we would be harmed.

ITEM 4: INFORMATION ON THE COMPANY

OUR BUSINESS

We are a leading global provider of Internet Protocol, or IP, based digital satellite communication and networking products and services. We design, produce and market VSATs, or very small aperture terminals, and related VSAT network equipment. VSATs are earth-based terminals that transmit and receive broadband, Internet, voice, data and video via satellite. VSAT networks combine a large central earth station, called a hub, with multiple remote sites (ranging from tens to thousands of sites), which communicate via satellite. VSAT networks have significant advantages to wireline and wireless networks, as VSATs can provide highly reliable, cost-effective, end-to-end communications regardless of the number of sites or their geographic locations.

We have a large installed customer base and have shipped more than 750,000 VSAT units to customers in over 85 countries on six continents since 1989. We have 16 sales and service offices worldwide and two call centers to support our customers. Our products are primarily sold to communication service providers and operators that use VSATs to serve enterprise, government and residential users. Also, in the U.S. and certain countries in Latin America, we provide services directly to end users in various market segments.

We currently operate three complementary, vertically-integrated business units:

Gilat Network Systems, or GNS, is a provider of VSAT-based networks and associated professional services, including turnkey and management services, to telecom operators worldwide. According to the latest COMSYS VSAT Report, published in 2007 by Communications Systems Limited, or COMSYS (which refers to a market study from 2006), a leading satellite industry research firm, we are the second-largest manufacturer of VSATs, with a 23.5% market share of shipped VSATs and the leading provider to the international market (comprised of all countries other than the U.S. and Canada). We also provide industry specific solutions for cellular backhaul, business continuity and disaster recovery. In the year ended December 31, 2008, we derived approximately 51% of our revenues from GNS. GNS s representative customers include Brazil Telecom, Optus in Australia, Bharti in India, ICE in Costa Rica, Nepal Telecom, Telkom in South Africa and Telefonica in Latin America.

Spacenet Inc., or Spacenet, provides satellite and hybrid terrestrial network services to enterprise, government, small office/home office, or SOHO, and residential customers in the U.S. Spacenet provides three primary lines of service: custom networks, commercial grade service known as Connexstar, and StarBand service. According to the COMSYS report, we have a 19.5% market share of U.S. VSAT enterprise sites. In the year ended December 31, 2008, we derived approximately 40% of our revenues from Spacenet. Spacenet s representative customers include Dollar General, Goodyear, Intercontinental Hotels Group, USPS/Verizon, Scientific Games, Intralot, Boston Market, Valero, Sunoco and Kroger.

Spacenet Rural Communications, or SRC, provides telephony, Internet and data services primarily for rural communities in emerging markets in Latin America under projects that are subsidized by government entities. We believe that we are the largest rural satellite telecom provider in Latin America, and currently have approximately 16,000 operational sites. In the year ended December 31, 2008, we derived approximately 9% of our revenues from SRC.

We have diversified revenue streams that result from both sales of products and services. In the year ended December 31, 2008, approximately 56% of our revenues were derived from product sales and 44% from services. Our service revenues are derived from long-term contracts of three to six years, which provide stability and visibility into future revenues. As of December 31, 2008, we had a backlog of $195 million for equipment and multi-year service contracts. During the same period, we derived 40% of our revenues from the U.S., 27% from South and Central America, 15% from Asia, 13% from Africa and 5% from Europe.

We were incorporated in Israel in 1987 and shipped our first generation VSAT in 1989. Since then, we have been among the technological leaders in the VSAT industry. Our continuous investment in research and development has resulted in the development of new and industry-leading VSAT products and our intellectual property portfolio includes 60 issued patents (27 U.S. and 33 foreign). As of December 31, 2008, we had 966 employees, including 163 persons engaged in research, development and engineering activities.

Industry Overview

Satellite networks are comprised of multiple ground stations that communicate through a satellite in orbit, providing continent-wide wireless connectivity. VSAT networks are used to provide a variety of connectivity applications such as broadband data, video and voice. VSAT networks are usually deployed in a hub-and-spoke configuration, with customer locations connecting via satellite to a central hub facility. The value chain of VSAT satellite networks consists of the following four main elements:

Satellite operators provide satellite transponder capacity on satellites positioned in geostationary orbit above the equator. Once in orbit, a satellite beam can typically service a geographic area the size of the continental U.S. or larger. The satellite receives information from a VSAT or the network hub, amplifies it and transmits it back to earth on a different frequency. Satellite operators sell the capacity in a variety of leasing agreements to their customers. The current generation of high-power satellites uses Ku-band frequencies. Other frequencies are C-band and the more recently introduced Ka-band which usually operates on a multi-beam configuration. Our technology is compatible with C-band, Ku-band and Ka-band satellites including special extended C-band and extended Ku-band satellites. Some of the leading satellite operators are Intelsat, SES and Eutelsat.

Ground station equipment providers manufacture VSAT network equipment that combine a large central earth station, called a hub, with multiple remote sites (ranging from tens to thousands of sites) which communicate via satellite. GNS is a leading ground station equipment provider.

Communication service providers buy equipment from ground station equipment providers, install and maintain such equipment, lease capacity from satellite operators and sell a full package of communication services to the end user. Spacenet and SRC are leading communication service providers in the U.S. and Latin America, respectively.

End users are customers that use equipment and satellite communication services. Examples of end users range from enterprises, to governments, to residential consumers.

VSAT networks have a diverse range of uses and applications, and provide communication services as a stand-alone, alternate to, or complementary to wireline and wireless networks. We believe that the advantages of VSAT networks include:

Universal availability VSATs provide service to any location within a satellite footprint.

Timely implementation Large networks can be deployed within a few weeks.

Broadcast and multicast capabilities Satellite is an ideal solution for broadcast and multicast transmission as the satellite signal is simultaneously received by any group of users in the satellite footprint.

Reliability and service availability VSAT network availability is high due to the satellite and ground equipment reliability, the small number of components in the network and terrestrial infrastructure independence.

Scalability VSAT networks scale easily from a single site to thousands of locations.

Cost-effectiveness The cost of VSAT networks is independent of distance and therefore it is a cost-effective solution for networks comprised of multiple sites in remote locations.

Applications delivery Wide variety of customer applications such as e-mail, virtual private networks, or VPN, video, voice, Internet access, distance learning, content distribution and financial transactions.

Portability VSAT solutions can be mounted on vehicles or deployed rapidly in fixed locations, then relocated or moved as required.

Given the technological and implementation benefits afforded by VSAT networks, we believe that the market for VSAT products and services will continue to grow.

According to a Northern Sky Research report from 2008, the number of broadband satellite sites and subscribers is expected to grow at a compounded annual growth rate, or CAGR, of 14.2% through 2017. While the Northern Sky Research measures both consumer and enterprise sites, Gilat currently provides solutions primarily to the enterprise market.

According to the Northern Sky Research report, the global broadband satellite services market is expected to have a CAGR of 10.2% through 2011.

We believe that there are four primary categories of markets that require VSAT products and services:

Enterprise and Business. These end-users include large companies and organizations, government entities, small medium enterprises, or SMEs, and SOHO end users. For enterprises, VSAT networks offer network connectivity and deliver voice, data and video within corporations (known as corporate intranets), Internet access, transaction-based connectivity to enable on-line data delivery such as point-of-sale (credit and debit card authorization), inventory control and real time stock exchange trading. According to the Northern Sky Research report, SME base of two-way broadband VSAT sites accounted for 19% of the global installed base in 2007

High-End. The high-end market consists of customers that have more demanding requirements of network performance. These requirements usually include better level of Qualilty of Service, or QoS, than the typical user, higher speed connectivity, segregation of their traffic from other users traffic and more control over the network. Some examples of customers belonging to the high-end market are industrial energy organizations such as oil & gas and mining companies, militaries, maritime companies and mobile operators.

Rural Telecommunications. The rural telecommunications market is comprised of communities throughout the world that require telephone, facsimile and Internet access in areas that are underserved by existing telecommunications services. These communication services are usually provided to the rural population via government-subsidized initiatives. This market sector is comprised of Build-Operate projects, in which governments subsidize the establishment and the operation of a rural network to be served by a satellite, wireless or cellular service provider that is usually selected in a bid process. According to the 2006 GSM Association Universal Access Report, 57 out of the 92 emerging market and developing countries sampled for their study have plans to establish universal service funds, or USFs, within their jurisdictions to meet local telephony and Internet service requirements. According to this report, the USFs jointly collected approximately $6.0 billion worldwide through 2006, out of which $1.62 billion has been redistributed to the telecommunications industry. In other instances, local communications operators have USOs which require them to serve rural areas lacking terrestrial infrastructure. Some local communications operators elect to fulfill this obligation by hiring third parties in a model known as Build-Operate-Transfer. In these instances, the network is established and made operational by a third party service provider and then transferred to the operator.

Consumer. The consumer market consists of residential users. These users require a high-speed internet connection similar to a digital subscriber line, or DSL, or cable modem service. According to the Northern Sky Research report, in 2008 83% of these sites were located in North America.

Our Competitive Strengths

We are a leading provider of satellite communication and networking products and services. Our competitive strengths include:

Market leadership in large and growing markets. Since our inception, we have sold more than 750,000 VSATs to customers in over 85 countries. Our customer base includes a large number of satellite-based communications service providers and operators worldwide. In addition, we provide satellite-based communication services primarily to enterprises in the U.S. and we are the largest satellite communications service provider to rural communities in Latin America. The large installed base of our VSAT equipment also provides opportunities for new and incremental sales to existing customers. According to the latest COMSYS report, our global market share to the enterprise market was approximately 23.5%, based on the number of terminals shipped, making us the second largest VSAT manufacturer in the world for this segment.

Technology leadership. We have been at the forefront of VSAT technology and services for 20 years and continue to be an innovator and developer of new satellite technologies. Our highly customizable single platform VSAT technology enables us to provide our customers with a wide range of broadband, Internet, voice, data and video solutions and our product and operations infrastructure is capable of running hubs with greater than 99.99% availability while rolling out thousands of new VSAT site locations each month. We have unified all our legacy product lines under SkyEdge (currently we have a second generation of the platform SkyEdge II) which enables us to focus our research, development and engineering efforts that are supported by 163 persons. This enables us to rapidly develop new features and applications. In addition, by directly serving end-users through our service organizations, we are able to quickly respond to changing market conditions to ensure we maintain our leadership position.

Global presence and local support worldwide. We have sold our products in over 85 countries on six continents. Our products and services are used by a large and diverse group of customers including some of the largest enterprises in the world, several government agencies and many rural communities. We have 16 sales and service offices worldwide. Through our network of offices we are able to maintain a two-tier customer support program offering local support offices and a centralized supply facility.

Complementary business lines. Our three business units, GNS, Spacenet and SRC, enable us to provide a full turnkey solution to our customers by integrating a diverse range of value-added products and services. Our offerings range from VSAT network equipment, installation, operation and maintenance to provide services ranging from broadband, Internet, voice, data and video to managed solutions that are highly flexible and customizable. Our business model enables us to be closely attuned to all of our customers needs and to rapidly adapt to changing market trends. Our VSAT-based networks often serve as a platform for the delivery of a complete system, providing versatile solutions for corporate enterprises, government agencies, SMEs, rural communities, SOHOs and consumers.

Diversified revenue streams and customer base. For the year ended December 31, 2008, approximately 56% of our revenues were generated from products and 44% from services. Our product sales are generally independent equipment orders which often generate maintenance contracts and additional opportunities for future product sales. Our service sales are characterized by long-term contracts that provide a recurring revenue base. In the year ended December 31, 2008, our three business units, GNS, Spacenet and SRC, accounted for 51%, 40% and 9% of our revenues, respectively. We are not overly dependent on any single customer, project or geographic region and no single customer accounted for more than 10% of our revenues.

Strong financial position. Our strong financial position allows us to compete effectively with other companies in our industry. As of December 31, 2008, our total cash was $168.9 million (total cash includes cash and cash equivalents, held to maturity marketable securities, restricted cash and restricted cash held by trustees less short terms bank credits) and we reduced our debt to $34.7 million as of December 31, 2008, from $40.4 million at December 31, 2007. Given the current economic environment our strong cash position gives us a competitive advantage in potential acquisitions and in ongoing business.

Experienced management team. Since July 2005, we have operated under a new management team as well as a new board of directors. Our Chairman and CEO, Amiram Levinberg, is a co-founder of our company and leads a highly experienced executive team of satellite industry veterans. Our new management has refocused our business strategy and continued our financial turnaround.

Our Growth Strategy

Our objective is to leverage our advanced technology and capabilities to:

Enhance our leadership position in our core markets. In the past two years, we have expanded our position in the VSAT market through the development of new products, solutions and services within our target markets. Through the development of our SkyEdge and SkyEdge II products and our end-to-end solution offerings, we are focused on providing innovative products and services required by our customers and end-users. Our research and development efforts will focus on reducing our costs and expanding our product portfolio with new product offerings.

Expand our presence across the communications value chain. We are a leading global provider of VSAT network equipment and services. Gilat is focused on providing more than VSAT equipment and services to our customers by offering a full turnkey service for the management and deployment of the project. In these cases we handle the project management, solution design, equipment procurement, deployment logistics, installation and integration, operational services, maintenance and support.

Focus on emerging markets. We have expanded our focus on rural and emerging markets. Traditionally, it has been considered too costly for service providers to provide full-terrestrial networks to these regions. As a result, many governments either require telecommunications operators to provide communications access through USOs to these communities or provide funding via USFs to subsidize the provision of these services. Available worldwide USF funding is estimated to be around $4 billion in approximately 15 countries. As this communications rollout is adopted, VSAT-based communication networks provide a high quality, cost-effective alternative to terrestrial, wireless and cellular systems. GNS focuses its sales efforts on offering solutions to service providers that are either being required by USOs to facilitate the rural expansion, or on offering solutions to service providers that are utilizing the subsidies created through USFs.

Focus on business continuity/emergency response. We addressed the area of business continuity and emergency response applications by providing secondary networks for continuous operations during network failures or natural disasters. Examples of solutions include integration of a mobile communications kit for a complete on-the-go communication network and Cisco s iComm offered by Spacenet and business continuity solutions such as Cisco s VSAT Network Module and standalone VSATs that provide near-instantaneous failover from a primary circuit to the satellite backup.

Enter new strategic markets. We have identified a number of markets which we believe will be strategic to our future growth, including Broadband Wireless Access, or BWA, solutions and additional government markets. BWA is an emerging technology designed to solve the last mile connectivity problem of rural and remote locations that lack the terrestrial infrastructure. Service providers are using BWA systems to provide a link between end users and communications networks. We have integrated WiMAX into our product portfolio through an OEM agreement and we are leveraging our established sales and distribution channels in order to offer solutions that combine satellite technology with WiMAX.

We also leverage our technology expertise to further develop customized VSAT products, applications and services for the government and government-supported sectors in additional territories. Many governments, including the U.S., require applications with specific communication parameters that are particularly well-suited for satellite networks based on cost and performance. These applications range from border control and sensitive military applications to distance learning and open classroom education programs.

Proactively evaluate acquisitions that will support and enable our growth strategy. As we continue to focus on expanding the target markets for our products, services and solutions, we may have opportunities to acquire companies or technologies that would be complementary or additive to our existing platform and global distribution channels. We will proactively, but selectively, evaluate opportunities to expand our business.

Our Business Units

Gilat Network Systems (GNS)

Overview

GNS is a leading global provider of network systems and associated professional services for satellite communications service providers. Our operational experience in large VSAT networks together with our local offices worldwide enables us to work closely and directly with those service providers. We provide VSAT communication equipment and solutions to the commercial, government and consumer markets.

Our SkyEdge product family, including the SkyEdge and SkyEdge II products allows us to deliver efficient, reliable and affordable broadband connectivity such as Internet, voice, data and video.

We also provide solutions tailored to the requirements of individual industries. Based on our open SkyEdge platform, our solutions provide added value to operators through better performance and integration as well as simpler deployment. One such solution is SkyAbis, which provides cost-effective cellular backhaul for rural communications.

We also support satellite networking through professional services, training and a full range of turnkey solutions and outsourced network operations including Build-Operate-Transfer for networking facilities.

GNS is headquartered in Petah Tikva, Israel and has 13 offices worldwide, with 483 employees. In the year ended December 31, 2008, GNS had revenues of $161.9 million, including sales of $25.3 million to Spacenet and SRC.

Products and Solutions

SkyEdge Family of Products

Our SkyEdge product family is based on a single hub with multiple VSATs to support a variety of services and applications. The products were designed using advanced technology to enable them to process different types of user traffic such as voice, critical data, Internet traffic and video, to handle each type of traffic in an efficient manner and provide the necessary quality of service for each traffic stream. The SkyEdge also includes advanced mechanisms that ensure that the transmissions via the satellite utilize the available satellite bandwidth efficiently and enhance the user experience.

Below is a table that shows the main VSAT products Gilat offers. All of these products are connected to an outdoor RF unit which is mounted on a dish antenna:

Compact IP VSAT

IP

Internet access

ISPs, Consumers

Enterprise VSAT

IP

Internet access,
VoIP, LAN interconnect

SOHO, SME

Telco-grade Modular,
Rack-Mounted
Multi-Service VSAT

IP, voice, mesh

Internet access, LAN interconnect,
legacy voice, VoIP trunking, cellular
backhaul, video contribution

Enterprises, Government, Telecom,
Mobile Operators, Military

Modular
Multi-Service
VSAT

IP, voice, mesh

Internet access,
voice

Rural USO
projects

Outdoor VSAT

IP

Outdoor, IP traffic

Utilities, SCADA,
Security

Solutions

Our VSAT-based networks serve as a platform for the delivery of custom tailored solutions for identified markets. We pre-package, commercialize and sell these end-to-end solutions which offer higher value to our customers. For example, our SkyAbis supports a cellular backhaul application for Global System for Mobile Communications, or GSM, and Code Division Multiple Access, or CDMA, cellular-based stations. Our end-to-end solutions include government communication infrastructure solutions for post offices, elections, military and security and rapid VSAT deployment. We also provide turnkey solutions that include installation, operation and third-party peripheral equipment.

We currently offer the following specialized solutions:

Solution	SkyAbis	Disaster Recovery / Rapid Deployment	Cisco VSAT NM
Description	Cellular traffic backhaul enabling operators to expand their market reach	Transportable and man-pack units, communication solution	Satellite based networking for Cisco router with Cisco VSAT NM
Typical Application	Cellular backhaul for GSM and CDMA networks	On-demand access to voice, data and video	Business continuity, Disaster recovery, Content distribution
Type of customers / verticals	GSM and CDMA cellular operators	Mobile medical units, Mobile ATM, Military and security forces, Fire and police units	Enterprise, Financial sector, Governments
Selected customers	Enitel (Nicaragua), TFL Fiji	Petrobras (Brazil), Netpresa (Mexico), CACI (U.S), H-E-B (U.S)	Cisco sales channel customers, Valero (U.S)

WiMAX Solutions

Gilat offers a comprehensive portfolio of fixed and mobile WiMAX solutions for licensed and license-free frequencies. The product offering, which is provided through an OEM agreement, enables customers to address their broadband wireless access and satellite communications needs through Gilat, as an integrated one-stop-shop solutions provider. The VSAT and WiMAX platforms have been integrated with each other so that a customer deploying this integrated solution will have a common Quality of Service, or QoS for the systems and the WiMAX equipment can be managed via the VSATs.

Turnkey Implementation Capabilities

We provide our customers with end-to-end solutions which include the following:

Project management accompanying the customer through all stages of a project and ensuring that the project objectives are within the predefined scope, time and budget;

Network design translating the customer s requirements into a system to be deployed, performing the sizing and dimensioning of the system and evaluating the available solutions;

Deployment logistics - transportation and rapid installation of equipment in all of the network sites;

Implementation and integration combining our equipment with third party equipment such as solar panel systems and surveillance systems as well as developing tools to allow the customer to monitor and control the system;

Operational services providing professional services, program management, network operations and field services;

Maintenance and support providing 24/7 helpdesk services, on-site technician support and equipment repairs and updates.

Manufacturing, Customer Support and Warranty

Our products are designed and tested primarily at our facilities in Israel. We outsource a significant portion of the manufacturing of our products to third parties. We also work with third-party vendors for the development and manufacture of components integrated into our products, as well as for assembly of components for our products.

We offer a customer care program, which we refer to as SatCare, and professional services programs that improve customer network availability through ongoing support and maintenance cycles. As part of our professional services, we provide:

Outsourced operations such as VSAT installation, service commissioning and hub operations.

Proactive troubleshooting, such as periodic network analysis, to identify symptoms in advance.

Training and certification to ensure customers and local installers are proficient in VSAT operation.

We typically provide a one-year warranty to our customers as part of our standard contract.

GNS Customers and Markets

We sell VSAT communications networks and solutions primarily to service providers. The service providers to whom we sell our products and solutions are primarily serving the enterprise market. We have more than 200 customers worldwide.

Enterprise and service providers use our networks for Internet access, for broadband data, voice and video connectivity and for applications such as credit card authorizations, online banking, corporate intranet, interactive distance learning, lottery transactions, retail point-of-sale, inventory control and Supervisory Control and Data Acquisition, or SCADA, services.

Service providers serving the rural communications market are typically public telephony and Internet operators providing telephony and Internet services through public call offices, telecenters, Internet cafes or pay phones. Some of the rural communication projects are for government customers. Examples of our rural telecom customers include Nepal Telecom and ICE in Costa Rica.

Our VSAT networks also provide underserved areas with a high-speed Internet connection similar to DSL service provided to residential users. An example of such a customer is Optus in Australia.

GNS Sales and Marketing

We use both direct and indirect sales channels to market our products, solutions and services. Most of our revenues are derived from direct sales. Our GNS equipment sales division has organized its marketing activities by geographic areas, with groups or subsidiaries covering most regions of the world. Our sales teams are comprised of account managers and sales engineers (approximately 150 employees), who establish account relationships and determine technical and business requirements for the network. These teams also support the other distribution channels with advanced technical capabilities and application experience. Sales cycles in the VSAT network market vary significantly, with some sales requiring 18 months from an initial lead through signing of the contract and others stemming from an immediate need for product delivery within two to three months. The sales process includes understanding customer needs, several network design iterations, and network demonstrations.

Spacenet Inc.

Overview

Spacenet provides satellite network services to enterprise, government, and small office/home office (SOHO) customers in North America. In addition, we offer our enterprise customers value-added services, including hybrid satellite/terrestrial networks, VoIP, and outsourced network management.

Spacenet s equipment and services are currently deployed at more than 100,000 business, government and residential locations in the U.S. Our customers include Dollar General, Goodyear, Intercontinental Hotels Group, USPS/Verizon, Scientific Games, Intralot, Boston Market, Kroger, Sunoco and Valero. The latest COMSYS report, ranked Spacenet as the second largest satellite network service provider in North America for the enterprise/government market, with a19.5% market share. Our market includes WAN services for retail, energy, oil & gas, financial services, hospitality and government customers, as well as Internet access services for SOHO and residential customers.

Spacenet is based in McLean, Virginia, and has 245 employees. In the year ended December 31, 2008, Spacenet had revenues of $106.3 million.

Services

Spacenet offers prepackaged and custom network services that are sold under the Spacenet, Connexstar and StarBand brand names. These service lines target a variety of markets and applications, as is illustrated in the diagram below:

Service	***StarBand***	***Connexstar Transaction***	***Connexstar Broadband***	***Connexstar Performance***	***Spacenet Custom Networks***
Description	VSAT Internet access services	Low-bandwidth VSAT network	Commercial grade broadband VSAT networks	High-bandwidth VSAT network	VSAT and hybrid terrestrial WANs
Typical applications	Web, E-mail	Credit cards, Point-of-sale, SCADA	Intranet, Credit cards, Back-office applications	VoIP, Video monitoring, Backup networks	Web Based Business Applications, Corporate E-mail, VoIP, Video, Multicast-based file delivery applications
Target Markets	SOHOs	Utilities pipeline networks, Lottery operators	Retail Hospitality, Small business	Disaster recovery, Business continuity, government, Energy exploration	Large enterprise customers
Sample Customers	Residential users	Texas Utilities, Avista Utilities, Georgia Transmission Corp.	FedEx Ground, LandTel, Orbital Data Networks	State and Local Government. Valero	Dollar General, USPS/Verizon, OneOk

Spacenet s custom network services for large enterprise and government customers provide secure private networks specifically sized and tuned to a customer s application, protocol support, QoS and bandwidth needs. These networks may be delivered as a private hub (each set of hub baseband equipment is used for only one customer) or virtual private hub (hub equipment is shared among multiple customers but is logically partitioned to provide private hub benefits at a lower cost). Custom network configurations also include hybrid terrestrial/satellite networks in which Spacenet provides management of both network components, integrating them as a single WAN.

Spacenet s standard Connexstar services are optimized for popular customer applications, and are engineered to provide superior performance compared to other providers one size fits all solutions. Connexstar services are offered in full-time plans for primary network use or as on-demand services for emergency response and business continuity use.

These services are also available in fixed site or transportable configurations for on-the-go communications. All of Spacenet s custom network and standard Connexstar services offer Service Level Agreements, or SLAs, for network reliability, network management and reporting tools, professional program management and implementation assistance, and professional-grade installation and maintenance options.

Network Operations and Customer Support

We operate teleport facilities with Network Operation Centers, or NOCs, in Chicago, Illinois, and Marietta, Georgia. Our operations staff of more than 100 persons supervises network implementation and installation quality assurance, manages shared-hub and private-hub networks, provides first-level and escalated help desk/problem resolution, manages inventory and shipping, and dispatches field service/maintenance technicians. The Chicago NOC facility specializes in operation of high-availability networks for our largest enterprise and government customers. The Marietta NOC facility operates our Connexstar and StarBand services as well as first and second-level call centers. The McLean headquarters facility provides pilot and disaster recovery hub operations, third-tier network escalation and advanced network management services.

For enterprise and government satellite networks, we offer SLAs providing guarantees on network uptime and availability as well as guaranteed network performance and issue resolution time. Spacenet s network management and operations features include diverse and scalable hub and satellite options, centralized network management center, extensive web-based tools for customers, dedicated program management and service automation.

Spacenet Sales and Marketing

We sell our enterprise and government services directly through a team of account executives as well as through a network of approximately 30 authorized enterprise service resellers, primarily telecom carriers, IT integrators and value-added resellers focused on specific industries.

Our StarBand SOHO services are sold both directly and through approximately 150 sales agents, that are typically direct-to-home satellite TV resellers and/or satellite Internet service resellers. Our distribution channel strategy is shown below:

Spacenet Rural Communications

Overview

SRC is a service provider for public telephony and Internet services to rural areas in Latin America, mainly in Peru and Colombia. In these countries, we have built the infrastructure and act as an operator (Build-and-Operate model) in subsidized government projects. Our services include operating public phones and telecenters and distributing pre-paid cards for telephone usage at remote villages. In addition, SRC uses its infrastructure to provide services to enterprise, SME, SOHO and residential customers. SRC also provides outsourcing of VSAT network implementation and operation to other operators in the region.

SRC has offices in Peru and Colombia and employs 255 persons. In the year ended December 31, 2008 SRC had revenues of $24.5 million

SRC Services and Solutions

We began to operate in Peru in 1998, with the award of our first rural telephony project called Frontera Norte for FITEL, with approximately 200 sites. Since then, we have participated in almost every rural communications project launched by the Peruvian government and have won, either wholly or partially, all seven projects. Overall, we operate almost 6,000 telephony sites in Peru, of which approximately 600 have Internet connectivity, and have been awarded over $45 million in government subsidies to build and operate these networks. In addition, we have developed services for private customers, such as Banco de la Nacion, utilizing our current infrastructure and providing those customers with Internet, data and telephony services. Our rural network manages millions of incoming and outgoing minutes every month, serving more than six million people in rural areas. On average, the network in Peru has reduced the distance between rural phone locations from 50km to 5km.

SRC Colombia started operations in 1999 by winning the government s Compartel I project focused on rural telephony. Since then we have been awarded two additional projects with over $100 million in government subsidies in the aggregate.

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Currently, SRC Colombia operates a network of almost 9,000 rural sites spread throughout the country, serving over seven million persons. The services for those rural sites include telephony, Internet, data, fax and other services. In order to comply with government bid requirements, SRC has integrated a variety of technologies into its VSAT based network such as wireless local loop and cellular. The number and mix of these sites is changing in order to meet the requirements of the newly revised agreements with the Ministry of Communications in Colombia.

In addition to its well established operations in Peru and Colombia, SRC provides services to customers in other countries in the region. In Panama, SRC is working with Cable & Wireless to allow it to fulfill its USO with cost efficient technology and high quality service.

Customer Support Operations

SRC complements its services with back office support for subsidized telephony and Internet networks as well as for private Internet, data and telephony clients including a call center, network operations center, field service maintenance and a pre-paid calling card platform and distribution channels.

SRC Customers and Markets

Public Rural Telecom Services:

In a large number of remote and rural areas, primarily in developing countries, there is limited or no telephone or Internet service, due to inadequate terrestrial telecommunications infrastructure. In these areas, VSAT networks utilize existing satellites to rapidly provide high-quality, cost-effective telecommunications solutions. In contrast to terrestrial networks, VSAT networks are simple to reconfigure or expand, relatively immune to difficulties of topography and can be situated almost anywhere. Additionally, VSATs can be installed and connected to a network quickly without the need to rely on local infrastructure. For example, some of our VSATs are powered by solar energy where there is no existing power infrastructure. Our VSATs provide reliable service, seldom require maintenance and, when necessary, repair is relatively simple.

As a result of the above advantages, there is a demand for government-sponsored, VSAT-based bundled services of fixed telephony and Internet access. Many of these government-funded projects have been expanded to provide not only telephony services and Internet access, but to also provide telecenters that can serve the local population. These telecenters typically include PCs, printers, fax machines, photocopiers, VCRs and TVs for educational programs. Additional revenue may be received, both in the form of subsidies and direct revenues from the users, when these additional services are provided. Our rural telecom government customers are Compartel in Colombia and FITEL in Peru.

VSAT Services to Telecom Operators:

In some markets, existing telecom operators are mandated by the government to provide universal services. Providing these services in remote areas is a challenge to these operators, and they sometimes outsource these services to rural telecom service providers. The exact nature of these outsourcing projects varies, but they are typically a Build-Transfer model or a Build-Operate-Transfer model. Cable & Wireless in Panama is SRC s first Build-Operate-Transfer customer.

Enterprise and Government Agencies:

We also provide private network services to selected enterprises and government agencies. These customers contract directly with SRC for VSAT equipment and associated network services to be deployed at customer locations, typically for a contract term of three to five years. We also resell managed terrestrial connectivity equipment and services from facilities-based Local Exchange Carrier partners. One such customer is Banco de la Nacion in Peru.

SRC Sales and Marketing

We use direct sales channels to market our services. Our sales team of account managers and sales engineers are the primary account interfaces and work to establish account relationships and determine technical and business demands.

Competition

The telecommunications industry is a competitive market. In the equipment market, GNS faces competition from other VSAT manufacturers, such as Hughes Network Systems LLC, ViaSat, iDirect and a few other smaller manufacturers.

The U.S. enterprise VSAT market is primarily served by Spacenet and Hughes Network Systems LLC. In addition, more recently, Spacenet s primary competitors in the enterprise WAN market are large terrestrial carriers such as AT&T, Verizon and Qwest.

In Peru and Colombia, where we primarily operate public rural telecom services, we typically encounter competition on government subsidized bids from various service providers, system integrators and consortiums. Some of these competitors offer solutions based on VSAT technology and some on alternate technologies (typically cellular, wireless local loop or WiMAX). As operators that offer terrestrial or cellular networks expand their reach to certain SRC regions, they compete with our VSAT solutions.

Geographic Distribution of our Business

The following table sets forth our revenues by geographic area for the periods indicated below as a percent of our total sales:

	Years Ended December 31,		
	2008	2007	2006
United States	39.9%	33.9%	37.8%
South America and Central America	27.5%	26.9%	32.0%
Asia	14.8%	14.0%	15.3%
Africa	13.3%	12.3%	7.5%
Europe	4.5%	12.9%	7.4%
Total	100.0%	100.0%	100.0%

Capital Expenditures and Divestitures. In 2008, 2007 and 2006, our property and equipment purchases amounted to approximately $13.8 million, $9.3 million and $6.5 million, respectively. These amounts do not include the reclassification of inventory to property and equipment made during 2008, 2007 and 2006 in the amount of approximately $3.4 million, $2.2 million and $9.2 million, respectively. On March 1, 2006 we and SES, a leading satellite space segment provider, executed an agreement whereby we transferred our remaining 0.17% interest in Satlynx to SES. As part of this agreement, we received a waiver from SES on any royalty payments which may be payable by us to SES in accordance with development agreements signed between the parties in 2002 and SES provided a corporate guarantee to cover Satlynx s obligations to us.

Backlog

On December 31, 2008, our backlog for equipment sales and revenues from multi-year service contracts for our VSAT products was approximately $195 million, down from approximately $202 million at year-end 2007. Backlog does not include revenues from future traffic on our rural networks, future revenues from subscribers from our consumer and enterprise operation and other cancelable agreements. Backlog is not necessarily indicative of future sales. Many of our contracts can be terminated at the convenience of the customer. In addition, some of our contracts may include product specifications that require us to complete additional product development. Any inability to meet the specifications or complete the product development could lead to a termination of the related contract.

Facilities

Our headquarters are located in a modern office park which we own in Petah Tikva, Israel. This facility is comprised of approximately 380,000 square feet of office space.

We have network operations centers in Marietta, Georgia and shared hub facilities in Chicago, Illinois, Peru and Colombia, from which we perform network services and customer support functions 24 hours a day, 7 days a week, 365 days a year.

We lease approximately 137,000 square feet of office space in McLean, Virginia. These offices house our personnel and also contain a stand by disaster recovery facility. In 2000 and 2002, we purchased and developed facilities on approximately 140,400 square feet of land in Backnang, Germany. Since May, 2002, these facilities are leased to a third party.

We also maintain facilities in Chicago, Illinois, Marietta, Georgia and in Brazil, Colombia, Mexico, and Peru, along with representative offices in Melbourne, Pretoria, Bangkok, New Delhi, Almaty, Jakarta and Moscow and small facilities in other locations throughout the world.

We believe our facilities to be adequate for our needs.

ITEM 4A: UNRESOLVED STAFF COMMENTS

There are no unresolved staff comments.

ITEM 5: OPERATING AND FINANCIAL REVIEW AND PROSPECTS

A. Operating Results

The following discussion of our results of operations should be read together with our audited consolidated financial statements and the related notes, which appear elsewhere in this annual report. The following discussion contains forward-looking statements that reflect our current plans, estimates and beliefs and involve risks and uncertainties. Our actual results may differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to such differences include those discussed below and elsewhere in this annual report.

Introduction

We were incorporated in 1987 and began trading on the NASDAQ Stock Market in 1993. We are a leading global provider of Internet Protocol, or IP, based digital satellite communication and networking products and services. We design, produce and market VSATs, or very small aperture terminals, and related VSAT network equipment. VSATs are earth-based terminals that transmit and receive broadband, Internet, voice, data and video via satellite. VSAT networks have significant advantages to wireline and wireless networks, as VSATs can provide highly reliable, cost effective, end-to-end communications regardless of the number of sites or their geographic locations.

We have a large installed customer base and have shipped more than 750,000 VSAT units to customers in over 85 countries on six continents since 1989. We have 16 sales and service offices worldwide and two call centers to support our customers. Our products are primarily sold to communication service providers and operators that use VSATs to serve enterprise, government and residential users. Also, in the U.S. and certain countries in Latin America, we provide services directly to end-users in various market segments.

We currently operate three complementary, vertically-integrated business units: Gilat Network Systems, or GNS, a provider of VSAT-based networks and associated professional services, including turnkey and management services, to telecom operators worldwide; Spacenet Inc. a provider of satellite network services to enterprises, small office/home office, or SOHOs, and residential customers in the U.S.; and Spacenet Rural Communications, or SRC, a provider of telephony, Internet and data services primarily for rural communities in emerging markets in Latin America under projects that are subsidized by government entities.

Financial Statements in U.S. dollars

The currency of the primary economic environment in which most of our operations are conducted is the U.S. dollar and, therefore, we use the U.S. dollar as our functional and reporting currency. Transactions and balances originally denominated in U.S. dollars are presented at their original amounts. Gains and losses arising from non-U.S. dollar transactions and balances are included in the consolidated statements of operations. The financial statements of foreign subsidiaries, whose functional currency has been determined to be their local currency, have been translated into U.S. dollars. Assets and liabilities have been translated using the exchange rates in effect at the balance sheet date. Statements of operations amounts have been translated using the average rates, which approximate the prevailing exchange rate for each transaction. The resulting translation adjustments are reported as a component of shareholders equity in accumulated other comprehensive income (loss).

Critical Accounting Policies and Estimates

The preparation of the financial information in conformity with generally accepted accounting principles requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, mainly related to account receivables, inventories, deferred charges, long-lived assets, revenues, stock based compensation relating to options and contingencies. We base our estimates on historical experience and on various other assumptions, including assumptions of third parties that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of the financial information included in this annual report.

Revenues. We generate revenues mainly from the sale of products and services for satellite-based communications networks. Sale of products includes mainly the sale of VSATs and hubs. Service revenues include access to and communication via satellites, or space segment, installation of network equipment, telephone services, internet services, consulting, on-line network monitoring, network maintenance and repair services. We sell our products primarily through our direct sales force and indirectly through resellers. Sales consummated by our sales force and sales to resellers are considered sales to end-users.

Revenues from product sales are recognized in accordance with SEC Staff Accounting Bulletin, or SAB, No. 104, Revenue Recognition , or SAB No. 104, when delivery has occurred, persuasive evidence of an agreement exists, the vendor s fee is fixed or determinable, no further obligation exists and collectability is probable. When significant accepted provision is included in the arrangement revenues are deferred until the acceptance occurs. Generally, we do not grant rights of return. Service revenues are recognized ratably over the period of the contract or as services are performed, as applicable.

In accordance with Emerging Issues Task Force, or EITF, Issue No. 00-21, Revenue Arrangements with Multiple Deliverables, or EITF 00-21, a multiple-element arrangement (an arrangement that involves the delivery or performance of multiple products, services and/or rights to use assets) is separated into more than one unit of accounting, if the functionality of the delivered element(s) is not dependent on the undelivered element(s), there is vendor-specific objective evidence (VSOE) of fair value of the undelivered element(s) and delivery of the delivered element(s) represents the culmination of the earnings process for those element(s). If these criteria are not met, the revenue is deferred until such criteria are met or until the period in which the last undelivered element is delivered. If there is VSOE for all units of accounting in an arrangement, the arrangement consideration is allocated to the separate units of accounting based on each unit s relative VSOE.

Revenues from products under sales-type-lease contracts are recognized in accordance with SFAS No. 13, Accounting for Leases , or SFAS No. 13, upon installation or upon shipment, in cases where the customer obtains its own or other s installation services. The net investments in sales-type-leases are discounted at the interest rates implicit in the leases. The present values of payments due under sales-type-lease contracts are recorded as revenues at the time of shipment or installation, as appropriate. Future interest income is deferred and recognized over the related lease term as financial income.

Revenues from products and services under operating leases of equipment are recognized ratably over the lease period, in accordance with SFAS No. 13.

Deferred product revenue generally relates to acceptance provisions that have not been met, partial shipment or when our company does not have VSOE of fair value on the undelivered items. In general, when deferred revenues are recognized as revenues, the associated deferred costs are also recognized as cost of sales.

Cost of Revenues. Cost of revenues, for both products and services, includes the cost of system design, equipment, satellite capacity, customer service, interconnection charges and third party maintenance and installation. Generally, for equipment contracts, cost of revenues is expensed as revenues are recognized. For network service contracts, cost of revenues is expensed as revenues are recognized over the term of the contract. For maintenance contracts, cost of revenues is expensed as the maintenance cost is incurred over the term of the contract. At each balance sheet date, we evaluate our inventory balance for excess quantities and obsolescence. This evaluation includes an analysis of sales levels by product and projections of future demand. In addition, we write off inventories that are considered obsolete. Remaining inventory balances are adjusted to the lower of cost or market value. If future demand for our old or new products or market conditions is less favorable than our projections, inventory write-offs may be required and would be reflected in cost of revenues for such period.

Income Taxes. In July 2006, the FASB issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise s financial statements in accordance with FAS 109. This interpretation prescribes a minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. FIN 48 also provides guidance on derecognition of tax positions, classification on the balance sheet, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 requires significant judgment in determining what constitutes an individual tax position as well as assessing the outcome of each tax position. Changes in judgment as to recognition or measurement of tax positions can materially affect the estimate of the effective tax rate and consequently, affect the operating results of our company.

Accounts Receivable and Allowance for Doubtful Accounts. We are required to estimate our ability to collect our trade receivables. A considerable amount of judgment is required in assessing their ultimate realization. We provided allowance for our receivables relating to customers that were specifically identified by our management as having difficulties paying their respective receivables. If the financial condition of our customers deteriorates, resulting in their inability to make payments, additional allowances may be required. These estimates are based on historical bad debt experience and other known factors. If the historical data we used to determine these estimates does not properly reflect future realization, additional allowances may be required.

Inventory Valuation. We are required to state our inventories at the lower of cost or market value. In assessing the ultimate realization of inventories, we are required to make judgments as to future demand requirements and compare that with the current or committed inventory levels.

Impairment of Intangible Assets and Long-Lived Assets. We periodically evaluate our intangible assets and long-lived assets for potential impairment indicators. Our judgments regarding the existence of impairment indicators are based on legal factors, market conditions and operational performance of our acquired businesses and investments. Our long-lived assets are reviewed for impairment annually and whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the assets to the future undiscounted cash flows expected to be generated by the assets. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. In measuring the recoverability of assets, we are required to make estimates and judgments in assessing our future cash flows which derive from the estimated useful life of our current primary assets, and compare that with the carrying amount of the assets. Additional significant estimates used by management in the methodologies used to assess the recoverability of our long-lived assets include estimates of future short-term and long-term growth rates, useful lives of assets, market acceptance of products and services, our success in winning bids and other judgmental assumptions, which are also affected by factors detailed in our risk factors section in this prospectus. If these estimates or the related assumptions change in the future, we may be required to record impairment charges for our long-lived assets.

Future events could cause us to conclude that impairment indicators exist and that additional intangible assets and long-lived assets associated with our acquired businesses and our long-lived assets are impaired. Any resulting impairment loss could have a material adverse impact on our financial condition and results of operations.

Most of the activity of Spacenet Rural in Colombia consists of operating subsidized projects for the government (the Compartel Projects). In accordance with these projects, the Colombian government transferred approximately $70 Million to trust accounts. The money is released from the trusts based on a schedule of payments and meeting certain operational milestones. As of December 31, 2008, approximately $51 million has been released from the trusts to our company and approximately $24 million is being held in trust with respect to these projects, until certain operational milestones imposed by the Colombian government are met. In December 2008, after lengthy negotiations with the Ministry of Communication in Colombia, we signed an addendum relating to the Compartel projects, modifying the operational milestones. The new terms of the agreements include the removal of thousands of telephony sites which were determined to no longer be needed or used by the rural population in Colombia, the upgrade of technology, primarily in existing sites, entailing additional capital expenditure, the modification of the terms of the agreements and a release by each of the parties from all prior claims under the previous agreements.

In order to guarantee our performance under the Compartel projects, we secured insurance from a local insurance company in Colombia. We have provided the insurance company with various corporate guarantees guaranteeing our performance and our employee salary and benefit cost for approximately of $27 million and $5 million respectively.

During 2008 and 2007 we deferred revenues related to the Compartel projects in the amount of approximately $14.8 and $6.4 million respectively, in order to ensure that accumulated revenues recognized from the Compartel Projects did not exceed the accumulated amounts already released from the trust. In general, we recognize revenues for these projects on a straight line basis, relative to the beginning of operation and for the period that service is required to be provided. The deferred revenues relate to periods for which we have already provided service but, due to not meeting the operational milestones, these amounts were not released from restricted cash.

In accordance with the guidelines of FASB 144, Accounting for the impairment or disposal of long lived assets , we recorded an impairment of long lived assets and other charges with respect to its projects in Colombia in amount of $5.0 million and $12.2 million in 2008 and 2007 respectively.

Legal and Other Contingencies. We are currently involved in certain legal and other proceedings and are also aware of certain tax and other legal exposures relating to our business. We are required to assess the likelihood of any adverse judgments or outcomes of these proceedings or contingencies as well as potential ranges of probable losses. A determination of the amount of accruals required, if any, for these contingencies is made after careful analysis. The accounting treatment related to income taxes exposure/ contingencies have been assessed and provided in accordance with SFAS No. 109, Accounting for Income Taxes (SFAS 109) and FASB issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN 48). Liabilities related to legal proceedings, demands and claims are recorded in accordance with the Statement of Financial Accounting Standards No. 5, Accounting for Contingencies, or SFAS No. 5. SFAS No. 5 defines a contingency as an existing condition, situation, or set of circumstances involving uncertainty as to possible gain or loss to an enterprise that will ultimately be resolved when one or more future events occur or fail to occur. In accordance with SFAS No. 5, accruals for exposures or contingencies are being provided when the expected outcome is probable and when the amount of loss can be reasonably estimated. It is possible, however, that future results of operations for any particular quarter or annual period could be materially affected by changes in our assumptions, the actual outcome of such proceedings or as a result of the effectiveness of our strategies related to these proceedings.

Accounting for Stock-Based Compensation. On January 1, 2006, we adopted the provisions of Statement of Financial Accounting Standard (SFAS) No. 123(R), Share-Based Payment, which requires us to measure all employee stock-based compensation awards using a fair value method and recognize such expense in our consolidated financial statements. We adopted SFAS 123(R) using the modified prospective transition method, which requires the application of the accounting standard starting from January 1, 2006. We estimate the fair value of stock options granted using the Black-Scholes option pricing model. Prior to the adoption of SFAS 123(R), we accounted for equity-based awards to employees and directors using the intrinsic value method in accordance with APB No. 25, Accounting for Stock Issued to Employees (APB 25) as allowed under SFAS 123. Non-cash share-based compensation of $0.7 million was recorded in 2008. As of December 31, 2008, we had $4.7 million of total unrecognized compensation costs related to non-vested share-based awards granted under our stock option plans. That cost is expected to be recognized over a weighted average period of 2.1 years.

Year Ended December 31, 2008 Compared to Year Ended December 31, 2007

Revenues. Revenues for the year ended December 31, 2008 and 2007 for our three business segments were as follows:

	Year Ended December 31,			Year Ended December 31,	
	2008	2007	Percentage	2008	2007
	U.S. dollars in thousands		change	Percentage of revenues	
GNS					
Equipment	$ 136,500	$ 147,665	(7.6)%	50.8%	52.2%
Services	25,420	23,754	7.0%	9.7%	8.4%
	161,920	171,419	(5.5)%	60.5%	60.6%
Spacenet					
Equipment	38,950	26,513	46.9%	14.6%	9.4%
Services	67,410	68,857	(2.1)%	25.2%	24.4%
	106,360	95,370	11.5%	39.8%	33.8%
SRC					
Equipment	169	268	(36.8)%	0.1%	0.1%
Services	24,373	33,922	(28.1)%	9.1%	12.0%
	24,542	34,190	(28.2)%	9.2%	12.1%
Intercompany Adjustments					
Equipment	25,268	17,649	43.2%	9.4%	6.2%
Services	28	711	(96.3)%	0.1%	0.3%
	25,296	18,360	37.8%	9.5%	6.5%

	Year Ended December 31,			Year Ended December 31,	
Total					
Equipment	150,351	156,797	(4.1)%	56.0%	55.5%
Services	117,175	125,822	(6.9)%	44.0%	44.5%
Total	267,526	282,619	(5.3)%	100%	100.0%

Revenues in 2008 decreased by 5.3% compared to 2007. Revenues in 2008 were derived 56.2% from equipment and 43.8% from services. In 2007, our revenues were derived 56.0% from equipment and 44.0% from services. The decrease in the service portion of our business in 2008 is attributable to the $14.8 million reduction in revenues recognized by SRC, relating to the delay in the release of restricted cash from the Compartel projects in Colombia, while in 2007 we recognized revenues of approximately $8.5 million with respect to these projects. In addition the decline in revenues is also attributable to longer sales cycles in the emerging markets and more conservative spending in the telecom sector, which we attribute primarily to the economic recession affecting markets worldwide. The decrease in our revenues was partially offset by Spacenet s activities including the continued roll-outs of large-scale gaming networks in the U.S. Results for revenues in the year 2009 will be affected by the Company s ability to overcome the economic recession and generate sales in a more difficult economic environment as well as upon the Company s ability to perform under the new agreements in Colombia and collect the restricted cash associated therewith.

Gross profit. The gross profit of our three business segments for the years ended December 31, 2008 and 2007 was as follows:

	Year Ended December 31,		Year Ended December 31,	
	2008	2007	2008	2007
	U.S. dollars in thousands		Percentage of revenues per segment	
GNS				
Equipment	$ 58,547	$ 72,064	42.9%	48.8%
Services	8,354	13,028	32.9%	54.8%
	$ 66,901	$ 85,092	41.3%	49.6%
Spacenet				
Equipment	$ 11,704	$ 3,449	30.0%	13.0%
Services	8,952	11,097	13.3%	16.1%
	$ 20,656	$ 14,546	19.4%	15.3%
SRC				
Equipment	$ 43	$ 231	25.3%	86.2%
Services	(2,992)	2,089	(12.3)%	6.2%
	$ (2,949)	$ 2,320	(12.0)%	6.8%
Intercompany Adjustments	1,344	(113)	5.3%	0.6%
Total Gross Profit	$ 85,952	$ 101,845	32.1%	36.0%

Our gross profit margin decreased to approximately 32.1% in 2008, from 36.0% in the year ended 2007. The decrease is partially attributable to the projects in Colombia in which we continued to record all related expenses but did not recognize the related revenues. In addition, GNS gross margin decreased from 49.6% in 2007 to 41.3% in 2008, also contributing to the overall decrease in our gross margin. The decrease in GNS gross margin is attributable to an increase in transactions in 2008 in regions carrying lower margins such as Asia and Latin America versus higher gross margin transactions in 2007 from Eastern Europe. In addition, during 2008 we wrote off approximately $1.5 million of excess inventory relating mainly to legacy equipment, compared to a write off of $0.5 million in 2007. The decrease in our gross profit was partially offset by an increase in Spacenet s gross profits due a higher level of revenues in 2008.

When reported by segment, the results of Spacenet and SRC are presented based upon intercompany transfer prices. The intercompany adjustments line reflects the intercompany profits that were realized in order to adjust the transfer price to our cost.

Research and Development Expenses:

	Year Ended December 31,			Year Ended December 31,	
	2008	2007	Percentage	2008	2007
	U.S. dollars in thousands		change	Percentage of revenues per segment	
GNS					
Expenses incurred	$ 18,702	$ 17,270	8.3%	11.6%	10.1%
Less - grants	1,760	2,240	(21.4)%	1.1%	1.3%
Total GNS	$ 16,942	$ 15,030	12.7%	10.5%	8.8%

Net research and development expenses increased by approximately $1.9 million in the year ended December 31, 2008 compared to the year ended December 31, 2007. The increase was mainly due to increased salaries and related expenses caused by the devaluation of the US Dollar against the NIS during 2008 and severance packages of approximately $0.5 million for employees leaving our company. In addition, during 2008, we received approximately $0.5 million less in grants due to the completion of a project with the European Union.

Selling and marketing expenses. The selling and marketing expenses of our three business segments for the years ended December 31, 2008 and 2007 were as follows:

	Year Ended December 31,			Year Ended December 31,	
	2008	2007	Percentage	2008	2007
	U.S. dollars in thousands		change	Percentage of revenues per segment	
GNS	$ 25,741	$ 27,205	(5.4)%	15.8%	15.8%
Spacenet	9,309	8,905	4.3%	8.8%	9.3%
SRC	733	2,264	(68)%	3.0%	6.6%
Total	$ 35,783	$ 38,374	(6.8)%	13.4%	13.5%

Selling and marketing expenses decreased by approximately $2.6 million in the year ended December 31, 2008, compared to the year ended December 31, 2007. This decrease is primarily attributable to a decrease of approximately $2.3 million in sales commissions and agent commissions, when compared to the year prior.

General and administrative expenses. The general and administrative expenses of our three business segments for the year ended December 31, 2008 and 2007 were as follows:

	Year Ended December 31,			Year Ended December 31,	
	2008	2007	Percentage	2008	2007
	U.S. dollars in thousands		change	Percentage of revenues per segment	
GNS	$ 14,712	$ 12,135	21.2%	9.1%	7.1%
Spacenet	8,939	12,979	(31.1)%	8.4%	13.6%
SRC	6,168	5,938	3.9%	25.1%	17.4%
Total	$ 29,819	$ 31,052	(4.0)%	11.1%	11.0%

General and administrative expenses decreased by approximately $1.2 million in 2008, compared to 2007. The decrease in Spacenet is attributable primarily to a reduction of approximately $0.9 million in sales and use tax provision made in 2007 due to a settlement with the tax authorities in 2008. In addition, during 2008 Spacenet s doubtful debt expenses decreased by approximately $0.8 million. The decrease in Spacenet s general and administrative expenses was offset by increased expenses in GNS as a result of the devaluation of the US Dollar against the NIS during 2008 and additional expenses of approximately $1.0 million in professional consulting fees relating to the implementation of a new ERP system.

Financial income (expenses), net. In the year ended December 31, 2008, we had financial income of approximately $1.3 million, compared to financial income of approximately $6 million in 2007. The decrease in our financial income is mainly attributed to the significant decrease in interest income from held-to-maturity marketable securities of which approximately $4.2 million due to the decrease in interest rates on our reduced cash balance and approximately $0.7 million due to the devaluation of the Company s pension funds of approximately $0.7 million which were affected by the sharp decline in the capital markets.

Expenses related to aborted merger transaction. During the year of 2008, we recorded expenses of approximately $ 2.3 million of external costs related to the aborted merger transaction.

Other Income. During the year 2008, we received a dividend from a company in which we had invested in an amount of approximately $1.2 million, which investment had previously been written off. A substanial portion of this investment was subsequently sold in the fourth quarter of 2008. The total income from this transaction amounted to approximately $1.8 million.

Taxes on income. Taxes on income are dependent upon where our revenues are generated .Taxes on income in 2008 were approximately $1.4 million compared to approximately $1.0 million in 2007. The slight increase in taxes during 2008 was not driven by any particular change in policy or event.

Year Ended December 31, 2007 Compared to Year Ended December 31, 2006

Revenues. Revenues for the year ended December 31, 2007 and 2006 for our three business segments were as follows:

	Year Ended December 31,			Year Ended December 31,	
	2007	2006	Percentage	2007	2006
	U.S. dollars in thousands		change	Percentage of revenues	
GNS					
Equipment	$ 147,665	$ 118,147	25.0%	52.2%	47.5%
Services	23,754	17,861	33.0%	8.4%	7.2%
	$ 171,419	$ 136,008	26.0%	60.6%	54.7%
Spacenet					
Equipment	$ 26,513	$ 24,312	9.1%	9.4%	9.8%
Services	68,857	69,311	(0.7)%	24.4%	27.9%
	$ 95,370	$ 93,623	1.9%	33.8%	37.7%
SRC					
Equipment	$ 268	$ 1,700	(84.2)%	0.1%	0.7%
Services	33,922	37,170	(8.7)%	12.0%	14.9%
	$ 34,190	$ 38,870	(12.0)%	12.1%	15.6%
Intercompany Adjustments					
Equipment	$ 17,649	$ 18,066	(2.3)%	6.2%	7.3%
Services	711	1,725	(58.8)%	0.3%	0.7%
	$ 18,360	$ 19,791	(7.2)%	6.5%	8.0%
Total					
Equipment	$ 156,797	$ 126,093	24.4%	55.5%	50.7%
Services	125,822	122,617	2.6%	44.5%	49.3%
Total	$ 282,619	$ 248,710	13.6%	100.0%	100.0%

Revenues in 2007 increased by 13.6% compared to 2006. The increase in revenues is primarily attributable to increased revenues in GNS reaching $171.4 million in 2007, up approximately 26% from $136.0 million in 2006. This growth derives mainly from projects in Eastern Europe, Africa and India which include turnkey projects to governments and operators fulfilling universal service obligations. Revenues in 2007 were derived 55.5% from equipment and 44.5% from services. In 2006, our revenues were derived 50.7% from equipment and 49.3% from services. The decrease in the service portion of our business is attributable to the $6.4 million reduction of revenues recognized by SRC, relating to the delay in the release of restricted cash from the Compartel projects in Colombia. This was done in order to ensure that accumulated revenues recognized from the projects will not exceed the accumulated amounts released from the trust. This decrease was offset by an increase in service revenues generated by GNS in connection with value added services sold to our customers.

Gross profit. The gross profit of our three business segments for the years ended December 31, 2007 and 2006 was as follows:

	Year Ended December 31,		Year Ended December 31,	
	2007	2006	2007	2006
	U.S. dollars in thousands		Percentage of revenues per segment	
GNS				
Equipment	$ 72,064	$ 55,752	48.8%	47.2%
Services	13,028	8,172	54.8%	45.8%
	85,092	63,924	49.6%	47.0%
Spacenet				
Equipment	$ 3,449	3,218	13.0%	13.2%
Services	11,097	13,132	16.1%	18.9%
	$ 14,546	$ 16,350	15.3%	17.5%
SRC				
Equipment	$ 231	1,555	86.2%	91.5%
Services	2,089	7,222	6.2%	19.4%
	$ 2,320	$ 8,777	6.8%	22.6%
Intercompany Adjustments	113	1,314	0.6%	6.6%
Total Gross Profit	$ 101,845	$ 90,365	36.0%	36.3%

Our gross profit margin remained at approximately 36% for the years ended December 31, 2007 and 2006. Gross profit increased by approximately $11.5 million as a result of the increase in our revenues. GNS gross margin increased from 47.0% in 2006 to 49.6% in 2007, mainly as a result of high margin equipment transactions, approximately $0.5 million of inventory write offs during 2007 compared to approximately $1.2 million in 2006 and increased service revenues which carry higher margins in GNS. The increase in GNS gross margin was offset by a decrease in SRC s gross margins caused by a deferral of revenues in the Compartel Projects in Colombia for which expenses continued to be recorded.

When reported by segment, the results of Spacenet and SRC are presented based upon intercompany transfer prices. The intercompany adjustments line reflects the intercompany profits that were realized in order to adjust the transfer price to our cost.

Research and Development Expenses:

	Year Ended December 31,			Year Ended December 31,	
	2007	2006	Percentage	2007	2006
	U.S. dollars in thousands		change	Percentage of revenues per segment	
GNS					
Expenses incurred	$ 17,270	$ 15,687	10.1%	10.1%	11.5%

	Year Ended December 31,			Year Ended December 31,	
Less - grants	2,240	2,045	9.5%	1.3%	1.5%
Total GNS	$ 15,030	$ 13,642	10.2%	8.8%	10.0%

Net research and development costs increased by approximately $1.4 million in the year ended December 31, 2007 compared to 2006. The increase was mainly due to increased salary and related expenses caused mainly by the devaluation of the US Dollar against the NIS during 2007 and increased headcount.

Selling and marketing expenses. The selling and marketing expenses of our three business segments for the years ended December 31, 2007 and 2006 were as follows:

	Year Ended December 31,			Year Ended December 31,	
	2007	2006	Percentage	2007	2006
	U.S. dollars in thousands		change	Percentage of revenues per segment	
GNS	$ 27,113	$ 24,984	8.5%	15.8%	18.4%
Spacenet	8,905	9,403	(5.3)%	9.3%	10.0%
SRC	2,264	2,088	8.4%	6.6%	5.4%
Total	$ 38,282	$ 36,475	5.0%	13.5%	14.7%

Selling and marketing expenses increased by approximately $1.7 million in the year ended December 31, 2007, compared to 2006. This increase is attributable mainly to increased expenses in GNS associated with our increased revenues in 2007.

General and administrative expenses. The general and administrative expenses of our three business segments for the year ended December 31, 2007 and 2006 were as follows:

	Year Ended December 31,			Year Ended December 31,	
	2007	2006	Percentage	2007	2006
	U.S. dollars in thousands		change	Percentage of revenues per segment	
GNS	$ 12,135	$ 11,314	7.3%	7.1%	8.3%
Spacenet	12,979	9,528	36.2%	13.6%	10.2%
SRC	5,938	5,958	(0.3)%	17.4%	15.3%
Total	$ 31,052	$ 26,800	15.9%	11.0%	10.8%

General and administrative expenses increased by approximately $4.3 million in 2007, compared to 2006. This increase is attributable primarily to an increase in general and administrative expenses in Spacenet relating to a $1.2 million provision for sales and use tax, an increase in rent expenses of approximately $0.7 million resulting from vacant sublet space for a short period during 2007, increased professional consulting fees of approximately $0.6 million relating to Sarbanes Oxley and tax consultants, $0.5 million relating to franchise and communication taxes and an increase of approximately $0.2 million relating to legal fees. The increased general and administrative expenses in GNS are attributable mainly to the increase in the level of our operations.

Financial income (expenses), net. In the year ended December 31, 2007, we had financial income of approximately $6.0 million, compared to financial expenses of approximately $0.7 million in 2006. The increase in our financial income is mainly attributable to a $3.7 million decrease in interest expenses on long-term loans due to the conversion of the convertible loan from York at the end of September 2006 and an increase of $2.9 million in interest income from bank deposits and held to maturities marketable securities, increased cash balances and an increase in Libor rates.

Taxes on income. Taxes on income in 2007 were approximately $1.0 million compared to approximately $2.4 million in 2006. Taxes on income are dependent upon where our revenues are generated and the reduction in taxes in 2007 is not driven by any particular change in policy or event.

Variability of Quarterly Operating Results

Our revenues and profitability may vary from quarter to quarter and in any given year, depending primarily on the sales mix of our family of products and the mix of the various components of the products (i.e. the volume of sales of remote terminals versus hub equipment and), sale prices, and production costs, as well as entering into new service contracts, the termination of existing service contracts, or different profitability levels between different service contracts. Sales of our products to a customer typically consist of numerous remote terminals and related hub equipment, which carry varying sales prices and margins.

Annual and quarterly fluctuations in our results of operations may be caused by the timing and composition of orders by our customers and the timing of our ability to recognize revenues. Our future results may also be affected by a number of factors, including our ability to continue to develop, introduce and deliver new and enhanced products on a timely basis and expand into new product offerings at competitive prices, to anticipate effectively customer demands and to manage future inventory levels in line with anticipated demand. Our results may also be affected by currency exchange rate fluctuations and economic conditions in the geographical areas in which we operate. In addition, our revenues may vary significantly from quarter to quarter as a result of, among other factors, the timing of new product announcements and releases by our competitors and us. We cannot be certain that revenues, gross profit and net income (or loss) in any particular quarter will not vary from the preceding or comparable quarters. Our expense levels are based, in part, on expectations as to future revenues. If revenues are below expectations, operating results are likely to be adversely affected. In addition, a substantial portion of our expenses are fixed (i.e. space segment, lease payments), and adjusting the expenses in cases where revenues drop unexpectedly often takes considerable time. As a result, we believe that period-to-period comparisons of our results of operations are not necessarily meaningful and should not be relied upon as indications of future performance. Due to all of the foregoing factors, it is possible that in some future quarters our revenues or operating results will be below the expectations of public market analysts or investors. In such event, the market price of our shares would likely be materially adversely affected.

Our business historically has not been affected by seasonal variations.

Liquidity and Capital Resources

Since inception, our financing requirements have been met through cash from funds generated by private equity investments, public offerings, issuances of convertible notes, bank loans, operations, as well as funding from research and development grants. In addition, we also finance our operations through available credit facilities as discussed below. We have used available funds primarily for working capital, capital expenditures and strategic investments.

In July 2005, Bank Hapoalim assigned an outstanding Company loan in the amount of $71.4 million held by it to York Capital Management LP. In December 2005, we revised the terms of the loan that was assigned by Bank Hapoalim to York. Under the amendment, York agreed to defer certain principal payments due and established a new payment schedule. In consideration, we agreed to reduce the exercise price of the warrant issuable to York (assigned by Bank Hapoalim) to $ 6.75 per share for the period ending September 30, 2006. On September 27, 2006, York exercised its right to have us issue it warrants in the amount of the loan and accrued interest and immediately exercised its option to convert the warrants into shares at $6.75 per share. This resulted in our issuance of approximately 10.6 million ordinary shares to York. As a result of the conversion, our liabilities were reduced by approximately $68.1 million, including approximately $1.0 million of accrued interest and net of the approximately $3.3 million of the unamortized balance representing the fair value of change in conversion feature. Our shareholders equity increased by the same amount. No profit or loss was recorded as a result of the conversion.

In December, 2006, we completed a public offering of 8,050,000 of our ordinary shares at a price to the public of $8.50 per share. Of such shares, 5,016,667 ordinary shares were sold by us and the remaining shares were sold by York. We received net proceeds of approximately $39.9 million from the offering.

As of December 31, 2008, we had cash and cash equivalents of $73.9 million, held to maturity marketable securities of $63 million, short-term and long-term restricted cash of $14.3 million, short-term restricted cash held in trustees accounts of $24.2 million and short-term bank credits of $6.5 million. As of December 31, 2007, we had cash and cash equivalents of $122.8 million, short-term bank deposits and held to maturity marketable securities of $45.6 million, short-term and long-term restricted cash of $13.4 million, short-term and long-term restricted cash held in trustees accounts of $24.0 million and short-term bank credits of $5.8 million.

As of December 31, 2008, our accumulated debt was approximately $34.6 million, comprised of long-term loans of $18.3 million and convertible subordinates notes of approximately $16.3 million.

Our credit agreements contain various restrictions and limitations that may impact us, including pledges on our assets and property. These restrictions and limitations relate to incurrence of indebtedness, contingent obligations, liens, mergers and acquisitions, asset sales, dividends and distributions, redemption or repurchase of equity interests, certain debt payments and modifications of loans and investments.

The following table summarizes our cash flows for the periods presented:

	December 31,		
	2008	2007	2006
	US Dollars in thousands		
Net cash provided by (used in) operating activities	$ (19,620)	$ 22,775	$ 37,824
Net cash provided by (used in) investing activities	(25,507)	(53,836)	8,312
Net cash provided by (used in) financing activities	(2,168)	3,307	28,169
Effect of exchange rate changes on cash and cash equivalents	(1,596)	1,016	311
Net increase (decrease) in cash and cash equivalents	(48,891)	(26,738)	74,616
Cash and cash equivalents at beginning of the period	122,807	149,545	74,929
Cash and cash equivalents at end of the period	$ 73,916	$ 122,807	$ 149,545

Our cash and cash equivalents decreased by approximately $49 million during the year ended December 31, 2008 as a result of the following:

Operating activities. Cash used in operating activities was approximately $19.6 million mainly due to an increase in trade receivables, in a net amount of approximately $16 million and a decrease in other accounts payable and other long-term liabilities, mainly deferred revenue in amount of approximately $16.6 million. The above was offset by an increase in accrued expenses of approximately $3.6 million and positive cash provided by other operating activity in amount of $9.4 million.

Investing activities. Cash used in investing activities was approximately $25.5 million, mainly from net investments in held to maturity marketable securities in the amount of approximately $15.7 million, purchase of property and equipment in the amount of approximately $13.8 million, net investment in restricted cash (including long term) in the amount of approximately $0.9 million, net of proceeds from loans to employees of approximately $2.8 million, proceeds from sale of investments, net in amount of $1.6 million and proceed from the sale of property and equipment in amount of $0.5 million.

Financing activities. Cash used in financing activities was approximately $2.2 million, primarily from the repayment of our long term loan in amount of $5.4 million, net of proceeds of approximately $2.5 million from the exercise of options and approximately $0.7 million from short term bank credit.

Our cash and cash equivalents decreased by $26.7 million during the year ended December 31, 2007 as a result of the following:

Operating activities. Cash provided by operating activities was approximately $22.7 million mainly due to a decrease in other assets (including short-term, long-term and deferred charges) in the amount of $28.5 million and growth in our positive net cash flow provided by other operating activities in the amount of $32.4 million. The above was offset in part by an increase in trade receivables of approximately $14.0 million and a decrease in other accounts payables and other long term liabilities of approximately $24.2 million.

Investing activities. Cash used in investing activities was approximately $53.8 million, mainly from net investment in held to maturity marketable securities in the amount of approximately $43.5 million, purchase of property and equipment in the amount of approximately $9.3 million, net investment in restricted cash (including long term) in the amount of approximately $1.9 million net of proceeds from loans to employees of approximately $0.9 million.

Financing activities. Cash provided by financing activities was approximately $3.3 million, primarily from proceeds of approximately $4.6 million from the exercise of options, net proceeds of approximately $4.6 million of short term bank credit, net of repayment of long term loans of approximately $5.6 and net of approximately $0.3 million of issuance expenses in respect of a public offering completed in December 2006.

Contractual Obligations

As of December 31, 2008, our short and long term obligations were as follows:

Contractual Obligations	Payments due by period (in thousands)				
	Total	2009	2010-2011	2012-2013	2014 and after
Long-term loans *	$ 18,349	$ 4,346	$ 14,003	$ -	$ -
Convertible subordinated notes	16,315	-	1,706	14,609	-
Accrued interest related to restructured debt (including $653 as short term accrued expenses)	2,491	653	1,254	584	-
Capital lease obligations	30	30	-	-	-
Operating lease	88,299	31,009	32,103	13,162	12,025
Other long-term debt	3,973	250	500	500	2,723
Total contractual cash obligations	$ 129,457	$ 36,288	$ 49,566	$ 28,855	$ 14,748

(*) Future interest payments are not included due to variability in interest rates

Off Balance Sheet Arrangements

At times, we guarantee the performance of our work to some of our customers, primarily government entities. Guarantees are often required for our performance during the installation and operational periods of long-term rural telephony projects such as in Latin America, and for the performance of other projects (government and corporate) throughout the rest of the world. The guarantees typically expire when certain operational milestones are met. In addition, from time to time, we provide corporate guarantees to guarantee the performance of our subsidiaries. No guarantees have ever been exercised against us.

As of December 31, 2008, the aggregate amount of bank guarantees outstanding in order to secure our various performance obligations was approximately $14.7 million, comprised of performance guarantees provided on behalf of our subsidiaries, including an aggregate of approximately $6.3 million on behalf of our subsidiary in Peru. We have restricted cash as collateral for these guarantees in an amount of approximately $1.9 million.

In addition, in connection with the agreements with the Ministry of Communications in Colombia, we have provided back to back corporate guarantees for performance guarantees and employee salary and benefit guarantees issued on our behalf by local Colombian insurance companies in an aggregate amount of $32 million.

We have also provided bank guarantees mainly for certain leases for our offices worldwide, which are secured by restricted cash in the amount of approximately $5.8 million.

Impact of Inflation and Currency Fluctuations

While most of our sales and service contracts are in U.S. dollars and most of our expenses are in U.S. dollars and NIS, portions of our projects in Latin America are linked to their respective local currencies. The foreign exchange risks are often significant due to fluctuations in local currencies relative to the U.S. dollar.

The influence on the U.S. dollar cost of our operations in Israel relates primarily to the cost of salaries in Israel, which are paid in NIS and constitute a substantial portion of our expenses in NIS. In 2008, there was inflation in Israel of 3.8% and the U.S Dollar depreciated in relation to the NIS at a rate of 1.1%, from NIS 3.846 per $1 on December 31, 2007 to NIS 3.802 per $1 on December 31, 2008. In the period ending in December 31, 2007 inflation in Israel was 3.4% while the U.S. dollar depreciated in relation to the NIS at a rate of 9.0%. If future inflation in Israel exceeds the devaluation of the NIS against the U.S. dollar or if the timing of such devaluation lags behind increases in inflation in Israel, our results of operations may be materially adversely affected. In 2008 and 2009, in order to limit these risks, we entered into hedging agreements to cover certain of our NIS to US Dollar exchange rate exposures.

Regarding the changes in the value of other foreign currencies in relation to the U.S. dollar, our monetary balances that are not linked to the U.S. dollar impacted our financial expenses during 2008 and 2007. This is due to heavy fluctuations in currencies in certain regions of Latin America in which we do business. There can be no assurance that in the future our results of operations may not be materially adversely affected by other currency fluctuations.

Effective Corporate Tax Rate

On January 1, 2003, a comprehensive tax reform took effect in Israel. Pursuant to the tax reform, resident companies are subject to Israeli tax on income accrued or derived in Israel or abroad. In addition, the concept of a controlled foreign corporation was introduced, according to which an Israeli company may become subject to Israeli taxes on certain income of a non-Israeli subsidiary if the subsidiary s primary source of income is passive income (such as interest, dividends, royalties, rental income or capital gains). The tax reform also substantially changed the system of taxation of capital gains. Following the reform, the capital gains tax rate applicable to us was decreased from 36% to 25%, while the allocation of the gain between the two periods is proportional to the holding periods until December 31, 2002, and after December 31, 2002. In 2007 and in 2008, this tax reform did not have any material effect on our liquidity, financial condition or results of operations.

Israeli companies are subject to income tax on their worldwide income. Pursuant to tax reform legislation that came into effect in 2003, the corporate tax rate is to undergo staged reductions to 25% by the year 2010. In order to implement these reductions, the corporate tax rate is scheduled to decline from 27% in 2008 to 26% in 2009 and 25% in 2010. However, the effective tax rate payable by a company that derives income from an Approved Enterprise, discussed further below, may be considerably less.

On April 1, 2005, an amendment to the Investment Law came into effect which significantly changed the provisions of the Investment Law. The Amendment limits the scope of enterprises which may be approved by the Investment Center by setting criteria for the approval of a facility, such as provisions generally requiring that at least 25% of the approved enterprise s income will be derived from export. A facility that is approved under the Amendment is called a Benefited Enterprise. Additionally, the Amendment enacted major changes in the manner in which tax benefits are awarded under the Investment Law so that companies no longer require Investment Center approval in order to qualify for tax benefits. However, the Investment Law provides that terms and benefits included in any certificate of approval already granted will remain subject to the provisions of the law as in effect on the date of such approval. Therefore, our existing Approved Enterprises will not be subject to the provisions of the Amendment.

According to the Amendment, tax-exempt income generated under the provisions of the Amendment will be subject to taxes upon distribution or liquidation and we may be required in the future to record deferred tax liabilities with respect to such tax-exempt income. As of December 31, 2008, we did not generate income under the provisions of the Amendment.

Currently, we have nine Approved Enterprise programs under the alternative route of the Investment Law. The period of benefits for all of these programs has expired. See ITEM 10: Additional Information Israeli Taxation. In addition, our company chose 2005 as the year of election for a new Benefited Enterprise under the amendment.

We expect to derive a substantial portion of our operating income, when we become profitable for Israeli tax purposes from future Benefited Enterprise facilities. We may therefore be eligible for a tax exemption for a limited period on undistributed Benefited Enterprise income, and an additional subsequent period of reduced corporate tax rates ranging between 10% and 25%, depending on the level of foreign ownership of our shares, on undistributed such Benefited Enterprise income. Income from sources other than the Approved Enterprises or Benefited Enterprises during the relevant period of benefits will be taxable at the regular corporate tax rates.

We anticipate that we will not have to pay taxes relating to the 2009 tax year for most of our major entities due to current or carry forward tax losses. Cash outlays for income taxes in the future might be different from tax expenses, mainly due to cash tax payments for previous years that might be triggered by tax audits in the various tax jurisdictions, deferred tax expenses (income) and payments usually made in arrears for annual taxes in profitable years.

Research and Development

We devote significant resources to research and development projects designed to enhance our VSAT products, to expand the applications for which they can be used and to develop new products. We intend to continue to devote research and development resources to complete development of certain features, to improve functionality, including supporting higher throughput, to improve space segment utilization, and to reduce the cost of our products.

We devoted significant research and development resources in 2008, 2007 and 2006 to the development of our SkyEdge family of products. We develop our own network software and software for our VSATs. We generally license our software to customers as an incidental part of the sale of our network products and services. We also license certain third party software for use in our products.

Our software and our internally developed hardware are proprietary and we have implemented protective measures both of a legal and practical nature. We have obtained and registered patents in the United States and in various other countries in which we offer our products and services. We rely upon the copyright laws to protect against unauthorized copying of the object code of our software and upon copyright and trade secret laws for the protection of the source code of our software. We derive additional protection for our software by licensing only the object code to customers and keeping the source code confidential. In addition, we enter into confidentiality agreements with our customers and other business partners to protect our software technology and trade secrets. We have also made copyright, trademark and service mark registrations in the United States and abroad for additional protection of our intellectual property. Despite all of these measures, it is possible that competitors could copy certain aspects of our technology or obtain information that we regard as a trade secret in violation of our legal rights.

Third-Party Funding

In accordance with an agreement entered in 2001 with the Chief Scientist we are eligible to participate in a program under which we are eligible to receive future research and development grants for generic research and development projects without any royalty repayment obligations.

The following table sets forth, for the years indicated, our gross research and development expenditures, the portion of such expenditures which was funded by royalty-bearing and non-royalty bearing grants and the net cost of our research and development activities:

	Years		
	2008	2007	2006
	(U.S. dollars in thousands)		
Gross research and development costs	$ 18,702	$ 17,270	$ 15,687
Less:			
Non-royalty-bearing grants	1,760	2,240	2,045
Research and development costs - net	$ 16,942	$ 15,030	$ 13,642

Trend Information

We estimate that the current worldwide recession will have an adverse affect on our sales in 2009. Specifically, we are experiencing longer sales cycles in the emerging markets and we see more conservative spending in the telecom sector.

In the past few years the satellite communications market has experienced increasing competition both from within its sector and from competing satellite communication technologies. Specifically, the expansion of cellular coverage in rural areas worldwide, increased terrestrial infrastructures as well as the advancement of wireless technologies, increases the options for our potential and existing customers. In addition, the number of satellite communications providers in the market has increased and prices of technologies continue to decline. Another development in our industry is the increasing demand for complete solutions which encompass far more than a single platform of a communications solution.

We estimate that the political environment in Israel could continue to prevent certain countries from doing business with us and this, in addition to the increased competition and reduced prices in the telecommunications industry overall, may have adverse effects on our business. Given all of the above, we cannot guarantee or predict what our sales will be, what trends will develop and if any changes in our business and marketing strategy will be implemented.

Impact of Recently Issued Accounting Pronouncements

In February 2008, the FASB issued FASB Staff Position (FSP) FAS No. 157-2, Effective Date of FASB Statement No. 157 (FSP 157-2), to delay the effective date of FASB Statement 157 for one year for certain nonfinancial assets and nonfinancial liabilities, excluding those that are recognized or disclosed in financial statements at fair value on a recurring basis (that is, at least annually). For purposes of applying the FSP 157-2, nonfinancial assets and nonfinancial liabilities include all assets and liabilities other than those meeting the definition of a financial asset or a financial liability in FASB Statement 159. FSP 157-2 defers the effective date of Statement 157 to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years for items within the scope of this FSP 157-2. We do not expect the adoption of FSP 157-2 will have a material impact on our financial position, results of operations or cash flows.

In March 2008, the FASB issued Statement 161 Disclosures about Derivative Instruments and Hedging Activities (SFAS 161) an amendment to FASB No. 133. This statement changes the disclosure requirements for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity s financial position, financial performance, and cash flows. This statement is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. We do not expect the adoption of SFAS 161 will have a material impact on our financial position, results of operations or cash flows.

In December 2007, the FASB issued SFAS 160, Noncontrolling Interests in Consolidated Financial Statements (SFAS 160). SFAS 160 amends ARB 51, Consolidated Financial Statements , to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. It also clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. SFAS 160 also changes the way the consolidated income statement is presented by requiring consolidated net income to be reported at amounts that include the amounts attributable to both the parent and the noncontrolling interest. It also requires disclosure, on the face of the consolidated statement of income, of the amounts of consolidated net income attributable to the parent and to the noncontrolling interest. SFAS 160 requires that a parent recognize a gain or loss in net income when a subsidiary is deconsolidated and requires expanded disclosures in the consolidated financial statements that clearly identify and distinguish between the interests of the parent owners and the interests of the noncontrolling owners of a subsidiary. SFAS 160 is effective for fiscal periods, and interim periods within those fiscal years, beginning on or after December 15, 2008. The impact of SFAS 160 on our consolidated financial statements will depend on the nature and size of acquisitions, if any, subsequent to the effective date.

In December 2007, the FASB issued SFAS 141(R), Business Combinations (SFAS 141(R)). This Statement replaces SFAS No. 141, Business Combinations , and requires an acquirer to recognize the assets acquired, the liabilities assumed, including those arising from contractual contingencies, any contingent consideration and any noncontrolling interest in the acquiree at the acquisition date, measured at their fair values as of that date, with limited exceptions specified in the statement. SFAS 141(R) also requires the acquirer in a business combination achieved in stages (sometimes referred to as a step acquisition) to recognize the identifiable assets and liabilities, as well as the noncontrolling interest in the acquiree, at the full amounts of their fair values (or other amounts determined in accordance with SFAS 141(R)). In addition, SFAS 141(R) s requirement to measure the noncontrolling interest in the acquiree at fair value will result in recognizing the goodwill attributable to the noncontrolling interest in addition to that attributable to the acquirer. SFAS 141(R) applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. The impact of SFAS 141R on our consolidated results of operations and financial condition will depend on the nature and size of acquisitions, if any, subsequent to the effective date.

In April 2008, the FASB issued FSP 142-3, Determination of the Useful Life of Intangible Assets (FSP 142-3). FSP 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, Goodwill and Other Intangible Assets . FSP 142-3 is effective for fiscal years beginning after December 15, 2008. We are currently evaluating the potential impact, if any, of the adoption of FAS 142-3 on our consolidated financial statements.

EITF Issue No. 08-7, Defensive Intangible Assets (EITF 08-7), requires an acquiring entity to account for defensive intangible assets as a separate unit of accounting. Defensive intangible assets should not be included as part of the cost of the acquirer s existing intangible assets because the defensive intangible assets are separately identifiable. Defensive intangible assets must be recognized at fair value in accordance with SFAS 141(R) and SFAS 157. EITF 08-7 will be effective for the reporting period beginning after December 15, 2008. The impact of EITF 08-7 on our company s consolidated financial statements will depend on the nature and size of acquisitions, if any, subsequent to the effective date

In May 2008, the FASB issued SFAS No. 162, The Hierarchy of Generally Accepted Accounting Principles . SFAS 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles in the United States. It is effective 60 days following the SEC s approval of the Public Company Accounting Oversight Board amendments to AU Section 411, The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles . We do not expect SFAS No. 162 to have a material effect on our financial statements.

In October 29, 2008, the FASB issued FSP No.132 (R)-a, Employers Disclosures about Pensions and Other Postretirement Benefits, to require that an employer disclose the following information about the fair value of plan assets: 1) the level within the fair value hierarchy in which fair value measurements of plan assets fall; 2) information about the inputs and valuation techniques used to measure the fair value of plan assets; and 3) a reconciliation of beginning and ending balances for fair value measurements of plan assets using significant unobservable inputs. The FSP will be effective for fiscal years ending after December 15, 2009, with early application permitted. Application of the FSP would not be required for earlier periods that are presented for comparative purposes. We are currently evaluating the potential impact of adopting this FSP on the disclosures in our financial statements.

In June 2008, the FASB issued FSP EITF No. 03-6-1 Determining Whether Instruments Granted in Stock-based Payment Transactions Are Participating Securities . Under the FSP, unvested stock-based payment awards that contain rights to receive non-forfeitable dividends (whether paid or unpaid) are participating securities, and should be included in the two-class method of computing EPS. The FSP is effective for fiscal years beginning after December 15, 2008, and interim periods within those years. We are currently evaluating the impact of EITF 03-6-1 on our financial statements.

ITEM 6: DIRECTORS AND SENIOR MANAGEMENT

Directors

The following table sets forth the name, age, position(s) and a brief account of the business experience of each of the directors:

Name	Age	Position(s)
Amiram Levinberg	53	Chairman of the Board of Directors and Chief Executive Officer
Haim Benjamini(1)(2)	69	External Director
Jeremy Blank	30	Director
Ehud Ganani	56	Director
Leora Meridor(1)(2)	61	External Director
Karen Sarid(1)(2)	58	Director
Izhak Tamir(1)(2)	56	Director

(1) Member of our Compensation and Stock Option Committee.

(2) Member of our Audit Committee.

Amiram Levinberg co-founded our company and served as a director on our board since its inception and until April 2004. In July 2005, Mr. Levinberg rejoined our company as our Chairman of the Board and Chief Executive Officer. From July 1995 and until April 15, 2003, he served as our President. Until 2002, Mr. Levinberg also served as our Chief Operations Officer. Until July 1995, he served as our Vice President of Engineering. From 1977 to 1987, Mr. Levinberg served in a research and development unit of the Israel Defense Forces, where he managed a large research and development project. He was awarded the Israel Defense Award in 1988. Mr. Levinberg holds a B.Sc. in Electrical Engineering and Electronics and a M.Sc. degree in Digital Communications from Israel Institute of Technology, in Haifa, Israel, or the Technion. Mr. Levinberg serves on the board of directors of Orckit Communications Ltd., a company traded on the NASDAQ Global, Cardboard Industries and Kargal, a cardboard manufacturer in Israel.

Haim Benjamini has served on our board as an external director since February 2005. Mr. Benjamini currently serves as an advisor to Teva Pharmaceutical Industries Ltd. s CEO, board and management. He served as the Corporate Vice President of Human Resources of Teva from 1988 until December 31, 2004. From 1982 to 1988, Mr. Benjamini served as the Corporate Vice President of Human Resources at Scitex Corporation. Mr. Benjamini served as a guest lecturer at Tel Aviv University from 1997 to 2003 as part of the Masters of Arts program in Labor Studies. Mr. Benjamini holds a M.A. (Organizational Behavior) from the University of Chicago and a B.A (Social Sciences, Sociology and Political Science) from the Hebrew University. Mr. Benjamini is a Brigadier General (Ret) in the Israel Defense Forces and served in various command staff and training roles from 1957 until 1982.

Jeremy Blank has served on our board since July 2005.. Mr. Blank is a managing director of York Capital Management. Previously, Mr. Blank served as a Vice President within York. York is a private investment fund headquartered in New York with approximately $10 billion in assets under management. From 1999 to 2004, Mr. Blank worked at Morgan Stanley as a vice president within Morgan Stanley s fixed income department and earlier, in Morgan Stanley s mergers and acquisitions department. Mr. Blank graduated from Yeshiva University in New York City with a Bachelor s degree in Finance.

Dr. Ehud Ganani has served on our board since July 2005. Dr. Ganani currently serves as Chairman of the boards of directors of TraceGuard Technologies Inc.. TraceGuard is involved in Explosive Detection equipment for airports and other security facilities. Mr. Ganani served as the chief executive officer of the company between 2006-2008. Dr. Ganani is also the chief executive officer and president of Rabintex Industries Ltd.. Rabintex deals with personal protection gear and army vehicles modifications. Dr. Ganani is the chairman of the board of Bird Aerosystems Ltd., a private company that develops and supplies anti missiles protection systems for helicopters and fixed wing military and civilian aircrafts. He is the chairman of the public committee for Aerospace & Defense & HLS in the Israeli Export Institute..Dr. Ganani served as the Chief Executive Officer of Israel Military Industries from 2002-2005. Prior to that he served in various senior positions in Rafael Armament Development Authority, the last of which was as Vice President of Marketing and Business Development from 1997-2002. Dr. Ganani headed the rocket motors development group in Rafael between 1986 to 2001. He also served as a visiting professor of Chemical Engineering at UC Davis, CA (1984-1985). Dr. Ganani holds a Doctorate of Science in chemical engineering from Washington University, St. Louis, MO (1984) and a Bachelor of Science in Chemical Engineering from the Technion.

Dr. Leora (Rubin) Meridor has served on our board since August 2005. Dr. Meridor is a business and financial consultant and serves on the board of Teva Pharmaceutical Industries Ltd., Osem Investment Ltd., Alrov (Israel) Ltd. and Delta Galil Industries Ltd. Between 2001 and 2004, Dr. Meridor served as chair of the board of Poalim Capital Markets Ltd. and between 2001 and 2005, as chair of the boards of directors of Bezeq International Ltd. and Walla! Communications Ltd. Between 1996 and 2000 she served as Senior Vice President, Head of Credit & Risk Management Division of the First International Bank. From 1992 to 1996 she served as Head of Research at the Bank of Israel. Dr. Meridor has a Ph.D in Economics, an M.Sc in Mathematics and B.Sc. in Mathematics and Physics, all from the Hebrew University in Jerusalem. Her studies include a post doctoral year at Massachusetts Institute of Technology.

Karen Sarid has served on our board since July 2005. Ms. Sarid currently serves as the chief operating officer and chief financial officer of Galil Medical Ltd. and as the general manager of Galil Israel. Galil Medical is a medical device company that develops a cryotherapy platform. Ms. Sarid has served as a General Manager of Orex Computed Radiography Ltd., a Carestream company focusing on advanced radiography systems for the digital x-ray market since September 2000 until March 2007. From September 1999 until September 2000, Ms. Sarid served as Chief Financial Officer and a member of the board of directors of Forsoft Ltd., a software solutions provider and a subsidiary of the Formula Group. From 1996 until August 1999, Ms. Sarid was Chief Financial Officer and a member of the board of directors of ESC Medical Systems Ltd., a medical laser manufacturer that is traded on the NASDAQ Stock Market. Ms. Sarid was Chief Financial Officer of EZchip Semiconductors Ltd. (previously LanOptics Ltd.) from 1993 through 1996. Ms. Sarid currently serves on the board of directors of EZchip. Ms Sarid also serves on the board of directors of Oridion Ltd. Ms. Sarid received a B.A. in Economics and Accounting from Haifa University, and was awarded the CFO of the Year award in 1998 by the Association of Chief Financial Officers in Israel.

Izhak Tamir has served on our board since July 2005. Mr. Tamir, a co-founder of Orckit Communications Ltd., has been President and a Director of Orckit since its founding in 1990and currently serves as Chairman of the Board of such company. Orckit traded on the NASDAQ Global, is a leading provider of advanced telecom equipment targeting high capacity packetized broadband services. Mr. Tamir served on the board of directors of Scopus Video Networks from 2005 until 2007. From 1987 until 1989, Mr. Tamir was employed by Comstream Inc., in San Diego, California. From 1985 until 1987, he was Vice President of A.T. Communication Channels Ltd., a subsidiary of Bezeq. From 1978 to 1985, he was a senior engineer in the Israeli government. Mr. Tamir holds an engineering degree from the Technion, and an M.B.A. from Tel Aviv University. Mr. Tamir has served as Chairman of the board of directors of Tikcro Technologies Ltd. since January 2000 and as its Chief Executive Officer from August 2003 until December 2007.

Senior Management

The executive officers and key executives of our company and its subsidiaries are as follows:

Name	Age	Position(s)
Amiram Levinberg(1)	53	Chief Executive Officer and Chairman of the Board of Directors
Erez Antebi	49	Chief Executive Officer, Gilat Networks Systems, and President, Spacenet Rural Communications
Andreas Georghiou	59	Chief Executive Officer, Spacenet Inc.
Joshua Levinberg	55	Executive Vice President, Corporate Business Development & Strategy
Ari Krashin	36	Chief Financial Officer

(1) Please see biography under Directors above.

Erez Antebi was appointed as Chief Executive Officer of Gilat Networks Systems on June 1, 2005, and as CEO of Spacenet Rural Communications on February 1, 2008. Mr. Antebi served as our Chief Operating Officer from October 2002 until September 2003, when he left to serve as Chief Executive Officer of Clariton Networks Ltd. From the beginning of 1998 until being appointed our Chief Operating Officer, Mr. Antebi served as our Vice President, General Manager for Asia, Africa and Pacific Rim. From September 1994 until the beginning of 1998, he served as Vice President and General Manager of Gilat Inc. Mr. Antebi joined our company in May 1991 as product manager for the Skystar Advantage VSAT product. From August 1993 until August 1994, he served as Vice President of Engineering and Program Management of Gilat Inc. Prior to joining us, Mr. Antebi worked for a private importing business from 1989 to 1991, after having served from 1987 to 1989 as marketing manager for high frequency radio communications for Tadiran Limited, a defense electronics and telecommunications company, and as a radar systems development engineer at Rafael, the research and development and manufacturing arm of the Israel Defense Forces, from 1981 to 1987. Mr. Antebi holds a B.Sc. and an M.Sc. Electrical Engineering from the Technion.

Andreas Georghiou joined Spacenet Inc. as its Chief Executive Officer in August 2006. Prior to joining Spacenet, Mr. Georghiou had been with SES Americom and its predecessor, GE Americom, a unit of GE Capital, for over 20 years in various leadership roles. Immediately preceding his assumption of CEO duties at Spacenet, Mr. Georghiou served as Chief Commercial Officer at SES Americom and, prior to that and through July 2005 he served as the Senior Vice President of Business Operations. From 2003 through July 2006, Mr. Georghiou also served as President of Americom Asia Pacific, a regional satellite venture of SES. From 1994 to 2003 he served as the Senior Vice President of Sales & Marketing for Global Satellite Services at GE Americom. From 1992 to 1994 he served as Americom s Director of Business Development. While at GE Americom, he also served as an officer of GE Capital. In addition, Mr. Georghiou held various positions at RCA Corporation including IT Manager, Director of Treasury Planning and Manager of Operations Research, at the David Sarnoff Research Center. He is a member of the Board of Directors of Society of Satellite Professionals International (SSPI) and a member of the Corporate Leadership Advisory Council of the U.S. Chamber of Commerce. Mr. Georghiou holds an undergraduate degree from the University of Pennsylvania, and a master s degree from the Wharton School of Business, where he studied as a Fulbright Scholar.

Joshua Levinberg, a co-founder of Gilat, rejoined our company as Executive Vice President of Corporate Business Development & Strategy in August 2005 .[. From June 1999 until 2003, he served as Senior Vice President for Business Development of our company, having previously served in that position from 1994 to April 1998. At that time, Mr. Levinberg became Chief Executive Officer of GTH LA Antilles, then the parent company of Global Village Telecom, or GVT, until June 1999. From 1989 until September 1994, he served as Executive Vice President and General Manager of Gilat Satellite Networks, Inc. in the U.S. From 1987 until the formation of Gilat Satellite Networks, Inc. in 1989, Mr. Levinberg was Vice President of Marketing & Business Development of our company. Mr. Levinberg holds a B.Sc. (Electrical Engineering and Electronics) from Tel Aviv University. Amiram Levinberg and Joshua Levinberg are brothers.

Ari Krashin was appointed our Chief Financial Officer in June 2008. Mr. Krashin joined our company in April 2000 and served in various positions in our company since then. From 2005 to June 2008 Mr. Krashin served as our Financial Director. Before joining us, Mr. Krashin served as a CPA for Kesselman & Kesselman, PriceWaterhouseCooper s Israel office. Mr. Krashin is a CPA and holds a BA in Business Administration and Accounting from the College of Management.

Compensation of Directors and Officers

The following table sets forth the aggregate compensation paid to or accrued on behalf of all of our directors and officers as a group for the year ended December 31, 2008:

	Salaries, Fees, Directors' Fees, Commissions and Bonuses(1)	Pension, Retirement and Similar Benefits
All directors and officers as a group (19 persons)	$ 4,530,457	$ 520,984

(1) Also includes bonuses and stock option compensation accrued in 2008.

Management Agreements

Mr. Amiram Levinberg, our Chairman and Chief Executive Officer has an employment agreement with us which was extended by the shareholders in a general meeting held in May, 2008, for an additional one year period, and will terminate July 2009. Under Mr. Levinberg s employment agreement which was extended in May 2008, Mr. Levinberg was granted (i) options to purchase 915,000 ordinary shares at an exercise price of $5.77 per share and is entitled to (ii) a salary of 100,000 NIS per month; (iii) a transaction bonus equal to 0.82% of the market value of our company in a transaction or series of related transactions following which a company, person or a group of persons or companies acting together will purchase from our company s shareholders, in a bona fide, arms length transaction, 50% or more of our then outstanding share capital subject to Mr. Levinberg complying with certain prior conditions; and (iv) entitlement to participate in our company s annual bonus plan, subject to the specific approval of the shareholders. In addition, at our shareholders meeting held on December 30, 2008 Mr. Levinberg was granted the right to purchase 300,000 ordinary shares of our company at a purchase price of $4.00 per share, which vest ratably, each quarter over a three year period.

Prior to the closing of the transaction pursuant to which Bank Hapoalim assigned its loan to our company to York Capital Management, York, paid $100,000 to a company controlled by Mr. Amiram Levinberg and his brother, Mr. Joshua Levinberg, to perform due diligence on our company. In addition, Mr. Amiram Levinberg had a right to certain benefits from options held by York in shares of our company owned by Bank Hapoalim. For further information on Mr. Levinberg s relationship with York, please see the Major Shareholders table and the footnote on York.

As of December 31, 2008, Mr. Yoav Leibovitch, formerly the Executive Vice President of Corporate Development, is no longer an officer of the Company.

Board Compensation

By resolutions adopted by our shareholders, directors who are not employees (excluding the current chairman of the board of directors) are entitled to receive annual compensation of NIS 80,000 and an additional NIS 1,600 for each board or committee meeting attended, provided that the board member is a member of such committee. In addition, board members are compensated for telephone participation in board and committee meetings in an amount of 60% of what would be received for physical attendance. All the above amounts are subject to adjustment for changes in the Israeli consumer price index after December 2007 and changes in the amounts payable pursuant to Israeli law from time to time. Each of our current directors was granted options to purchase 20,000 ordinary shares upon commencement of his or her terms as director and at an exercise price equal to the fair market value of the shares on the date of the grant. In addition, in our December 30, 2008 annual general meeting of the shareholders, our shareholders approved a one-time grant to purchase 50,000 shares, which options vest ratably, each quarter, over a three-year period. The exercise price of the options is $4.00 per share.

Board Composition and Practices

Our Articles of Association as adopted at a shareholders meeting on April 15, 2003and amended at our shareholders meeting on December 30, 2008, provide that our board of directors shall consist of not less than five and not more than nine directors as shall be determined from time to time by a majority vote at the general meeting of our shareholders. Unless resolved otherwise by our shareholders, our board of directors will be comprised of (i) nine directors, if four directors are appointed by beneficial owners of 14% or more of our issued and outstanding ordinary shares (as set forth below), or (ii) seven directors, if fewer than four directors are so appointed by beneficial owners of 14% or more of our ordinary shares.

Pursuant to our Articles of Association, each beneficial owner of 14% or more of our issued and outstanding ordinary shares is entitled to appoint, at each annual general meeting of our shareholders, one member to our board of directors, provided that a total of not more than four directors are so appointed. In the event that more than four qualifying beneficial owners notify us that they desire to appoint a member to our board of directors, only the four shareholders beneficially owning the greatest number of shares shall each be entitled to appoint a member to our board of directors. So long as our ordinary shares are listed for trading on NASDAQ, we may require that any such appointed director qualify as an independent director as provided for in the NASDAQ rules then in effect. Our board of directors has the right to remove any such appointed director when the beneficial ownership of the shareholder who appointed such director falls below 14% of our ordinary shares.

Our Articles of Association provide that a majority of the voting power at the annual general meeting of our shareholders will elect the remaining members of the board of directors, including external directors as required under the Companies Law. At any annual general meeting at which directors are appointed pursuant to the preceding paragraph, the calculation of the vote of any beneficial owner who appointed a director pursuant to the preceding paragraph shall not take into consideration, for the purpose of electing the remaining directors, ordinary shares constituting 14% of our issued and outstanding ordinary shares held by such appointing beneficial owner.

Each of our directors (except external directors) serve, subject to early resignation or vacation of office in certain circumstances as set forth in our Articles of Association, until the adjournment of the next annual general meeting of our shareholders next following the general meeting in which such director was elected. The holders of a majority of the voting power represented at a general meeting of our shareholders in person or by proxy will be entitled to (i) remove any director(s), other than external directors and directors appointed by beneficial holders of 14% or more of our issued and outstanding ordinary shares as set forth above, (ii) elect directors instead of directors so removed, or (iii) fill any vacancy, however created, in the board of directors. Our board of directors may also appoint additional directors, whether to fill a vacancy or to expand the board of directors, who will serve until the next general meeting of our shareholders following such appointment.

Our Articles of Association further provide that the board of directors may delegate all of its powers to committees of the board of directors as it deems appropriate, subject to the provisions of applicable law.

Alternate Directors

Our Articles of Association provide that a director may appoint, by written notice to us and subject to the consent of the board of directors, any person qualified to serve as a director to serve as an alternate director (provided such person does not already serve as a director or an alternate director). An external director may not be appointed as an alternate director, unless otherwise permitted in the Companies Law. An alternate director shall have all of the rights and obligations of the director appointing him or her, except the power to appoint an alternate (unless otherwise specifically provided for in the appointment of such alternate). An alternate director may not act at any meeting at which the director appointing him or her is present and he is not entitled to remuneration. Unless the time period or scope of any such appointment is limited by the appointing director, such appointment is effective for all purposes and for an indefinite time, but will expire upon the expiration of term or vacation of office of the appointing director. Currently, no alternate directors have been appointed.

External Directors

Under the Companies Law, public companies are required to elect two external directors who must meet specified standards of independence. Companies that are registered under the laws of Israel and whose shares are listed for trading on a stock exchange outside of Israel, such as Our company, are treated as public companies with respect to the external directors requirement. External directors may not have during the two years preceding their appointment, directly or indirectly through a relative, partner, employer or controlled entity, any affiliation with (i) the public company, (ii) those of its shareholders who are controlling shareholders at the time of appointment, or (iii) any entity controlled by the company or by its controlling shareholders. The term affiliation includes an employment relationship, a business or professional relationship maintained on a regular basis, control and services as an office holder. No person can serve as an external director if the person s other positions or business creates or may create conflicts of interest with the person s responsibilities as an external director. Until the lapse of two years from termination of office, a company may not engage an external director as an employee or otherwise.

External directors serve for a three-year term, which may be renewed for only one additional three-year term. External directors can be removed from office only by the court or by the same special percentage of shareholders that can elect them, and then only if the external directors cease to meet the statutory qualifications with respect to their appointment or if they violate their fiduciary duty to the company. The court may additionally remove external directors from office if they were convicted of certain offenses by a non-Israeli court or are permanently unable to fulfill their position. If, when an external director is elected, all members of the board of directors of a company are of one gender, the external director to be elected must be of the other gender.

If delegated any authority of the board of directors, any committee of the board of directors must include at least one external director. An external director is entitled to compensation as provided in regulations adopted under the Companies Law and is otherwise prohibited from receiving any other compensation, directly or indirectly, in connection with such service.

The Companies Law requires external directors to submit to the company, prior to the date of the notice of the general meeting convened to elect the external directors, a declaration stating their compliance with the requirements imposed by Companies Law for the office of external director. External Directors are required to have professional ability or financial and accounting expertise, as long as at least one of the External Directors is a financial and accounting expert.

The election of external directors requires the affirmative vote of a majority of our ordinary shares voted on in person or by proxy at a meeting of the shareholders, provided that such majority includes at least one-third of the votes of the non-controlling shareholders of the company who are voting on this matter at the meeting. This approval requirement need not be met if the aggregate shareholdings of those non-controlling shareholders who vote against the election of the external directors represent one percent or less of all the voting power of the company. Controlling for the purpose of this provision means the ability to direct the acts of the company. Any person holding one half or more of the voting power of the company or of the right to appoint directors or the chief executive officer is presumed to have control of the company.

We currently have two external directors: Dr. Leora Meridor, who was elected at the Special General Meeting held on August 30, 2005 and reelected at our Annual General Meeting held on December 30, 2008 for an additional three year period; and Mr. Haim Benjamini who was elected at the Special General Meeting held in February 2005and reelected for an additional three year period at our company s Special General Meeting held on May 28, 2008.

Audit Committee

The Companies Law provides that publicly traded companies must appoint an audit committee. The responsibilities of the audit committee include identifying irregularities in the management of the company s business and approving related party transactions as required by law. An audit committee must consist of at least three members, and include all of the company s external directors. However, the chairman of the board of directors, any director employed by the company or providing services to the company on a regular basis, any controlling shareholder and any relative of a controlling shareholder may not be a member of the audit committee. An audit committee may not approve an action or a transaction with an officer or director, a transaction in which an officer or director has a personal interest, a transaction with a controlling shareholder and certain other transactions specified in the Companies Law, unless at the time of approval two external directors are serving as members of the audit committee and at least one of the external directors was present at the meeting in which an approval was granted.

In addition, the NASDAQ Marketplace Rules require us to establish an audit committee comprised of at least three members, all of whom must be independent directors, each of whom is financially literate and satisfies the respective independence requirements of the Securities and Exchange Commission and NASDAQ and one of whom has accounting or related financial management expertise at senior levels within a company.

Our audit committee assists our Board of Directors in overseeing the accounting and financial reporting processes of our company and audits of our financial statements, including the integrity of our financial statements, compliance with legal and regulatory requirements, our independent registered public accountants qualifications and independence, the performance of our internal audit function and independent registered public accountants, finding any defects in the business management of our company and proposing to our Board of Directors ways to correct such defects, approving related-party transactions as required by Israeli law, and such other duties as may be directed by our Board of Directors. The audit committee may consult from time to time with our independent auditors and internal auditor with respect to matters involving financial reporting and internal accounting controls.

Our audit committee consists of four members of our Board of Directors who satisfy the respective independence requirements of the Securities and Exchange Commission, NASDAQ and Israeli law for audit committee members. Our audit committee consists of Mr. Benjamini, Dr. Meridor, Dr. Sarid and Mr. Tamir. Our board of directors has determined that Dr. Meridor qualifies to serve as the audit committee s financial expert, as required by the SEC and NASDAQ. The audit committee meets at least once each quarter.

Our board of directors adopted an audit committee charter setting forth the responsibilities of the audit committee consistent with the rules of the Securities and Exchange Commission and the NASDAQ Marketplace Rules which include:

Oversight of the company s independent registered public accounting firm, and recommending the engagement, compensation or termination of the company s independent registered public accounting firm to the board of directors, subject to shareholder ratification in accordance with Israeli law;

Recommending the terms of audit and non-audit services provided by the independent registered public accounting firm for pre-approval by the board of directors;

Recommending the engagement or termination of office of the company's internal auditor; and

Approval of transactions with office holders, controlling shareholders and other related-party transactions, as described below.

Under the Israeli Companies Law, the approval of the audit committee is required for specified actions and transactions with office holders and controlling shareholders. For such purpose, the term controlling shareholder is a shareholder who has the power to direct the company s operations, other than by virtue of being a director or other office holder of the company and includes a shareholder that holds 50% or more of the voting rights in a public company, or a shareholder who has the power to direct the conduct of the company, if the company has no shareholder that owns more than 50% of its voting rights, then the term also includes any shareholder that holds 25% or more of the voting rights of the company (two or more persons who have a personal interest in the approval of the transaction are deemed to be joint holders). The audit committee may not approve an action or a transaction with a controlling shareholder or with an office holder unless at the time of approval the two outside directors are serving as members of the audit committee and at least one of them was present at the meeting at which the approval was granted.

Additionally, under the Israeli Companies Law, the role of the audit committee is to identify faults in the business practices of the company, among other things, by consulting with the company s independent registered public accounting firm and internal auditor, and to make recommendations to the board for remedying such faults.

Independent Directors

Pursuant to the current listing requirements of the NASDAQ Global Market, we are required to have at least a majority of our directors on our board of directors qualify as independent. Effective March 3, 2005, NASDAQ revised the rules so that a foreign private issuer (such as our company) may follow home country practice in lieu of complying with this rule.

Based on representations from our current directors, we believe that all of our directors except Mr. Levinberg comply with the independence standards set forth above.

Employees

As of December 31, 2008, we had approximately 966 full-time employees, including 163 employees in engineering, research and development, 426 employees in manufacturing, operations and technical support, 137 employees in marketing and sales, 140 employees in administration and finance and 100 in other departments. Of these employees, 397 employees were based in our facilities in Israel, 233 were employed in the United States, 288 were employed in Latin America and 48 in Asia, the Far East and other parts of the world. We also utilize temporary employees, as necessary, to supplement our manufacturing and other capabilities. We believe that our relations with our employees are satisfactory. We and our employees are not parties to any collective bargaining agreements. However, certain provisions of the collective bargaining agreements between the Histadrut (General Federation of Labor in Israel) and the Coordination Bureau of Economic Organizations (including the Manufacturers Association of Israel) are applicable to all Israeli employees by order of the Israeli Ministry of Labor and Welfare. These provisions principally concern the length of the work day and the work week, minimum wages for workers, contributions to a pension fund, insurance for work-related accidents, procedures for dismissing employees, determination of severance pay and other conditions of employment. The amount and frequency of these adjustments are modified from time to time.

As of December 31, 2007, we had approximately 970 full-time employees, including 156 employees in engineering, research and development, 412 employees in manufacturing, operations and technical support, 147 employees in marketing and sales, 146 employees in administration and finance and 105 in other departments. Of these employees, 392 employees were based in our facilities in Israel, 228 were employed in the United States, 288 were employed in Latin America and 58 in Asia, the Far East and other parts of the world. We also utilize temporary employees, as necessary, to supplement our manufacturing and other capabilities. We believe that our relations with our employees are satisfactory.

As of December 31, 2006, we had approximately 950 full-time employees, including 160 employees in engineering, research and development, 400 employees in manufacturing, operations and technical support, 130 employees in marketing and sales, 140 employees in administration and finance and 120 in other departments. Of these employees, 400 employees were based in our facilities in Israel, 235 were employed in the United States, 250 were employed in Latin America and 65 in Asia, the Far East and other parts of the world.

Israeli law generally requires severance pay upon the retirement or death of an employee or termination of employment without due cause. Our ongoing severance obligations are partially funded by making quarterly payments to approved severance funds or insurance policies, with the remainder accrued as a long-term liability in our consolidated financial statements. In addition, Israeli employees and employers are required to pay specified to the National Insurance Institute, which is similar to the U.S. Social Security Administration. Since January 1, 1995, such amounts also include payments for national health insurance. The payments to the National Insurance Institute are approximately 16.31% of wages (up to a specified amount), of which the employee contributes approximately 64% and the employer contributes approximately 36%. The majority of our permanent employees are covered by life and pension insurance policies providing customary benefits to employees, including retirement and severance benefits. For Israeli employees, we contribute 13.33% to 15.83% (depending on the employee) of base wages to such plans and the permanent employees contribute 5% of base wages.

During April and May 2008 we amended the contracts of most of our Israeli employees so that starting on the date of the amended agreement, such employees are subject to Section 14 of the Severance Pay Law 1963 for severance pay accumulated in periods of employment subsequent to date of the amendment. In accordance with this Section 14, upon termination, the release of the contributed amounts from the fund to the employee shall relieve us of any further severance liability, and no additional payments shall be due to the employee.

We have a number of savings plans in the United States that qualify under Section 401(k) of the U.S. Internal Revenue Code. We contribute one dollar for each dollar a participant contributes in this plan, in an amount of up to 3% of a participant s earnings and in addition, we contribute fifty cents for each dollar a participant voluntarily contributes in this plan, up to an additional 3% of a participant s earnings. Matching contributions in 2008, 2007 and 2006 for all the plans were approximately $ 0.7 million per year. Matching contributions are invested in proportion to each participant s voluntary contributions in the investment options provided under the plan.

Share Ownership

See table under Item 7: Major Shareholders and Related Party Transactions below.

Stock Option Plans

In June 1995, we adopted the 1995 Stock Option Plan (Incentive and Restricted Stock Options), or the 1995 ISO/RSO Plan, the 1995 Section 102 Stock Option/Stock Purchase Plan, or the 1995 Section 102 Plan, and the 1995 Advisory Board Stock Option Plan, or the 1995 Advisory Board Plan. The 1995 Plans expired on June 29, 2005.

As of December 31, 2008, we had granted options to purchase a total of 101,580 ordinary shares under the 1995 Plans and options to purchase 59,467 ordinary shares remain outstanding. The exercise prices for such options vary from $9.2 to $2,730 and all such options expire at various times from January 2009 to September 2012. As of December 31, 2008, a total of 42,113 options have been exercised under the 1995 Plan.

In September 2003, we adopted the 2003 Stock Option Plan (Incentive and Restricted Stock Options), or the 2003 ISO/RSO Plan and the Section 102 Stock Option Plan 2003, or the 2003 Section 102 Plan and collectively, the 2003 Plans . In February 2005, our shareholders increased the pool for the 2003 Plans by 1,135,000 shares and in December 2005, our shareholders further increased the pool by 3,500,000 shares, such that the 2003 Plans provide for the granting of options of up to an aggregate of 6,135,000 ordinary shares to our officers, directors, employees or service providers or any of the employees or service providers of our subsidiaries. As of December 31, 2008, options to purchase a total of 3,584,157 ordinary shares under the 2003 Plans were outstanding, and options to purchase 1,852,080 ordinary shares have been exercised. The exercise prices for such options vary from $5.00 to $10.73 and such options expire at various times from August 2013 to November 2017.

In December 2005, our shareholders adopted the 2005 Stock Incentive Plan with a pool of 1.5 million shares. This plan is designed to enable the board of directors to determine various forms of incentives for all forms of service providers and, when necessary, adopt a Sub-plan in order to grant specific incentives. In October 2008, the compensation/stock option committee of the Board of Directors adopted a sub-plan so as to enable qualified optionees certain tax benefits under the Israeli Income Tax Ordinance. Among the incentives that may be adopted are share options, performance share awards, performance share unit awards, restricted shares, restricted share unit awards and other share based awards. Also, in October 2008 the compensation/stock option committee adopted a new plan, the 2008 Stock Incentive Plan, with a pool of 1 million shares and a sub-plan to enable qualified optionees certain tax benefits under the Israeli Income Tax Ordinance. In November 2008, the compensation/stock option committee of the Board of Directors authorized the grant of restricted stock units under the 2005 and 2008 Plans to certain key employees. The entitlement to these shares vest quarterly over a four-year period (15%, 25%, 30%, 30% each year, respectively) so long as the employee remains with our company. In December 2008, our shareholders authorized the grant of 600,000 options to the members of our board of directors. Those options vest quarterly over three years. To date, we have granted 650,000 options and an additional 1,505,000 restricted share units under the 2005 and 2008 Plans, 55,064 of which have already been issued.

As of March 1, 2008**,** the 11 directors and executive officers listed above, as a group, held options to purchase 2,805,225 of our ordinary shares at a weighted average exercise price of $5.49 per share. Out of such options, 225 options expire in 2011, 130,000 options expire in 2013, 600,000 options expire in 2014 and 2,075,000 options expire in 2015. As of March 1, 2008, the 11 and executive officers listed above, as a group, held 346,500 RSUs and 11,700 shares received through vested RSUs.

The purpose of the 2003, 2005 and 2008 plans (together the Plans) is to enable us to attract and retain qualified persons as employees, officers, directors, consultants and advisors and to motivate such persons by providing them with an equity participation in our company. The Section 102 Plans are designed to afford qualified optionees certain tax benefits under the Israel Income Tax Ordinance.

The Plans are administered by the Compensation/Stock Option Committee appointed by our board of directors. The Stock Option Committee, comprised of Dr. Meridor, Mr. Benjamini, Mr. Tamir and Dr. Sarid, has broad discretion, subject to certain limitations, to determine the persons entitled to receive options, the terms and conditions on which options or rights to purchase are granted and the number of shares subject thereto. The Stock Option Committee also has discretion to determine the nature of the consideration to be paid upon the exercise of an option and/or right to purchase granted under the Plans. Such consideration generally may consist of cash or, at the discretion of the Board, cash and a recourse promissory note.

Stock options issued as incentive stock options pursuant to the Plans will only be granted to the employees (including directors and officers) of our company or its subsidiaries. The exercise price of incentive stock options issued pursuant to the ISO/RSO Plan must be at least equal to the fair market value of the ordinary shares as of the date of the grant (and, in the case of optionees who own more than 10% of the voting stock, the exercise price must equal at least 110% of the fair market value of the ordinary shares as of the date of the grant).

Options are exercisable and restrictions on disposition of shares lapse according to the terms of the individual agreements under which such options were granted or shares issued.

ITEM 7: MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

The following table sets forth certain information with respect to the beneficial ownership of our ordinary shares as of March 31, 2009 (including options exercisable and RSU s vested within 60 days of March 31, 2009) with respect to: (i) each person who is believed by us to be the beneficial owner of more than 5% of the ordinary shares; (ii) each director or officer who holds more than 1% of the ordinary shares, and (iii) all directors and officers as a group. Except where otherwise indicated, we believe, based on information furnished by the owners, that the beneficial owners of the ordinary shares listed below have sole investment and voting power with respect to such shares, subject to any applicable community property laws. The shareholders listed below do not have any different voting rights from any other shareholders of our company, except to the extent that they hold more than 14% and as such, they will have a right to appoint a director, subject to certain conditions in our Articles of Association. None of the directors, officers or key executives listed in the Directors and Senior Management table appearing in Item 6 above, owns 1% or more of our outstanding share capital.

The information in this table is based on 40,103,662ordinary shares outstanding as of March 31, 2009. Except where otherwise indicated, we believe, based on information furnished by the owners, that the beneficial owners of the ordinary shares listed below have sole investment and voting power with respect to such shares, subject to any applicable community property laws.

Name and Address	Number of Ordinary Shares Beneficially Owned	Percent of Ordinary Shares Outstanding
York Capital Management [1]	8,070,563	20.1%
Mivtach Shamir Finance Ltd. [2]	2,216,945	5.5%
Renaissance Technologies LLC [3]	2,163,894	5.4%
Migdal Insurance & Financial Holdings Ltd.[4]	2,003,812	5.0%
All officers and directors as a group (11 persons)[5]	2,333,468	36.00%

(1) Based on a Schedule 13D filed on December 20, 2006, the shares are directly owned by or allocated for the benefit of (i) York Capital Management, L.P., a Delaware limited partnership; (ii) York Investment Limited, a corporation established in the Commonwealth of the Bahamas; and (iii) York Credit Opportunities Fund, L.P., a Delaware limited partnership. These three entities are part of a family of pooled investment vehicles managed by JGD Management Corp., a Delaware corporation doing business as York Capital Management. The sole shareholder of JGD is James G. Dinan. Dinan Management is the general partner of York Capital Management L.P. and James G. Dinan and Daniel A. Schwartz are the controlling members of Dinan Management. York Offshore Limited is the investment manager of York Investment Limited. The controlling principal of York Offshore Limited is James G. Dinan. Daniel A. Schwartz is a director of York Offshore Limited. York Credit Opportunities Domestic Holdings is the general partner of York Credit Opportunities. James G. Dinan and Daniel A. Schwartz are the controlling members of York Credit Opportunities Domestic Holdings. The principal business address of each of these entities and individuals is c/o York Capital Management, 767 Fifth Avenue, 17th Floor, New York, New York, 10153.

(2) Based on a Schedule 13D filed on July 28, 2005. Mr. Meir Shamir and Ashtrom Industries Ltd. share voting and dispositive power with respect to the shares held by Mivtach Shamir Holdings Ltd. The address of Mivtach Shamir Holdings Ltd. is Beit Sharvat, 4 Kaufman St., Tel Aviv 68012, Israel.

(3) Based on a Schedule 13G filed on February 13, 2009, Renaissance Technologies LLC and Mr. James H. Simons share ownership with respect to the shares held by Renaissance Technologies LLC because of Dr. Simons position as control person of Renaissance Technologies LLC. The address of Renaissance Technologies LLC is 800 Third Avenue, New York, New York.

(4) Based on a Schedule 13G filed on February 9, 2009, The 2,003,812 shares reported in the Schedule as beneficially owned by the Migdal Insurance & Financial Holdings Ltd. are held for members of the public through, among others, provident funds, mutual funds, pension funds and insurance policies, which are managed by subsidiaries of Reporting Person, according to the following segmentation: 1,028,327 shares are held by Profit participating life assurance accounts; 895,868 Ordinary Shares are held by Provident funds and companies that manage provident funds and 79,617 shares are held by companies for the management of funds for joint investments in trusteeship, each of which subsidiaries operates under independent management and makes independent voting and investment decisions. The address of Migdal Insurance & Financial Holdings Ltd is 4 Efal Street; P.O. Box 3063; Petach Tikva, 49512, Israel.

(5) Includes options that are currently exercisable or are exercisable within 60 days that are held by our directors and executive officers.

Significant Changes in the Ownership of Major Shareholders

As of December 31, 2006, our major shareholders were York, holding 8,070,563 shares (approximately 20% ownership), Bank Hapoalim, holding 2,052,428 shares (approximately 5% ownership) and Mivtach Shamir Finance Ltd., holding 2,216,945 shares (approximately 6 % ownership). As of December 31, 2007, our major shareholders were York, holding 8,070,563 shares (approximately 20% ownership), Citadel Investment Group, L.L.C., holding 2,140,424 shares approximately 5 % ownership) and Mivtach Shamir Finance Ltd., holding 2,216,945 shares (approximately 5 % ownership). As of December 31, 2008, our major shareholders were York, holding 8,070,563 shares (approximately 20% ownership), and Mivtach Shamir Finance Ltd., holding 2,216,945 shares (approximately 5 % ownership).

Major Shareholders Voting Rights

The voting rights of our major shareholders do not differ from the voting rights of other holders of our ordinary shares.

Record Holders

Based on a review of the information provided to us by our transfer agent, as of April 1**,** 2009, there were 83 holders of record of our ordinary shares, of which 65 record holders holding approximately 95.5% of our ordinary shares had registered addresses in the United States and 11 record holders holding approximately 4.5% of our ordinary shares had registered addresses in Israel. These numbers are not representative of the number of beneficial holders of our shares nor is it representative of where such beneficial holders reside since many of these ordinary shares were held of record by brokers or other nominees, including CEDE & Co., the nominee for the Depositary Company (the central depositary for the U.S. brokerage community), which held approximately 75% of our outstanding ordinary shares as of said date.

B. Related Party Transactions.

In July 2005, Bank Hapoalim assigned a $71.4 million loan owed by our company to the bank, to York Capital Management. In December 2005, we revised the terms of this loan. On September 27, 2006, York exercised its right to have our company issue it warrants in the amount of the loan and accrued interest and immediately exercised its option to convert the warrants into shares at $6.75 per share. This resulted in the issuance of approximately 10.6 million ordinary shares to York. In December 2006, York participated as a selling shareholder in our public offering and sold 3,033,333 ordinary shares. Please see Item 5: Liquidity and Capital Resources Financing Activities.

C. Interests of Experts and Counsel.

Not applicable.

ITEM 8: FINANCIAL INFORMATION

Consolidated Statements

See the consolidated financial statements, including the notes thereto, and the exhibits listed in Item 18 hereof and incorporated herein by this reference.

Export Sales

We outsource a majority of our manufacturing, some from Israel and some from outside of Israel. For information on our revenues breakdown for the past three years, see Item 5: Operating and Financial Review and Prospects.

Legal Proceedings

We are a party to various legal proceedings incident to our business. Except as noted below, there are no material legal proceedings pending or, to our knowledge, threatened against us or our subsidiaries, and we are not involved in any legal proceedings that our management believes, individually or in the aggregate, would have a material adverse effect on our business, financial condition or operating results.

On March 31, 2008 we announced the signing of a Merger Agreement pursuant to which we would be acquired for an aggregate value of $ 475 million in an all cash transaction by a consortium of private equity investors. On August 5, 2008 we informed the consortium that all conditions precedent to closing has been met. On August 29, 2008 we notified the consortium we were terminating the Merger Agreement citing the consortium members intentional breach of the Merger Agreement and their failure to close the merger transaction within the extended period established to complete the transaction. In November 2008, we filed lawsuits against each of the parties that had guaranteed the payment of a termination fee under the Merger Agreement. The lawsuits were filed in the Tel Aviv District Court against each of Mivtach Shamir Holdings Ltd., LR Group Ltd., Gores Capital Partners II, L.P, and DGB Investments, Inc. for their pro rata commitment to guarantee the termination fee due to the Company. The Merger Agreement provides for a termination fee in the amount of $47.5 million, payable to us, in the event of an intentional breach of the agreement by the Buyer.

In October 2008, a lawsuit and a motion for its approval as a class action proceeding was filed in the District Court of Jerusalem by eight individuals and Israeli companies against us, all of our directors and our 20% shareholder, York Capital Management. The plaintiffs claim damages based on the amounts they would have been paid had the merger with the consortium closed. We and our outside legal counsel believe the claims are completely without merit, and that the lawsuit is without basis. We intend to use all legal means necessary to protect and defend our company and its directors.

In September 2003, Nova Mobilcom S.A., or Mobilcom, filed a lawsuit against Gilat do Brasil for specific performance of a Memorandum of Understanding which provided for the sale of Gilat do Brasil, and specifically the GESAC project, a government education project awarded to Gilat do Brazil, to Mobilcom for an unspecified amount. Gilat do Brasil does not believe that this claim has any merit and is vigorously defending itself against the claims presented therein.

The Brazilian tax authority has filed a claim against a subsidiary of Spacenet Inc. in Brazil, for alleged taxes due of approximately $4 million. In January 2004, the subsidiary received notice of an administrative ruling reducing the amount of the claim, and the subsidiary filed an appeal of such ruling. In December 2005, this appeal was denied and at present, the subsidiary faces a tax liability of approximately $6.7 million (the amount has increased due to interest and exchange rate differences). The subsidiary denies such claims and has filed a petition known as a Ação Anulatória in the State Courts of the State of São Paulo, Brazil.

From time to time, we are notified of claims that we may be infringing patents, copyrights or other intellectual property rights owned by third parties. While we do not believe we are currently infringing any intellectual property rights of third parties, we cannot assure that other companies will not, in the future, pursue claims against us with respect to the alleged infringement of patents, copyrights or other intellectual property rights owned by third parties. In addition, litigation may be necessary to protect our intellectual property rights and trade secrets, to determine the validity of and scope of the propriety rights of others or to defend against third-party claims of invalidity. Any litigation could result in substantial costs and diversion of resources and could have a material adverse effect on our business, financial condition and operating results.

If any claims or actions are asserted against us, we may seek to obtain a license under a third party s intellectual property rights. We cannot assure, however, that a license will be available under terms that are acceptable to us, if at all. The failure to obtain a license under a patent or intellectual property right from a third party for technology used by us could cause us to incur substantial liabilities and to suspend the manufacture of the product covered by the patent or intellectual property right. In addition, we may be required to redesign our products to eliminate infringement if a license is not available. Such redesign, if possible, could result in substantial delays in marketing of products and in significant costs. In addition, should we decide to litigate such claims, such litigation could be extremely expensive and time consuming and could materially adversely affect our business, financial condition and operating results, regardless of the outcome of the litigation.

We are also a party to various regulatory proceedings incident to our business. To the knowledge of our management, none of such proceedings is material to us or to our subsidiaries.

Dividend Policy

We have never paid cash dividends on our ordinary shares and cannot anticipate paying any cash dividends in the foreseeable future. We have decided to reinvest permanently the amount of tax-exempt income derived from our Approved Enterprises and not to distribute such income as dividends. See notes 9 and 12 of the notes to consolidated financial statements included in this annual report on Form 20-F. We may only pay cash dividends in any fiscal year out of profits, as determined under Israeli law. In addition, the terms of some of our financing arrangements restrict us from paying dividends to our shareholders.

In the event we declare dividends in the future, we will pay those dividends in NIS. Because exchange rates between NIS and the dollar fluctuate continuously, a U.S. shareholder will be subject to currency fluctuation between the date when the dividends are declared and the date the dividends are paid.

Significant Changes

Except as otherwise disclosed in this annual report, no significant change has occurred since December 31, 2008.

ITEM 9: THE OFFER AND LISTING

A. Offer and Listing Details

Annual Stock Information

The following table sets forth, for the periods indicated, the range of high and low closing sale price for the ordinary shares, as reported by NASDAQ.

	Price		Average Daily Trading Volume
	High	Low	
Year Ended December 31, 2004:	$ 9.40	$ 4.00	219,488
Year Ended December 31, 2005:	$ 7.48	$ 5.19	88,311
Year Ended December 31, 2006:			
First Quarter	$ 6.44	$ 5.59	61,384
Second Quarter	$ 8.37	$ 5.96	82,938
Third Quarter	$ 9.54	$ 7.15	77,997
Fourth Quarter	$ 10.01	$ 8.37	142,675
Year Ended December 31, 2007:			
First Quarter	$ 9.74	$ 7.89	161,902
Second Quarter	$ 9.87	$ 8.07	172,138
Third Quarter	$ 10.25	$ 8.40	163,679
Fourth Quarter	$ 11.18	$ 10.01	118,200
Year Ended December 31, 2008:			
First Quarter	$ 11.05	$ 9.46	164,233
Second Quarter	$ 11.00	$ 10.52	210,527
Third Quarter	$ 11.15	$ 5.45	327,327
Fourth Quarter	$ 5.79	$ 2.20	174,669
Most Recent Six Months:			
October 2008	$ 5.79	$ 3.07	191,083
November 2008	$ 3.76	$ 2.41	168,947
December 2008	$ 2.75	$ 2.2	162,450
January 2009	$ 3.17	$ 2.69	141,040
February 2009	$ 3.79	$ 3.12	153,921
March 2009	$ 3.60	$ 2.86	50,468
April 2009 (through April 6)	$ 3.58	$ 3.50	34,650

B. Plan of Distribution

Not applicable.

C. Markets

Our ordinary shares are quoted on the NASDAQ Global Market under the symbol GILT and are listed on the Tel Aviv Stock Exchange.

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expense of the Issue

Not applicable.

ITEM 10: ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

Set out below is a description of certain provisions of our Articles of Association and of the Israeli Companies Law related to such provisions. This description is only a summary and does not purport to be complete and is qualified by reference to the full text of the Articles of Association, which are incorporated by reference as exhibits to this annual report, and to Israeli law.

Registration and Purposes

We are an Israeli company registered with the Israel companies register, registration No. 52-003893-6.

Under the Companies Law, a company may define its purposes as to engage in any lawful business and may broaden the scope of its purposes to the grant of reasonable donations for any proper charitable cause, even if the basis for any such donation is not dependent upon business considerations. Article 3A of our Articles of Association provides that our purpose is to engage in any business permitted by law and that we can also grant reasonable donations for any proper charitable cause.

Amendment of the Articles of Association

Under the Companies Law, a company may amend its articles of association by the affirmative vote of a majority of the shares voting and present at the general meeting of shareholders or by a different voting if so provided by the company s articles of association. Article 3 of our Articles of Association provides that the Articles of Association may be amended by a resolution approved by holders of a majority of the shares represented at a general meeting and voting on such resolution, if such amendment is recommended by the board of directors; in any other case, by a resolution approved by holders of at least 75% of the shares represented at a general meeting and voting on such resolution.

Israeli law further provides that any amendment to the articles of association of a company that obligates a shareholder to acquire additional shares or to increase the extent of his liability shall not obligate the shareholder without his prior consent.

Amendment of the Memorandum

Companies that were incorporated prior to the effective date of the Companies Law, such as our company, may amend their memorandum of association to authorize future amendments to the memorandum of association by any required voting. On November 9, 2000, our shareholders approved an amendment to our Memorandum of Association, by adding a provision that authorizes our company to amend its Memorandum of Association by the affirmative vote of a majority of the ordinary shares present and voting at the meeting.

Record Date for Notices of General Meeting and Other Action

Under the Companies Law, for the purpose of a shareholder vote, the record date for companies traded outside of Israel, such as our company, can be set between four and twenty-one days before the date of the meeting (see section 182(b)). Article 20 of our Articles of Association provides that the board of directors may set in advance a record date, which shall not be more than forty nor less than four days before the date of such meeting (or any longer or shorter period permitted by law).

Notice of General Meetings; Omission to Give Notice

The Companies Law provides that a company whose shares are traded on an exchange must give notice of a general meeting to its shareholders of record at least twenty-one days prior to the meeting, unless the company s articles provide that a notice need not be sent. Accordingly, Article 25(a) of our Articles of Association provides that not less than 21 days prior notice shall be given to shareholders of record of every General Meeting (i.e. Annual General Meetings and Special General Meetings). It further provides that notice of a General Meeting shall be given in accordance with any law and otherwise as the board of directors may determine. In addition, Article 25(c) of our Articles of Association provides that no shareholder present, in person or by proxy, at the commencement of a General Meeting shall be entitled to seek the revocation of any proceedings or resolutions adopted at such General Meeting on grounds of any defect in the notice of such meeting relating to the time or the place thereof.

Annual General Meetings and Special General Meetings

Under the Companies Law, an annual meeting of the shareholders should be held once in every calendar year and not more than fifteen months from the last annual meeting. The Israeli Companies Law provides that a special meeting of shareholders must be called by the board of directors upon the written request of (i) two directors, (ii) one-fourth of the serving directors, (iii) one or more shareholders who hold(s) at least five percent of the issued share capital and at least one percent of the voting power of the company, or (iv) one or more shareholders who have at least five percent of the voting power of the company. Within twenty one days of receipt of such demand, the board of directors is required to convene the special meeting for a time not later than thirty five days after notice has been given to the shareholders. Article 24 of our Articles of Association provide that our board of directors may call a special meeting of the shareholders at any time and shall be obligated to call a special meeting as specified above.

Quorum at General Meetings

Under Article 26(b) of our Articles of Association, the required quorum for any general meeting of shareholders and for any class meeting is two or more shareholders present in person or by proxy and holding at least twenty five percent (25%) of the issued shares (or of the issued shares of such class in the event of a class meeting). The required quorum in a meeting that was adjourned because a quorum was not present, shall be two shareholders present in person or by proxy. Under Article 26(c) of our Articles of Association, if the original meeting was called as a special meeting, the quorum in the adjourned meeting shall be one or more shareholders, present in person or by proxy and holding the number of shares required to call such a meeting.

Adoption of Resolutions at General Meetings

Article 28(b) of our Articles of Association provides for voting by a written ballot only. In addition, Article 28(c), in accordance with the Companies Law, provides that the declaration of the Chairman of the Meeting as to the results of a vote is not considered to be conclusive, but rather prima facie evidence of the fact. Under our Articles of Association, any resolution of the shareholders, except a resolution for a voluntary liquidation of the company and, in certain circumstances, a resolution to amend our Articles of Association, shall be deemed adopted if approved by the vote of the holders of a majority of the voting power represented at such meeting in person or by proxy.

Voting Power

Article 31 of our Articles of Association provides that every shareholder shall have one vote for each share held by him of record or, in accordance with the definition of shareholder in the Companies Law, in his name with an exchange member and held of record by a nominee company , as such terms are defined in the Companies Law.

We do not have cumulative voting provisions for the election of directors or for any other matter.

Election and Removal of Directors

Under our Articles, the ordinary shares do not have cumulative voting rights in the election of directors. A director is not required to retire at a certain age and need not be a shareholder of our company. Under the Companies Law, a person cannot serve as a director if convicted of certain offenses or been declared bankrupt.

Under our Articles of Association, our board of directors shall consist of not less than five and not more than nine directors as shall be determined from time to time by a majority vote at the general meeting of our shareholders. Unless resolved otherwise, our board of directors is be comprised of nine directors, if four directors are appointed by beneficial owners of fourteen percent or more of our issued and outstanding ordinary shares as set forth below, or seven directors, if fewer than four directors are appointed by beneficial owners of fourteen percent or more of our issued and outstanding ordinary shares as set forth below.

Our Articles further provide that each beneficial owner of fourteen percent or more of our issued and outstanding ordinary shares shall be entitled to appoint, at each annual general meeting of our shareholders, one member to our board of directors (an Appointed Director), provided that a total of not more than four Appointed Directors are so appointed. In the event more than four such qualifying beneficial owners notify us that they desire to appoint an Appointed Director, only the four shareholders beneficially owning the greatest number of shares shall each be entitled to appoint an Appointed Director.

For the purposes of the preceding paragraph, a beneficial owner of ordinary shares means any person or entity who, directly or indirectly, has the power to vote, or to direct the voting of, such ordinary shares. All ordinary shares beneficially owned by a person or entity, regardless of the form which such beneficial ownership takes, shall be aggregated in calculating the number of ordinary shares beneficially owned by such person or entity. All persons and entities that are affiliates (as defined below) of each other shall be deemed to be one person or entity for the purposes of this definition. For the purposes of the preceding paragraph, an affiliate means, with respect to any person or entity, any other person or entity controlling, controlled by, or under common control with such person or entity. Control shall have the meaning ascribed to it in the Israeli Securities Law 1968, i.e. the ability to direct the acts of a company. Any person holding one half or more of the voting power of a company of the right to appoint directors or to appoint the chief executive officer is presumed to have control of the company.

The Articles further stipulate that as a condition to the appointment of an Appointed Director, any appointing shareholder that delivers to our company a letter of appointment shall, prior to such delivery, be required to file with the SEC a Schedule 13D, or an amendment to its Schedule 13D if there is any change in the facts set forth in its Schedule 13D already on file with the SEC which discloses any such change in its holdings of ordinary shares, regardless of whether any filing or amendment is required to be filed under the rules of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder. In addition, any Appointing Shareholder shall be obligated to notify us in writing of any sale, transfer, assignment or other disposition of any kind of ordinary shares by such appointing shareholder that results in the reduction of its beneficial ownership to below the percentage indicated above, immediately after the occurrence of such disposition of shares but in any event not later than the earliest of (i) ten (10) days thereafter, or (ii) the next Annual General Meeting. Without derogating from the foregoing, so long as an Appointed Director serves on the board of directors, the appointing shareholder which appointed such Appointed Director shall provide us, upon our written request at any time and from time to time, with reasonable evidence of its beneficial ownership in the our company.

Under our Articles of Association, so long as our ordinary shares are listed for trading on NASDAQ, we may require that any Appointed Director qualify as an independent director as provided for in the NASDAQ rules then in effect. In addition, in no event may a person become an Appointed Director unless such person does not, at the time of appointment, and did not, within two years prior thereto, engage, directly or indirectly, in any activity which competes with us, whether as a director, officer, employee, contractor, consultant, partner or otherwise.

Under our Articles of Association, the annual general meeting of our shareholders, by the vote of the holders of a majority of the voting power represented at such meeting in person or by proxy, will elect the remaining members of the board of directors. At any annual general meeting at which Appointed Directors are appointed as set forth above, the calculation of the vote of any beneficial owner who appointed a director pursuant to the preceding paragraph shall not take into consideration, for the purpose of electing the remaining directors, ordinary shares constituting fourteen percent of our issued and outstanding ordinary shares held by such appointing beneficial owner.

Appointed Directors, as set forth above, may be removed by our board of directors when the beneficial ownership of the shareholder who appointed such Appointed Director falls below fourteen percent of our ordinary shares. In addition, the office of an Appointed Director will expire upon the removal of the Appointed Director by the shareholder who appointed such Appointed Director or when the Appointed Director ceases to qualify as an independent director as set forth above.

Article 39 of our Articles of Association further provides that the affirmative vote of a majority of the shares then represented at a general meeting of shareholders shall be entitled to remove director(s) other than Appointed Directors from office (unless pursuant to circumstances or events prescribed under the Companies Law), to elect directors instead of directors so removed or to fill any vacancy, however created, in the board of directors. Subject to the foregoing and to early resignation or ipso facto termination of office as provided in Article 42 of our Articles of Association, each director shall serve until the adjournment of the of the Annual General Meeting next following the Annual General Meeting or General Meeting at which such director was elected.

Our directors may, at any time and from time to time, appoint a director to temporarily fill a vacancy on the board of directors or in addition to their body (subject to the number of directors in the board of directors as set forth above), except that if the number of directors then in office constitutes less than a majority of the number provided for entire board of directors, as set forth above, they may only act in an emergency, or to fill the vacancy up to the minimum number required to effect corporate action or in order to call a general meeting for the purpose of electing directors.

Alternate Directors

See Item 6: Directors and Senior Management Alternate Directors .

External Directors

See Item 6: Directors and Senior Management External Directors .

Qualification of Directors

Article 40 of our Articles of Association provides that no person shall be disqualified to serve as a director by reason of him not holding shares in our company or by reason of him having served as director in the past. Our directors are not subject under the Companies Law or our Articles of Association to an age limit requirement. Under the Companies Law, a person cannot serve as a director if he has been convicted of certain offenses, unless specifically authorized by the court, or has been declared bankrupt.

Proceedings of the Board of Directors

Article 46 of our Articles of Association provides that the board of directors may meet and adjourn its meetings and otherwise regulate such meetings and proceedings as the directors think fit. Any director may convene a meeting of the board of directors, upon notice of not less than 7 days.

Consistent with the Companies Law, Article 46 of our Articles of Association provides that no director present at the commencement of a meeting of the board of directors shall be entitled to seek the revocation of any proceedings or resolutions adopted at such meeting on account of any defect in the notice of such meeting relating to the time or the place thereof.

Article 47 of our Articles of Association provides that unless unanimously decided otherwise by the board of directors, a majority of the directors then in office shall constitute a quorum for meetings of the board of directors. No business shall be transacted at a meeting of the board of directors unless the requisite quorum is present.

Our board of directors may elect directors as a Chairman and a Co-Chairman. The Companies Law provides that the Chairman of the board of a company shall have a casting vote in the event of a tied vote, unless the company s articles of association provides otherwise. Article 48 of our Articles of Association provides that neither the Chairman nor the Co-Chairman of the board shall have a casting or additional vote.

Borrowing Powers

The Companies Law authorizes the board of directors of a company, among other things, to determine the credit limit of the company and to issue bonds. Article 35(b) of our Articles of Association states that our board of directors may, from time to time, at its discretion, cause us to borrow or secure the payment of any sum or sums of money, and may secure or provide for the repayment of such sum or sums in such manner, at such times and upon such terms and conditions as it deems fit.

Powers of Chief Executive Officer

The Companies Law provides that transactions between a company and its office holders , which are not extraordinary transactions (as both terms are defined below), require the approval of the board of directors, unless another manner of approval is provided by the articles of association. See Item 10: Additional Information Interested Parties Transactions. Accordingly, to provide our Chief Executive Officer flexibility in hiring officers (other than directors), Article 50(b) of our Articles of Association authorizes our Chief Executive Officer to appoint our officers and employees (other than directors) and to determine their remuneration as long as the board of directors did not do so, and provides further that the remuneration of the four highest salaried personnel of our company shall be approved by either the board of directors, the Audit Committee or the Compensation Committee.

An extraordinary transaction is defined in the Companies Law as a transaction which is not in the company s ordinary course of business, or is not on market terms, or that may materially affect the company s profitability, assets or liabilities.

An office holder is defined in the Companies Law as a director, general manager, chief business manager, deputy general manager, or any other person assuming the responsibilities of any of the foregoing positions without regard to such person s title, and any other manager directly subordinate to the general manager.

Transfer of Shares

Fully paid ordinary shares are issued in registered form and may be freely transferred pursuant to the Articles of Association, unless such transfer is restricted or prohibited by another instrument.

Acquisition of Shares over Certain Thresholds

The Companies Law provides that an acquisition of shares in our company must be made by means of a tender offer, if, as a result of the acquisition, the purchaser would become a holder of twenty five percent or more of the voting rights in our company. This rule does not apply if there is already another holder of twenty five percent of the voting rights. Similarly, the Companies Law provides that an acquisition of our shares must be made by means of a tender offer, if, as a result of the acquisition, the purchaser would become a holder of forty five percent of the voting rights in t our company, unless there is another person holding at that time more than fifty percent of the voting rights of our company.

Regulations under the Companies Law provide that the Companies Law s tender offer rules do not apply to a company whose shares are publicly traded either outside of Israel or both in and outside of Israel if, pursuant to the applicable foreign securities laws and stock exchange rules, there is a restriction on the acquisition of any level of control of the company or if the acquisition of any level of control of the company requires the purchaser to make a tender offer to the public shareholders.

Repurchase of Shares

The Companies Law, subject to certain limitations, allows companies under certain circumstances to repurchase their own shares. Article 10(b) of our Articles of Association provides that we may at any time, and from time to time, subject to the Companies Law, purchase back or finance the purchase of any shares or other securities issued by us, in such manner and under such terms as our board of directors shall determine, whether from one or more shareholders. Such purchase shall not be deemed a payment of dividends and no shareholder will have the right to require us to purchase his shares or offer to purchase shares from any other shareholders.

Foreign Ownership

Neither our Articles of Association nor Israeli law restrict in any way the ownership of our ordinary shares by nonresidents of Israel, or restrict the voting or other rights of nonresidents of Israel. Notwithstanding, nationals of certain countries that are, or have been, in a state of war with Israel may not be recognized as owners of ordinary shares, without a special government permit.

Mergers

The Companies Law provides for mergers between Israeli companies, if each party to the transaction obtains the appropriate approval of its board of directors and shareholders. A merger is defined in the Companies Law as a transfer of all assets and liabilities (including conditional, future, known and unknown liabilities) of a target company to another company, the consequence of which is the dissolution of the target company in accordance with the provisions of the Companies Law. For purposes of the shareholder vote of each merging entity, unless a court rules otherwise, the merger requires the approval of a majority of the shares of that entity that are not held by the other entity or are not held by any person who holds 25% or more of the shares or the right to appoint 25% or more of the directors of the other entity. Article 69A of our Articles of Association provides that a merger requires the approval of the holders of a majority of the shares voting thereon.

Distribution of Dividends and Liquidation Rights

Our ordinary shares are entitled to the full amount of any cash or share dividend declared, in proportion to the paid up nominal value of their respective holdings. In the event of liquidation, after satisfaction of liabilities to creditors, our assets will be distributed to the holders of our ordinary shares in proportion to the paid up nominal value of their respective holdings. Such rights may be affected by the grant of preferential dividend or distribution rights to the holders of a class of shares with preferential rights that may be authorized in the future by the shareholders.

Generally, pursuant to the Companies Law, the decision to distribute dividends and the amount to be distributed, whether interim or final, is made by the board of directors. Accordingly, under Article 52 of our Articles of Association, our board of directors has the authority to determine the amount and time for payment of interim dividends and final dividends.

Under the Companies Law, dividends may be paid only out of its net profits for the two years preceding the distribution of the dividends, calculated in the manner prescribed in the Companies Law. Pursuant to the Companies Law, in any distribution of dividends, our board of directors is required to determine that there is no reasonable concern that the distribution of dividends will prevent us from meeting our existing and foreseeable obligations as they become due. Our Articles of Association provide that no dividends shall be paid otherwise than out of our profits and that any such dividend shall carry no interest. In addition, upon the recommendation of our board of directors, approved by the shareholders, we may cause dividends to be paid in kind.

Modification of Class Rights

The rights attached to any class of shares (unless otherwise provided by the terms of issue of such class), such as voting, dividends and the like, may be modified by the affirmative vote of a majority of the issued shares of the class at a general meeting of the holders of the shares of such class.

Interested Parties Transactions

The Companies Law requires that certain transactions, actions and arrangements be approved by the Audit Committee as well as by our board of directors. In certain circumstances, in addition to Audit Committee and board of directors approval, approval by our shareholders at a general meeting is also required. Specifically, the approval of our Audit Committee, board of directors and shareholders is required with respect to the following:

a director's terms of service and employment, including, among other things, grant of exemptions, insurance and indemnification;

extraordinary transactions (as defined above) with (i) controlling shareholders, or (ii) another person or entity in which transaction a controlling shareholder has a personal interest, including a private placement which is an extraordinary transaction; and

the terms of engagement or employment with a controlling shareholder who is also an office holder or an employee of our company.

The approval of our shareholders would be required in addition to the approval of our board of directors, in (i) any transaction in which the majority of our directors have a personal interest, and (ii) private offering which includes one of the following: (a) a private placement of at least 20% of the Company s securities prior to the private offering when the compensation for such placement is not in cash or in securities which are registered for public trade, or when the transaction is not in the ordinary course of business, and that as a result of such private offering the holdings of a shareholder that holds five percent or more of our outstanding share capital shall increase, or that will cause any person to become, as a result of the issuance, a holder of more than five percent of our outstanding share capital; or (b) a private placement of securities that will cause any person to become a controlling shareholder. (clause 270(5))

For the purpose of approvals of interested parties transactions, a controlling shareholder is defined under the Companies Law as: (i) a shareholder having the ability to direct the acts of the company (for this purpose, any person holding one half or more of the voting power of the company or of the right to appoint directors or the Chief Executive Officer is presumed to have control of the company); or (ii) the holder of twenty five percent or more of the voting rights at the general meeting of the company, if there is no other person holding more than fifty percent of such rights (for this purpose, two or more holders having a personal interest in the transaction shall be deemed to be joint holders).

The Companies Law requires a special majority of shareholder votes in approving the transactions with a controlling shareholder referenced in paragraphs (2) and (3) above. The special majority approval must comply with one of the following: (a) it must include at least one-third of all of the votes of the shareholders voting at the meeting who do not have a personal interest in the transaction, or (b) the total number of opposing votes from amongst the shareholders who do not have a personal interest in the transaction does not exceed one percent of all of the voting power of the Company.

The disclosure provisions of the Companies Law require certain disclosure to be made to our company in connection with interested parties transactions, as follows:

an office holder or a controlling shareholder promptly disclose any direct or indirect personal interest (excluding personal interest caused by the holding of company shares) that he may have, and all related information known to him, in connection with any existing or proposed transaction by our company;

in the event of a private placement that will increase the holdings of any shareholder holding more than five percent of our outstanding share capital, or that will cause any person to become, as a result of the issuance, a holder of more than five percent of our outstanding share capital, or that will cause any person to become, as a result of the issuance, a controlling shareholder, such shareholder must promptly disclose to us any personal interest he may have in such private placement; and

any of our shareholders voting on any transaction with a controlling shareholder as set forth above must inform us prior to the voting, or on the proxy card if applicable, of any personal interest he has in the transaction. The vote of a shareholder who does not inform us with respect to any such interest shall not be counted.

In addition, a director who has a personal interest in a transaction, except a transaction with an office holder or in which an office holder has a personal interest but which is not an extraordinary transaction, may not be present or vote at a meeting of the Audit Committee or the board of directors, unless a majority of directors in the Audit Committee or the board of directors, as applicable, have a personal interest in the transaction.

Exemption, Indemnification and Insurance of Directors and Officers

The Companies Law describes the fiduciary duty of an office holder as a duty to act in good faith and for the benefit of the company, including by refraining from actions in which he has a conflict of interest or that compete with the company s business, refraining from exploiting a business opportunity of the company in order to gain a benefit for himself or for another person, and disclosing to the company any information and documents which are relevant to the company and that were obtained by him in his or her capacity as an office holder. The duty of care is defined as an obligation of caution of an office holder that requires the office holder to act at a level of competence at which a reasonable office holder would have acted in the same position and under the same circumstances, including by adopting reasonable means for obtaining information concerning the profitability of the act brought for his approval.

Under the Companies Law, a company may not exempt an office holder from liability with respect to a breach of his fiduciary duty, but may exempt in advance an office holder from his liability to the company, in whole or in part, with respect to a breach of his duty of care.

Pursuant to the Companies Law, a company may indemnify an office holder against a monetary liability imposed on him by a court, including in settlement or arbitration proceedings, and against reasonable legal expenses in a civil proceeding or in a criminal proceeding in which the office holder was found to be innocent or in which he was convicted of an offense which does not require proof of a criminal intent. The indemnification of an office holder must be expressly allowed in the articles of association, under which the company may (i) undertake in advance to indemnify its office holders with respect to categories of events that can be foreseen at the time of giving such undertaking and up to an amount determined by the board of directors to be reasonable under the circumstances, or (ii) provide indemnification retroactively at amounts deemed to be reasonable by the board of directors.

A company may also procure insurance of an office holder s liability in consequence of an act performed in the scope of his office, in the following cases: (a) a breach of the duty of care of such office holder, (b) a breach of the fiduciary duty, only if the office holder acted in good faith and had reasonable grounds to believe that such act would not be detrimental to the company, or (c) a monetary obligation imposed on the office holder for the benefit of another person.

A company may not indemnify an office holder against, nor enter into an insurance contract which would provide coverage for, any monetary liability incurred as a result of any of the following:

a breach by the office holder of his fiduciary duty unless the office holder acted in good faith and had a reasonable basis to believe that the act would not prejudice the company;

a breach by the office holder of his duty of care if such breach was done intentionally or recklessly;

any act or omission done with the intent to derive an illegal personal gain; or

any fine or penalty levied against the office holder as a result of a criminal offense.

In addition, under the Companies Law, indemnification of, and procurement of insurance coverage for a company s office holders, must be approved by the company s audit committee and board of directors and, in specified circumstances, by the company s shareholders.

Our Articles of Association allow us to exempt any office holder to the maximum extent permitted by law, before or after the occurrence giving rise to such exemption. Our Articles of Association also provide that we may indemnify any office holder, to the maximum extent permitted by law, against any liabilities he or she may incur in such capacity, limited with respect (i) to the categories of events that can be foreseen in advance by our board of directors when authorizing such undertaking and (ii) to the amount of such indemnification as determined retroactively by our board of directors to be reasonable in the particular circumstances. Similarly, we may also agree to indemnify an office holder for past occurrences, whether or not we are obligated under any agreement to provide such indemnification. We have obtained directors and officers liability insurance covering our officers and directors and those of our subsidiaries for certain claims. In addition, as of August 30, 2005, we have provided our directors and officers with letters providing them with indemnification to the fullest extent permitted under Israeli law.

Our Articles of Association also allow us to procure insurance covering any past or present officer holder against any liability which he or she may incur in such capacity, to the maximum extent permitted by law. Such insurance may also cover the Company for indemnifying such office holder.

C. Material Contracts

While we have numerous contracts with customers and distributors we do not deem any such individual contract to be material.

D. Exchange Controls

The Israeli Currency Control Law, 5738-1978 provides that transactions in foreign currencies, and transactions with foreign residents, require a permit. Since 1998, when a new general permit was issued under the law, there have been no Israeli currency control restrictions on payments of dividends or other distributions with respect to our ordinary shares or the proceeds from the sale of the shares, except for the obligation of Israeli residents to file reports with the Bank of Israel regarding certain transactions.

E. Taxation

The following is a discussion of Israeli and United States tax consequences material to our shareholders. To the extent that the discussion is based on new tax legislation which has not been subject to judicial or administrative interpretation, the views expressed in the discussion might not be accepted by the tax authorities in question. The discussion is not intended, and should not be construed, as legal or professional tax advice and does not exhaust all possible tax considerations.

ISRAELI TAXATION

The following is a summary of certain Israeli income tax and capital gains tax consequences for nonresidents and residents of Israel holding our ordinary shares. The summary is based on provisions of the Israeli Income Tax Ordinance (new version) and additional and complementary tax regulations promulgated thereunder, and on administrative and judicial interpretations, all as currently in effect, and all of which are subject to change (possibly with retroactive effect) and to differing interpretations. There might be changes in the tax rates and in the circumstances in which they apply, and other modifications which might change the tax consequences to you. The summary is intended for general purposes only, and is not exhaustive of all possible tax considerations. The discussion is not intended and should not be construed as legal or professional tax advice and is not exhaustive of all possible tax considerations. This summary does not discuss all aspects of Israeli income and capital gain taxation that may be applicable to investors in light of their particular circumstances or to investors who are subject to special status or treatment under Israeli tax law.

FOR THE FOREGOING AND OTHER REASONS, YOU ARE URGED TO CONSULT YOUR OWN TAX ADVISOR REGARDING THE TAX CONSEQUENCES OF YOUR HOLDINGS. WE ARE NOT MAKING ANY REPRESENTATIONS REGARDING THE PARTICULAR TAX CONSEQUENCES AS TO ANY HOLDER, NOR ARE WE OR OUR ADVISORS RENDERING ANY FORM OF LEGAL OPINION OR PROFESSIONAL TAX ADVICE AS TO SUCH TAX CONSEQUENCES.

Generally, Israeli companies are subject to Corporate Tax on their taxable income. On July 25, 2005, the Knesset, Israel s Parliament, approved the Law of the Amendment of the Income Tax Ordinance (Amendment No. 147), 2005, effective commencing January 1, 2006, which prescribes, among others, a gradual decrease in the corporate tax rate in Israel to the following tax rates: in 2005 34%, in 2006 31%, in 2007 29%, in 2008 27%, in 2009 26% and in 2010 and thereafter 25%. However, the effective tax rate payable by a company which derives income from an approved enterprise (as further discussed below) may be considerably less.

Following an additional amendment to the Tax Ordinance, which came into effect on January 1, 2009, an Israeli corporation may elect a 5% rate of corporate tax (instead of 25%) for income from dividend distributions received from a foreign subsidiary which is used in Israel in 2009, or within one year after actual receipt of the dividend, whichever is later. The 5% tax rate is subject to various conditions, which include conditions with regard to the identity of the corporation that distributes the dividends, the source of the dividend, the nature of the use of the dividend income, and the period during which the dividend income will be used in Israel.

Tax Consequences to Nonresidents of Israel

Nonresidents of Israel are subject to income tax on income accrued or derived from sources in Israel. These sources of income include passive income such as dividends, royalties and interest, as well as non-passive income from services rendered in Israel. We are required to withhold income tax on such payments to non-residents. Israel presently has no estate or gift tax.

Capital Gains

Israeli law generally imposes a capital gains tax on capital gains derived from the sale of securities and other Israeli capital assets, including shares in Israeli resident companies, unless a specific exemption is available or unless a treaty between Israel and the country of the non-resident provides otherwise. The capital gain or loss amount is equal to the consideration received by the holder for the shares less the holder s tax basis in the shares. Gains from sales of our ordinary shares will be tax exempt for nonresidents of Israel if the shares are quoted on the NASDAQ Global Market or listed for trading on a stock exchange so long as the gains are not derived through a permanent establishment that the non-resident maintains in Israel.

For residents of the United States holding less than 10% of our shares at any time in the twelve months before the sale, under the treaty between Israel and the U.S., capital gains from the sale of capital assets are generally exempt from Israeli capital gains tax with respect to the exceptions stated in the treaty.

Dividends

Nonresidents of Israel are subject to income tax on income accrued or derived from sources in Israel. These sources of income may include dividends on our ordinary shares. As of January 1, 2006, income tax on distributions of dividends other than bonus shares (stock dividends) is at the rate of 20% for dividends paid to an individual or a foreign corporation who is not a substantial shareholder, 25% for dividends paid to a substantial shareholder, and 15% for dividends generated by an approved enterprise, a different rate is provided in a treaty between Israel and shareholder s country of residence.

Under the U.S.-Israel tax treaty, the maximum tax on dividends paid to a holder of ordinary shares who is a U.S. resident will be 25%. However, the maximum tax rate on dividends not generated by an approved enterprise paid to a US corporation holding at least 10% of our voting power is 12.5%. For residents of other countries, unless a different rate is provided in a treaty between Israel and the shareholder s country of residence, the maximum tax on dividends paid that we are required to withhold is 20%. As long as our shares are listed on a stock exchange, the maximum withholding tax rate will be 20%.

Interest

Nonresidents of Israel are subject to income tax on income accrued or derived from sources in Israel. These sources of income may include passive income, such as interest paid on our convertible notes. For residents of the United States, under the treaty between Israel and the U.S., the maximum tax on interest paid to a U.S. resident (as defined in the treaty) holding our convertible notes that we are required to withhold is 17.5%. For residents of other countries who are not substantial shareholders, unless a different rate is provided in a treaty between Israel and the country of residence of such holder of our convertible notes, the maximum tax that we are required to withhold is 25% on all distributions of interest. Substantial shareholders may be subject to an increased withholding tax rate, up to the marginal tax rate.

Filing of Tax Returns in Israel

A nonresident of Israel who receives interest, dividend or royalty income derived from or accrued in Israel, from which tax was withheld at the source, is generally exempt from the duty to file tax returns in Israel with respect to such income, provided such income was not derived from a business conducted in Israel by the taxpayer.

Tax Consequences to Residents of Israel

Capital Gains

Israeli law imposes a capital gains tax on capital gains derived from the sale of securities and other Israeli capital assets, including shares by Israeli residents. The capital gain or loss amount is equal to the consideration received by the holder for the shares less the holder s tax basis in the shares. Under current law, following Amendment No. 147, gains from sales of ordinary shares incurred after December 31, 2002, are subject to 20% capital gains tax (25% for substantial shareholder) for individuals, Israeli companies that were subject to the Income Tax Law (Inflation Adjustments) 1985 (the Adjustment Law) prior to the publication of Amendment No. 147 are subject to corporate tax rate on capital gain driven from the sale of our ordinary shares, Israeli companies that were not subject to the Adjustment law prior to the publication of Amendment No. 147 are subject to capital gain tax at a rate of 25% in connection with the sale of our ordinary shares. If our ordinary shares were purchased prior to January 1, 2003, different taxation will apply. Certain withholding obligations may apply on the sale of our shares.

Dividends

Dividend income generated by an Approved Enterprise is subject to income tax at a rate of 15%. Starting January 1, 2006, the distribution of dividend income generated by other sources, other than bonus shares (stock dividends), to Israeli residents who purchased our Shares will generally be subject to income tax at a rate of 20% for individuals (25% for substantial shareholder) and will be exempt from income tax for corporations provided the dividend was paid out of income generated in Israel. We may be required to withhold income tax at the maximum rate of up to 25% (0% for Israeli corporations provided the dividend was paid out of income generated in Israel.) on all such distributions (15% for dividends generated by an Approved Enterprise).

Interest

Interest accrued and paid after January 1, 2006, is generally subject to 20% tax for individuals (the marginal tax rate for substantial shareholder) and the applicable corporate tax rate for companies. On all distributions of interest, we may be required to withhold income tax at a rate of up to the applicable corporate tax rate for companies, and up to the marginal tax rate for individuals.

Tax Benefits under the Law for the Encouragement of Capital Investments, 1959

Tax benefits prior to the amendment of 2005

The Law for the Encouragement of Capital Investments, 1959, as in effect prior to April 1, 2005 (the Investments Law), provides that a capital investment in eligible facilities may, upon application to the Investment Center of the Ministry of Industry, Trade and Labor of the State of Israel, be designated as an approved enterprise. The Investment Center bases its decision as to whether or not to approve an application, among other things, on the criteria set forth in the Investments Law and regulations, the then prevailing policy of the Investment Center, and the specific objectives and financial criteria of the applicant. Each certificate of approval for an approved enterprise relates to a specific investment program delineated both by its financial scope, including its capital sources, and by its physical characteristics, e.g., the equipment to be purchased and utilized pursuant to the program.

The Investments Law provides that an approved enterprise is eligible for tax benefits on taxable income derived from its approved enterprise programs. The tax benefits under the Investments Law also apply to income generated by a company from the grant of a usage right with respect to know-how developed by the approved enterprise, income generated from royalties, and income derived from a service which is related to such usage right or royalties, provided that such income is generated within the approved enterprise s ordinary course of business. If a company has more than one approval or only a portion of its capital investments are approved, its effective tax rate is in general the result of a weighted average of the applicable rates. The tax benefits under the Investments Law might be restricted with respect to income derived from products manufactured outside of Israel. In addition, the tax benefits available to an approved enterprise are contingent upon the fulfillment of conditions stipulated in the Investments Law and regulations and the criteria set forth in the specific certificate of approval, as described above. In the event that a company does not meet these conditions, it would be required to refund the amount of tax benefits, plus a consumer price index linkage adjustment and interest.

The Investments Law also provides that an approved enterprise is entitled to accelerated depreciation on its property and equipment that are included in an approved enterprise program in the first five years of using the equipment.

Taxable income of a company derived from an approved enterprise is subject to corporate tax at the maximum rate of 25%, rather than the regular corporate tax rate, for the benefit period. This period is ordinarily seven years commencing with the year in which the approved enterprise first generates taxable income after the commencement of production, and is limited to 12 years from commencement of production or 14 years from the date of approval, whichever is earlier (the year s limitation).

Should we derive income from sources other than the approved enterprise during the relevant period of benefits, such income will be taxable at the regular corporate tax rates.

Under certain circumstances (as further detailed below), the benefit period may extend to a maximum of ten years from the commencement of the benefit period.

A company may elect to receive an alternative package of benefits. Under the alternative package of benefits, a company s undistributed income derived from the approved enterprise will be exempt from corporate tax for a period of between 2 and 10 years from the first year the company derives taxable income under the program, after the commencement of production, depending on the geographic location of the approved enterprise within Israel, and such company will be eligible for a reduced tax rate for the remainder of the benefits period (but not more than a maximum of 7 to 10 years in total). The limitation of years, as mentioned above, does not apply to the exemption period.

A company that has elected the alternative package of benefits, such as us, that subsequently pays a dividend out of income derived from the approved enterprise(s) during the tax exemption period will be subject to corporate tax in the year the dividend is distributed in respect of the gross amount distributed, at the rate which would have been applicable had the company not elected the alternative package of benefits, (generally 10%-25%, depending on the percentage of the company s ordinary shares held by foreign shareholders). The dividend recipient is subject to withholding tax at the reduced rate of 15% applicable to dividends from approved enterprises, if the dividend is distributed during the tax exemption period or within 12 years thereafter. In the event, however, that the company is qualifies as a Foreign Investors Company, there is no such time limitation.

A company that has an approved enterprise program is eligible for further tax benefits if it qualifies as a foreign investors company. A foreign investors company is a company which, among others, more than 25% of its share capital, including shareholders loans, is owned by non-Israeli residents. A company that qualifies as a foreign investors company and has an approved enterprise program is eligible for tax benefits for a 10 year benefit period.

Tax benefits under the 2005 Amendment

On April 1, 2005, a comprehensive amendment to the investment law came into effect, (the Amendment). The Amendment includes revisions to the criteria for investments qualified to receive tax benefits as an Approved Enterprise. The Amendment applies to new investment programs and investment programs commencing after 2004, and does not apply to investment programs approved prior to December 31, 2004.

However, a company that was granted benefits according to section 51 of the Investment Law (prior the Amendment) would not be allowed to choose a new tax year as a Year of Election (as described below) under the Amendment, for a period of two years from the company s previous Year of Commencement under the old investment law.

As a result of the Amendment, it is no longer necessary for a company to acquire approved enterprise status in order to receive the tax benefits previously available under the alternative route, and therefore such companies do not need to apply to the Investment Center for this purpose. Rather, a company wishing to receive the tax benefits afforded to a Benefited Enterprise is required to select the tax year from which the period of benefits under the Investment Law are to commence by notifying the Israeli Tax Authority within 12 months of the end of that year, provided that its facilities meet the criteria for tax benefits set out by the Amendment, or a Benefited Enterprise. Companies are also granted a right to approach the Israeli Tax Authority for a pre-ruling regarding their eligibility for benefits under the Amendment. The Amendment includes provisions attempting to ensure that a company will not enjoy both Government grants and tax benefits for the same investment program

Our company is entitled to enjoy the tax benefits in accordance with the provisions of the Investment Law prior to its revision, but if our company is granted any new benefits in the future they will be subject to the provisions of the Amendment. The following discussion is a summary of the Investment Law prior to its Amendment as well as the relevant changes contained in the Amendment.

The Amendment simplifies the approval process: according the Amendment, only Approved Enterprises receiving cash grants require the approval of the Investment Center. The Investment Center will be entitled, to approve such programs only until December 31, 2007.

The Amendment does not apply to benefits included in any certificate of approval that was granted before the Amendment came into effect, which will remain subject to the provisions of the Investment Law as they were on the date of such approval.

Tax benefits are available under the Amendment to production facilities (or other eligible facilities), which are generally required to derive more than 25% of their business income from export (referred to as a Benefited Enterprise). In order to receive the tax benefits, the Amendment states that the company must make an investment in the Benefited Enterprise exceeding a certain percentage or a minimum amount specified in the Law. Such investment may be made over a period of no more than three years ending at the end of the year in which the company requested to have the tax benefits apply to the Benefited Enterprise, or the Year of Election. If the company requests to have the tax benefits apply to an expansion of existing facilities, then only the expansion will be considered a Benefited Enterprise and in general the company s effective tax rate will be the result of a weighted combination of the applicable tax rates. In this case, the minimum investment required in order to qualify as a Benefited Enterprise is required to exceed a minimum amount or a certain percentage of the company s production assets at the end of the year before the expansion.

The duration of tax benefits is subject to a limitation of the earlier of 7 to 10 years from the Commencement Year, or 12 years from the first day of the Year of Election. The tax benefits granted to a Benefited Enterprise are determined, as applicable to its geographic location within Israel, according to one of the following new tax routes, which may be applicable to us:

Similar to the alternative route, exemption from corporate tax on undistributed income for a period of two to ten years, depending on the geographic location of the Benefited Enterprise within Israel, and a reduced corporate tax rate of 10% to 25% for the remainder of the benefits period, depending on the level of foreign investment in each year. Benefits may be granted for a term of seven or ten years, depending on the level of foreign investment in the company. If the company pays a dividend out of income derived from the Benefited Enterprise during the tax exemption period, such income will be subject to corporate tax at the applicable rate (10%-25%) in respect of the grossed up amount of the dividend that we may distribute. The company is required to withhold tax at a rate of 15% from any dividends distributed from income derived from the Benefited Enterprise; and

A special tax route, which enables companies owning facilities in certain geographical locations in Israel to pay corporate tax at the rate of 11.5% on income of the Benefited Enterprise. The benefits period is ten years. Upon payment of dividends, the company is required to withhold tax at a rate of 15% for Israeli residents and at a rate of 4% for foreign residents.

If we are granted new benefits in the future, we will be subject to the first route.

Generally, a company that is Abundant in Foreign Investment (as defined in the Investments Law) is entitled to an extension of the benefits period by an additional five years, depending on the rate of its income that is derived in foreign currency.

The Amendment changes the definition of foreign investment in the Investments Law so that the definition now requires a minimal investment of NIS 5 million by foreign investors. Furthermore, such definition now also includes the purchase of shares of a company from another shareholder, provided that the company s outstanding and paid-up share capital exceeds NIS 5 million. Such changes to the aforementioned definition will take effect retroactively from 2003.

The Amendment will apply to approved enterprise programs in which the year of election under the Investments Law is 2004 or later, unless such programs received approval from the Investment Center on or prior to December 31, 2004, in which case the Amendment provides that the terms and benefits included in any certificate of approval already granted will remain subject to the provisions of the law as they were on the date of such approval.

As a result of the Amendment, tax-exempt income generated under the provisions of the Amendment will be subject to taxes upon distribution or liquidation and we may be required in the future to record deferred tax liability with respect to such tax-exempt income.

Israeli Transfer Pricing Regulations

On November 29, 2006, Income Tax Regulations (Determination of Market Terms), 2006, promulgated under Section 85A of the Tax Ordinance, came into effect (the TP Regs). Section 85A of the Tax Ordinance and the TP Regs generally requires that all cross-border transactions carried out between related parties be conducted on an arm s length principle basis and will be taxed accordingly. The TP Regs are not expected to have a material effect on our company.

U.S. TAXATION

The following discussion is a general summary of certain U.S. federal income tax considerations applicable to U.S. Holders (as defined below) of ordinary shares, who hold such ordinary shares as capital assets (generally, property held for investment). This summary is based on provisions of the U.S. Internal Revenue Code, or the Code, existing and proposed U.S. Treasury regulations and administrative and judicial interpretations in effect as of the date of this annual report and the U.S. Israel Tax Treaty. All of these authorities are subject to change (possibly with retroactive effect) and to differing interpretations. In addition, this summary does not discuss non-U.S. tax implications or U.S. state tax implications, no does it discuss all aspects of U.S. federal income taxation that may be applicable to investors in light of their particular circumstances or to investors who are subject to special treatment under U.S. federal income tax law, including:

insurance companies;

dealers in stocks or securities;

financial institutions;

tax-exempt organizations;

regulated investment companies or real estate investment trusts;

persons subject to the alternative minimum tax;

persons who hold ordinary shares through partnerships or other pass-through entities;

persons holding their shares as part of a straddle or appreciated financial position or as part of a hedging or conversion transaction;

persons who acquired their ordinary shares through the exercise or cancellation of employee stock options or otherwise as compensation for services;

non-residents aliens of the U.S. or persons having a functional currency other than the U.S. dollar; or

direct, indirect or constructive owners of 10% or more of the outstanding voting shares of our company.

If a partnership or an entity treated as a partnership for U.S. federal income tax purposes owns ordinary shares, the U.S. federal income tax treatment of a partner in such a partnership will generally depend upon the status of the partner and the activities of the partnership. A partnership that owns ordinary shares and the partners in such partnership should consult their tax advisors about the U.S. federal income tax consequences of holding and disposing of ordinary shares.

THE FOLLOWING SUMMARY DOES NOT ADDRESS THE IMPACT OF A U.S. HOLDER S INDIVIDUAL TAX CIRCUMSTANCES. ACCORDINGLY, EACH U.S. HOLDER IS URGED TO CONSULT HIS OR HER TAX ADVISOR AS TO THE PARTICULAR TAX CONSEQUENCES TO HIM OR HER OF AN INVESTMENT IN THE ORDINARY SHARES, INCLUDING THE EFFECTS OF APPLICABLE STATE, LOCAL OR NON-U.S. TAX LAWS AND POSSIBLE CHANGES IN THE TAX LAWS.

As used herein, the term U.S. Holder means a beneficial owner of an ordinary share who is, for U.S. federal income tax purposes:

a citizen or, for U.S. federal income tax purposes, a resident of the United States;

a corporation created or organized in or under the laws of the United States or any political subdivision thereof;

an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or

a trust if (i) (A) a U.S. court is able to exercise primary supervision over the trust's administration and (B) one or more U.S. persons have the authority to control all of the trust's substantial decisions, or (ii) it has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

Dividends Paid on Ordinary Shares

Subject to the discussion of the passive foreign investment company or PFIC rules below, a U.S. Holder generally will be required to include in gross income as ordinary dividend income the amount of any distributions paid on the ordinary shares (including the amount of any Israeli taxes withheld) to the extent that such distributions are paid out of our current or accumulated earnings and profits as determined for U.S. federal income tax purposes. Distributions in excess of our earnings and profits will be applied against and will reduce the U.S. Holder s tax basis in its ordinary shares and, to the extent they are in excess of such tax basis, will be treated as gain from a sale or exchange of such ordinary shares. Our dividends will not qualify for the dividends-received deduction otherwise available to U.S. corporations. In the event that we pay cash dividends, such dividends will be paid in Israeli currency. Dividends paid in NIS (including the amount of any Israeli taxes withheld therefrom) will be includible in the gross income of a U.S. Holder in a U.S. dollar amount calculated by reference to the exchange rate in effect on the day they are received by the U.S. Holder. Any gain or loss resulting from currency exchange fluctuations during the period from the date the dividend is includible in the income of the U.S. Holder to the date such payment is converted into U.S. dollars generally will be treated as U.S. source ordinary income or loss.

Subject to certain limitations, qualified dividend income received by a non-corporate taxpayer generally is subject to U.S. federal income tax at a reduced maximum tax rate of 15 percent through December 31, 2010. Dividends received with respect to ordinary shares should qualify for the 15 percent rate provided that either: (i) we are entitled to benefits under the income tax treaty between the United States and Israel (the Treaty); or (ii) the ordinary shares currently are readily tradable on an established securities market in the U.S.. We believe that we are entitled to benefits under the Treaty and that the ordinary shares currently are readily tradable on an established securities market in the U.S. No assurance can be given that the ordinary shares will remain readily tradable. The rate reduction does not apply to dividends received from PFICs, see discussion below, or in respect of certain short-term or hedged positions in common stock or in certain other situations. The legislation enacting the reduced tax rate contains special rules for computing the foreign tax credit limitation of a taxpayer who receives dividends subject to the reduced tax rate, see discussion below. U.S. Holders of ordinary shares should consult their own tax advisors regarding the effect of these rules in their particular circumstances.

Subject to complex limitations, any Israeli withholding tax imposed on dividends paid by us will be a foreign income tax eligible for credit against a U.S. Holder s U.S. federal income tax liability (or, alternatively, for deduction against income in determining such tax liability). The limitations set out in the Code include computational rules under which foreign tax credits allowable with respect to specific classes of income cannot exceed the U.S. federal income taxes otherwise payable with respect to each such class of income. Dividends generally will be treated as foreign-source passive category income or, in the case of certain U.S. Holders, general category income for United States foreign tax credit purposes. Further, there are special rules for computing the foreign tax credit limitation of a taxpayer who receives dividends subject to a reduced tax, see discussion above. A U.S. Holder will be denied a foreign tax credit with respect to Israeli income tax withheld from dividends received on the ordinary shares to the extent such U.S. Holder has not held the ordinary shares for at least 16 days of the 31-day period beginning on the date which is 15 days before the ex-dividend date or to the extent such U.S. Holder is under an obligation to make related payments with respect to substantially similar or related property. Any days during which a U.S. Holder has substantially diminished its risk of loss on the ordinary shares are not counted toward meeting the 16-day holding period required by the statute. The rules relating to the determination of the foreign tax credit are complex, and you should consult with your personal tax advisors to determine whether and to what extent you would be entitled to this credit.

Sale or Disposition of Ordinary Shares

Subject to the discussion of PFIC rules below, upon the sale or other disposition of ordinary shares, a U.S. Holder generally will recognize capital gain or loss equal to the difference between the amount realized on the disposition and such holder s adjusted tax basis in the ordinary shares disposed of. Gain or loss upon the disposition of ordinary shares will be long-term capital gain or loss if, at the time of the disposition, the U.S. Holder s holding period for the ordinary shares disposed of exceeds one year. In general, any gain that you recognize on the sale or other disposition of ordinary shares will be U.S.-source for purposes of the foreign tax credit limitation; losses will generally be allocated against U.S. source income. Deduction of capital losses is subject to certain limitations under the Code.

In the case of a cash basis U.S. Holder who receives NIS in connection with the sale or disposition of ordinary shares, the amount realized will be based on the U.S. dollar value of the NIS received with respect to the ordinary shares as determined on the settlement date of such exchange. A U.S. Holder who receives payment in NIS and converts NIS into United States dollars at a conversion rate other than the rate in effect on the settlement date may have a foreign currency exchange gain or loss that would be treated as ordinary income or loss.

An accrual basis U.S. Holder may elect the same treatment required of cash basis taxpayers with respect to a sale or disposition of ordinary shares, provided that the election is applied consistently from year to year. Such election may not be changed without the consent of the Internal Revenue Service, or the IRS. In the event that an accrual basis U.S. Holder does not elect to be treated as a cash basis taxpayer (pursuant to the Treasury regulations applicable to foreign currency transactions), such U.S. Holder may have a foreign currency gain or loss for U.S. federal income tax purposes because of differences between the U.S. dollar value of the currency received prevailing on the trade date and the settlement date. Any such currency gain or loss would be treated as ordinary income or loss and would be in addition to gain or loss, if any, recognized by such U.S. Holder on the sale or disposition of such ordinary shares.

Passive Foreign Investment Company

For U.S. federal income tax purposes, we will be considered a PFIC for any taxable year in which either (i) 75% or more of our gross income is passive income, or (ii) at least 50% of the average value of all of our assets for the taxable year produce or are held for the production of passive income. For this purpose, passive income includes dividends, interest, royalties, rents, annuities and the excess of gains over losses from the disposition of assets which produce passive income. If we were determined to be a PFIC for U.S. federal income tax purposes, highly complex rules would apply to U.S. Holders owning ordinary shares. Accordingly, you are urged to consult your tax advisors regarding the application of such rules.

Based on our current and projected income, assets and activities, we believe that we were not a PFIC in the year 2008. However, because the determination of whether we are a PFIC is based upon the composition of our income and assets from time to time, there can be no assurances that we will not become a PFIC for any future taxable year.

If we were treated as a PFIC for any taxable year, dividends would not qualify for the reduced maximum tax rate, discussed above, and, unless you elect either to treat your investment in ordinary shares as an investment in a qualified electing fund , or a QEF election, or to mark-to-market your ordinary shares, as described below:

- you would be required to allocate income recognized upon receiving certain dividends or gain recognized upon the disposition of ordinary shares ratably over the holding period for such ordinary shares,

- the amount allocated to each year during which we are considered a PFIC and subsequent years, other than the year of the dividend payment or disposition, would be subject to tax at the highest individual or corporate tax rate, as the case may be, in effect for that year and an interest charge would be imposed with respect to the resulting tax liability allocated to each such year,

the amount allocated to the current taxable year and any taxable year before we became a PFIC would be taxable as ordinary income in the current year, and

you would be required to make an annual return on IRS Form 8621 regarding distributions received with respect to ordinary shares and any gain realized on your ordinary shares.

If you make either a timely QEF election or a timely mark-to-market election in respect of your ordinary shares, you would not be subject to the rules described above. If you make a timely QEF election, you would be required to include in your income for each taxable year your pro rata share of our ordinary earnings as ordinary income and your pro rata share of our net capital gain as long-term capital gain, whether or not such amounts are actually distributed to you. You would not be eligible to make a QEF election unless we comply with certain applicable information reporting requirements.

Alternatively, if the ordinary shares are considered marketable stock and if you elect to mark-to-market your ordinary shares, you will generally include in income any excess of the fair market value of the ordinary shares at the close of each tax year over your adjusted basis in the ordinary shares. If the fair market value of the ordinary shares had depreciated below your adjusted basis at the close of the tax year, you may generally deduct the excess of the adjusted basis of the ordinary shares over its fair market value at that time. However, such deductions generally would be limited to the net mark-to-market gains, if any, that you included in income with respect to such ordinary shares in prior years. Income recognized and deductions allowed under the mark-to-market provisions, as well as any gain or loss on the disposition of ordinary shares with respect to which the mark-to-market election is made, is generally treated as ordinary income or loss.

Backup Withholding and Information Reporting

Payments in respect of ordinary shares may be subject to information reporting to the U.S. Internal Revenue Service and to U.S. backup withholding tax at a rate equal to the fourth lowest income tax rate applicable to individuals (which, under current law, is 28%). Backup withholding will not apply, however, if you (i) are a corporation or come within certain exempt categories, and demonstrate the fact when so required, or (ii) furnish a correct taxpayer identification number and make any other required certification.

Backup withholding is not an additional tax. Amounts withheld under the backup withholding rules may be credited against a U.S. Holder s U.S. tax liability, and a U.S. Holder may obtain a refund of any excess amounts withheld under the backup withholding rules by filing the appropriate claim for refund with the IRS.

Any U.S. holder who holds 10% or more in vote or value of our ordinary shares will be subject to certain additional United States information reporting requirements.

F. Dividend and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. DOCUMENTS ON DISPLAY

We are subject to certain of the reporting requirements of the Securities and Exchange Act of 1934, as amended, or the Exchange Act, as applicable to foreign private issuers as defined in Rule 3b-4 under the Exchange Act. As a foreign private issuer, we are exempt from certain provisions of the Exchange Act. Accordingly, our proxy solicitations are not subject to the disclosure and procedural requirements of Regulation 14A under the Exchange Act, and transactions in our equity securities by our officers and directors are exempt from reporting and the short-swing profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we are not required under the Exchange Act to file periodic reports and financial statements as frequently or as promptly as U.S. companies whose securities are registered under the Exchange Act. However, we file with the Securities and Exchange Commission an annual report on Form 20-F containing financial statements audited by an independent accounting firm. We also submit to the Securities and Exchange Commission reports on Form 6-K containing (among other things) press release and unaudited financial information. We post our annual report on Form 20-F on our website (http://www.gilat.com) promptly following the filing of our annual report with the Securities and Exchange Commission. The information on our website is not incorporated by reference into this annual report.

This annual report and the exhibits thereto and any other document we file pursuant to the Exchange Act may be inspected without charge and copied at prescribed rates at the Securities and Exchange Commission public reference room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may obtain information on the operation of the Securities and Exchange Commission s public reference room in Washington, D.C. by calling the Securities and Exchange Commission at 1-800-SEC-0330. The Exchange Act file number for our Securities and Exchange Commission filings is 000-21218.

The Securities and Exchange Commission maintains a website at www.sec.gov that contains reports, proxy and information statements, and other information regarding registrants that make electronic filings with the Securities and Exchange Commission using its EDGAR (Electronic Data Gathering, Analysis, and Retrieval) system.

The documents concerning our company that are referred to in this annual report may also be inspected at our offices located at Gilat House, 21 Yegia Kapayim Street, Kiryat Arye, Petah Tikva, 49130 Israel.

I. Subsidiary Information

Not applicable

ITEM 11: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The table below details our balance sheet exposure by currency and interest rates:

	Expected Maturity Dates				
	2009	2010	2011	2012	2013 and thereafter
	(In thousands)				
Assets:					
Restricted cash - in U.S. dollars	8,548	750	500	500	3,901
Weighted interest rate	3.01%	0.52%	0.65%	0.65%	0.67%
In other currency	33	41			
Weighted interest rate	2.5%	0%			
Restricted cash held by Trustees					
In U.S. dollars	19,434				
Weighted interest rate	2%				
In other currency	4,735				
Weighted interest rate	10.03%				
Liabilities:					
Long-term loans (including current maturities)					
In U.S. dollars:	4,000	4,000	4,000		
Weighted interest rate	4.65%	4.65%	4.65%		
In other currency:	346	368	5,635		
Weighted interest rate	6.3%	6.3%	6.3%		
Converted subordinated notes - in U.S. dollars:		853	853	14,609	
Weighted interest rate		4.00%	4.00%	4.00%	

ITEM 12: DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable.

PART II

ITEM 13: DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None

ITEM 14: MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

Not applicable.

ITEM 15: CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our principal executive officer and chief financial officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended) as of December 31, 2008, have concluded that, as of such date, our disclosure controls and procedures were effective and ensured that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act is accumulated and communicated to our management, including our principal executive officer and chief financial officer, to allow timely decisions regarding required disclosure and is recorded, processed, summarized and reported within the time periods specified by the rules of the Securities and Exchange Commission.

Management s Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over our financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, the company s principal executive and principal financial officers and effected by the company s board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transaction and dispositions of the assets of the company;

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use of disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of our internal control over financial reporting, as of December 31, 2008. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework.

Based on that assessment, our management concluded that as of December 31, 2008, our internal control over financial reporting is effective.

Our independent auditors, Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, have issued an audit report on the effectiveness of our internal control over financial reporting. The report is included in page F-3 of this Annual Report on Form 20-F.

Changes in Internal Control over Financial Reporting

During the period covered by this Annual Report on Form 20-F, no changes in our internal control over financial reporting have occurred that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 16: RESERVED

ITEM 16A: AUDIT COMMITTEE FINANCIAL EXPERT

Our board of directors has determined that Dr. Meridor and Dr. Sarid meet the definition of an audit committee financial expert, as defined in Item 401 of Regulation S-K.

ITEM 16B: CODE OF ETHICS

We have adopted a Code of Ethics for executive and financial officers, that also applies to all of our employees. The Code of Ethics is publicly available on our website at www.gilat.com. Written copies are available upon request. If we make any substantive amendments to the Code of Ethics or grant any waivers, including any implicit waiver, from a provision of this code to our chief executive officer, principal financial officer or corporate controller, we will disclose the nature of such amendment or waiver on our website.

ITEM 16C: PRINCIPAL ACCOUNTANT FEES AND SERVICES

Fees Billed by Independent Auditors

The following table sets forth, for each of the years indicated, the fees billed to us by our independent auditors and the percentage of each of the fees out of the total amount paid to the auditors.

	Year Ended December 31,			
	2008		2007	
Services Rendered	Fees	Percentages	Fees	Percentages
Audit fees (1)	$ 872,643	98.2%	$ 788,211	97.6%
Tax fees (2)	15,520	1.8%	19,500	2.4%
Total	$ 888,163	100.0%	$ 807,711	100.0%

(1) Audit fees are fees for audit services for each of the years shown in this table, including fees associated with the annual audit, services provided in connection with audit of our internal control over financial reporting and audit services provided in connection with other statutory or regulatory filings.

(2) Tax fees are fees for professional services rendered by our auditors for tax compliance, tax planning and tax advice on actual or contemplated transactions.

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Policies and Procedures

Our Audit Committee has adopted a policy and procedures for the approval of audit and non-audit services rendered by our independent auditors, Kost Forer Gabbay & Kasierer, a Member of Ernst & Young Global. The policy generally requires the Audit Committee s approval of the scope of the engagement of our independent auditor or on an individual engagement basis. The policy prohibits retention of the independent auditors to perform the prohibited non-audit functions defined in Section 201 of the Sarbanes-Oxley Act of 2002 or the rules of the SEC, and also considers whether proposed services are compatible with the independence of the public auditors.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

ITEM 16E: PURCHASE OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

Issuer Purchase of Equity Securities

In the year ended December 31, 2008, we did not engage in the purchase of any of our own shares.

ITEM 16F: CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not applicable.

ITEM 16G. CORPORATE GOVERNANCE

Under NASDAQ Marketplace Rule 4350, or Rule 4350, foreign private issuers, such as our company, are permitted to follow certain home country corporate governance practices instead of certain provisions of Rule 4350. A foreign private issuer that elects to follow a home country practice instead of any of such provisions of Rule 4350, must submit to NASDAQ, in advance, a written statement from an independent counsel in such issuer s home country certifying that the issuer s practices are not prohibited by the home country s laws.

On October 23, 2007, we provided NASDAQ with a notice of non-compliance with respect to the requirement to obtain shareholder approval for the establishment or material amendment of certain equity based compensation plans and arrangements, under which shares may be acquired by officers, directors, employees or consultants. Under Israeli law and practice, the approval of the board of directors is required for the establishment or material amendment of such equity based compensation plans and arrangements. However, any equity based compensation arrangement with a director or the material amendment of such an arrangement must be approved by our audit committee, board of directors and shareholders, in that order. We follow Israeli law and practice in accordance with which our board of directors is authorized to recommend to our shareholders director nominees for election, and our shareholders may nominate candidates for election as directors by the general meeting of shareholders. See Item 6C. Directors, Senior Management and Employees Board Practices Election of Directors.

PART III

ITEM 17: FINANCIAL STATEMENTS

Not applicable.

ITEM 18: FINANCIAL STATEMENTS

The Consolidated Financial Statements and related notes required by this item are contained on pages F-1 through F-51 hereof.

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Consolidated Statements of Changes in Shareholders' Equity	F-8
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ITEM 19: EXHIBITS

1.1 Memorandum of Association, as amended. Previously filed as Exhibit 1.1 to our Annual Report on Form 20-F for the fiscal year ending December 31, 2000, which Exhibit is incorporated herein by reference.

1.2 Articles of Association, as amended and restated.

2.1 Form of 4.00% Convertible Subordinated Note due 2012. Previously filed as Exhibit T3C to our Registration Statement on Form F-3 (No.333-38667) which Exhibit is incorporated herein by reference

4.1. Sublease and Master Deed of Lease dated as of March 28, 2001 by and among BP III Leasco, LLC as Sublessor, BP Tysons, LLC as Landlord and Spacenet Real Estate Holdings, LLC as Sublessee and Master Tenant. Previously filed as Exhibit 4.7 to our Annual Report on Form 20-F for the fiscal year ending December 31, 2000, which Exhibit is incorporated herein by reference.

8.1 List of subsidiaries. Previously filed as Exhibit 8.1 to our Annual Report on Form 20-F for the fiscal year ending December 31, 2006, which Exhibit is incorporated herein by reference.

10.1 Consent Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global.

12.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.

12.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1924, as amended.

13 Certification by Chief Executive Officer and Chief Financial Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002.

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

GILAT SATELLITE NETWORKS LTD.

By: /s/ Amiram Levinberg

Amiram Levinberg
Chairman of the Board of Directors

Date: April 7, 2009

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GILAT SATELLITE NETWORKS LTD. AND ITS SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2008

IN U.S. DOLLARS

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MANAGEMENT S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Gilat s management is responsible for establishing and maintaining adequate internal control over financial reporting for Gilat. Gilat s internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S generally accepted accounting principles. Gilat s internal control over financial reporting includes those policies and procedures that:

pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of Gilat's assets,

provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of Gilat are being made only in accordance with authorizations of management and directors of Gilat, and

provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of Gilat s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projection of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Gilat s management assessed the effectiveness of its internal control over financial reporting as of December 31, 2008. In conducting its assessment of internal control over financial reporting, management based its evaluation on the framework in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Gilat s management has concluded based on its assessment, that its internal control over financial reporting was effective as of December 31, 2008 based on these criteria.

The effectiveness of Gilat s internal control over financial reporting as of December 31, 2008, has been audited by Kost, Forer, Gabbay & Kasierer (A Member of Ernst & Young Global), an independent registered public accounting firm.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of

GILAT SATELLITE NETWORKS LTD.

We have audited Gilat Satellite Networks Ltd. s (Gilat) internal control over financial reporting as of December 31, 2008, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Gilat s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on the Company s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Gilat maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Gilat and its subsidiaries as of December 31, 2008 and 2007, and the related consolidated statements of operations, changes in shareholders equity and cash flows for each of the three years in the period ended December 31, 2008, and our report dated April 7, 2009, expressed an unqualified opinion thereon.

Tel-Aviv, Israel
April 7, 2009

KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of

GILAT SATELLITE NETWORKS LTD.

We have audited the accompanying consolidated balance sheets of Gilat Satellite Networks Ltd. (the Company) and its subsidiaries as of December 31, 2008 and 2007, and the related consolidated statements of operations, changes in shareholders equity and cash flows for each of the three years in the period ended December 31, 2008. These consolidated financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. The audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, based on our audits, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of December 31, 2008 and 2007, and the consolidated results of their operations and cash flows, for each of the three years in the period ended December 31, 2008, in conformity with U.S. generally accepted accounting principles.

As discussed in Note 2t to the consolidated financial statements, in 2007, the Company adopted Interpretation No.48, Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement No. 109".

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of the Company s internal control over financial reporting as of December 31, 2008, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated April 7, 2009, expressed an unqualified opinion thereon.

Tel-Aviv, Israel
April 7, 2009

KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

GILAT SATELLITE NETWORKS LTD. AND ITS SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands

	December 31,	
	2008	**2007**
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 73,916	$ 122,807
Short- term bank deposits and held-to-maturity marketable securities	63,033	45,578
Short-term restricted cash	8,581	7,091

	December 31,	
Restricted cash held by trustees	24,169	7,450
Trade receivables, net	59,038	43,746
Inventories	20,719	24,794
Other current assets	22,036	24,748
Total current assets	271,492	276,214
LONG-TERM INVESTMENTS AND RECEIVABLES:		
Severance pay funds	11,085	11,835
Long-term restricted cash	5,692	6,321
Long-term restricted cash held by trustees	-	16,544
Long-term trade receivables, receivables in respect of capital leases and other receivables	8,937	9,170
Total long-term investments and receivables	25,714	43,870
PROPERTY AND EQUIPMENT, NET	109,369	105,247
INTANGIBLE ASSETS AND DEFERRED CHARGES, NET	4,064	4,771
Total assets	$ 410,639	$ 430,102

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

GILAT SATELLITE NETWORKS LTD. AND ITS SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands (except share and per share data)

	December 31,	
	2008	**2007**
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Short-term bank credit	$ 6,500	$ 5,823
Current maturities of long-term loans	4,346	5,354
Trade payables	23,317	25,954
Accrued expenses	25,761	20,275
Short-term advances from customer, held by trustees	24,169	15,005
Other current liabilities	34,593	52,436

	December 31,	
Total current liabilities	118,686	124,847
LONG-TERM LIABILITIES:		
Long-term loans, net	14,003	18,704
Long-term advances from customer, held by trustees	-	8,989
Accrued severance pay	12,297	11,723
Accrued interest related to restructured debt	1,838	2,493
Convertible subordinated notes	16,315	16,315
Other long-term liabilities	17,276	19,221
Total long-term liabilities	61,729	77,445
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY:		
Share capital -		
Ordinary shares of NIS 0.2 par value: Authorized - 60,000,000 shares as of December 31, 2008 and 2007; Issued and outstanding - 40,048,591 and 39,611,873 shares as of December 31, 2008 and 2007, respectively	1,821	1,796
Additional paid-in capital	862,390	859,207
Accumulated other comprehensive income	2,106	1,776
Accumulated deficit	(636,093)	(634,969)
Total shareholders' equity	230,224	227,810
Total liabilities and shareholders' equity	$ 410,639	$ 430,102

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

GILAT SATELLITE NETWORKS LTD. AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

U.S. dollars in thousands (except share and per share data)

	Year ended December 31,		
	2008	2007	2006
Revenue:			
Products	$ 150,351	$ 156,798	$ 126,093
Services	117,175	125,821	122,617

	Year ended December 31,		
Total revenue	267,526	282,619	248,710
Cost of revenue:			
Products	80,424	82,822	66,363
Services	101,150	97,952	91,982
Total cost of revenue	181,574	180,774	158,345
Gross profit	85,952	101,845	90,365
Operating expenses:			
Research and development costs, net	16,942	15,030	13,642
Selling and marketing expenses	35,783	38,374	36,475
General and administrative expenses	29,819	31,052	26,800
Impairment of long-lived assets and other charges	5,020	12,218	-
Operating income (loss)	(1,612)	5,171	13,448
Financial income (expenses), net	1,300	5,998	(742)
Expenses related to aborted merger transaction	(2,350)	-	-
Other income (loss)	2,983	(116)	138
Income before taxes on income	321	11,053	12,844
Taxes on income	1,445	963	2,357
Net income (loss)	$ (1,124)	$ 10,090	$ 10,487
Net earnings (loss) per share:			
Basic	$ (0.03)	$ 0.26	$ 0.41
Diluted	$ (0.03)	$ 0.24	$ 0.38
Weighted average number of shares used in computing net earnings (loss) per share:			
Basic	39,901,019	39,140,718	25,799,077
Diluted	39,901,019	41,576,454	27,519,726

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

GILAT SATELLITE NETWORKS LTD. AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

U.S. dollars in thousands

	Number of Ordinary shares (in thousands)	Share capital	Additional paid-in capital	Accumulated other comprehensive income (loss) **	Accumulated deficit	Total comprehensive income (loss)	Total shareholders' equity
Balance as of December 31 2005	22,556	$ 995	$ 738,724	$ 16	$ (654,237)		$ 85,498
Exercise of stock options	669	30	3,604	-	-		3,634
Stock-based compensation related to employees stock options	-	-	3,757	-	-		3,757
Conversion of long-term convertible loan from a related party	10,578	492	67,619	-	-		68,111
Issuance of shares in a public offering, net of $ 2,755 issuance expenses	5,017	240	39,646	-	-		39,886
Comprehensive income:							
Foreign currency translation adjustments	-	-	-	686		$ 686	686
Net income	-	-	-	-	10,487	10,487	10,487
Total comprehensive income						$ 11,173	
Balance as of December 31, 2006	38,820	1,757	853,350	702	(643,750)		212,059
Exercise of stock options	791	39	4,532	-	-		4,571
Stock-based compensation related to employees stock options	-	-	1,303	-	-		1,303
Conversion of convertible subordinated notes	1	*) -	22	-	-		22
Accumulated affect of adjustment upon adoption of FASB Interpretation No. 48		-	-	-	(1,309)		(1,309)
Comprehensive income:							
Foreign currency translation adjustments	-	-	-	1,074	-	$ 1,074	1,074
Net income	-	-	-	-	10,090	10,090	10,090
Total comprehensive income						$ 11,164	
Balance as of December 31, 2007	39,612	1,796	859,207	1,776	(634,969)		227,810
Exercise of stock options	437	25	2,491	-	-	-	2,516
Stock-based compensation related to employees stock options	-	-	692	-	-	-	692
Comprehensive loss:							
Foreign currency translation adjustments	-	-	-	(766)	-	(766)	(766)
Unrealized gain on forward contracts, net	-	-	-	1,096	-	$ 1,096	1,096
Net loss	-	-	-	-	(1,124)	(1,124)	(1,124)
Total comprehensive loss						$ (794)	
Balance as of December 31, 2008	40,049	$ 1,821	$ 862,390	$ 2,106	$ (636,093)		$ 230,224

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

*) represents an amount of less the one thousand dollars.

**) represents adjustments in respect of foreign currency translation and unrealized gain on forward contracts, net. Balance of accumulated other comprehensive income (loss) as of December 31, 2008, 2007 and 2006 included foreign currency translation adjustments in the amount of $ 1,010, $ 1,776 and $ 702, respectively, and unrealized gain on forward contracts, net, in the amount of $ 1,096, $ 0, $ 0, respectively.

GILAT SATELLITE NETWORKS LTD. AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Year ended December 31,		
	2008	**2007**	**2006**
Cash flows from operating activities:			
Net income (loss)	$ (1,124)	$ 10,090	$ 10,487
Adjustments required to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization	13,132	17,715	20,728
Impairment of long-lived assets and other charges	5,020	12,218	-
Gain from disposal of a subsidiary consolidated in previous years	-	-	(137)
Stock based compensation related to employees stock options	692	1,303	3,757
Accretion of discount related to the York loan	-	-	504
Accrued severance pay, net	1,324	(218)	177
Accrued interest on short and long-term restricted cash	(189)	(1,326)	(896)
Accrued interest on held-to-maturity marketable securities	(1,778)	(2,102)	-
Exchange rate differences on long-term loans	(348)	766	705
Exchange rate differences on loans to employees	28	(250)	(223)
Capital loss from disposal of property and equipment	89	167	57
Deferred income taxes	(265)	(891)	(1,131)
Decrease (increase) in trade receivables, net	(15,979)	(14,037)	4,120
Decrease (increase) in other assets (including short-term, long-term and deferred charges)	(4,336)	28,529	(6,258)
Decrease (increase) in inventories	36	(207)	(11,846)
Increase (decrease) in trade payables	(3,185)	4,619	(3,000)
Increase (decrease) in accrued expenses	3,640	(1,455)	(1,049)
Increase (decrease) in advances from customer, held by trustees, net	176	(7,914)	(11,430)
Increase (decrease) in other accounts payable and other long-term liabilities, mainly deferred revenue	(16,553)	(24,232)	33,259
Net cash provided by (used in) operating activities	(19,620)	22,775	37,824
Cash flows from investing activities:			
Purchase of property and equipment	(13,799)	(9,269)	(6,519)
Other investments	(195)	(223)	(6)
Purchase of held-to-maturity marketable securities	(143,572)	(73,791)	-
Proceeds from held-to-maturity marketable securities	127,895	30,315	-
Proceeds from sale of an investment accounted for at cost	1,801	-	-
Disposal of a subsidiary consolidated in previous periods	-	-	137
Proceeds from short-term bank deposits	-	-	3,300

	Year ended December 31,		
Proceeds from sale of property and equipment	426	33	1,577
Loans to employees, net	2,798	946	284
Investment in restricted cash (including long-term)	(1,630)	(6,196)	(5,191)
Proceeds from restricted cash (including long-term)	769	4,259	16,263
Investment in restricted cash held by trustees	-	-	(3,520)
Proceeds from restricted cash held by trustees	-	90	1,987
Net cash provided by (used in) investing activities	$ (25,507)	$ (53,836)	$ 8,312

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

GILAT SATELLITE NETWORKS LTD. AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Year ended December 31,		
	2008	**2007**	**2006**
Cash flows from financing activities:			
Exercise of stock options	$ 2,516	$ 4,571	$ 3,634
Issuance of shares, net of issuance expenses	-	(324)	40,210
Short-term bank credit, net	678	4,623	(6,972)
Proceeds from long-term loans	-	1,000	-
Repayments of long-term loans	(5,362)	(6,563)	(8,703)
Net cash provided by (used in) financing activities	(2,168)	3,307	28,169
Effect of exchange rate changes on cash and cash equivalents	(1,596)	1,016	311
Increase (decrease) in cash and cash equivalents	(48,891)	(26,738)	74,616
Cash and cash equivalents at the beginning of the year	122,807	149,545	74,929
Cash and cash equivalents at the end of the year	$ 73,916	$ 122,807	$ 149,545
Supplementary cash flow activities:			
(1) Cash paid during the year for:			
Interest	$ 2,160	$ 2,817	$ 7,769

	Year ended December 31,		
Income taxes	$ 1,180	$ 1,898	$ 787

(2) Non-cash transactions:

Conversion of long-term convertible loan from a related party	$ -	$ -	$ 68,111
Classification between property and equipment and inventories - net	$ 3,421	$ 2,197	$ 8,823
Purchase of property and equipment by assumption of loan	$ -	$ -	$ 1,753
Issuance expenses payable	$ -	$ -	$ 324

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 1: GENERAL

a. Organization:

Gilat Satellite Networks Ltd. (the Company or Gilat) and its subsidiaries (the Group) is a global provider of Internet Protocol, or IP, based digital satellite communication and networking products and services. The Company designs, produces and markets VSATs, or very small aperture terminals, and related VSAT network equipment. VSATs are earth based terminals that transmit and receive broadband, Internet, voice, data and video via satellite. VSAT networks combine a large central earth station, called a hub, with multiple remote sites (ranging from tens to thousands of sites), which communicate via satellite.

The Company currently operates three complementary, vertically integrated operational segments:

Gilat Network Systems (GNS) provides VSAT-based networks and associated professional services, including turnkey and management services, to telecom operators worldwide.

Spacenet Inc. (Spacenet) provides satellite network services to enterprises, small office/home office (SOHOs) and residential customers in the U.S.

Spacenet Rural Communications (SRC) provides telephony, Internet and data services primarily for rural communities in emerging markets in Latin America under projects that are subsidized by government entities.

Gilat was incorporated in Israel in 1987 and launched its first generation VSAT in 1989. For a description of principal markets and customers, see note 15.

b. Impairment of long-lived assets and other charges:

In 2008 and 2007, the Group recorded losses for the impairment of its long lived assets and other charges with respect to its Colombian activity, included in SRC segment, in the amounts of $ 5,020 and $ 12,218, respectively, see also note 11.

c. Agreement and Plan of Merger (the Agreement and Plan of Merger):

On March 31, 2008 the Company announced the signing of an Agreement and Plan of Merger to be acquired for an aggregate value of $ 475,000 in an all cash transaction by a consortium of private equity investors. The closing of the transaction was subject to shareholders approval, certain regulatory approvals and other customary closing conditions.

On August 5, 2008 the Company informed the consortium that all conditions precedent to closing had been met.

On August 29, 2008 the Company notified the consortium that it was terminating the Agreement and Plan of Merger citing the consortium s intentional breach of the merger agreement and failure to close the merger transaction within the extended time period established to complete the transaction.

The definitive agreement provides for a termination fee in the amount of approximately $47,500 payable to the Company, and the Company has sued the consortium members for this amount. See also note 7e.

NOTE 1: GENERAL (Cont.)

d. York Capital Management LP (York):

In July 2005, Bank Hapoalim, an Israeli bank, assigned its loan to the Company to York. The loan included the right to convert the aggregate amount of the loan plus accrued interest into the Company s ordinary shares. At that time, Bank Hapoalim also provided York with an option to purchase 1,000,809 of the Company s shares held by it at $ 6.30 per share for a period of two years. In addition, York was given a proxy to vote all 2,052,428 ordinary shares of the Company owned by Bank Hapoalim and an additional 1,250,000 ordinary shares of the Company owned by Mivtach Shamir Finance Ltd. until July 18, 2007. Following the above, York became a related party of the Company.

In December 2005, the Company revised the terms of the loan that was assigned by Bank Hapoalim to York. Under the amendment, York agreed to defer $ 19,350 of principal payments due and established a new payment schedule. In consideration, the Company agreed to reduce the exercise price of the warrant issuable to York (assigned by Bank Hapoalim) to $ 6.75 per share for the period ending September 30, 2006. In addition, during that period, the Company was granted the right to require the conversion of the outstanding loan from York at $ 6.75 per share under certain circumstances. Beginning October 1, 2006, the exercise price of the warrant was to revert to the original terms (see also Note 10).

On September 27, 2006, York converted its entire loan and accrued interest into warrants and immediately exercised its option to convert the warrants into shares at $ 6.75 per share. This resulted in the issuance of 10,578,474 ordinary shares of the Company to York.

Based on Interpretation 1 of Opinion 26 and EITF No. 85-17, Accrued Interest upon Conversion of Convertible Debt , the net carrying amount of the convertible debt and accrued interest unpaid, including the unamortized discount, in the total amount of $ 68,111 was credited to shareholders equity upon conversion.

e. Issuance of ordinary shares

In December, 2006, the Company consummated a public offering of 8,050,000 of its ordinary shares at a price of $8.50 per share. Of such shares, 5,016,667 ordinary shares were sold by the Company and the remaining shares were sold by York. See also Note 9.

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States (U.S. GAAP).

a. Use of estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)

b. Functional Currency:

The majority of the revenues of the Company and certain of its subsidiaries are generated in U.S. dollars (dollar) or linked to the dollar. In addition, a substantial portion of the Company s and certain of its subsidiaries costs are incurred in dollars. The Company s management believes that the dollar is the primary currency of the economic environment in which the Company and certain of its subsidiaries operate. Thus, the functional and reporting currency of the Company and certain of its subsidiaries is the dollar.

Accordingly, monetary accounts maintained in currencies other than the dollar are remeasured into dollars in accordance with SFAS No. 52 Foreign Currency Translation . All transaction gains and losses of the remeasurement of monetary balance sheet items are reflected in the consolidated statements of operations as financial income or expenses, as appropriate.

The financial statements of foreign subsidiaries, whose functional currency has been determined to be their local currency, have been translated into dollars. Assets and liabilities have been translated using the exchange rates in effect at the balance sheet date. Statements of operations amounts have been translated using average rates, which approximates the prevailing exchange rate for each transaction. The resulting translation adjustments are reported as a component of shareholders equity in accumulated other comprehensive income (loss).

c. Principles of consolidation:

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. Intercompany balances and transactions, including profits from intercompany sales not yet realized outside the Group, have been eliminated upon consolidation.

d. Cash equivalents:

Cash equivalents are short-term highly liquid investments that are not restricted as to withdrawals or use with maturities of three months or less at the date acquired.

e. Marketable securities:

The Company accounts for investments in marketable debt securities in accordance with Statement of Financial Accounting Standard No. 115, Accounting for Certain Investments in Debt and Equity Securities (SFAS No. 115). Management determines the appropriate classification of its investments in debt and equity securities at the time of purchase and reevaluates such determinations at each balance sheet date.

As of December 31, 2008 and 2007, the Company classified all of its debt securities as held-to-maturity. Debt securities are classified as held-to-maturity when the Company has the positive intent and ability to hold the securities to maturity and are stated at amortized cost. The cost of held-to-maturity securities is adjusted for amortization of accretion of discounts to maturity. Interest is included in financial income (expenses), net.

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)

In accordance with the Company s policy and FASB Staff Position (FSP) Nos. SFAS 115-1 (FSP 115-1) and SFAS 124-1, The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments , the Company recognizes an impairment charge when a decline in the fair value of its investments below the cost basis is judged to be other-than- temporary. The Company considers various factors in determining whether to recognize an impairment charge, including the Company s intent and ability to hold the investment for a period of time sufficient to allow for any anticipated recovery in market value, the length of time and extent to which the fair value has been less than the cost basis, the credit ratings of the securities and the financial condition and near-term prospects of the issuers. During the years 2008 and 2007, the Company did not record any other-than-temporary impairment losses with respect to its holdings of marketable debt securities.

f. Short-term and long-term restricted cash:

Short-term restricted cash is primarily invested in certificates of deposit, which mature within one year. As of December 31, 2008, the vast majority of this amount was linked to the dollar. It is used as collateral for the lease of the Group s offices, performance guarantees to customers and loans, and bears a weighted average interest of 3.01% and 5.43% in 2008 and 2007, respectively.

Long-term restricted cash is primarily invested in certificates of deposit, which mature in more than one year. As of December 31, 2008, the vast majority of the amount is linked to the dollar. It bears an annual weighted average interest rate of 0.64% and 4.46% as of December 31, 2008 and 2007, respectively. This long-term restricted cash is used as collateral for the lease of the Group s offices, a sale and lease back transaction, performance guarantees to customers and loans.

g. Restricted cash held by trustees:

Short-term and long term restricted cash held by trustees is primarily invested in certificates of deposits and US government securities. As of December 31, 2008, 80% of the total amount is linked to the dollar and 20% of the total amount is linked to the Colombian Peso. The amounts held by trustees bear interest at rates of 2% and 10%, respectively, and are released based upon performance milestones as stipulated in the Group s agreements with the government of Colombia. The Group signed revised agreements with the government of Colombia effective December 26, 2008. See also note 11.

h. Inventories:

Inventories are stated at the lower of cost or market value. Inventory write-offs are provided to cover risks arising from slow-moving items, excess inventories, discontinued products, new products introduction and for market prices lower than cost. Any write-off is recognized in the consolidated statement of operations as cost of revenue.

Cost is determined as follows:

Raw materials, parts and supplies with the addition of allocable indirect manufacturing costs using the average cost method.

Work-in-progress represents the cost of manufacturing with the addition of allocable indirect manufacturing costs, using the average cost method.

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Finished products calculated on the basis of direct manufacturing costs with the addition of allocable indirect manufacturing costs, using the average cost method.

i. Investment in other companies:

The investment in these companies is stated at cost since the Group does not have the ability to exercise significant influence over operating and financial policies of the investments.

The Group s investments in other companies are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an investment may not be recoverable in accordance with APB 18. Any impairment loss is recognized in the consolidated statements of operations. As of December 31, 2008, 2007 and 2006, the investment in these companies was nil.

j. Long-term trade receivables:

Long-term trade receivables from long-term payment agreements are initially recognized at estimated present values determined based on current rates of interest and reported at the net amounts in the accompanying consolidated financial statements. Imputed interest is recognized, using the effective interest method, as a component of financial income (expenses) in the statements of operations.

k. Property and equipment, net:

Property and equipment are stated at cost, net of accumulated depreciation. Depreciation is calculated by the straight-line method over the estimated useful lives of the assets as follows:

	Years
Buildings	50
Computers, software and electronic equipment	3 - 5
Office furniture and equipment	5 - 17
Vehicles	5 - 7
Leasehold improvements	Over the term of the lease or the useful life of the improvements, the shorter of.

Equipment leased to others under operating leases is carried at cost less accumulated depreciation and depreciated using the straight-line method over the useful life of the assets.

l. Intangible assets and deferred charges:

Intangible assets with definite useful life are subject to amortization and are carried at cost less accumulated amortization.

The assets are amortized using the straight-line method over their estimated useful lives, which are five to fifteen years, in accordance with Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets .

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Deferred charges represent costs related to the deferred revenue. Such costs are recognized when the related revenues are recognized and are presented on the balance sheet under other current assets for deferred charges that will be recognized within a year after the balance sheet date and under intangible assets and deferred charges, for deferred charges that will be recognized in more than one year after the balance sheet date.

m. Impairment of long-lived assets and long-lived assets to be disposed of:

The Group s long-lived assets are reviewed for impairment in accordance with SFAS 144 Accounting for the Impairment or Disposal of Long-Lived Assets , whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the future undiscounted cash flows expected to be generated by the assets. Such measurement includes significant estimates. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. However, the carrying amount of a group of assets is not to be reduced below its fair value. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

In 2008 and 2007, the Group recorded impairment losses in respect of long lived assets related to its SRC operational segment in Colombia. See also Note 11.

n. Revenue recognition:

The Group generates revenue mainly from the sale of products and services for satellite-based communications networks. Sale of products includes mainly the sale of VSATs and hubs. Service revenue include access to and communication via satellites (space segment), installation of network equipment, telephone services, internet services, consulting, on-line network monitoring, network maintenance and repair services. The Group sells its products primarily through its direct sales force and indirectly through resellers. Sales consummated by the Group s sales force and sales to resellers are considered sales to end-users.

Revenue from product sales are recognized in accordance with SEC Staff Accounting Bulletin (SAB) No. 104, Revenue Recognition (SAB No. 104), when delivery has occurred, persuasive evidence of an agreement exists, the vendor s fee is fixed or determinable, no further obligation exists and collectability is probable. When significant acceptance provisions are included in the arrangement revenue are deferred until the acceptance occurs. Generally the Group does not grant rights of return. Service revenue are recognized ratably over the period of the contract or as services are performed, as applicable.

In accordance with Emerging Issues Task Force (EITF) Issue No. 00-21, Revenue Arrangements with Multiple Deliverables (EITF 00-21) a multiple-element arrangement (an arrangement that involves the delivery or performance of multiple products, services and/or rights to use assets) is separated into more than one unit of accounting, if the functionality of the delivered element(s) is not dependent on the undelivered element(s), there is vendor-specific objective evidence (VSOE) of fair value of the undelivered element(s) and delivery of the delivered element(s) represents the culmination of the earnings process for those element(s). If these criteria are not met, the revenue is deferred until such criteria are met or until the period in which the last undelivered element is delivered. If there is VSOE for all units of accounting in an arrangement, the arrangement consideration is allocated to the separate units of accounting based on each unit s relative VSOE.

GILAT SATELLITE NETWORKS LTD. AND ITS SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Revenue from products under sales-type-lease contracts are recognized in accordance with SFAS No. 13, Accounting for Leases (SFAS No. 13) upon installation or upon delivery, in cases where the customer obtains its own or other s installation services. The net investments in sales-type-leases are discounted at the interest rates implicit in the leases. The present values of payments due under sales-type-lease contracts are recorded as revenue at the time of shipment or installation, as appropriate. Future interest income is deferred and recognized over the related lease term as financial income.

Revenue from products and services under operating leases of equipment are recognized ratably over the lease period, in accordance with SFAS No. 13.

Deferred revenue represent amounts received by the Company when the criteria for revenue recognition as described above are not met and are included in other current liabilities and other long term liabilities . In general, when deferred revenue are recognized as revenue, the associated deferred costs are also recognized as cost of sales.

o. Shipping and advertising expenses:

Selling and marketing expenses include shipping expenses in the amounts of $ 2,102, $ 2,450, and $ 3,800 for the years ended December 31, 2008, 2007 and 2006, respectively.

Advertising costs are expensed as incurred. Advertising expenses for the years ended December 31, 2008, 2007 and 2006 amounted to $ 878, $ 897 and $ 562, respectively.

p. Warranty costs:

Generally, the Company provides product warranties for periods between twelve to eighteen months at no extra charge. A provision is recorded for estimated warranty costs based on the Company s experience. Warranty expenses for the years ended December 31, 2008, 2007 and 2006 were immaterial.

q. Research and development expenses:

Research and development expenses, net of grants received, are charged to expenses as incurred.

r. Grants:

The Company received non-royalty-bearing grants from the Government of Israel, the Advanced Satellite Network Technologies (ASNT), SES Global S.A Satellite Networks Next Generation Technologies and from other funding sources, for approved research and development projects. These grants are recognized at the time the Company is entitled to such grants on the basis of the costs incurred or milestones achieved as provided by the relevant agreement and included as a deduction from research and development expenses.

Research and development grants deducted from research and development expenses amounted to $ 1,760, $ 2,240 and $ 2,045 in 2008, 2007 and 2006, respectively.

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)

s. Accounting for stock-based compensation:

The Company accounts for stock-based compensation in accordance with SFAS No. 123 (revised 2004), Stock-Based Payment (SFAS No. 123(R)). SFAS No. 123(R) requires companies to estimate the fair value of equity-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as an expense over the requisite service periods in the Company s consolidated statement of operations.

The Company recognizes compensation expenses for the value of its awards, which vested and were granted prior to January 1, 2006, based on the accelerated attribution method and for awards granted subsequent to January 1, 2006, based on the straight line method over the requisite service period of each of the awards, net of estimated forfeitures. SFAS No. 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

The Company selected the Black-Scholes-Merton option pricing model as the most appropriate fair value method for its stock-options awards and values restricted stock based on the market value of the underlying shares at the date of grant. The option-pricing model requires a number of assumptions, of which the most significant are the expected stock price volatility and the expected option term. Expected volatility was calculated based upon actual historical stock price movements. The expected term of options granted is based upon historical experience and represents the period of time that options granted are expected to be outstanding. Prior to December 31, 2007 expected term of options was determined based on simplified method permitted by SAB No. 107 as the average of the vesting period and the contractual term. Starting January 1, 2008 expected term of options granted is based upon historical experience complying with SAB 110. The risk-free interest rate is based on the yield from U.S. treasury bonds with an equivalent term. The Company has historically not paid dividends and has no foreseeable plans to pay dividends.

The Company accounts for equity instruments issued to third party service providers (non-employees) in accordance with the fair value based on an option-pricing model, pursuant to the guidance in EITF 96-18 Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling Goods or Services . The fair value of the options granted is revalued over the related service periods and recognized over the vesting period.

See Note 9 for a further discussion on stock-based compensation.

t. Income taxes:

The Group accounts for income taxes in accordance with SFAS No. 109, Accounting for Income Taxes . SFAS 109 prescribes the use of the liability method whereby deferred tax assets and liability account balances are determined based on differences between the financial reporting and the tax basis of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Group provides a valuation allowance, if necessary, to reduce deferred tax assets to their estimated realizable value, if it is more likely than not that a portion or all of the deferred tax assets will not be realized.

U.S. dollars in thousands, except share and per share data

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)

In July 2006, the FASB issued FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement No. 109 (FIN 48). FIN 48 clarifies the accounting for income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. FIN 48 utilizes a two-step approach for evaluating tax positions. Recognition (step one) occurs when an enterprise concludes that a tax position, based solely on its technical merits, is more-likely-than-not to be sustained upon examination. Measurement (step two) is only addressed if step one has been satisfied (i.e., the position is more-likely-than-not to be sustained) otherwise a full liability in respect of a tax position not meeting the more-than-likely-than-not criteria is recognized.

Under step two, the tax benefit is measured as the largest amount of benefit, determined on a cumulative probability basis, that is more-likely-than-not to be realized upon ultimate settlement.

FIN 48 applies to all tax positions related to income taxes subject to FAS 109. This includes tax positions considered to be routine as well as those with a high degree of uncertainty. FIN 48 has expanded disclosure requirements, which include a tabular roll forward of the beginning and ending aggregate unrecognized tax benefits as well as specific detail related to tax uncertainties for which it is reasonably possible the amount of unrecognized tax benefit will significantly increase or decrease within twelve months (See also Note 12).

FIN 48 is effective for fiscal years beginning after December 15, 2006. The cumulative effect of applying FIN 48 is reported as an adjustment to the opening balance of accumulated deficit. The adoption of FIN 48 resulted in an increase of the tax provision in the amount of $ 1,309 which adjusted the balance of the accumulated deficit, as of January 1, 2007.

u. Concentrations of credit risks:

Financial instruments that potentially subject the Group to concentrations of credit risk consist principally of cash and cash equivalents, short-term bank deposits and held-to-maturity marketable securities, short-term and long-term restricted cash, short-term and long-term restricted cash held by trustees, trade receivables, short-term and long-term receivables relating to capital leases and long-term trade receivables.

The majority of the Group s cash and cash equivalents, short-term bank deposits, and short-term and long-term restricted cash are invested in U.S dollars with major banks in Israel and in the United States. Such deposits in the United States may be in excess of insured limits and are not insured in other jurisdictions. Generally, these cash equivalents may be redeemed upon demand and, therefore management believes that they bear lower risk.

Most of the Company s marketable securities include investments in U.S. government debentures. The Company s investment policy, limits the amount the Company may invest in any one type of investment, thereby reducing credit risk concentration. See also Note 3.

The Group also has restricted cash held by trustees, which is invested in U.S. dollar deposits, US government securities and in Colombian Peso deposits with major banks in Colombia and in the U.S. As of December 31, 2008, restricted cash held by the trustees amounted to $ 24,169. The Company is entitled to receive the restricted cash held by the trustee in stages based upon operational milestones. The cash held in trusts is reflected in the Company s balance sheet as Restricted cash held by trustees . If the Company will not meet certain milestones, as determined in the re-negotiated agreements effective on December 26, 2008 with the Colombian government, the Company may be unable to receive this restricted cash. See also Note 11.

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Trade receivables, short-term and long-term receivables relating to capital leases and long-term trade receivables of the Group are mainly derived from sales to major customers located in the U.S., Europe, Asia, South America and Africa. The Group performs ongoing credit evaluations of its customers and obtains letters of credit and bank guarantees for certain receivables. An allowance for doubtful accounts is determined with respect to specific debts that the Group has determined to be doubtful of collection.

A significant portion of the Group s restricted cash held by trustees, trade receivables and long-term trade receivables is from two countries in Latin America Colombia and Peru. Any instability in the political or economic situation or otherwise in those countries, could have a significant adverse impact on the Company.

In 2008 the Company entered into hedging agreements, with major banks in Israel, in order to hedge portions of its anticipated NIS payroll payments. These contracts are designated as cash flow hedges. Those contracts mature at the time in which the related salary payments are paid. See also note 2(y) and note 8.

v. Employee related benefits:

Severance Pay

The Company s liability for severance pay is calculated pursuant to Israeli severance pay law based on the most recent salary of the employees multiplied by the number of years of employment, as of the balance sheet date. Employees whose employment is terminated by the Company or who are otherwise entitled to severance pay in accordance with Israeli law or labor agreements are entitled to one month s salary for each year of employment or a portion thereof. The Company s liability for all of its Israeli employees is partly provided for by monthly deposits for insurance policies and the remainder by an accrual. The value of these policies is recorded as an asset in the Company s consolidated balance sheet.

During April and May 2008 (the transition date), the Company amended the contracts of most of its Israeli employees so that starting on the transition date, such employees are subject to Section 14 of the Severance Pay Law 1963 (Section 14) for severance pay accumulated in periods of employment subsequent to the transition date. In accordance with section 14, upon termination, the release of the contributed amounts from the fund to the employee shall relieve the Company from any further severance liability and no additional payments shall be made by the Company to the employee. As a result, the related obligation and amounts deposited on behalf of such obligation are not stated on the balance sheet, as the Company is legally released from severance obligation to employees once the amounts have been deposited, and the Company has no further legal ownership of the amounts deposited.

The carrying value for the deposited funds for the Company s employees severance pay for employment periods prior to April and May 2008 include profits and losses accumulated up to the balance sheet date. The deposited funds may be withdrawn only upon the fulfillment of the obligation pursuant to Israeli severance pay law or labor agreements.

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Severance pay expenses for the years ended December 31, 2008, 2007 and 2006, amounted to approximately $ 3,265 $ 2,505 and $ 2,421, respectively.

401K profit sharing plans

The Company has a number of savings plans in the United States that qualify under Section 401(k) of the Internal Revenue Code. U.S employees may contribute up to 100% of their pretax salary, but not more than statutory limits. The Company contributes one dollar for each dollar a participant contributes in this plan, in an amount of up to 3% and in addition, it contributes fifty cents for each dollar a participant contributes in this plan, for an additional 3%. Matching contributions in 2008, 2007 and 2006 for all the plans were approximately $ 700 per year. Matching contributions are invested in proportion to each participant s voluntary contributions in the investment options provided under the plan.

w. Fair value of financial instruments:

The following methods and assumptions were used by the Group in estimating their fair value disclosures for financial instruments:

The carrying amounts of cash and cash equivalents, short-term restricted cash, restricted cash held by trustees, trade receivables, short-term bank credit and trade payables approximate their fair value due to the short-term maturity of such instruments.

The carrying amounts of the Group s long-term borrowing arrangements, long-term trade receivables and long-term restricted cash approximate their fair value. The fair value was estimated using discounted cash flow analysis, based on the Group s incremental borrowing rates for similar borrowing or investing arrangements.

The fair value of the convertible subordinated notes was determined based on management estimates that incorporate the estimated market participant expectations of future cash flow and market value (on the over the counter market). As of December 31, 2008 and 2007, the Company s convertible subordinated notes fair value was $13,317 and $13,215, respectively.

x. Net earnings (loss) per share:

Basic net earnings (loss) per share are computed based on the weighted average number of ordinary shares outstanding during each period. Diluted net earnings (loss) per share are computed based on the weighted average number of ordinary shares outstanding during each period, plus dilutive potential ordinary shares considered outstanding during the period, in accordance with SFAS No. 128, Earnings per Share . The total weighted average number of shares related to the outstanding options and warrants excluded from the calculations of diluted net earnings (loss) per share, as they would have been anti-dilutive, was 1,145,918, 272,803 and 9,276,286 for the years ended December 31, 2008, 2007 and 2006, respectively.

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The following table sets forth the computation of basic and diluted net earnings (loss) per share:

1. Numerator:

	Year ended December 31,		
	2008	2007	2006
Numerator for basic and diluted net earnings (loss) per share -			
Net income (loss) available to holders of Ordinary Shares	$ (1,124)	$ 10,090	$ 10,487

	Year ended December 31,		

2. Denominator (in thousands):

	Year ended December 31,		
	2008	2007	2006
Denominator for basic net earnings (loss) per share -			
Weighted average number of shares	39,901	39,141	25,799
Add-employee stock options and convertible notes	*-	2,435	1,721
Denominator for diluted net earnings (loss) per share - adjusted weighted average shares assuming exercise of options	39,901	41,576	27,520

*Anti-dilutive

y. Derivatives and hedging activities:

Financial Accounting Standard Board Statement No. 133 Accounting for Derivative Instruments and Hedging Activities (SFAS No. 133), as amended, requires the Company to recognize all derivatives on the balance sheet at fair value. Derivatives that are not hedges must be adjusted to fair value through income. If the derivative is a hedge, depending on the nature of the hedge, changes in the fair value of derivatives are either offset against the change in fair value of the hedged assets, liabilities, or firm commitments through earnings or recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of a derivative s change in fair value is immediately recognized in earnings. The Company uses derivatives to hedge certain cash flow foreign currency exposures in order to further reduce the Company s exposure to foreign currency risks.

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)

z. Impact of recently issued accounting pronouncements:

In February 2008, the FASB issued FASB Staff Position ("FSP") FAS No. 157-2, "Effective Date of FASB Statement No. 157" ("FSP 157-2"), to delay the effective date of FASB Statement 157 for one year for certain nonfinancial assets and nonfinancial liabilities, excluding those that are recognized or disclosed in financial statements at fair value on a recurring basis (that is, at least annually). For purposes of applying the FSP 157-2, nonfinancial assets and nonfinancial liabilities include all assets and liabilities other than those meeting the definition of a financial asset or a financial liability in FASB Statement 159. FSP 157-2 defers the effective date of Statement 157 to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years for items within the scope of this FSP 157-2. The Company does not expect the adoption of FSP 157-2 to have a material impact on its financial position, results of operations or cash flows.

In March 2008, the FASB issued Statement 161 "Disclosures about Derivative Instruments and Hedging Activities" ("SFAS 161") an amendment to FASB No. 133. This statement changes the disclosure requirements for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why and entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. This statement is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. Early application is encouraged. The Company does not expect the adoption of SFAS 161 to have a material impact on its financial position, results of operations or cash flows.

In December 2007, the FASB issued SFAS 160, "Noncontrolling Interests in Consolidated Financial Statements" ("SFAS 160 "). SFAS 160 amends ARB 51, "Consolidated Financial Statements ", to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. It also clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. SFAS 160 also changes the way the consolidated income statement is presented by requiring consolidated net income to be reported at amounts that include the amounts attributable to both the parent and the noncontrolling interest. It also requires disclosure, on the face of the consolidated statement of income, of the amounts of consolidated net income attributable to the parent and to the noncontrolling interest. SFAS 160 requires that a parent recognize a gain or loss in net income when a subsidiary is deconsolidated and requires expanded disclosures in the consolidated financial statements that clearly identify and distinguish between the interests of the parent owners and the interests of the non-controlling owners of a subsidiary. SFAS 160 is effective for fiscal periods, and interim periods within those fiscal years, beginning on or after December 15, 2008. The impact of SFAS 160 on the Company's consolidated financial statements will depend on the nature and size of acquisitions, if any, subsequent to the effective date.

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)

In December 2007, the FASB issued SFAS 141(R), "Business Combinations" ("SFAS 141(R) "). This Statement replaces SFAS No. 141, "Business Combinations ", and requires an acquirer to recognize the assets acquired, the liabilities assumed, including those arising from contractual contingencies, any contingent consideration and any non-controlling interest in the acquiree at the acquisition date, measured at their fair values as of that date, with limited exceptions specified in the statement. SFAS 141(R) also requires the acquirer in a business combination achieved in stages (sometimes referred to as a step acquisition) to recognize the identifiable assets and liabilities, as well as the non-controlling interest in the acquiree, at the full amounts of their fair values (or other amounts determined in accordance with SFAS 141(R)). In addition, SFAS 141(R)'s requirement to measure the non-controlling interest in the acquiree at fair value will result in recognizing the goodwill attributable to the non-controlling interest in addition to that attributable to the acquirer. SFAS 141(R) applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. The impact of SFAS 141R on the Company's consolidated results of operations and financial condition will depend on the nature and size of acquisitions, if any, subsequent to the effective date.

In April 2008, the FASB issued FSP 142-3, "Determination of the Useful Life of Intangible Assets" (FSP 142-3). FSP 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, "Goodwill and Other Intangible Assets". FSP 142-3 is effective for fiscal years beginning after December 15, 2008. The Company is currently evaluating the potential impact, if any, of the adoption of FAS 142-3 on its consolidated financial statement

EITF Issue No. 08-7, "Defensive Intangible Assets" ("EITF 08-7"), requires an acquiring entity to account for defensive intangible assets as a separate unit of accounting. Defensive intangible assets should not be included as part of the cost of the acquirer's existing intangible assets because the defensive intangible assets are separately identifiable. Defensive intangible assets must be recognized at fair value in accordance with SFAS 141(R) and SFAS 157. EITF 08-7 will be effective for the reporting period beginning after December 15, 2008. The impact of EITF 08-7 on the Company's consolidated financial statements will depend on

the nature and size of acquisitions, if any, subsequent to the effective date

In May 2008, the FASB issued SFAS No. 162, "The Hierarchy of Generally Accepted Accounting Principles". SFAS 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles in the United States. It is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, "The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles". The Company does not expect SFAS No. 162 to have a material effect on its financial statements.

In October 29, 2008, the FASB issued FSP No.132 (R)-a, "Employers' Disclosures about Pensions and Other Postretirement Benefits," to require that an employer disclose the following information about the fair value of plan assets: 1) the level within the fair value hierarchy in which fair value measurements of plan assets fall; 2) information about the inputs and valuation techniques used to measure the fair value of plan assets; and 3) a reconciliation of beginning and ending balances for fair value measurements of plan assets using significant unobservable inputs. The FSP will be effective for fiscal years ending after December 15, 2009, with early application permitted. Application of the FSP would not be required for earlier periods that are presented for comparative purposes. The Company is currently evaluating the potential impact of adopting this FSP on the disclosures in its financial statements.

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)

In June 2008, the FASB issued FSP EITF No. 03-6-1 "Determining Whether Instruments Granted in Stock-based Payment Transactions Are Participating Securities". Under the FSP, unvested stock-based payment awards that contain rights to receive non-forfeitable dividends (whether paid or unpaid) are participating securities, and should be included in the two-class method of computing EPS. The FSP is effective for fiscal years beginning after December 15, 2008, and interim periods within those years. The Company is currently evaluating the impact of EITF 03-6-1 on its financial statements.

aa. Reclassification:

Certain 2007 figures have been reclassified to conform to the 2008 presentation. The reclassification had no effect on previously reported net income (loss), shareholders' equity or cash flows.

NOTE 3: MARKETABLE SECURITIES

The Company invests in marketable debt securities, which are classified as held-to-maturity investments and included as part of short-term bank deposits and held-to-maturity marketable securities balance. The following is a summary of the Company's marketable debt securities:

	December 31,					
	2008			2007		
	Amortized cost*)	Unrealized gain (loss) *)	Market value	Amortized cost*)	Unrealized gain (loss) *)	Market value
Held-to-maturity:						

	December 31,					
Israeli Government debentures	$ 4,517	$ 6	$ 4,523	$ 4,260	(3)	$ 4,257
U.S. Government debentures	58,757	38	58,795	41,134	195	41,329
	$ 63,274	$ 44	$ 63,318	45,394	192	45,586

*) Israeli and U.S Government debentures include accrued interest to be received, disclosed as part of other current assets , in the amount of approximately $ 2 and $ 239 respectively as of December 31, 2008 and $ 64 and $ 1,302 respectively, as of December 31, 2007. There are no unrealized losses with respect to these debentures as of December 31, 2008.

NOTE 4: INVENTORIES

a. Inventories are comprised of the following:

	December 31,	
	2008	2007
Raw materials, parts and supplies	$ 1,348	$ 8,657
Work in progress	950	4,250
Finished products	18,421	11,887
	$ 20,719	$ 24,794

b. Inventory write-offs totaled $ 1,556, $ 500 and $ 1,210 in 2008, 2007 and 2006, respectively.

NOTE 5: PROPERTY AND EQUIPMENT, NET

a. Composition of property and equipment, grouped by major classifications, is as follows:

	December 31,	
	2008	2007
Cost:		
Buildings and land	$ 92,490	$ 92,114
Computers and electronic equipment	89,039	82,307
Equipment leased to others	106,031	98,837
Office furniture and equipment	9,109	8,968

	December 31,	
Vehicles	427	375
Leasehold improvements	6,053	5,806
	303,149	288,407
Accumulated depreciation and provision for impairment *)	193,780	183,160
Depreciated cost	$ 109,369	$ 105,247

*) The accumulated depreciation of equipment leased to others as of December 31, 2008 and 2007 is $ 89,944 and $ 85,518, respectively.

b. Depreciation expenses totaled $ 12,502, $ 16,848 and $ 19,769 in 2008, 2007 and 2006, respectively.

c. In 2008 and 2007, the Group recorded impairment losses in respect of its long lived assets in Colombia, see also Note 11.

d. As for pledges and securities, see also Note 13f.

NOTE 6: INTANGIBLE ASSETS AND DEFERRED CHARGES, NET

a. Composition of intangible assets and deferred charges, grouped by major classifications, is as follows:

	Weighted average amortization	December 31,	
		2008	2007
	years		
Cost:			
Identifiable intangible assets resulting from acquisitions of a subsidiary	12.6	$ 21,159	$ 22,599
Customer acquisition costs		-	1,416
Other	5	1,483	1,293
		22,642	25,308
Accumulated amortization		19,221	21,448
Amortized cost		3,421	3,860

	Weighted average amortization	December 31,	
Deferred charges		643	911
		$ 4,064	$ 4,771

b. Amortization expenses amounted to $ 630, $ 867 and $ 959 for the years ended December 31, 2008, 2007 and 2006, respectively.

c. Estimated amortization expenses for the following years is as follows:

Year ending December 31,	
2009	$ 639
2010	639
2011	639
2012	639
2013 and thereafter	865
	$ 3,421

NOTE 7: COMMITMENTS AND CONTINGENCIES

a. On March 29, 2001, Spacenet completed a transaction for the sale and leaseback of its corporate headquarters building. The sale price of the property was approximately $ 31,500 net of certain fees and commissions. Concurrently with the sale, Spacenet entered into an operating leaseback contract for a period of fifteen years at an initial annual rent of approximately $ 3,500 plus escalation. The capital gain resulting from the sale and leaseback amounting to $ 5,600 was deferred and is being amortized over the fifteen year term of the lease. In accordance with the lease terms, Spacenet made a security deposit consisting of a $ 5,800 fully cash collateralized letter of credit for the benefit of the lessor. The lease is accounted for as an operating lease in accordance with Statement of Financial Accounting Standards No. 13, Accounting for Leases (SFAS No. 13).

b. Lease commitments:

Minimum lease commitments of certain subsidiaries under non-cancelable operating lease agreements with respect to premises occupied by them, at rates in effect subsequent to December 31, 2008, are as follows:

NOTE 7: COMMITMENTS AND CONTINGENCIES (Cont.)

Year ending December 31,	Gross commitments	Receivables from subleases	Net commitments
2009	$ 5,605	$ 1,348	$ 4,257

Year ending December 31,	Gross commitments	Receivables from subleases	Net commitments
2010	5,087	1,287	3,800
2011	5,110	1,069	4,041
2012	5,110	967	4,143
2013	5,206	647	4,559
2014 and therafter	11,849	-	11,849
	$ 37,967	$ 5,318	$ 32,649

Gross rent expenses and income from subleases were $ 7,016 and $ 1,508, respectively in 2008, $ 6,493 and $ 1,169, respectively in 2007, $ 6,642 and $ 1,416, respectively in 2006,

Out of the above commitment, $ 2,152 is included as restructuring accrual in other accounts payable and other long-term liabilities as of December 31, 2008. Some of the Group s lease agreements do not include renewal options.

c. Commitments with respect to space segment services:

Future minimum payments due for space segment services subsequent to December 31, 2008, are as follows:

Year ending December 31,	
2009	$ 26,752
2010	14,507
2011	9,755
2012	4,050
2013 and thereafter	586
	$ 55,650

Space segment services expenses totaled $ 26,628, $ 23,970 and $ 23,698 in 2008, 2007 and 2006, respectively.

d. In 2008 and 2007, the Company s primary material purchase commitments derived from inventory s suppliers. The Company s material inventory purchase commitments are based on purchase orders, or on outstanding agreements with some of the Company s suppliers of inventory. As of December 31, 2008 and 2007, the Company major outstanding inventory purchase commitments amounted to $ 18,963 and $ 18,400, respectively, all of which were orders placed or commitments made in the ordinary course of its business. As of December 31, 2008 and 2007, $ 10,482 and $ 13,000, respectively, of these orders and commitments, were from suppliers which can be considered sole or limited in number.

e. Legal and tax contingencies:

1. In September 2003, Nova Mobilcom S.A., or Mobilcom, filed a lawsuit against Gilat do Brail for specific performance of a Memorandum of Understanding which provided for the sale of Gilat do Brasil, and specifically the GESAC project, a government education project awarded to Gilat do Brazil, to Mobilcom for an unspecified amount. Gilat do Brasil does not believe that this claim has any merit and is vigorously defending itself against the claims presented therein.

2. In 2003, the Brazilian tax authority has filed a claim against a subsidiary of Spacenet in Brazil, for alleged taxes due of approximately $4,000. In January 2004, the subsidiary received notice of an administrative ruling reducing the amount of the claim, and the subsidiary filed an appeal of such ruling. In December 2005, this appeal was denied and as of December 31, 2008, the subsidiary faces a tax liability of approximately $ 6,700 (the amount has increased due to interest and exchange rate differences). The subsidiary denies such claims and has filed a petition known as a Ação Anulatória in the State Courts of the State of São Paulo, Brazil.

3. On March 31, 2008 the Company announced the signing of a Merger Agreement to be acquired for an aggregate value of $ 475,000 in an all cash transaction by a consortium of private equity investors. On August 5, 2008 the Company informed the consortium that all conditions precedent to closing has been met. On August 29, 2008 the Company notified the consortium that it was terminating the Merger Agreement citing the consortium members intentional breach of the Merger Agreement and failure to close the merger transaction within the extended time period established to complete the transaction. In November 2008, the Company filed lawsuits against each of the parties that had guaranteed the payment of a termination fee under the Merger Agreement. The lawsuits were filed in the Tel Aviv District Court against Mivtach Shamir Holdings Ltd., LR Group Ltd., Gores Capital Partners II, L.P, and DGB Investments, Inc. for their pro rata commitment to guarantee the termination fee due to the Company. The Merger Agreement provides for a termination fee in the amount of $47,500, payable to the Company, in the event of an intentional breach of the agreement by the consortium. See also (4) below.

4. In October 2008 a lawsuit and a motion for its approval as a class action proceeding was filed in the District Court of Jerusalem by eight individuals and Israeli companies against the Company, all of its directors and its 20% shareholder, York Capital Management. The plaintiffs claim damages based on the amounts they would have been paid had the merger with the consortium closed. The Company and its independent legal counsel believe the claims are completely without merit, and that the lawsuit is without basis. The Company intends to use all legal means necessary to protect and defend the Company and its directors.

5. The Company has certain tax exposures in some of the jurisdictions in which it conducts business. Specifically, in certain jurisdictions in the United States and in Latin America the Company is in the midst of different stages of audits and has received certain tax assessments. The tax authorities in these and in other jurisdictions in which the Company operates as well as the Israeli Tax Authorities may raise additional claims, which might result in increased exposures and ultimately, payment of additional taxes.

NOTE 7: COMMITMENTS AND CONTINGENCIES (Cont.)

6. The Company has accrued, $ 15,291 and $ 15,076 as of December 31, 2008 and 2007, respectively, for the expected implications of such legal and tax contingencies. These accruals are comprised of $ 14,295 and $ 13,779 of tax related accruals as of December 31, 2008 and 2007, respectively, and $ 996 and $ 1,297 of legal and other accruals as of December 31, 2008 and 2007, respectively. The accruals related to tax contingencies have been assessed by the Company s management based on the advice of outside legal and tax advisers. The total estimated exposure for the aforementioned tax related accruals is $ 23,284 and $ 24,519 as of December 31, 2008 and 2007, respectively. The estimated exposure for legal and other related accruals is $ 1,599 and $ 1,438 as of December 31, 2008 and 2007, respectively.

The tax accruals include various tax matters such as taxes on income, property taxes, sales and use tax and value added tax, that are in different stages of audits, for which tax assessments have been received, or various tax exposures in which the Company has assessed the exposure and determined that an accrual is necessary. The accruals related to legal contingencies have been assessed by the Company s management based on the advice of independent legal advisers and are comprised of matters for which legal proceedings have been initiated against the Company.

The exposures and provisions related to income taxes have been assessed and provided for in accordance with FIN 48. Liabilities related to legal proceedings, demands and claims and other taxes are recorded in accordance with SFAS 5, when it is probable that a liability has been incurred and the associated amount can be reasonably estimated. The Company s management, based on its legal counsel opinion, believes that it had provided an adequate accrual to cover the costs to resolve the aforementioned legal proceedings, demands and claims.

f. Pledges and securities see Note 10a and 13f.

g. Guarantees:

The Group guarantees its performance to certain customers (generally to government entities) through bank guarantees and corporate guarantees. Guarantees are often required for the Group s performance during the installation and operational periods of long-term rural telephony projects such as in Latin America, and for the performance of other projects (government and corporate) throughout the rest of the world. The guarantees typically expire when certain operational milestones are met.

As of December 31, 2008, the aggregate amount of bank guarantees outstanding in order to secure the Group s various performance obligations was approximately $14,700, including an aggregate of approximately $6,300 on behalf of the subsidiary in Peru. The Group has restricted cash as collateral for these guarantees in an amount of approximately $1,900.

In order to guarantee the Company s performance obligations for its Colombian activities, the Company secured insurance from a local insurance company in Colombia. The Company has provided the insurance company with various corporate guarantees, guaranteeing the Company s performance and its employee salary and benefit costs for in excess of $27,000 and $5,000 respectively.

NOTE 7: COMMITMENTS AND CONTINGENCIES (Cont.)

In addition, the Group has provided bank guarantees for certain leases throughout the world for an aggregate amount of approximately $ 5,846. The Group has restricted cash as collateral for these guarantees in an amount of approximately $ 5,846. The Group also provided other guarantees of approximately $ 1,903 as of December 31, 2008.

In accordance with FIN 45, paragraph 4, as the guarantees above are performance guarantees for the Company s own performance, such guarantees are excluded from the scope of FIN 45. The Company has not recorded any liability for such amounts, since the Company expects that its performance will be acceptable. To date, no guarantees have ever been exercised against the Company.

NOTE 8: HEDGING INSTRUMENTS

To protect against changes in value of forecasted foreign currency cash flows resulting from salaries and other payments that are denominated in NIS, the Company has entered into foreign currency forward contracts and put option contracts. These contracts are designated as cash flows hedges, as defined by SFAS No. 133, as amended, and are considered highly effective as hedges of these expenses.

During the year ended December 31, 2008 and 2007, the Company recognized a net income of $ 667 and $ 792, respectively, related to the effective portion of its hedging instruments. The effective portion of the hedged instruments has been included as an offset of payroll expenses and other operating expenses in the statement of operations. The ineffective portion of the hedged instrument amounted to $ 186 and $ 138 during the years ended December 31, 2008 and 2007, respectively and has been recorded as a financial income.

The fair value of the hedging instruments as of December 31, 2008 constituted an asset of approximately $ 1,096. As of December 31, 2007 the Company had no outstanding hedging instruments. The term of all of these instruments as of December 31, 2008 are less than one year.

At December 31, 2008, the Company expects to reclassify $ 1,096 of net gain on derivative instruments from accumulated other comprehensive income to earnings during the next twelve months.

NOTE 9: SHAREHOLDERS EQUITY

a. Share capital:

1. Ordinary shares confer upon their holders voting rights, the right to receive cash dividends and the right to share in excess assets upon liquidation of the Company.

2. In September 2006, the Company issued 10,578,474 ordinary shares to York upon the conversion of its long-term convertible note. See also Note 1d and 10e.

NOTE 9: SHAREHOLDERS EQUITY (Cont.)

3. In December, 2006, the Company consummated a public offering of 8,050,000 ordinary shares at a price of $8.50 per share. Of such shares, 5,016,667 ordinary shares were issued by the Company and the remaining shares were sold by a selling shareholder (York). Through this offering the Company raised gross proceeds of $ 42,641. Issuance expenses amounted to approximately $ 2,755.

4. During the years ended December 31, 2008, 2007 and 2006, 436,718, 790,563 and 668,913 options, were exercised for ordinary shares and the same number of the ordinary shares were issued, respectively.

b. Stock Option Plans:

The Company adopted SFAS 123(R) using the modified prospective transition method, which requires the application of the accounting standard starting from January 1, 2006, the first day of the Company s fiscal year 2006. Under that transition method, compensation cost recognized in the years ended December 31, 2008, 2007 and 2006, includes: (a) compensation cost for all stock-based payments granted prior to, but not yet vested as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of Statement 123, and (b) compensation cost for all stock-based payments granted subsequent to January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of Statement 123(R). Results for prior periods have not been restated.

The Company recognizes compensation expenses for the value of its awards, which have graded vesting, granted prior to January 1, 2006, based on the accelerated attribution method and for awards granted subsequent to January 1, 2006, based on the straight line method over the requisite service period of each of the awards.

Description of Plans

The Company has four stock option plans, the 1995 and the 2003 Stock Option and Incentive Plans and the 2005 and 2008 Stock Incentive Plans (the Plans). The 1995 Plan was amended in 1997, 1998 and 1999, and expired although there are still options outstanding under this plan. Under the 2003 Plan, options may be granted to employees, officers, directors and consultants of the Company.

In 2005, the Company s shareholders approved two increases in the number of options available for grant under the 2003 Plan from an aggregate of 4,635,000 shares to a total of 6,135,000 shares available for future grants. As of December 31, 2008, an aggregate of 698,763 shares of the Company are still available for future grants under the 2003 Plan.

The exercise price per share under the 1995 Plan was not less than the market price of an ordinary share at the date of grant. The exercise price per share under the 2003 Plan is the higher of (i) $ 5.00 per share; and (ii) the market value of the shares as of the date of the option grant, unless otherwise provided in the stock option agreement.

NOTE 9: SHAREHOLDERS EQUITY (Cont.)

In December 2005, the Company s shareholders approved the adoption of a new plan, the 2005 Plan with 1,500,000 shares or stock options available for grant. This Plan is designed to enable the Company s Board of Directors to determine various forms of incentives for all forms of service providers and, when necessary, adopt a sub-plan in order to grant specific incentives. Among the incentives that may be adopted are share options, performance share awards, performance share unit awards, restricted shares, restricted share unit awards and other stock-based awards. As of December 31, 2008, the Company granted 50,000 performance based options under the 2005 Plan, based on attaining sales target conditions, which are outstanding as of December 31, 2008 and 2007. As of December 31, 2008 the Company did not record any expenses relating to these options since achievement of the sales target is not expected. As of December 31, 2008, an aggregate of 10,000 shares of the Company are still available for future grants from the 2005 Plan.

In October 2008, the compensation/ stock option committee of the Company s board of directors approved the adoption of a new plan, the 2008 Plan with 1,000,000 shares or stock options available for grant and a sub-plan to enable qualified optionees certain tax benefits under the Israeli Income Tax Ordinance. Among the incentives that may be adopted are share options, performance share awards, performance share unit awards, restricted shares, restricted share unit awards and other stock-based awards. As of December 31, 2008, an aggregate of 365,000 shares of the Company are still available for future grants under the 2008 Plan.

Options granted under the plans above generally vest quarterly over two to four years. The options expire six, seven or ten years from the date of grant. Any options, which are forfeited or canceled before expiration, become available for future grants.

Valuation Assumptions

The Company estimates the fair value of stock options granted using the Black-Scholes-Merton option-pricing model. The option-pricing model requires a number of assumptions, of which the most significant are expected stock price volatility and the expected option term. Expected volatility was calculated based upon actual historical stock price movements.

The expected option term represents the period that the Company s stock options are expected to be outstanding and based on historical incidence of exercise of options. Prior to December 31, 2007, the expected term of options was determined based on the simplified method permitted by SAB No. 107 as the average of the vesting period and the contractual term. Starting January 1, 2008, the expected term of options granted is based upon historical experience complying with SAB 110. The risk-free interest rate is based on the yield from U.S. Treasury zero-coupon bonds with an equivalent term. The Company has historically not paid dividends and has no foreseeable plans to pay dividends.

GILAT SATELLITE NETWORKS LTD. AND ITS SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 9: SHAREHOLDERS EQUITY (Cont.)

Options granted to employees

The fair value of the Company s stock options granted to employees and directors for the years ended December 31, 2008, 2007 and 2006 was estimated using the following weighted average assumptions:

	Year ended December 31,		
	2008	2007	2006
Risk free interest	1.18%	4.5%	4.7%
Dividend yields	0%	0%	0%
Volatility	45%	45%	47%
Expected term (in years)	3.6	6.1	5.4

A summary of employee option activity under the Company s Stock Option Plans as of December 31, 2008 and changes during the year ended December 31, 2008 are as follows:

	Number of options	Weighted-average exercise price	Weighted-average remaining contractual term (in years)	Aggregate intrinsic value (in thousands)
Outstanding at December 31, 2007	4,097,030	$ 8.6	7.6	$ 17,298
Granted	630,000	$ 4.3		
Exercised	(336,718)	$ 6.0		
Expired	(3,846)	$ 895.5		
Forfeited	(92,842)	$ 13.7		
Outstanding at December 31, 2008	4,293,624	$ 7.2	6.5	-
Exercisable at December 31, 2008	3,541,578	$ 7.7	6.7	-
Vested and expected to vest at December 31, 2008	4,215,082	$ 7.2	6.6	-

A summary of employee option activity under the Company s Stock Option Plans as of December 31, 2007 and 2006 and changes during the years ended on those dates are as follows:

	Year ended December 31,			
	2007		2006	
	Number of options	Weighted average exercise	Number of options	Weighted average exercise

	Year ended December 31,			
		price		price
Options outstanding at the beginning of the year	4,840,322	$ 8.8	5,159,835	$ 8.6
Changes during the year:				
Granted	90,500	$ 8.7	312,000	$ 7.2
Exercised	(781,075)	$ 5.8	(521,851)	$ 5.6
Expired	(3,373)	$ 465.0	(499)	$ 346.3
Forfeited	(49,344)	$ 39.7	(109,163)	$ 10.9
Options outstanding at the end of the year (*)	4,097,030	$ 8.6	4,840,322	$ 8.8
Options exercisable at the end of the year	3,346,423	$ 9.0	3,514,823	$ 9.8

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 9: SHAREHOLDERS EQUITY (Cont.)

The weighted-average grant-date fair value of options granted during the years ended December 31, 2008, 2007 and 2006 was $ 0.55 ,$ 4.3 and $ 3.55, respectively. The aggregate intrinsic value in the table above represents the total intrinsic value (the difference between the Company s closing stock price on the last trading day of the year 2008 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on December 31, 2008. This amount changes, based on the fair market value of the Company s stock. Total intrinsic value of options exercised for the years ended December 31, 2008, 2007 and 2006 was approximately $ 2,127, $ 3,190 and $ 1,574, respectively.

Total grant-date fair value of options that vested during the years ended December 31, 2008, 2007 and 2006 was approximately $ 14,429, $ 15,564 and $17, 645, respectively.

The options outstanding under the Company s Stock Option Plans as of December 31, 2008, have been separated into ranges of exercise price as follows:

Ranges of exercise price	Options outstanding as of December 31, 2008	Weighted average remaining contractual life (years)	Weighted average exercise price	Options exercisable as of December 31, 2008	Weighted average exercise price of exercisable options
$ 4.0 - 6.0	3,597,758	6.7	$ 5.4	3,006,091	$ 5.7
$ 6.0 - 8.9	595,399	6.1	$ 7.3	466,584	$ 7.0
$ 9.2 - 10.8	41,175	6.0	$ 10.1	9,611	$ 10.1
$ 42.4 - 79.0	55,572	3.0	$ 77.5	55,572	$ 77.5
$ 240.4 - 2,730.0	3,720	1.6	$ 682.5	3,720	$ 682.5

Ranges of exercise price	Options outstanding as of December 31, 2008	Weighted average remaining contractual life (years)	Weighted average exercise price	Options exercisable as of December 31, 2008	Weighted average exercise price of exercisable options
	4,293,624	6.5	$ 7.2	3,541,578	$ 7.7

Restricted Share Units (RSUs) granted to employees and non-employees

The fair value of RSUs is estimated based on the market value of the Company s stock on the date of the award.

In November 2008, the Company granted 1,455,000 RSUs. The entitlement to these RSUs vest over a four-year period (20%, 20%, 30%, 30% each year, respectively) in quarterly batches, The following table summarizes information regarding the number of RSUs issued and outstanding as of December 31, 2008:

Employees:

	Year ended December 31, 2008	
	Number of RSUs	Weighted average grant date fair value
RSUs outstanding at the beginning of the year	-	-
Changes during the year:		
Granted	1,455,000	$ 2.7
Vested	-	-
Forfeited	-	-
RSUs outstanding at the end of the year	1,455,000	$ 2.7

NOTE 9: SHAREHOLDERS EQUITY (Cont.)

Non-employees:

	Year ended December 31, 2008

	Year ended December 31, 2008	
	Number of RSUs	Weighted average grant date fair value
RSUs outstanding at the beginning of the year	-	-
Changes during the year:		
Granted	20,000	$ 2.7
Vested	-	-
Forfeited	-	-
RSUs outstanding at the end of the year	20,000	$ 2.7

Additional stock-based compensation data

As of December 31, 2008, there was approximately $ 4,691 of total unrecognized compensation costs related to non-vested stock-based compensation arrangements granted under the Plans. That cost is expected to be recognized over a weighted-average period of 2.12 years.

c. In December 2008, the Company granted 600,000 stock options to its Chairman of the Board of Directors and CEO and the other members of the board of directors at an exercise price of $4.00 per share. These options vest ratably, each quarter, over a three-year period. The fair value of these options was estimated at $ 234, using a Black-Scholes option-pricing valuation model which is expected to be recognized over a weighted-average period of 3.58 years. These grants are detailed in the above table.

d. Dividends:

1. In the event that cash dividends are declared by the Company, such dividends will be declared and paid in Israeli currency. Under current Israeli regulations, any cash dividend in Israeli currency paid in respect of ordinary shares purchased by non-residents of Israel with non-Israeli currency, may be freely repatriated in such non-Israeli currency, at the exchange rate prevailing at the time of repatriation. The Company does not expect to pay cash dividends in the foreseeable future.

2. Pursuant to the terms of a credit line from a bank (see also Note 13), the Company is restricted from paying cash dividends to its shareholders without initial approval from the bank.

NOTE 10: RESTRUCTURING OF DEBTS

a. In 2003, the Company issued the 4.00% Convertible Subordinated Note due 2012. The Company pays interest on its 4.00% Convertible Subordinated Note semi-annually in arrears on April 1 and October 1 of each year, beginning on April 1, 2005. The Company is committed to pay $ 426 of the principal amount of the notes on each of April 1 and October 1, in both 2010 and 2011, and the remaining principal amount at maturity. The notes are convertible at the option of the holder into the Company s Ordinary shares at a conversion price of $ 17.4 per Ordinary share at any time before close of business on October 1, 2012, unless the notes have been converted pursuant to a mandatory conversion clause as defined in the 4.00% Convertible Subordinated Note.

Commencing January 1, 2005, the Company may, at its option, require the conversion right to be exercised under certain circumstances set forth in the indenture. The collateral for the notes is a second priority security interest consisting of a floating charge on all of the Company s assets and a pledge of all on the shares of Spacenet, a wholly owned subsidiary of the Company.

The interest of the holders of the notes in the collateral is subordinated to the security interest granted for the benefit of lending banks. As of December 31, 2008 and 2007, the outstanding amount of the notes is $ 16,315.

The balance of the notes results from debt restructurings that occurred in 2003. The debt restructurings were accounted for as troubled debt restructuring on the basis of combination of types of restructuring and on the basis of modification of terms pursuant to Statement of the Financial Accounting Standard No. 15 Accounting by Debtors and Creditors for Troubled Debt Restructurings (SFAS 15), Emerging Issues Task Force No. 02-4 Determining Whether a Debtor s Modification or Exchange of Debt Instruments Is within the Scope of FASB Statement No. 15 (EITF 02-4) and SFAS No. 145, Rescission of SFAS No. 4, 44 and 64, Amendment of SFAS No. 13, and Technical Corrections . Accordingly, the Company recognized a gain in 2003. As part of the accounting for the troubled debt restructurings, the Company accrued to the balance of the notes the remaining future interest payable until maturity, presented as a separate line item in the balance sheet. Therefore, at each reporting date the liabilities include both principal and all future remaining interest payments. Consequently, though the Company pays periodical interest payments, the statement of operations does not reflect the costs of such interest payments.

b. In April 2004, the Company further revised the terms of its loan from Bank Hapoalim, to which it owed a principal debt amount of $ 71,400. The new loan terms reduced the principal installments due on July 1, 2005 and January 1, 2006 from $ 4,463 to $ 1,000 and $ 1,500, respectively, with the remainder due for payment in 2012. Other principal payments of $ 4,463 due semi-annually thereafter remained unchanged and the last installment of $ 15,300 is due on July 2, 2012. In addition, the interest rate on the loan was also revised.

In consideration for the Bank Hapoalim agreement to amend the interest rates, defer principal payments and modify certain covenants, the bank was entitled to convert the loan owed by the Company to Bank Hapoalim into Ordinary shares of the Company.

The modification of the loan terms was accounted for as debt extinguishment due to the addition of a conversion option to the debt instrument which was considered substantial. The fair value of the amended loan was recorded, and the book value of the old loan was removed from the Company s financial statements. Since Bank Hapoalim was a related party, the extinguishment gain of approximately $ 15,500 was recorded as an equity contribution in the year ended December 31, 2004.

NOTE 10: RESTRUCTURING OF DEBTS (Cont.)

c. In July 2005, Bank Hapoalim assigned its loan to the Company to York. Following the assignment, York is considered a related party. At that time of the assignment, certain board members of the Company resigned and were replaced by new board members. In addition, the Company s CEO and Chairman of the Board of Directors resigned and a co-founder of the Company rejoined the Company as President and Chief Executive Officer.

d. In December 2005, the Company and York further revised the terms of the loan. The new loan terms deferred $ 19,350 in principal payments due in installments from January 5, 2006 through January 1, 2008. The new payment schedule provided that: (i) no principal payments be due in 2006, 2007 or January 2008 (with those payments being deferred until July 2012) (ii) approximately $ 4,500 was to be paid on July 1, 2008; (iii) approximately $ 9,000 was to be paid in semi-annual installments on January 1 and July 1 of 2009, 2010 and 2011; (iv) approximately $ 4,500 was to be paid on January 1, 2012; and (v) approximately $ 34,500 was to be paid on July 1, 2012. In addition, the amendment modified the terms of the conversion option until September 30, 2006. The amendment lowered and set the conversion price to $ 6.75 per share until September 30, 2006. In addition, during this period, the Company was granted the right to require the conversion of the outstanding loan from York at the same exercise price in the event that the closing share price of the Company s Ordinary shares as published by NASDAQ over

twenty consecutive trading days will exceed $ 9, provided that the aggregate trading volume during this period is a minimum of 1,700,000 Ordinary shares. Beginning October 1, 2006, the conversion price reverts to the original price.

The modification of the loan was not considered substantial based on the measurement method prescribed by EITF 96-19, Debtor s Accounting for a Modification or Exchange of Debt Instruments . In accordance with EITF 05-7, Accounting for Modifications to Conversion Options Embedded in Debt Instruments and Related Issues which was early adopted by the Company, the change in the fair value of the conversation option immediately before and after the modification in the amount of $ 3,800 was recorded as a discount on the loan and increase to shareholders equity.

e. In September 2006, York converted the loan into the Company s Ordinary shares. Based on Interpretation 1 of Opinion 26 and EITF No. 85-17, Accrued Interest upon Conversion of Convertible Debt , the net carrying amount of the convertible debt and accrued interest unpaid, including the unamortized discount, in the total amount of $ 68,100 was credited to shareholders equity upon conversion. See also Note 1d.

NOTE 11: IMPAIRMENT OF LONG-LIVED ASSETS AND OTHER CHARGES

Most of the activity of SRC in Colombia consists of operating subsidized projects for the government (the Compartel Projects) were awarded to Gilat s Colombian subsidiaries in 1999 and 2002. In accordance with these projects, the Colombian government has transferred approximately $70,000 to trust accounts. The amount is released from the trusts based on a schedule of payments and meeting certain operational milestones. As of December 31, 2008 and 2007, short-term and long-term restricted cash held by trustees accounts amounted to approximately $24,000 not yet being released from the trusts as certain operational milestones imposed had not been fully met. The Colombian government and the Company agreed to renegotiate certain terms of the contracts, including the operational milestones going forward, so that they better reflect the current telecom and business environment in Colombia. Such amended agreements were signed on December 30, 2008.

In accordance with the guidelines of Statements of Financial Accounting Standards No. 144, Accounting for the impairment or disposal of long lived assets (SFAS 144), in 2007, the Company compared the carrying amount of its long lived network assets group to the future undiscounted cash flows expected to be generated by those assets. Since the undiscounted cash flow expected to be generated by those assets were less than the long lived networks assets group carrying amount, the Company determined the fair value of its long lived networks assets group and concluded that the carrying amount of its long lived network assets group in Colombia exceeded their fair value and recorded an impairment of long lived assets and other charges in an amount of $12,218.

As mentioned above, in December 2008 the Company signed amendments to the agreements for the provision of services under the Compartel Projects. The Company performed a cash flow analysis based on the guidance provided in SFAS 144, for these projects based on the revised terms. Based on such analysis, the Company recorded a loss representing an impairment of long lived assets and other charges in an amount of $ 5,020.

As to the Company s performance guarantees, see Note 7(g).

The Company ensured that the accumulated revenue recognized from the Compartel Projects will not exceed the accumulated amounts previously released from the trust.

The Company recorded losses of $ 5,020 and $ 12,218, as of December 31, 2008 and 2007, respectively, as follows:

	Year ended December 31, 2008	Year ended December 31, 2007

	Year ended December 31, 2008	Year ended December 31, 2007
Property and equipment impairment	$ 4,133	$ 10,287
Other assets impairment and charges	887	1,931
	$ 5,020	$ 12,218

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 12: TAXES ON INCOME

a. The Company adopted the provisions of FIN 48 as of January 1, 2007. As a result of the implementation of FIN 48, the Company recognized a $ 1,309 increase in liability for unrecognized tax positions which was accounted with a corresponding increase to the January 1, 2007 balance of accumulated deficit. As of January 1, 2007, liabilities for unrecognized tax positions in accordance with FIN 48 amounted to $ 5,634.

Interest associated with uncertain tax position is classified as financial expenses in the financial statements and penalties as general and administrative expenses.

A reconciliation of the beginning and ending amount of unrecognized tax positions is as follows:

	Year ended December 31,	
	2008	2007
Balance at beginning of year	$ 7,044	$ 5,634
Increases related to current year tax positions	1,098	370
Increase (decrease) related to prior year tax positions, net	(830)	1,040
Balance at the end of year	$ 7,312	$ 7,044

The unrecognized tax benefits include accrued penalties and interest in the amount of $ 3,218 and $ 2,980 at December 31, 2008 and 2007, respectively. During the years ended December 31, 2008 and 2007 the Company recorded $ 238 and $ 1,040, respectively, for penalties and interest. The unrecognized tax benefits as of December 31, 2008 and 2007, would, if recognized, reduce the annual effective tax rate.

The Company expects that unrecognized tax benefits in the amount of $ 2,569 may reverse over the next 12 months.

The Company and its subsidiaries file income tax returns in Israel and in other jurisdictions of its subsidiaries. As of December 31, 2008, the tax returns of the Company and its main subsidiaries are open to examination by the Israeli and other tax authorities for the tax years 2003 through 2008.

NOTE 12: TAXES ON INCOME (Cont.)

b. The Company:

1. Tax benefits under the Law for the Encouragement of Capital Investments, 1959:

The Company has been granted an Approved Enterprise status, under the Law, for nine investment programs in the alternative program, by the Israeli Government . In addition, the Company has elected 2005 as the Year of Election for a new Beneficiary Enterprise

Since the Company is a foreign investors company , as defined by the above-mentioned law, it is entitled to a ten-year period of benefits, for enterprises approved after April 1993. The main tax benefits from the said status are a tax exemption for two to four years and a reduced tax rate (based on the percentage of foreign shareholding in each tax year) on income from all of its Approved Enterprises and Beneficiary Enterprise , for the remainder of the benefit period. These tax benefits are subject to a limitation of the earlier of 12 years from commencement of operations, or 14 years from receipt of approval. The period of benefits for the nine eight programs has expired.

The Company is entitled to claim accelerated depreciation with respect to equipment used by Approved Enterprises and Beneficiary Enterprise during the first five tax years of the operations of these assets.

The entitlement to the above mentioned benefits are contingent upon the compliance with the conditions under the Law, regulations published there under and the conditions set out in certificates of approval (for an Approved Enterprises). Should the Company fail to meet such requirements, income attributable to its Approved Enterprise programs could be subject to the statutory Israeli corporate tax rate and the Company could be required to refund a portion of the tax benefits already received, with respect to such programs, in whole or in part, with the addition of linkage differences to the Israeli Consumer Price Index (CPI) and interest.

On April 1, 2005, an amendment to the Law came into effect (the Amendment) and has significantly changed the provisions of the Law. The Amendment limits the scope of enterprises which may be approved by the Investment Center by setting criteria for the approval of a facility as an Approved Enterprise , such as provisions generally requiring that at least 25% of the Approved Enterprise , income will be derived from export. Additionally, the Amendment enacted major changes in the manner in which tax benefits are awarded under the Law so that companies no longer require Investment Center approval in order to qualify for tax benefits. Rather, a company may claim the tax benefits offered by the Investment Law directly in its tax returns, provided that its facilities meet the criteria for tax benefits set out by the Amendment. A company is also granted a right to approach the Israeli Tax Authorities for a pre-ruling regarding their eligibility for benefits under the Amendment.

NOTE 12: TAXES ON INCOME (Cont.)

Tax benefits are available under the Amendment to production facilities (or other eligible facilities), which are generally required to derive more than 25% of the Company s business income from export. In order to receive the tax benefits, the Amendment states that a company must make an investment in the Beneficiary Enterprise exceeding a minimum amount specified in the law. Such investment may be made over a period of no more than three years ending at the end of the year in which the company requested to have the tax benefits apply to the Beneficiary Enterprise (the Year of Election). Where a company requests to have the tax benefits apply to an expansion of existing facilities, then only the expansion will be considered a Beneficiary Enterprise, and the company s effective tax rate will be the result of a weighted combination of the applicable rates. In this case, the minimum investment required in order to qualify as a Beneficiary Enterprise is required to exceed a certain percentage of the company s production assets before the expansion. The duration of tax benefits is subject to a limitation of the earlier of 7-10 years from the Commencement Year, or 12 years from the first day of the Year of Election. The period of benefits of the Beneficiary Enterprise will expire in 2017.

However, the Law provides that terms and benefits included in any certificate of approval already granted will remain subject to the provisions of the Law as they were on the date of such approval. Therefore, the Company s existing Approved Enterprises programs will generally not be subject to the provisions of the Amendment. As a result of the Amendment, tax-exempt income generated under the provisions of the new law, will subject the Company to taxes upon distribution or liquidation and the Company may be required in the future to record deferred tax liability with respect to such tax-exempt income. As of December 31, 2008, the Company did not generate income under the provisions of the new law.

The Company does not expect to pay any cash dividend. In the event of distribution of dividends from the above mentioned tax exempt income, the amount distributed would be taxed at the corporate tax rate applicable to such profits as if the Company had not elected the alternative program of benefits (depending on the level of foreign investment in the Company), currently between 10% to 25% for an Approved Enterprise and Beneficiary Enterprise.

Income from sources other than an Approved Enterprise during the benefit period is subject to tax at the regular corporate tax rate. In June 2004 and in July 2005, the Knesset (Israel s parliament) adopted amendments to the Income Tax Ordinance (No.140 and Temporary Provision), 2004 and (No.147), 2005 respectively, which determine, among other things, that the corporate tax rate is to be gradually reduced as follows: 31% in 2006, 29% in 2007, 27% in 2008, 26% in 2009 and 25% in 2010 and thereafter.

NOTE 12: TAXES ON INCOME (Cont.)

The entitlement to the above mentioned benefits is dependent upon the Company fulfilling the conditions stipulated by the Law, regulations published there under and the certificates of approval for the specific investments in approved enterprises. In the event of failure to comply with these conditions, the benefits may be canceled and the Company may be required to refund the amount of the benefits, in whole or in part, with the addition of linkage differences to the Israeli Consumer Price Index (CPI) and interest.

2. Measurement of taxable income under the Income Tax (Inflationary Adjustments) Law, 1985:

Results for tax purposes are measured in terms of earnings in NIS after certain adjustments for increases in the Israeli Consumer Price Index (CPI). As explained in Note 2b, the financial statements are measured in U.S. dollars. The difference between the annual change in the Israeli CPI and in the NIS/dollar exchange rate causes a further difference between taxable income and the income before taxes shown in the financial statements. In accordance with paragraph 9(f) of SFAS No. 109, the Company has not provided deferred income taxes on the difference between the functional currency

and the tax basis of assets and liabilities.

According to the law, until 2007, the results for tax purposes were measured based on the changes in the Israeli CPI.

In February 2008, the Knesset (Israeli parliament) passed an amendment to the Income Tax (Inflationary Adjustments) Law, 1985, which limits the scope of the law starting 2008 and thereafter. Starting 2008, the results for tax purposes are measured in nominal values, excluding certain adjustments for changes in the Israeli CPI carried out in the period up to December 31, 2007. The amendment to the law includes, inter alia, the elimination of the inflationary additions and deductions and the additional deduction for depreciation starting 2008.

c. Non-Israeli subsidiaries:

Non-Israeli subsidiaries are taxed according to the tax laws in their respective domiciles of residence. The Company has not made any provisions relating to undistributed earnings of the Company s foreign subsidiaries since the Company has no current plans to distribute such earnings. If earnings are distributed to Israel in the form of dividends or otherwise, the Company may be subject to additional Israeli income taxes (subject to an adjustment for foreign tax credits) and foreign withholding taxes. It is not practicable to determine the amount of the unrecognized deferred tax liability for temporary differences related to investments in foreign subsidiaries.

d. Carryforward tax losses and credits:

As of December 31, 2008, the Company had operating loss carry forwards for Israeli income tax purposes of approximately $ 69,000, which may be offset indefinitely against future taxable income.

NOTE 12: TAXES ON INCOME (Cont.)

Carryforward tax losses in the U.S. subsidiaries amount to approximately $ 229,000. Utilization of U.S. net operating losses may be subject to substantial annual limitation due to the change in ownership provisions of Internal Revenue Code of 1986 and similar state provisions. The annual limitations may result in the expiration of net operating loss before utilization. In the U.S, carryforward tax losses can be utilized within 20 years.

In addition the Group has carryforward tax losses relating to other subsidiaries in Europe and Latin America of approximately $ 55,000 and $18,000, respectively.

e. Deferred income taxes:

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Groups deferred tax liabilities and assets are as follows:

		December 31,	
		2008	2007
1.	Provided in respect of the following:		
	Carryforward tax losses	$ 113,322	$ 111,402

	December 31,	
Temporary differences relating to property and equipment	17,667	25,054
Other	17,665	11,639
Gross deferred tax assets	148,654	148,095
Valuation allowance	(143,682)	(140,569)
Net deferred tax assets	4,972	7,526
Gross deferred tax liabilities		
Temporary differences relating to property and equipment	(3,211)	(4,018)
Other	(985)	(2,827)
	(4,196)	(6,845)
Net deferred tax assets (liabilities)	$ 776	$ 681
Domestic	$ -	$ -
Foreign	776	681
	$ 776	$ 681

2. Deferred taxes are included in the consolidated balance sheets, as follows:

Current assets	$ 822	$ 703
Current liabilities	(46)	(22)
Non-current liabilities		
	776	681

NOTE 12: TAXES ON INCOME (Cont.)

3. As of December 31, 2008, the Group increased the valuation allowance by approximately $ 3,113, resulting from changes in other temporary differences and in carry forward tax losses. Management currently believes that it is more likely than not that the deferred tax regarding the loss carry forwards and other temporary differences for which valuation allowance

was provided will not be realized in the foreseeable future.

f. Reconciling items between the statutory tax rate of the Company and the effective tax rate:

	Year ended December 31,		
	2008	2007	2006
Income before taxes, as reported in the consolidated statements of operations	$ 321	$ 11,053	$ 12,844
Statutory tax rate	27%	29%	31%
Theoretical tax expenses on the above amount at the Israeli statutory tax rate	$ 87	$ 3,205	$ 3,982
Currency differences	(1,443)	2,070	(1,392)
Tax adjustment in respect of different tax rates and "Approved Enterprise" status	(650)	(2,821)	(3,981)
Changes in valuation allowance	3,113	(323)	1,849
Taxes in respect of prior years	-	62	898
Stock compensation relating to options per SFAS 123(R)	179	301	1,141
Nondeductible expenses and other differences	159	(1,531)	(140)
	$ 1,445	$ 963	$ 2,357

g. Taxes on income included in the consolidated statements of operations:

	Year ended December 31,		
	2008	2007	2006
Current year	$ 1,710	$ 1,792	$ 2,590
Prior years	-	62	898
Deferred income taxes	(265)	(891)	(1,131)
	$ 1,445	$ 963	$ 2,357
Domestic	$ 761	$ 414	$ 684
Foreign	684	549	1,673
	$ 1,445	$ 963	$ 2,357

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 12: TAXES ON INCOME (Cont.)

h. Income (loss) before taxes on income from continuing operations:

	Year ended December 31,		
	2008	2007	2006
Domestic	$ 9,801	$ 37,653	$ 21,628
Foreign	(9,480)	(26,600)	(8,784)
	$ 321	$ 11,053	$ 12,844

NOTE 13: SUPPLEMENTARY BALANCE SHEET INFORMATION

a. Other current assets:

	December 31,	
	2008	2007
Receivables in respect of capital leases (see c below)	$ 3,261	$ 3,360
VAT receivables	2,321	2,099
Prepaid expenses	3,193	4,004
Deferred charges	4,222	5,882
Tax receivables	1,672	1,373
Employees	84	2,925
Income receivable	1,241	1,507
Advance payments to suppliers	2,474	258
Other	3,568	3,340
	$ 22,036	$ 24,748

b. Long-term trade receivables, receivables in respect of capital leases and other receivables:

	December 31,	
	2008	2007
Long-term receivables in respect of capital leases (see c below)	$ 3,833	$ 3,000
Long-term trade receivables *)	4,540	5,036
Other receivables	564	1,134

	December 31,	
	$ 8,937	$ 9,170

*) Long term trade receivables are scheduled to be received by 2010.

NOTE 13: SUPPLEMENTARY BALANCE SHEET INFORMATION (Cont.)

c. Receivables in respect of capital and operating leases:

The Group s contracts with customers contain long-term commitments, for remaining periods ranging from one to five years, to provide network services, equipment, installation and maintenance.

The aggregate minimum future payments to be received by the Group under these contracts as of December 31, 2008, are as follows (including unearned interest income in the amount of $ 760):

Year ending December 31,	Capital lease	Operating lease	Total
2009	$ 3,261	$ 4,674	$ 7,935
2010	2,992	4,492	7,484
2011	1,434	1,285	2,719
2012	143	549	692
2013	24	15	39
	$ 7,854	$ 11,015	$ 18,869

The net investments in capital lease receivables as of December 31, 2008, are $ 7,094. Total revenue from capital and operating leases amounted to $ 13,727, $ 10,815 and $ 7,966 in the years ended December 31, 2008, 2007 and 2006, respectively.

d. Short-term bank credit:

The following is classified by currency and interest rates:

	Weighted average interest rate			
	December 31,		December 31,	
	2008	2007	2008	2007

	Weighted average interest rate			
	%		U.S. dollars in thousands	
In Dollars	6.50	6.50	$ 6,500	$ 5,500
In other currencies	-	13.50	-	323
Total			$ 6,500	$ 5,823

NOTE 13: SUPPLEMENTARY BALANCE SHEET INFORMATION (Cont.)

e. Other current liabilities:

	December 31,	
	2008	2007
Deferred revenue	$ 10,136	$ 17,963
Payroll and related employees accruals	7,297	12,994
Government authorities	6,411	8,571
Advances from customers	4,251	5,096
Provision for vacation pay	4,385	4,379
Other	2,113	3,433
	$ 34,593	$ 52,436

f. Long-term loans:

		Interest rate for			December 31,	
		2008	2007		2008	2007
	Linkage	%	%	Maturity		
Restructured loans (a.i):						
Loan from Bank Leumi (a.ii)(a.iii)(c)	U.S.dollar	LIBOR +1.4%	LIBOR +1.4%	2009-2011	$ 12,000	$ 16,000

			Interest rate for			December 31,	
	Other long-term loans	U.S.dollar		5%	2008	-	11
						12,000	16,011
	Other loans:						
	Loan from a bank (b)	Euro	6.3%	6.3%	2009-2011	6,349	7,047
	Other long-term loan	U.S.dollar	-	6.5%	2008	-	1,000
						6,349	8,047
						18,349	24,058
	Less - current maturities					4,346	5,354
						$ 14,003	$ 18,704

(a) i. In March 2003, the Company concluded a restructuring process reaching an agreement with the banks and other creditors, which revised the loan terms.

ii. In addition to existing security interests in their favor, the Company granted the banks, a first priority security interest consisting of a floating charge on all of the Company s assets and a pledge on Spacenet shares owned by the Company. The Company granted a second priority security interest in the same collateral to the holders of the new notes.

iii. The Company granted the lender a first priority security interest in its facilities in Israel that is limited to $ 12,000.

NOTE 13: SUPPLEMENTARY BALANCE SHEET INFORMATION (Cont.)

(b) A Dutch subsidiary of the Company entered into a mortgage and loan agreement with a German bank. The amount of the mortgage as of December 31, 2008, is collateralized by the subsidiary s facilities in Germany.

(c) In order to secure credit lines provided by the banks, the Company granted the banks a floating charge on its facilities. As of December 31, 2008, the Company used approximately $ 7,281 of those credit lines.

g. Long-term debt maturities for loans after December 31, 2008, are as follows:

Year ending December 31,	
2009	$ 4,346

Year ending December 31,	
2010	4,368
2011	9,635
	$ 18,349

Interest expenses on the long-term loans amounted to $ 1,211, $ 1,698 and $ 5,398 for the years ended December 31, 2008, 2007 and 2006, respectively.

h. As for the convertible subordinated notes, see note 10.

i. Other long-term liabilities:

	December 31,	
	2008	2007
Deferred revenue	$ 4,398	$ 6,753
Space segment	1,500	1,704
Restructuring charges (mainly termination of lease commitments)	1,677	1,323
Long-term tax accrual	7,424	6,250
Other	2,277	3,191
	$ 17,276	$ 19,221

NOTE 14: SELECTED STATEMENTS OF OPERATIONS DATA

a. Research and development expenses, net:

	Year ended December 31,		
	2008	2007	2006
Total cost	$ 18,702	$ 17,270	$ 15,687
Less:			
Non-royalty bearing grants	1,760	2,240	2,045
Total research and development expenses, net	$ 16,942	$ 15,030	$ 13,642

b. Allowance for doubtful accounts:

	Year ended December 31,		
	2008	2007	2006
Balance at beginning of year	$ 4,528	$ 12,709	$ 12,311
Increase during the year	1,252	1,338	850
Write-off of bad debts	(1,410)	(9,519)	(452)
Balance at the end of year	$ 4,370	$ 4,528	$ 12,709

c. Financial expenses, net:

	Year ended December 31,		
	2008	2007	2006
Income:			
Interest on cash equivalents, bank deposits, restricted cash and accretion of discounts of held-to-maturity marketable securities	$ 4,367	$ 8,639	$ 5,648
Interest with respect to capital lease	957	1,288	1,895
Other	2,280	1,556	951
	7,604	11,483	8,494
Expenses:			
Interest with respect to short-term bank credit and trade payables and other	2,358	1,574	1,433
Interest with respect to long-term loans	1,211	1,698	5,398
Accretion of discount related to the York loan	-	-	504
Other	2,735	2,213	1,901
	6,304	5,485	9,236
Total financial income (expenses), net	$ 1,300	$ 5,998	$ (742)

d. Other income:

During the year ended December 31, 2008, the Company received a dividend from a company in which it had invested in amount of $1,182, which investment had previously been written off. A substantial portion of this investment was subsequently sold in the fourth quarter of 2008. The total income from the sale transaction amounted to $1,801.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands, except share and per share data

NOTE 15: CUSTOMERS, GEOGRAPHIC AND SEGMENTS INFORMATION

The Group applies SFAS No. 131, Disclosures About Segments of an Enterprise and Related Information (SFAS No. 131). Segments are managed separately and can be described as follows:

GNS: GNS focuses on sales of solutions to operators by provision of its proprietary standard VSAT technology and hybrid solutions. The business of GNS reflects the generation of revenue from sales of the Company s satellite-based networking equipment, professional services and applications. The charges to customers for satellite networking products, applications or professional services vary with the number of sites, the location of sites, installation services required and the types of technologies and protocols employed.

Spacenet: Spacenet s business consists of business activity as an operator of communications networks for the provision of telephony, data and Internet services to its customers, primarily in the Americas. The charges to customers for networking services vary with the type of operations provided, the length of the contract, the amount of satellite capacity and the types of technologies and protocols employed.

SRC: The business of SRC is comprised of several government-sponsored rural projects for telephony and/or internet and data connectivity. To date, this business segment includes satellite-based rural telephony and internet access solutions in remote areas in Latin America.

a) Information on the reportable segments:

1) The measurement of the reportable operating segments is based on the same accounting principles applied in these financial statements.

2) When reported by segment, the results of Spacenet and SRC are presented based upon intercompany transfer prices.

3) Financial data relating to reportable operating segments:

	Year ended December 31, 2008				
	Spacenet Inc	Spacenet Rural	GNS	Consolidation	Total
Revenue:					
External revenue	$ 106,360	$ 24,542	$ 136,624	$ -	$ 267,526
Internal revenue	-	-	25,296	(25,296)	-
	$ 106,360	$ 24,542	$ 161,920	$ (25,296)	$ 267,526
Financial income (expenses), net	$ 1,402	$ (554)	$ 452	$ -	$ 1,300
Income (loss) before taxes on income	$ 3,809	$ (15,014)	$ 10,181	$ 1,345	$ 321

	Year ended December 31, 2008				
Taxes on income	$ 84	$ 201	$ 1,160	$ -	$ 1,445

NOTE 15: CUSTOMERS, GEOGRAPHIC AND SEGMENTS INFORMATION (Cont.)

	Year ended December 31, 2007				
	Spacenet Inc	Spacenet Rural	GNS	Consolidation	Total
Revenue:					
External revenue	$ 95,370	$ 34,190	$ 153,059	$ -	$ 282,619
Internal revenue			18,360	(18,360)	-
	$ 95,370	$ 34,190	$ 171,419	$ (18,360)	$ 282,619
Financial income (expenses), net	$ 47	$ (186)	$ 6,137	$ -	$ 5,998
Income (loss) before taxes on income	$ (7,866)	$ (18,286)	$ 36,743	$ 462	$ 11,053
Taxes on income	$ -	$ 365	$ 598	$ -	$ 963

	Year ended December 31, 2006				
	Spacenet Inc	Spacenet Rural	GNS	Consolidation	Total
Revenue:					
External revenue	$ 93,623	$ 38,870	$ 116,217	$ -	$ 248,710
Internal revenue			19,791	(19,791)	-
	$ 93,623	$ 38,870	$ 136,008	$ (19,791)	$ 248,710

	Year ended December 31, 2006				
Financial income (expenses), net	$ 1,213	$ 742	$ (2,697)	$ -	$ (742)
Income (loss) before taxes on income	$ (3,237)	$ 1,472	$ 11,424	$ 3,185	$ 12,844
Taxes on income	$ 3	$ 183	$ 2,171	$ -	$ 2,357

b. Revenue by geographic areas:

Following is a summary of revenue by geographic areas. Revenues attributed to geographic areas, based on the location of the end customers, and in accordance with FAS 131:

	Year ended December 31,		
	2008	2007	2006
United States	$ 106,674	$ 95,803	$ 94,016
South America and Central America	73,616	76,073	79,557
Asia	39,486	39,614	38,160
Europe	12,222	36,342	18,346
Africa	35,528	34,787	18,631
	$ 267,526	$ 282,619	$ 248,710

c. During 2008, 2007 and 2006, the Company did not have any single customer or country generating revenue exceeding 10% of the Company s total revenue.

NOTE 15: CUSTOMERS, GEOGRAPHIC AND SEGMENTS INFORMATION (Cont.)

d. The Group s long-lived assets are located as follows:

	December 31,	
	2008	2007

	December 31,	
Israel	$ 78,891	$ 75,945
Latin America	11,255	9,242
United States	15,588	16,884
Europe	7,241	7,452
Other	458	495
	$ 113,433	$ 110,018