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lution for small-size UAVs, disposable applications and back-up solutions for manned platforms. It integrates MEMS-based sensors, GPS receivers, powerful processors and extended I/O channels to facilitate platform flight control, mission management, navigation functions and payload control applications.

The MAVINS can perform in any combination of the following core-avionics applications:

- Flight Control computations and flight surfaces control
- Mission Computing and Management

- Inertial navigation full solution, AHRS sub-functionalities
- Air Data Center (ADC)
- Magnetometer
- Payloads and data-link control through extended I/O

In addition to its inherent, by-design high reliability, the MAVINS introduces full dual-redundancy, thus ensuring increased mission reliability for all its functionalities.

In 2007 we received our first order for the MAVINS from an Asian customer and signed an agreement with IAI during 2008. Deliveries for both customers will commence in 2009.

#### ***Inertial Measurement Unit - IMU***

The Inertial Measurement Unit, or ISU, is a FOG-based replacement for ageing mechanical-gyro based units, used in pods and combat vehicles. It provides inertial data (attitude angles and accelerations) to mission/navigation computers onboard the vehicles or pods. The system is qualified for use in military environments and introduces high reliability and affordability compared to its predecessors.

In 2007 we received the first order for the IMU from RAFAEL Advanced Defense Systems, or RAFAEL. We expect to start serial deliveries of the system at the end of 2009.

#### **Unmanned Aerial Vehicle Avionics**

Based on 30 years of defense electronic systems development experience, RADA has taken its core avionics expertise a step further, offering a wide spectrum of avionic products optimized for UAVs of all sizes.

RADA's UAV Avionics offer:

- Extremely compact through modern board connectivity solutions
- Innovative conductive cooling techniques
- Withstanding extreme environmental conditions
- Very high reliability
- Affordability

RADA's UAV avionics product family comprises:

- Interface Control Processors (ICP)
- Engine Control Computers (ECC)
- Payload Management Computers (PMC)
- Payload Interface Units (PIU)
- All-in-one Modular Avionics and INS (MAVINS)
- Electrical Power Management Units (EPMU)

RADA's MOTS UAV avionics solutions are operational onboard tactical and medium altitude long endurance and high altitude long endurance aerial vehicles. RADA's extremely-compact MAVINS provides a complete core-avionics single unit solution for miniature aerial vehicles. Our solutions can be easily adapted to specific built-to-spec requirements for all types of Unmanned Aerial Systems, or UAS.

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RADA's UAV avionics solutions are provided to world leading UAS manufacturers, and are supported by our globally-available, dedicated, and professional technical and maintenance services.

There are up to 26 units of all of the abovementioned units installed onboard IAI's next-generation UAV. Serial production of these units is expected to commence during 2009.

### Avionics Solutions

RADA, a developer and manufacturer of core avionics systems for over 30 years, currently offers a wide spectrum of military avionics systems designed for integration in new and upgraded aircraft and unmanned systems worldwide.

RADA offers the following solutions:

- Complete Integrated Avionics Upgrade Suits
- Mission and Display Computers
- Weapon Management Systems
- Data Interface and Processing Computers
- Mission Data Recorders and Debriefing Solutions
- HUD Video Cameras
- Inertial Navigation Systems
- Air Data Sensors

RADA's avionics solutions range from fully integrated avionics suites, MOTS core avionics subsystems, to tailor-made built-to-spec units, backed by our teams of experts dedicated to providing global technical and maintenance support.

Our avionics systems are easily adapted to Western, Eastern, and indigenous-origin platforms of all kinds. We provide our avionics expertise as team members and subcontractors, and as prime contractors for avionics upgrades.

Our avionics are currently onboard the F-16, F-15, A-4, Jaguar, MiG-27, Su-30MKI, Dhruv Helicopter, and a growing number of UAVs.

RADA's avionics solutions are accepted by leading air forces and prime integrators worldwide, such as Lockheed Martin, Boeing, General Electric, HAL, Embraer, IAF, IAI, Rafael and many others.

#### *Integrated Avionics Upgrade Suit*

We conducted an avionics upgrade program of all of the avionics systems of the A-4 Skyhawk fleet of the IAF. The aging avionics of the A-4 aircraft were completely replaced by a new, upgraded avionics package designed by us. Our new avionics package replaced the legacy weapon delivery and navigation system of the aircraft with a new state-of-the-art system that significantly improved the capabilities of the A-4, increased its reliability and provided advanced training capabilities. The upgrade package includes an INS, GPS, HUD, HUD Camera, central Mission and Display Computer, and a control and display unit. The A-4 upgrade program was completed in 2005.

We believe that this program places RADA among the few companies worldwide that have performed a complete aircraft avionics system upgrade. The A-4 avionics package provides, at a very affordable price, a complete and modern avionics package. We are actively marketing this solution to several international customers.

## Commercial Aviation Test Stations - CATS™

CATS is a family of multi-purpose, computerized automatic test equipment that meets the specific needs of airlines and third party maintenance companies. The CATS stations, which were developed in the 90 s, test a variety of electronic units installed onboard commercial aircraft, incorporating tools for testing, troubleshooting, and performing diagnostic procedures. We are continuing to support our CATS customers by providing maintenance and repair services through product support agreements.

### Test and Repair Services

We operate a test and repair shop based on the use of our CATS tester in Beijing, China through CACS, our 80% owned Chinese subsidiary. CACS was established as a joint venture company with Tianzu Forest Development Company, which owns the remaining 20% equity interest. Pursuant to the joint venture agreement, Tianzu Forest Development provided the facilities for CACS operations while we provided CATS testers and test program set services.

### Sales and Marketing

#### *Strategy*

Our sales and marketing strategy is based on the following principles:

- Maintaining our business focus on electronic systems for the defense market;
- Expanding our product offerings by adding new applications to our existing product lines and by adapting our products to land systems;
- Expanding our customer base by including our products in solutions and integrated systems for airborne and land vehicles;
- Establishing marketing channels with system integrators and major manufacturers such as The Boeing Company, Lockheed Martin Aeronautics, GE Aviation, IAI, RAFAEL, HAL, Embraer and others; and
- Expanding our products base and marketing activities to large potential markets, especially in the land systems and the UAVs segments, thru identification of current and future applications that may become affordable by the injection of advanced COTS technologies that offer superior performance and/or significant price savings, and developing new marketing channels aimed directly at these segments.

#### *Strategic Relationships and Customers*

As part of our strategy, we have entered into a number of strategic relationships with Lockheed Martin Aeronautics, GE Aviation, Israel Aerospace Industries, Hindustan Aeronautics Ltd., Embraer and Rafael Advanced Defense Systems Ltd. and have focused our marketing and sales efforts to support these relationships.

*Lockheed Martin Aerospace.* Our sales of avionics products focus mainly on the F-16 aircraft manufactured by Lockheed Martin Aerospace, the most popular fighter aircraft in the western world today. In cooperation with GE Aviation, we are supplying the data acquisition system that includes the advanced data acquisition unit which is manufactured in our Beit She an production facility. In 2006 Lockheed Martin chose the GE Aviation - RADA team to supply our DVDR and GDS to its U.S. Sponsored F-16 Foreign Military Sales, or FMS, and upgrades.

*GE Aviation.* GE Aviation is a worldwide leader in avionics systems for fighter and commercial aircraft. In October 2003, we signed a teaming agreement. The teaming agreement establishes cooperation in connection with the products for the PM-V Program and its derivatives. In addition, the agreement details commitments made by GE to purchase production services from RADA. During 2004, we expanded our cooperation to include our newly developed DVDR and have jointly offered this advanced product to potential customers. In late 2006, we entered into a contract with GE for the adaptation and production of the DVDR in the U.S., for various platforms, including the U.S. NAVY T-45 and for foreign military sales of F-16. Together with GE Avionics we are currently exploring several additional opportunities in the U.S. for this product. In 2007, and after fruitful and successful cooperation in recent years, the teaming agreement was extended by three more years.

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*Israel Aircraft Industries.* We are actively supplying avionics and test equipment to four different divisions of IAI. In particular, the Lahav and Malat divisions of IAI, major aircraft integrators, require our services as an avionics and test equipment provider.

*Hindustan Aeronautics Ltd.* HAL is the major aerospace integrator in India. We are cooperating with four divisions of HAL, and are supplying DVDRs, HCVCs, debriefing stations, support equipment and other services to HAL in growing figures.

*Embraer.* The Military Aircraft Division of the Brazilian world-known aircraft manufacturer is gradually becoming a strategic customer for RADA as a result of our marketing efforts and applicability of our product range (HCVC, DVDR, INS, and general avionics solutions).

*RAFAEL Advanced Defense Systems Ltd.* RAFAEL is a world leader in the development and supply of missiles, smart weapons and pods of various types. RAFAEL has gradually become a strategic customer for us as a result of our development and production of a few advanced built-to-spec products in recent years to both divisions of RAFAEL.

### **Marketing**

Our chairman, Herzle Bodinger, our chief executive officer, Zvi Alon, and our vice president of Marketing & Sales, Dov Sella, lead our business development and marketing efforts. We currently employ four additional persons in marketing of our core business products. Our chief technology officer and our engineering department support our marketing efforts with respect to product pricing, technical and management proposals preparations, and technical demonstrations. In addition, we have sales consultants, agents and representatives in Europe, South America, and Asia who receive commissions for sales affected through them.

The Israeli Ministry of Defense has historically supported and continues to support our marketing efforts through its Defense Export Assistance branch, or SIBAT, and various projects for the Israeli Defense Forces and its related divisions. The Israeli Ministry of Industry and Commerce supports our marketing efforts through its Industrial Cooperation Authority by the exploitation of offset commitments by Lockheed Martin Aerospace and the Boeing Company to the State of Israel. There is no guarantee that this kind of assistance will be available to us in the future.

### **Fixed Price Contracts**

The vast majority of our contracts are fixed-price contracts. Under fixed-price contracts, the price is not subject to adjustment by reason of the costs incurred in the performance of the contracts, as long as the costs incurred and work performed fall within governmental guidelines. Under our fixed-price contracts, we assume the risk that increased or unexpected costs may reduce our profits or generate losses. This risk can be particularly significant under a fixed-price contract for research and development involving new technologies.

Our books and records may be subject to audits by the Israeli Ministry of Defense and other governmental agencies, including the U.S. Department of Defense. These audits may result in adjustments to contract costs and profits. To date, we have not incurred any liability as a result of such audits.

### **Principal Customers**

Generally, we complete a few major transactions each year, each in an amount comprising approximately 10% of our revenues for such year. As a result, each year a significant portion of our revenues is derived from a small number of customers. The following table sets forth our principal customers in 2007 and 2008:

	<u>2008</u>	<u>2007</u>
GE Aviation	16%	17%
Israeli Ministry of Defense	15%	5%
Israel Aerospace Industries	11%	17%
Hindustan Aeronautics Ltd	29%	14%
RAFAEL Advanced Defense Systems	9%	10%

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Although we are striving to increase the number of our customers, we anticipate that a significant portion of our future revenues will continue to be derived from sales to a small number of customers.

Like many companies deriving a substantial portion of their revenues from government contracts, we are subject to business risks, including changes in governmental appropriations and changes in national defense policies and priorities. Although many of the programs in which we participate as a contractor or subcontractor may extend for several years, our business is dependent upon annual appropriations and funding of new and existing contracts. Most of the contracts are subject to termination for the convenience of the customer, pursuant to which the customer pays only for reimbursement of costs incurred and the applicable profit on work performed. The Israeli Government or any other government may discontinue funding the purchase of our products over the long term.

### Markets

We sell our products to various air forces and companies worldwide. The following table presents our revenues by geographical market for the periods indicated:

	<u>2008</u>	<u>2007</u>	<u>2006</u>
Israel	45%	39%	33%
Asia (mainly India)	32%	21%	11%
North America	21%	32%	48%
Europe	1%	5%	6%
Other (mainly Central America)	1%	3%	2%

### Competition

The markets for our products are highly competitive. Our principal competitors in the avionics and military electronics market are GE, Rockwell Collins, Honeywell, Elbit Systems, Israel Aircraft Industries Ltd., Goodrich (thru the acquisition of TEAC Aerospace), the Zodiac group (thru the acquisition of Enertec), Astronautics C.A., AITech Defense Systems, and others. We expect to continue to face competition from these and other competitors. Most of our competitors are larger, have greater resources including financial, technological, marketing and distribution capabilities, and enjoy greater market recognition than we do. These competitors may be able to achieve greater economies of scale and may be less vulnerable to price competition than us. We may not be able to offer our products as part of integrated systems to the same extent as our competitors or successfully develop or introduce new products that are more cost effective or offer better performance than those of our competitors. Failure to do so could adversely affect our business, financial condition and results of operations.

### Export Policy

Exports of military related products are subject to the military export policy of the State of Israel. Current Israeli Government policy encourages export to approved customers of military products similar to those manufactured by us, provided that such export does not run counter to Israeli policy or national security considerations.

We must obtain a marketing license to initiate a sales proposal and ultimately an export license for each product delivery. We may not obtain marketing or export licenses in the future and the Israeli governmental policy with respect to military exports may be altered. However, to date we have not encountered any significant difficulties in obtaining necessary licenses for sale of our products.

### **Proprietary Information**

We hold a patent for our ACE system in Israel and the U.S., U.S. Patent No. 5467274. We generally do not consider patent protection significant to our current operations and rely upon a combination of security devices, copyrights, trademarks, trade secret laws and contractual restrictions to protect our rights in our products. Our policy is to require employees and consultants to execute confidentiality agreements upon the commencement of their relationships with us. These measures may not be adequate to protect our technology from third-party infringement, and our competitors might independently develop technologies that are substantially equivalent or superior to ours. Additionally, our products may be sold in foreign countries that provide less protection for intellectual property rights than that provided under U.S. or Israeli laws.

The Israeli Government usually retains certain rights in technologies and inventions resulting from our performance as a prime contractor or subcontractor under Israeli Government contracts and may generally disclose such information to third parties, including other defense contractors. When the Israeli Government funds research and development, it may acquire rights to proprietary data and title to inventions; we may retain a non-exclusive, royalty-free license for such inventions. However, if the Israeli Government purchases only the end product, we may retain the principal rights and the Government may use the data and take an irrevocable, non-exclusive, royalty-free license.

### **Manufacturing and Supply**

Our production plant is located in Beit She'an, Israel. The plant is equipped to handle most of our manufacturing processes and testing requirements. For several specific processes we utilize subcontractors. This structure allows us flexibility and versatility.

We place great emphasis on quality control in our production processes. Commencing with customer requirements and expectations via raw material inspection through completion, specifications are repeatedly checked. We maintain a quality assurance team that participates in every stage of the design and manufacturing of the products. Our quality management system is certified by the Standards Institute of Israel, or SII, pursuant to ISO 9001:2000 for hardware design and production and ISO 90003:2004 for software design. SII performs quality system audits twice a year and various customers perform audits four to six times a year. Our environmental management system is certified by SII to ISO 14001. Our quality management system is certified also according to AS-9100B, a quality management system for aerospace requirements.

According to the standard warranty incorporated in most of our sales contracts, we warrant that our products will be free from defects in design, materials or workmanship, and guarantee repair or replacement of defective parts for a typical periods between one year to year and a half, following delivery of a product to a customer. We also provide maintenance services to customers who sign maintenance contracts.

### **Source and Availability of Raw Materials**

We acquire most of the components for the manufacturing of our products from a limited number of suppliers and subcontractors, most of whom are located in Israel and the U.S. Some of these suppliers are currently the sole source of one or more components upon which we are dependent. Since many of our purchases require long lead-times, a delay in supply of an item can significantly delay the delivery of a product. To date, we have not experienced any particular difficulty in obtaining timely deliveries of necessary components. See Item 3D Risk Factors. We depend on a limited number of suppliers of components for our products and if we are unable to obtain these components when needed, we would experience delays in manufacturing our products and our financial results could be adversely affected.

### **C. Organizational Structure**

We had one active subsidiary in 2008, Beijing Huarui Aircraft Components Maintenance and Services Co., an 80% owned subsidiary that is based in China that is engaged in aircraft repair services.

### **D. Property, Plants and Equipment**

We own a 30,000 square feet building in Beit She'an, Israel. The building, which includes manufacturing facilities and warehouse space, is situated on land leased from the Israel Land Authority for a period of 49 years until 2034. The plant has sufficient capacity to meet our current requirements. If volume was to increase significantly, we believe that we will be able to increase the number of workers or shifts at the plant, or use more subcontractors.

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Our executive offices and research and development facilities are located in a 17,200 square feet office facility in Netanya, Israel. The lease for this facility expires in January 2010. The aggregate annual rent for our offices in Israel was approximately \$268,000 in 2008.

Our Chinese subsidiary, CACS, conducts its business in an approximately 16,000 square feet facility in Beijing that includes offices and test and repair facilities. The land for this facility was leased by Beijing Tianzu Forestry Company or Tianzu, the minority shareholder in CACS, from the Chinese government for 30 years. Under a joint venture agreement, and in consideration for its equity investment in CACS, Tianzu granted CACS usage rights in the land, constructed the buildings and granted CACS the ownership of these buildings. However, the transfer of the title to the land and the buildings has not been completed. Although Tianzu is legally obligated to complete such transfer of title to the land and the buildings, we can not guarantee that such transfer will be completed, or that we will not be required to initiate litigation in order to enforce our rights to receive title to the land and buildings. We have reached an understanding with our Chinese partner pursuant to which the Chinese partner will surrender its shares in CACS in consideration for retaining title to the land and the building. The agreement between the parties has not been finalized yet and it is subject to approval from the various Chinese regulatory authorities and other legal procedures.

### **ITEM 4A. UNRESOLVED STAFF COMMENTS**

Not applicable.

### **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 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.*

#### **Overview**

We develop, manufacture and sell defense electronics (solid-state recorders, computers, inertial navigation systems, and alike) and their supporting ground systems (automated testers, data debriefing stations). We also provide test and repair services using our CATS testers and test program sets for commercial aviation electronic systems through our Chinese subsidiary.

#### **General**

Our consolidated financial statements appearing in this annual report are prepared in U.S. dollars and in accordance with generally accepted accounting principles in the United States, 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. Transactions and balances originally denominated in dollars are presented at their original amounts. Transactions and balances in other currencies are remeasured into dollars in accordance with the principles set forth in Financial Accounting Standards Board Statement No. 52. The majority of our sales are made outside Israel and a substantial part of them are in dollars. In addition, a substantial portion of our costs are incurred in dollars. Since the dollar is the primary currency of the economic environment in which we operate, the dollar is our functional and reporting currency and, accordingly, monetary accounts maintained in currencies other than the dollar are remeasured using the foreign exchange rate at the balance sheet date. Operational accounts and non monetary balance sheet accounts are measured and recorded at the exchange rate in effect at the date of the transaction. All monetary balance sheet accounts have been remeasured using the exchange rates in effect at the balance sheet date. Statement of operations amounts have been remeasured using the average exchange rate for the period. The financial statements of the Company's foreign subsidiary, whose functional currency is not the U.S. dollar, have been translated into dollars. All balance sheet amounts have been translated using the exchange rates in effect at balance sheet date. Statement of operation amounts have been translated using the average exchange rate prevailing during the year. Such translation adjustments are reported as a component of accumulated other comprehensive income (loss) in shareholders' equity.



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On February 14, 2007, we effected a 3 to 1 reverse stock split with respect to our ordinary shares. All share and per share amounts in this report have been restated for all prior periods to reflect the reverse stock split.

### Discussion of Critical Accounting Policies and Estimations

Our critical accounting policies, including the assumptions and judgments underlying them, are disclosed in the notes to our consolidated financial statements. These policies have been consistently applied in all material respects. While the estimates and judgments associated with the application of these policies may be affected by different assumptions or conditions, we believe the estimates and judgments associated with the reported amounts are appropriate in the circumstances.

We believe the following accounting policies are the most critical in fully understanding and evaluating our financial condition and results of our operations under U.S. generally accepted accounting principles.

*Revenue Recognition.* Our revenues mainly derived from sales of defense electronics (solid-state recorders, computers, inertial navigation systems, and alike) and their supporting ground systems (automated testers, data debriefing stations). In addition, we lease ATE and provide manufacturing, development and product support services. Product revenue is recognized when there is persuasive evidence of an arrangement, the fee is fixed or determinable, delivery of the product to the customer has occurred and the collection of the fee is probable. If the product requires specific customer acceptance, revenue is deferred until customer acceptance occurs or the acceptance provisions lapse, unless we can objectively and reliably demonstrate that the criteria specified in the acceptance provisions are satisfied.

Revenues from long-term fixed price contracts are recognized by the percentage-of-completion method in accordance with the Input Method. We apply this method when the total of the costs and revenues of the contract can reasonably be estimated. The percentage of completion is determined based on the ratio of actual costs incurred to total costs estimated to be incurred over the duration of the contract. With regard to contracts for which a loss is anticipated, a provision is made for the entire amount of the estimated loss at the time such loss becomes evident. Estimated gross profit or loss from long-term contracts may change due to changes in estimates resulting from differences between actual performance and original forecasts. Such changes in estimated gross profit or loss are recorded in results of operations when they are reasonably determined by management, on a cumulative catch-up basis. Revenues under long-term fixed-price contracts that involve both development and production are recorded using the cost-to-cost method (development phase) and units-of-delivery method (production phase) as applicable to each phase of the contract, as the basis to measure progress toward completion.

Revenues from services are recognized when the service is performed. Revenues under operating leases of equipment are recognized ratably over the lease period.

Revenues from certain arrangements may include multiple elements within a single contract. Generally, our multiple element arrangements are accounted for as separate units of accounting when it is possible to determine objective and reliable evidence of fair value of the undelivered elements in order to separate the fees among the elements. Revenues are recognized when the element is delivered and all other criteria for revenue recognition are met.

Revenues from software arrangements are recognized when persuasive evidence of an arrangement exists, delivery of the product has occurred, the fee is fixed or determinable, and collectability is probable. Arrangements with payment terms extending beyond customary payment terms are considered not to be fixed or determinable. If the fee is considered not to be fixed or determinable, revenue is deferred and recognized when payments become due from the customer or are actually collected when collectability is not probable, providing that all other revenue recognition criteria have been met.

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*Intangible Assets.* Costs of producing our TPS software library, which can be integrated with our CATS test station, incurred subsequent to achieving technological feasibility, were capitalized, and are amortized by the greater of the amount computed using the: (i) ratio that current gross revenues from sales of the software to the total of current and anticipated future gross revenues from sales of that software, or (ii) the straight-line method over the estimated useful life of the product. We assess the recoverability of these intangible assets on a regular basis by determining whether the amortization of the asset over its remaining life can be recovered through undiscounted future operating cash flows from the specific software products sold. An intangible asset related to customer relationships has been recorded as a result of our acquisition of certain assets and liabilities of Vectop, in February 2005, and is being amortized over the expected useful life of five years. For the year ended December 31, 2008, no impairment was required.

*Impairment of Long-Lived Assets.* We are required to assess the impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. We assess the impairment of our assets based on a number of factors, including any significant changes in the manner of our use of the respective assets or the strategy of our overall business and significant negative industry or economic trends. Upon determination that the carrying value of a long-lived asset may not be recoverable, based upon a comparison of expected undiscounted future cash flows to the carrying amount of the asset, an impairment charge is recorded in the amount of the carrying value of the asset exceeds its fair value. For the year ended December 31, 2008, no impairment was required.

*Impairment of Goodwill:* We are required to assess the impairment of goodwill at least annually (or more frequently if impairment indicators arise). SFAS No. 142 prescribes a two-phase process for impairment testing of goodwill. The first phase screens for impairment while the second phase (if necessary) measures impairment. In the first phase of impairment testing, goodwill attributable to each of the reporting units is tested for impairment by comparing the fair value of each reporting unit with its carrying value. In our case, the Company has only one reporting unit. The Company determines its fair value according to the Company's market capitalization and the goodwill was tested for impairment by comparing the fair market value with its carrying amount. As of December 31, 2008, no impairment losses have been identified. As a result, step two was not required.

*Share-Based Compensation.* Effective January 1, 2006, we account for stock-based compensation in accordance with FASB Statement No. 123 (Revised 2004), Share-Based Payment, or SFAS 123(R), applying the modified prospective method, and with Securities and Exchange Commission Staff Accounting Bulletin No. 107, Share-Based Payment, or SAB 107. In accordance with SFAS 123(R), we measure the compensation cost associated with share-based payment transactions based on the fair value at the grant date of the options. The value of the portion of the award that is ultimately expected to vest is recognized as an expense over the requisite service periods, according to the straight-line method.

For employee option grants, the fair value of each option granted is estimated on the date of grant using the Black-Scholes option-pricing model with weighted average assumptions relating to the dividend yield, expected volatility, risk free interest rate and expected life of the option by the employee, in accordance with SFAS 123 (R) and SAB 107. Our assumptions with respect to these components will impact the compensation award costs and amounts expensed in each period and consequently the results of our operations. For the year ended December 31, 2008 we incurred share-based compensation expense of \$131,000. As of December 31, 2008, there was \$151,000 of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under our stock option plans, which are expected to be recognized over a weighted-average period of two year.

*Provision for Litigation.* We were engaged in legal actions with few of our former officers concerning, among other things, the repayment of loans that were granted to them by RADA and allegedly forgiven by our company. In March 2008, a counter claim of the former officer was dismissed, our claim was allowed almost in full and his appeal was denied resulting in such employee's obligation of repay the outstanding loan amount. In addition, in February 2009, the Regional Labor Court in Tel-Aviv denied substantially all of the claims filed against us by our former CEO. Furthermore the court accepted our claim and ordered that the loan we granted to him be repaid. We recorded a provision for the loans receivable in the amount that we believe is sufficient to reflect the recoverability of the asset, based on management's estimation. In addition, we have several additional legal proceedings outstanding. We have recorded provisions for litigation for claims that were estimable and for which there is a high probability that we will be held responsible based on our legal consultants' opinions and management's estimations. If our estimations are wrong, we may incur additional litigation expenses.

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Accounting for income taxes. On January 1, 2007, we adopted FIN 48, Accounting for Uncertainty in Income Taxes, which contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with Statement 109, Accounting for Income Taxes. The first step is to evaluate the tax position taken or expected to be taken in a tax return by determining if the weight of available evidence indicates that it is more likely than not that, on an evaluation of the technical merits, the tax position will be sustained on audit, including resolution of any related appeals or litigation processes. The second step is to measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. Prior to January 1, 2007, we estimated our uncertain income tax obligations in accordance with SFAS No. 109, Accounting for Income Taxes, or SFAS No. 109, and SFAS No. 5 Accounting for Contingencies, or SFAS No. 5. No provision was recorded as a result of the adoption of FIN 48 and for the years ended December 31, 2007 and 2008.

The Company has provided a valuation allowance in respect to the deferred tax assets resulting from operating loss carryforwards and other temporary differences. Our management currently believes that since our company has a history of losses it is more likely than not that the deferred tax regarding the loss carryforwards and other temporary differences will not be realized in the foreseeable future.

### Significant Expenses

*Cost of Revenues.* Cost of revenues consist primarily of manufacturing costs, depreciation of fixed assets, project development costs, amortization of capitalized software and inventories write-downs.

*Marketing, Selling, General and Administrative Expenses.* Marketing and selling expenses consist primarily of expenses for sales and marketing personnel, sales commissions, marketing activities, public relations, promotional materials, amortization of customer relationship assets, travel expenses and trade show exhibit expenses. General and administrative expenses consist primarily of salaries and related expenses for executive, accounting, administrative personnel, professional fees, provisions for doubtful accounts, and other general corporate expenses.

*Research and Development Expenses.* Research and Development Expenses consist primarily salary expenses for Research and Development personnel, use of subcontractors and other costs incurred in the process of developing product masters.

*Financial Income (Expenses), Net.* Financial expenses consist of interest and bank expenses, interest on convertible note and loans, amortization expenses of discount on convertible note, deferred charges and currency remeasurement losses. Financial income consists of interest on cash and cash equivalent balances and currency remeasurement gains.

### Recent Accounting Pronouncements

In December 2007, the FASB issued SFAS No. 141 (revised 2007), Business Combinations, or SFAS 141R. SFAS 141R establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any non controlling interest in the acquiree and the goodwill acquired. SFAS 141R also establishes disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. SFAS 141R is effective for fiscal years beginning after December 15, 2008. Earlier adoption is prohibited. We do not expect the adoption of SFAS 141R will have material impact on our consolidated results of operations and financial condition.

In December 2007, the FASB issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51, or SFAS No. 160. SFAS No. 160 establishes accounting and reporting standards that require that the ownership interests in subsidiaries held by parties other than the parent be clearly identified, labeled, and presented in the consolidated statement of financial position within equity, but separate from the parent's equity; the amount of consolidated net income attributable to the parent and to the noncontrolling interest be clearly identified and presented on the face of the consolidated statement of income; and changes in a parent's ownership interest while the parent retains its controlling financial interest in its subsidiary be accounted for consistently. SFAS No. 160 is effective for fiscal years and interim periods within those fiscal years, beginning on or after December 15, 2008. We do not expect the adoption of SFAS No. 160 will have any significant impact on our consolidated financial statement.

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In February 2008, the FASB issued FASB Staff Position ( FSP ) FAS No. 157-2, Effective Date of FASB Statement No. 157 ( FSP FAS 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 FAS 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 FAS 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 FAS 157-2. The Company does not expect the adoption of FAS 157 with respect to certain nonfinancial assets and nonfinancial liabilities that are under the scope of FSP FAS 157-2 to have a material impact on its financial position, results of operations or cash flows.

In April 2008, the FASB issued FASB Staff Position (FSP) FAS 142-3, Determination of the Useful Life of Intangible Assets . FSP FAS 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 FASB Statement No. 142, Goodwill and Other Intangible Assets . FSP FAS 142-3 is effective for fiscal years beginning after December 15, 2008 and early adoption is prohibited. The Company does not expect that the adoption of FAS 142-3 will have material impact on the Company s consolidated financial statement.

In June 2008, the FASB issued EITF No. 07-5 Determining whether an Instrument (or Embedded Feature) is indexed to an Entity s Own Stock ( EITF 07-5 ). EITF 07-5 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early application is not permitted. Paragraph 11(a) of SFAS No. 133 specifies that a contract that would otherwise meet the definition of a derivative but is both (a) indexed to the Company s own stock and (b) classified in stockholders equity in the statement of financial position would not be considered a derivative financial instrument. EITF 07-5 provides a new two-step model to be applied in determining whether a financial instrument or an embedded feature is indexed to an issuer s own stock and thus able to qualify for the SFAS 133 paragraph 11(a) scope exception. The Company believes adopting this statement will have no material impact on the consolidated financial statements

### **Year Ended December 31, 2008 Compared with Year Ended December 31, 2007**

*Revenues.* Our revenues increased 27.4% to \$17.9 million in 2008 from \$14.0 million in 2007 mainly due to traditional and off-the-shelf products. Based on our current estimates of market demand, we expect that our revenues in 2009 will continue to increase from sales of our off-the-shelf products. However, our revenues are subject to government budgets and we cannot assure that the worsening economic climate will not result in the cancellation or suspension of certain projects or programs.

*Cost of Revenues.* Cost of revenues increased 27.4% to \$13.7 million in 2008 from \$10.7 million in 2007. The increase is mainly due to the increase in revenues. In 2009, we expect that our cost of revenues as a percentage of revenues will be consistent with 2008.

*Gross Profit.* Our gross profit increased 26% to \$4.2 million in 2008 from \$3.3 million in 2007. Our profit margin was approximately 24% in 2008 and in 2007. In 2009, we expect that our gross margin will slightly increase due to more sales of our off-the-shelf products.

*Research and Development Expenses.* Research and development expenses increased 117 % to approximately \$686,000 in 2008 from \$324,000 in 2007. The increase is mainly due to a development project which began in 2007. In 2009, we expect that our research and development expense will continue to increase, but at a lower rate.

*Marketing, Selling, General and Administrative Expenses.* Marketing, selling, general and administrative expenses were approximately \$3.4 million in 2008 and in 2007. We expect that marketing, selling, general and administrative expenses will remain at the same level in 2009.

*Financial Income (Expenses), Net.* Our financial expenses, net, were \$668,000 in 2008 compared to \$629,000 in 2007. Our interest expense, net, was \$220,000 in 2008 compared with \$203,000 in 2007. Our amortization expense on a convertible note in 2008 was \$473,000 as compared to \$193,000 of amortization expense in 2007. Foreign currency exchange differences resulted in income of \$190,000 in 2008 and expenses of \$181,000 in 2007, mainly due to changes in the NIS/dollar exchange rate.

### **Year Ended December 31, 2007 Compared with Year Ended December 31, 2006**

*Revenues.* Our revenues increased 7.7% to \$14.0 million in 2007 from \$13.0 million in 2006.

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**Cost of Revenues.** Cost of revenues decreased 3% to \$10.7 million in 2007 from \$11.0 million in 2006. The decrease is mainly due to the decreased revenues from development programs which have lower profit margins.

**Gross Profit.** Our gross profit increased 65% to approximately \$3.4 million in 2007 from \$2.0 million in 2006. Our profit margin increased to 24% in 2007 from 16% in 2006. The improved margin reflects the mix between our traditional and our off the shelf product that have higher margins and which accounted for a greater percentage of our 2007 sales.

**Research and Development Expenses.** Research and development expenses were approximately \$324,000 in 2007 compared to \$181,000 in 2006.

**Marketing, Selling, General and Administrative Expenses.** Marketing, selling, general and administrative expenses were approximately \$3.4 million in 2007 compared to \$3.1 million in 2006.

**Financial Income (Expenses), Net.** Our financial expenses, net, were \$629,000 in 2007 compared to \$775,000 in 2006. Our decreased financial expenses in 2007 was attributable primarily to a lower level of borrowings on which interest was payable.

### Our Location in Israel

We are incorporated under the laws of the State of Israel, and our principal executive offices and principal manufacture, research and development facilities are located in Israel. See Item 3D Key Information Risk Factors Risks Relating to Our Operations in Israel for a description of governmental, economic, fiscal, monetary or political polices or factors that have materially affected or could materially affect our operations.

### Corporate Tax Rate

Israeli companies are generally subject to income tax at the corporate tax rate. The applicable rate for 2008 of 27% will be reduced to 26% in 2009 and will be further reduced to 25% in 2010 and thereafter.

As of December 31, 2008, our carry forward net operating loss for Israeli tax purposes was approximately \$59.5 million including a carry forward capital loss amounting to approximately \$3.6 million.

### Impact of Currency Fluctuation and of Inflation

A significant portion of the cost of our Israeli operations, mainly personnel and facility-related, is incurred 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. In addition, if the rate of inflation in Israel will exceed the rate of devaluation of the NIS in relation to the U.S. dollar, or if the timing of such devaluations were to lag considerably behind inflation, our cost as expressed in U.S. dollars may increase. NIS linked balance sheet items, may also create foreign exchange gains or losses, depending upon the relative dollar values of the NIS at the beginning and end of the reporting period, affecting our net income and earnings per share. Although we may use hedging techniques, we may not be able to eliminate the effects of currency fluctuations. Thus, exchange rate fluctuations could have a material adverse impact on our operating results and share price. The caption Financial expenses, net in our consolidated financial statements includes the impact of these factors as well as traditional interest income or expense. See Note 13 to our consolidated financial statements.

The following table sets forth, for the periods indicated, (i) the devaluation of the NIS against the most important currency for our business, the U.S. dollar, and (ii) inflation as reflected in changes in the Israeli consumer price index.

	Year Ended December 31,				
	2004	2005	2006	2007	2008
Devaluation of NIS vs. U.S. Dollar	(1.6)%	6.8%	(8.2)%	(8.9)%	(1.1)%
Israeli Consumer Price Index	1.2%	2.4%	(0.1)%	3.4%	3.8%

Because exchange rates between the NIS and the dollar fluctuate continuously, exchange rate fluctuations, particularly larger periodic devaluations, may have an impact on our profitability and period-to-period comparisons of our results. We cannot assure you that in the future our results of operations may not be materially adversely affected by currency fluctuations.



**B. Liquidity and Capital Resources**

We have historically met our financial requirements primarily through cash generated by operations, funds generated by our public offering in 1985, private placements of our ordinary shares and issuance of debt securities, loans from our principal shareholders, short-term loans and credit facilities from Bank Hapoalim B.M., Bank Leumi Le-Israel B.M. and the Israeli branch of State Bank of India, or the Banks, research and development grants from the Government of Israel and the Israel-U.S. Binational Industrial Research and Development Foundation, and investment grants for approved enterprise programs and marketing grants from the Government of Israel.

On July 12, 2004 we entered into a stock purchase agreement with certain institutional investors, pursuant to which such investors purchased 600,000 of our ordinary shares at a price of \$4.80 per share, together with additional investment rights to purchase up to an aggregate of an additional 366,667 ordinary shares at an exercise price of \$6.30 per share, for a period of 24 months from August 11, 2004. In addition, we issued to such investors an aggregate of \$3.0 million principal amount of convertible notes. Such convertible notes bore interest at a rate of six month LIBOR plus 2.5% and were convertible at the investors' option at a conversion price of \$6.30. The investors also received warrants exercisable for a period of five years beginning on January 12, 2005 to purchase up to an aggregate of 312,500 ordinary shares at an exercise price of \$7.50 per share. Such convertible notes matured on July 12, 2007. We repaid the \$3.0 million of convertible notes and the balance of the interest accrued thereon, in July 2007 utilizing funds obtained from a loan from Mr. Yeung, our controlling shareholder, we issued Mr. Yeung a convertible note and warrants, as described below.

On April 6, 2005 we entered into a stock purchase agreement with the same institutional investors, pursuant to which such investors purchased 321,978 of our ordinary shares. In addition, we issued the investors new warrants to purchase an additional 625,000 of our ordinary shares at a purchase price of \$6.30 per share for a period of 24 months. These warrants expired on April 2007 without being exercised. As part of this transaction the investors exercised 303,022 additional investment rights for the purchase of 303,022 ordinary shares that were issued to them in the July 12, 2004 transaction. As a result, we received proceeds of approximately \$3.0 million.

On June 29, 2007 we entered into an amendment and exchange agreement with certain shareholders who participated in a private placement of our shares in June 2002. Pursuant to such agreement we received a loan in the principal aggregate amount of \$400,000 for a period of three years which bears interest at a rate of 8% per annum, paid in arrears on a quarterly basis. In consideration for such loan our audit committee and board of directors approved the extension until June 30, 2010 of warrants to purchase up to an aggregate of 155,782 ordinary shares that were issued to these shareholders as part of the June 2002 private placement, and the re-pricing of the exercise price of warrants to purchase up to an aggregate of 606,803 ordinary shares issued to some of the investors in the 2002 private placement, to \$1.88 per share which were also extended until June 30, 2010.

On December 10, 2007 we issued \$3.0 million principal amount of convertible notes to Mr. Yeung, our controlling shareholder. The convertible notes will mature on December 10, 2010, bear interest at a rate of six month LIBOR plus 3.5% and are convertible into ordinary shares at a conversion price of \$2.09. Mr. Yeung also received warrants exercisable for a period of five years beginning on December 10, 2007 to purchase up to an aggregate of 1,578,947 ordinary shares at an exercise price of \$2.375 per share.

In January 2008, the Company repaid \$300,000 of the \$400,000 loan received in June 2007 in consideration for 152,765 ordinary shares.

In July 2008, the Company entered into a \$1.5 million loan agreement with a company controlled by Mr. Yeung, our controlling shareholder, in order to facilitate further development of our inertial navigation system technology. The loan was drawn down in July (\$1.0 million) and in December 2008 (\$0.5 million). The loan bears interest of 3% + LIBOR payable at the beginning of every quarter. Principal payments equal to U.S. \$90,000 are payable in six equal installments commencing July 1, 2009 and the remaining principal amount will be payable in eight equal installments, commencing April 1, 2011. Subject to the approval of the IMOD, we will grant the lender a non-exclusive license to use the technology developed for non-military/commercial purposes. The non-exclusive license will automatically convert into an exclusive license should we default on any of our obligations under the loan agreement. We have also agreed in the future, subject to the approval of several governmental authorities including the IMOD, to establish a joint venture with Mr. Yeung or an affiliated entity that will be engaged in the production and marketing of such non-military/commercial products and technology.

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As of December 31, 2008, we owed our Banks \$33,000 under long-term loans, and \$132,000 under credit facilities. In addition, the Banks provided \$2.5 million of guarantees on our behalf to our customers and suppliers in the ordinary course of business. The guarantees are secured by a first priority floating charge on all of our assets and by a fixed charge on goodwill (intangible assets), unpaid share capital and insurance rights (rights to proceeds on insured assets in the event of loss). Our agreements with the Banks prohibit us from selling or otherwise transferring any assets except in the ordinary course of business, from placing a lien on our assets without the Banks' consent and from declaring dividends to our shareholders. In addition, the Israeli Tax Authority has a first priority fixed charge on our fixed assets in the Beit She'an facility. This charge will be released when the litigation between us and our former chief executive officer is resolved.

We had capital expenditures of \$498,000 in 2008 and \$353,000 in 2007. We currently do not have any significant capital spending or purchase commitments.

### Cash Flows

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

	Year ended December 31,		
	2006	2007	2008
	(U.S. dollars in thousands)		
Net cash provided by (used in) operating activities	717	(118)	(316)
Net cash provided by (used in) investing activities	71	(226)	(927)
Net cash provided by (used in) financing activities	(148)	189	1,333
Effect of exchange rate changes on cash and cash equivalents			39
Net increase (decrease) in cash and cash equivalents	640	(155)	129
Cash and cash equivalents at beginning of the year	350	990	835
Cash and cash equivalents at end of the year	990	835	964

Net cash used in operating activities was \$316,000 in 2008. This was primarily due to increase in inventories of \$2.2 million due to customers' orders backlog for 2009, an increase in costs and estimated earnings in excess of billings, net of \$1.6 million and increase in other accounts receivable and prepaid expenses of \$250,000. This was offset by an increase in trade receivables of \$1.5 million and a decrease in trade payables of \$950,000. Net cash used in operating activities was \$118,000 in 2007. This was primarily attributable to an increase in trade receivables of \$611,000, an increase in costs and estimated earnings in excess of billings of \$230,000 and a decrease in trade payables of \$139,000. This was offset by a increase in other accounts payables of \$199,000 and a decrease in inventories of \$104,000.

Net cash used in investing activities was approximately \$927,000 in 2008. This was mainly due to our investment of \$498,000 in property, plant and equipment, \$235,000 paid in conjunction with the acquisition of certain assets and liabilities of Vectop and an increase in restricted cash of \$195,000. Net cash used in investing activities was approximately \$226,000 in 2007. This was mainly due to our investment of \$353,000 in property, plant and equipment, which was offset by a decrease in restricted cash of \$106,000.

Net cash provided by financing activities was \$1.3 million in 2008, reflecting net proceeds of \$1.5 million of shareholder loans, which was offset by repayments of \$490,000 of long term loans to a bank and short term bank credit. Net cash provided by financing activities was \$189,000 in 2007, reflecting net proceeds of \$3.4 million of shareholder loans, which was offset by repayments of \$3.3 million of long term loans.

As a result of the foregoing, at December 31, 2008, we had working capital of \$5.6 million and cash and cash equivalents of \$964,000 as compared to working capital of \$4.0 million and cash and cash equivalents of \$835,000 at December 31, 2007.

We expect to fund our short-term liquidity needs, including our obligations under our credit facilities, other contractual agreements and any other working capital requirements, from our cash and cash equivalents, operating cash flow and our credit facilities. We believe that our current cash and cash equivalents, credit facilities and our expected cash flow from operations in 2009, as well as continued financial support from our Company controlling shareholder, will be sufficient to meet our cash requirements in 2009.



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As of March 31, 2009 there were 2,654,032 warrants outstanding to purchase 2,654,032 of our ordinary shares. Of such warrants, 606,803 warrants have an exercise price of \$1.88 per share which will be expired on June 30, 2010, 1,578,947 warrants have an exercise price of \$2.38 per share which will expire on December 10, 2012, 155,782 warrants have an exercise price of \$6.00 which will expire on June 30, 2010 and 312,500 warrants have an exercise price of \$7.50 per share which expire on January 12, 2010. To the extent any warrants are exercised, the proceeds will be added to our working capital.

### C. Research and Development, Patents and Licenses

#### Research and Development

Our research and development investments focus on improvements to our existing products and the development of complementary products that would provide continued support for our current customers and would improve our capability to market our products to new customers.

In 2008, 2007 and 2006 we incurred \$686,000, \$324,000 and \$181,000 respectively of research and development expenses. The vast majority of those expenses is attribute to our INS line of products. In 2009, we expect that we will continue to enter into new development projects and develop products through customer orders, and we will continue our internally funded research in existing products.

As of December 31, 2008, we employed 41 engineers in research and development who spend most of their time on research and development activities generated through customer orders and an immaterial part of their time on internal research and development activities.

The Office of the Chief Scientist of the Israeli Ministry of Industry and Trade encourages research and development by providing grants to Israeli companies. The terms of such grants prohibit manufacture of the developed products outside Israel and the transfer of technologies developed using the grants to any person without the prior written consent of the Chief Scientist. We have not received any grants from the Office of the Chief Scientist since 1996.

Pursuant to applicable Israeli law, we are currently required to pay royalties at the rate of 3-5% of sales of products developed with certain grants received from the Chief Scientist, up to 100% of the amount of such grants, linked to the U.S. dollar. As of December 31, 2008, our total obligation for royalties payments, net of royalties paid or accrued is approximately \$424,000.

We are committed to pay royalties to the Israel - United States Binational Industrial Research and Development Foundation at the rate of 5% of the sales proceeds up to 150% of the research and development expenses financed by the foundation. Our total obligation for royalties, net of royalties paid or accrued, totaled approximately \$2.1 million as of December 31, 2008.

### D. Trend Information

In 2008 our revenues increased by 27.4% from 2007. We expect that in 2009 our revenues will continue to increase and the proportion of sales of off-the-shelf products will continue to increase in comparison to revenues from development programs and that as a result of such change in our product mix, our operating results will improve. However, our revenues are subject to government budgets and we cannot assure you that the worsening economic climate will not result in the cancellation or suspension of certain projects or programs.

Our future revenues will, in great measure, be dependent upon the success of our sales and marketing strategy. We are currently focusing our sales efforts on:

- Digital Video & Data Recorders and Ground Debriefing Systems;
- Inertial Navigation Systems
- Avionics for UAVs; and
- Data Acquisition Systems

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We cannot provide any assurances that we will be successful in meeting our targets in the future. As a result of the unpredictable business environment in which we operate, we are unable to provide any specific guidance as to sales and profitability trends. If we are unsuccessful in our sales efforts, it is unlikely that we will be able to achieve profitability in the future and we will require additional capital.

### E. Off-Balance Sheet Arrangements

We are not a party to any material off-balance sheet arrangements. In addition, we have no unconsolidated special purpose financing or partnership entities that are likely to create material contingent obligations.

### F. Tabular Disclosure of Contractual Obligations

The following table summarizes our minimum contractual obligations and commercial commitments, as of December 31, 2008 and the effect we expect them to have on our liquidity and cash flow in future periods.

Contractual Obligations	Payments due by Period				
	Total	Less than 1 year	1-3 Years	3-5 Years	More than 5 years
Long-term debt obligations	\$ 3,865,000	\$ 190,000	\$ 3,675,000		
Operating lease obligations	1,295,000	751,000	544,000		
<b>Total</b>	<b>\$ 5,160,000</b>	<b>\$ 941,000</b>	<b>\$ 4,219,000</b>		

In addition, for few employees we have long-term liabilities for severance pay that is calculated pursuant to Israeli severance pay law generally based on the most recent salary of the employees multiplied by the number of years of employment, as of the balance sheet date. Employees are entitled to one month's salary for each year of employment or a portion thereof. As of December 31, 2008 our severance pay liability was \$439,000.

We have attempted to identify additional significant uncertainties and other factors affecting forward-looking statements in the Risk Factors section that appears in Item 3 Key Information.

## ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### A. Directors and Senior Management

Set forth below are the name, age, principal position and a biographical description of each of our directors and executive officers:

Name	Age	Position
Herzle Bodinger	66	Chairman of the board and President
Zvi Alon	55	Chief Executive Officer
Dov Sella	53	Vice President Marketing and Sales
Shiri Lazarovich	34	Chief Financial Officer
Oleg Kiperman	55	Chief Technology Officer
Adrian Berg	61	Director
Roy Kui Chuen Chan	62	Director
Ben Zion Gruber	50	Director
Michael Letchinger	53	Director
Nurit Mor	65	Outside director
Eli Akavia	61	Outside director

Messrs. Chan and Gruber will serve as directors until our 2009 annual general meeting of shareholders. Mr. Berg will serve as a director until our 2011 annual general meeting of shareholders. Messrs. Bodinger and Letchinger will serve as directors until our 2010 annual general meeting of shareholders.



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Ms. Mor and Mr. Akavia will serve as outside directors pursuant to the provisions of the Israeli Companies Law for three-year terms until our 2009 annual general meeting of shareholders. Pursuant to the provisions of the Israeli Companies Law their term may be extended for one additional three-year period. However, the term of office of outside Directors in a company whose shares are traded outside of Israel may be further extended by additional periods of three years if: (i) the audit committee and, subsequently, the board of directors of the Company confirms that the reelection for an additional term is for the benefit of the company, taking into account the outside director's expertise and special contribution to the function of the board of directors and its committees, (ii) the reelection was approved by the shareholders in accordance with the special majority requirements for the election of outside directors and (iii) the shareholders, were informed of the term previously served by such outside director and of the grounds for the audit committee and board of directors resolution to recommend the extension of the outside director's term of office.

**Herzle Bodinger** has served as our chairman of the Board of Directors since July 1998 and since 2001 has served as our president as well. General (Res.) Bodinger first joined us in May 1997 as the president of our U.S. subsidiary and was appointed our chief executive officer in June 1998. He served as our chief executive officer from 1998 until 2001 and served once again in this position from June 2006 until July 2007. General (Res.) Bodinger served as the Commander of the Israeli Air Force from January 1992 through July 1996. During the last 35 years of his service, he also served as a fighter pilot while holding various command positions. General (Res.) Bodinger holds a B.A. degree in Economics and Business Administration from the Bar-Ilan University and completed the 100th Advanced Management Program at Harvard University.

**Zvi Alon** has served as our chief executive officer since July 2007. Mr. Alon joined us in January 2000 and served as our vice president and chief operating officer until March 2003 when he was appointed vice president of marketing and sales. From 1982 to 1999, Mr. Alon served in various managerial positions with the Israel Aircraft Industries, as director of business development and marketing, director of electrical and avionics engineering, avionics programs manager and group leader and operational definition officer of the Lavi project office. Previously, Mr. Alon served in the Israeli Air Force for ten years. Mr. Alon holds a B.Sc. degree in Mathematics and Computer Science and a M.Sc. degree in Computer Science, both from Tel Aviv University.

**Shiri Lazarovich** has served as our chief financial officer since December 2007. Ms. Lazarovich served as our controller since September 2004. Prior to that and from January 2000 she served as a manager in the accountant, assurance and business advisory services department of PricewaterhouseCoopers, Israel. Ms. Lazarovich holds bachelor degrees in Accounting and in Economics from the Hebrew University of Jerusalem and is a Certified Public Accountant in Israel.

**Dov Sella** has served as our vice president of marketing and sales since July 2007. Prior to that, and since January 2003, Mr. Sella served as our chief operating officer. Mr. Sella has over 20 years of senior management and product development experience. From 1982 until 1997 Mr. Sella worked for Elbit Systems Ltd., a leading Israeli defense contractor. Among his positions at Elbit were director of programs, director of avionics engineering and director of business development. Between 1997 and 2000, Mr. Sella served as executive vice president and vice president of business development and vice president of research and development of UltraGuide Ltd., a medical devices start-up. During the three years prior to joining our company, Mr. Sella was the president of NeuroVision Inc., a medical technology start-up. Mr. Sella has a B.Sc. degree (cum laude) in Computer Engineering from the Technion Israel Institute of Technology (Technion). He served as a fighter aircraft navigator in the Israeli Air Force.

**Oleg Kiperman** has served as our chief technology officer since July 2007. Mr. Kiperman joined us in 1984 as project manager of several embedded avionics development programs and in 2000 was nominated as our director of engineering. From 1982 until 1984 Mr. Kiperman served as a hardware development team leader at Tadiran (developing digital communication systems). From 1977 until 1982 Mr. Kiperman served as a senior engineer in the IAF Weapons Control Branch. Mr. Kiperman holds a B.Sc. in Electrical Engineering from the Technion.

**Adrian Berg** has served as a director since November 1997. Mr. Berg is a designee of Horsham Enterprises Ltd. Since 1976, Mr. Berg has been a chartered accountant and senior partner at the U.K. firm, Alexander & Co., Chartered Accountants. Mr. Berg holds a B.Sc. degree in Industrial Administration from the University of Salford and received his qualification as a fellow of the U.K. Institute of Chartered Accountants in 1973 after he completed three years of training at Arthur Andersen & Co.

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**Roy Kui Chuen Chan** has served as a director since November 1997. Mr. Chan is a designee of Horsham Enterprises Ltd. Mr. Chan has been legal consultant to Yeung Chi Shing Estates Limited, a Hong Kong holding company with major interests in hotels and real estate in Hong Kong, China, the U.S., Canada and Australia, and its international group of companies, since 1984. Mr. Chan presently serves as legal counsel to several Hong Kong companies, including Horsham Enterprises Ltd. Mr. Chan received his qualification as a solicitor and has been a member of the U.K. bar since 1979 after he completed five years of training at Turners Solicitors.

**Ben Zion Gruber** was elected as a director designee of the shareholders (excluding Howard Yeung) that participated in the private placement of our shares in June 2002. Mr. Gruber is a founder and manager of several real estate and construction companies and an entrepreneur involved in several hi-tech companies. Mr. Gruber is a Colonel (Res.) of the Israeli Defense Forces serving as Brigadier Commander of a tank battalion. Mr. Gruber holds an M.A. degree in Behavioral Sciences from Tel Aviv University, a B.Sc. degree in Engineering of microcomputers from Lev Technology Institute and is currently studying for his PhD degree in Behavioral Sciences at the University of Middlesex, England. In addition Mr. Gruber is a graduate of a summer course in Business Administration at Harvard University, as well as several other courses and training in management, finance and entrepreneurship. Mr. Gruber is a member of the Board of Employment Service of the Government of Israel. He also serves on the boards of directors of the Company for Development of Efrat Ltd., and the Association of Friends of Kefar Shaul Hospital. Mr. Gruber serves on the Ethics Committees of the Eitanim and Kefar Shaul Hospitals as well as a director of several other charitable organizations.

**Michael Letchinger** was elected as a director designee of Horsham Enterprises Ltd. in November 2004. Since 2000, Mr. Letchinger has been General Counsel and Senior Vice President-Managing of Potomac Golf Properties, LLC, a company engaged in real estate development and free standing golf facilities. From 1994 to 2000, Mr. Letchinger was General Counsel and Senior Vice President-Managing of Potomac Development Associates, a sister company of Potomac Golf Properties, LLC. Mr. Letchinger holds a B.A. degree in economics from Brandeis University, Waltham, Massachusetts, and a JD from University of Chicago Law School.

**Nurit Mor** has served as one of our outside directors since August 2006. Ms. Mor has since September 2005 served as an outside director of Aspen Real Estate Ltd. and from May 2004 Ms. Mor has served as an outside director of I.B.I Investment House Ltd., both Israeli public companies. From 1973 to 2003 Ms. Mor served in senior positions in the Bank of Israel, including public complaints and banking supervision department. Ms. Mor holds a B.A. degree in Economics and Statistics a diploma in Business Administration from the Hebrew University, Jerusalem, and an M.A. degree in Labor Studies from the Tel Aviv University.

**Eli Akavia** has served as one of our outside directors since August 2006. Mr. Akavia has since August 2002 served as an independent consultant in accounting and audit issues. From 1979 to 2002, Mr. Akavia served as partner in various positions in Luboshitz Kasierer, which was merged into Kost, Forer, Gabbay & Kasierer which is currently a member firm of Ernst & Young Global. Mr. Akavia also serves as a director of Eden Springs Ltd., On Track Innovation Ltd, Starling Ltd and in Eshld Ltd Direct funds, all of which are public Israeli companies. Mr. Akavia has been a Certified Public Accountant (Israel) since 1975 and holds a B.Sc. degree in Mathematics and Economics from the Hebrew University in Jerusalem and an M.B.A. degree from the Tel Aviv University.

Yuval Dan-Gur, our former VP of engineering, resigned as of December 2008.

### B. Compensation

The following table sets forth all compensation we paid with respect to all of our directors and executive officers as a group for the year ended December 31, 2008.

	Salaries, fees, commissions and bonuses	Pension, retirement and similar benefits
All directors and executive officers as a group, consisting of 12 persons	\$ 836,544	\$ 322,617

During the year ended December 31, 2008, we paid each of our outside directors a per meeting attendance fee of NIS 1,000 (\$279) plus an annual fee of NIS 18,000 (\$5,017).

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As of December 31, 2008, our directors and executive officers as a group, consisting of twelve persons, held options to purchase an aggregate of 589,666 ordinary shares, at exercise prices ranging from \$2.07 to \$3.42 per share, vesting over three years. These options were issued under our 2003 Stock Option Plan and expire in 2013. In 2008, 261,000 options having an exercise price of \$2.14 were granted under the 2003 Plan repricing 258,000 options with an exercise price of \$4.02 that were cancelled.

### C. Board Practices

#### Introduction

According to the Israeli Companies Law and our articles of association, the management of our business is vested in our board of directors. The board of directors may exercise all powers and may take all actions that are not specifically granted to our shareholders. Our executive officers are responsible for our day-to-day management. The executive officers have individual responsibilities established by our chief executive officer and board of directors. Executive officers are appointed by and serve at the discretion of the board of directors, subject to any applicable agreements.

#### Election of Directors

Our articles of association provide for a board of directors consisting of no less than two and no more than eleven members or such other number as may be determined from time to time at a general meeting of shareholders. All the directors in the company must be qualified to serve as a director and the time required for such position, taking into consideration the type and size of the company and the scope and complexity of its operation. The directors must provide the electing general meeting with a detailed declaration as to the compliance with the above-listed requirements. Our board of directors is currently composed of seven directors.

Pursuant to our articles of association, the board of directors is divided into three classes (other than outside directors). Generally, at each annual meeting of shareholders one class of directors (other than outside directors) is elected for a term of three years by a vote of the holders of a majority of the voting power represented and voting at such meeting. All the members of our board of directors (except the outside directors as detailed below) may be reelected upon completion of their term of office. The majority of directors may appoint additional directors to fill any vacancies in the board of directors until the next general meeting; provided, however that the total number of directors will not exceed the maximum number, if any, fixed by or in accordance with our articles of association, and that if the total number of directors decreases below six, the board of directors may call a general meeting of shareholders, so that following such meeting there will be at least six directors in office.

Messrs. Chan and Gruber are Class A directors and will hold office until the Annual General Meeting of Shareholders to be held in 2009. Messrs. Bodinger and Letchinger are Class B directors and will hold office until the Annual General Meeting of Shareholders to be held in 2010. Mr. Berg is a Class C director and will hold office until the Annual General Meeting of Shareholders to be held in 2011.

Ms. Mor and Mr. Akavia are outside directors and will hold office until our 2009 Annual General Meeting of Shareholders.

We do not follow the requirements of the NASDAQ Marketplace Rules with regard to the nomination process of directors and instead follow Israeli law and practice. See below in this Item 6C. Directors, Senior Management and Employees - Board Practices - NASDAQ Marketplace Rules and Home Country Practices.

#### Outside and Independent Directors

*Outside Directors.* Under the Israeli Companies Law, companies incorporated under the laws of the State of Israel whose shares have been offered to the public are required to appoint at least two outside directors. The Israeli Companies Law provides that a person may not be appointed as an outside director if the person, or the person's relative, partner, employer or an entity under that person's control, has or had during the two years preceding the date of appointment any affiliation with the company, or any entity controlling, controlled by or under common control with the company. The term "relative" means a spouse, sibling, parent, grandparent, child or child of spouse or spouse of any of the above. The term "affiliation" includes an employment relationship, a business or professional relationship maintained on a regular basis, control and service as an office holder, as such term is defined below, excluding service as an outside director of a company that is offering its shares to the public for the first time.

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In addition, no person may serve as an outside director if the person's position or other activities create, or may create a conflict of interest with the person's responsibilities as director or may otherwise interfere with the person's ability to serve as director. If, at the time an outside director is appointed, all current members of the board of directors are of the same gender, then that outside director must be of the other gender. A director of one company may not be appointed as an outside director of another company if a director of the other company is acting as an outside director of the first company at such time.

As of 2006, at least one of the elected outside directors must have accounting and financial expertise and any other outside director must have accounting and financial expertise or professional qualification, as such terms are defined by regulations promulgated under the Israeli Companies Law. This requirement does not apply to outside directors appointed prior to 2006. However, if at least one of our directors meets the independence requirements of the Securities Exchange Act of 1934, as amended, and the standards of The Nasdaq Global Market rules for membership on the audit committee and also has financial and accounting expertise as defined in the Companies Law and applicable regulations, then our outside directors are required to meet the professional requirement only.

Outside directors are elected at our annual general meeting of shareholders. The shareholders voting in favor of their election must include at least one-third of the shares of the non-controlling shareholders of the company who voted on the matter. This minority approval requirement need not be met if the total shareholdings of those non-controlling shareholders who vote against their election represent 1% or less of all of the voting rights in the company. The initial term of an outside director is three years and he or she may be reelected to additional terms of three years. However, the term of office of an outside director in a company whose shares are traded also outside of Israel, may further be extended if all of the following conditions are met: (i) the audit committee and, subsequently, the board of directors of the Company confirms that the reelection for an additional term is for the benefit of the company, taking into account the outside director's expertise and special contribution to the function of the board of directors and its committees, (ii) the reelection was approved by the shareholders in accordance with the special majority requirements for the election of outside directors and (iii) the shareholders, were informed of the term previously served by such outside director and of the grounds for the audit committee and board of directors resolution to recommend the extension of the outside director's term of office.

Outside directors can be removed from office only by the same special percentage of shareholders as can elect them, or by a court, and then only if the outside directors cease to meet the statutory qualifications with respect to their appointment or if they violate their duty of loyalty to the company. If the vacancy of an outside director position causes the company to have fewer than two outside directors, the board of directors is required under the Companies Law to call a special general meeting of the company's shareholders as soon as possible to appoint a new outside director.

Any committee of the board of directors must include at least one outside director and the audit committee must include all of the outside directors. An outside director is entitled to compensation as provided in regulations promulgated under the Israeli Companies Law and is otherwise prohibited from receiving any other compensation, directly or indirectly, in connection with such service. All outside directors shall receive the same annual compensation from the company; however, if the company has declared an outside director as an expert outside director, as such term is defined under the Companies Regulations; it can pay him or her a higher remuneration in comparison to the other outside directors. Moreover, if an outside director also serves as an independent director under NASDAQ Market Rules and therefore has additional liability, he or she is entitled to receive the highest remuneration permitted under the Companies Regulations.

*Independent Directors.* In general, NASDAQ Marketplace Rules require that the board of directors of a NASDAQ-listed company have a majority of independent directors and its audit committee must have at least three members and be comprised only of independent directors, each of whom satisfies the respective independence requirements of NASDAQ and the Securities and Exchange Commission. However, foreign private issuers, such as our company, may follow certain home country corporate governance practices instead of certain requirements of the NASDAQ Marketplace Rules. We do not follow the requirement of the NASDAQ Marketplace Rules to maintain a majority of independent directors on our board and instead follow Israeli law and practice. See below in this Item 6C. Directors, Senior Management and Employees - Board Practices - NASDAQ Marketplace Rules and Home Country Practices. However, in accordance with the rules of the Securities and Exchange Commission and NASDAQ, we have mandated three independent directors, as defined by the rules of the Securities and Exchange Commission and NASDAQ Marketplace, on our audit committee.

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Our board of directors has determined that Ms. Mor and Mr. Akavia both qualify as independent directors under the Securities and Exchange Commission and NASDAQ requirements and as outside directors under the Israeli Companies Law requirements. Our board of directors has further determined that Mr. Gruber qualifies as an independent director under the Securities and Exchange Commission and NASDAQ requirements.

We do not follow the requirements of the NASDAQ Marketplace Rules with regard to regularly scheduled meetings of independent directors. Under Israeli law outside directors are not required to hold executive sessions. See below in this Item 6C. Directors, Senior Management and Employees - Board Practices - NASDAQ Marketplace Rules and Home Country Practices.

Pursuant to a recent amendment to the Israeli Companies Law, an Israeli company whose shares are publicly traded may elect to adopt a provision in its articles of association pursuant to which a majority of its board of directors will constitute individuals complying with certain independence criteria prescribed by the Israeli Companies Law. We have not included such a provision in our articles of association since our board of directors complies with the independent director requirements of the NASDAQ Marketplace Rules described above.

A recent amendment to the Israeli Companies Law provides that publicly traded company is entitled to nominate independent directors, which shall have all the qualifications of an outside director; however, he or she is not subject to the accounting and financial expertise or professional qualification requirements and may be elected and removed from office by a simple majority vote of the general shareholders meeting. The nomination of independent directors shall be made only after the company has incorporated into its Articles of Association a provision regarding the number or percentage of independent and outside directors to be nominated in the company.

### **Committees of the Board of Directors**

*Audit Committee.* Under the Companies Law, the board of directors of any public company must also appoint an audit committee comprised of at least three directors including all of the outside directors, but excluding the chairman of the board of directors; controlling shareholder or a relative of a controlling shareholder; and any director employed by the company or who provides services to the company on a regular basis. Our audit committee, established in accordance with Section 114 of the Israeli Companies Law and Section 3(a)(58)(A) of the Securities Exchange Act of 1934, 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 public accountants qualifications and independence, the performance of our internal audit function and independent public accountants, finding any defects in the business management of our company for which purpose the audit committee may consult with our independent auditors and internal auditor, proposing to the board of directors ways to correct such defects, and such other duties as may be directed by our board of directors.

Our audit committee also has the responsibility of approving related-party transactions as required by Israeli law. Under Israeli law, an 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 two outside directors are serving as members of the audit committee and at least one of the outside directors was present at the meeting in which an approval was granted.

Our audit committee is generally authorized to investigate any matter within the scope of its responsibilities and has the power to obtain from our internal auditing unit, our independent auditors or any other officer or employee any information that is relevant to such investigations. Our Audit Committee also has the right to hire independent counsel and accountants to assist it in any investigation that it may instigate.

The current members of our audit committee are Ms. Nurit Mor and Messrs Eli Akavia and Ben Zion Gruber, each of whom satisfies the independence requirements of both the Securities and Exchange Commission and NASDAQ. We also comply with Israeli law requirements for audit committee members. The audit committee meets at least once each quarter.

*Compensation committee.* Our board of directors established a compensation committee composed of Ms. Nurit Mor and Mr. Adrian Berg. The compensation committee is authorized to determine all compensations issues, including the administration of our option plans subject to general guidelines determined by our board of directors from time to time. The compensation committee will also make recommendations to our board of directors in connection with the terms of employment of our chief executive officer and president.



## Internal Audit

The Israeli Companies Law also requires the board of directors of a public company to appoint an internal auditor nominated by the audit committee. An internal audit must satisfy the Israeli Companies Law's independence requirements. The role of the internal auditor is to examine, among other things, the compliance of the company's conduct with applicable law and orderly business practice. Our internal auditor complies with the requirements of the Israeli Companies Law.

## Directors Service Contracts

We do not have any service contracts with our directors. There are no arrangements or understandings between us and any of our subsidiaries, on the one hand, and any of our directors, on the other hand, providing for benefits upon termination of their employment or service as directors of our company or any of our subsidiaries.

## Approval of Related Party Transactions Under Israeli Law

### *Fiduciary Duties of Office Holders*

The Israeli Companies Law codifies the fiduciary duties that office holders, including directors and executive officers, owe to a company. An office holder is defined in the Israeli Companies Law as a director, general manager, chief business manager, deputy general manager, vice general manager, other manager directly subordinate to the general manager or any other person assuming the responsibilities of any of the foregoing positions without regard to such person's title. An office holder's fiduciary duties consist of a duty of care and a duty of loyalty. The duty of care requires an office holder to act at a level of care that a reasonable office holder in the same position would employ under the same circumstances. This includes the duty to utilize reasonable means to obtain (i) information regarding the appropriateness of a given action brought for his approval or performed by him by virtue of his position and (ii) all other information of importance pertaining to the foregoing actions. The duty of loyalty includes (i) avoiding any conflict of interest between the office holder's position in the company and any other position he holds or his personal affairs, (ii) avoiding any competition with the company's business, (iii) avoiding exploiting any business opportunity of the company in order to receive personal gain for the office holder or others, and (iv) disclosing to the company any information or documents relating to the company's affairs that the office holder has received due to his position as an office holder.

### *Disclosure of Personal Interests of an Office Holder*

The Israeli Companies Law requires that an office holder promptly, and no later than the first board meeting at which such transaction is considered, disclose any personal interest that he or she may have and all related material information known to him or her and any documents in their position, in connection with any existing or proposed transaction by us. In addition, if the transaction is an extraordinary transaction, that is, a transaction other than in the ordinary course of business, other than on market terms, or likely to have a material impact on the company's profitability, assets or liabilities, the office holder must also disclose any personal interest held by the office holder's spouse, siblings, parents, grandparents, descendants, spouse's descendants and the spouses of any of the foregoing, or by any corporation in which the office holder or a relative is a 5% or greater shareholder, director or general manager or in which he or she has the right to appoint at least one director or the general manager.

### *Approval of Transactions with Office Holders*

Under the Israeli Companies Law, all arrangements as to compensation of office holders who are not directors require approval by the board of directors, and exculpation, insurance and indemnification of, or an undertaking to, indemnify an office holder who is not a director requires both board of directors and audit committee approval. The compensation of office holders who are directors must be approved by our audit committee, board of directors and shareholders.

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Some transactions, actions and arrangements involving an office holder (or a third party in which an office holder has an interest) must be approved by the board of directors or as otherwise provided for in a company's articles of association, however, a transaction that is adverse to the company's interest may not be approved. In some cases, such a transaction must be approved by the audit committee and by the board of directors itself, and under certain circumstances shareholder approval may be required. A director who has a personal interest in a transaction that is considered at a meeting of the board of directors or the audit committee may not be present during the board of directors or audit committee discussions and may not vote on the transaction, unless the transaction is not an extraordinary transaction or the majority of the members of the board or the audit committee have a personal interest, as the case may be. In the event the majority of the members of the board of directors or the audit committee have a personal interest, then the approval of the general meeting of shareholders is also required.

### *Disclosure of Personal Interests of a Controlling Shareholder; Approval of Transactions with Controlling Shareholders*

The disclosure requirements which apply to an office holder also apply to a controlling shareholder with respect to his or her personal interest in any existing or proposed transaction by us. The Israeli Companies Law provides that an extraordinary transaction with a controlling shareholder or an extraordinary transaction with another person in whom the controlling shareholder has a personal interest or a transaction with a controlling shareholder or his relative regarding terms of service and employment, must be approved by the audit committee, the board of directors and shareholders. The shareholder approval for such a transaction must include at least one-third of the shareholders who have no personal interest in the transaction who voted on the matter (not including abstentions). The transaction can be approved by shareholders without this one-third approval if the total shareholdings of those shareholders who have no personal interest and voted against the transaction do not represent more than one percent of the voting rights in the company.

Under the Companies Regulations (Relief from Related Party Transactions), 5760-2000, promulgated under the Israeli Companies Law, as amended, certain extraordinary transactions between a public company and its controlling shareholder(s) do not require shareholder approval. In addition, under such regulations, directors' compensation and employment arrangements in a public company do not require the approval of the shareholders if both the audit committee and the board of directors agree that such arrangements are solely for the benefit of the company. Also, employment and compensation arrangements for an office holder that is a controlling shareholder of a public company do not require shareholder approval if certain criteria are met. The foregoing exemptions from shareholder approval will not apply if one or more shareholders holding at least 1% of the issued and outstanding share capital of the company or of the company's voting rights, objects to the use of these exemptions provided that such objection is submitted to the company in writing not later than fourteen days from the date of the filing of a report regarding the adoption of such resolution by the company pursuant to the requirements of the Israeli Securities Law. If such objection is duly and timely submitted, then the transaction or compensation arrangement of the directors will require shareholders' approval as detailed above.

In addition, a private placement of securities that will (i) cause a person to become a controlling shareholder or (ii) increase the relative holdings of a shareholder that holds 5% or more of the company's outstanding share capital, or (iii) will cause any person to become, as a result of the issuance, a holder of more than 5% of the company's outstanding share capital in a private placement in which 20% or more of the company's outstanding share capital prior to the placement are offered, the payment for which (in whole or in part) is not in cash or not under market terms, requires approval by the board of directors and the shareholders of the company.

The Israeli Companies Law provides that an acquisition of shares in a public company must be made by means of a tender offer if as a result of the acquisition the purchaser would become a 25% or greater shareholder of the company. This rule does not apply if there is already another 25% or greater shareholder of the company. Similarly, the Israeli Companies Law provides that an acquisition of shares in a public company must be made by means of a tender offer if as a result of the acquisition the purchaser would hold greater than a 45% interest in the company, unless there is another shareholder holding more than a 45% interest in the company. These requirements do not apply if, in general, the acquisition was made in a private placement that received shareholder approval, (i) was from a 25% or greater shareholder of the company which resulted in the acquirer becoming a 25% or greater shareholder of the company, if there is not already a 25% or greater shareholder of the company, or (ii) was from a shareholder holding a 45% interest in the company which resulted in the acquirer becoming a holder of a 45% interest in the company if there is not already a 45% or greater shareholder of the company.

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If, as a result of an acquisition of shares, the acquirer will hold more than 90% of a public company's outstanding shares or a class of shares, the acquisition must be made by means of a tender offer for all of the outstanding shares or a class of shares. If less than 5% of the outstanding shares are not tendered in the tender offer, all the shares that the acquirer offered to purchase will be transferred to the acquirer. The Israeli Companies Law provides for appraisal rights if any shareholder files a request in court within three months following the consummation of a full tender offer. If more than 5% of the outstanding shares are not tendered in the tender offer, then the acquirer may not acquire shares in the tender offer that will cause his shareholding to exceed 90% of the outstanding shares.

### **Exculpation, Indemnification and Insurance of Directors and Officers**

#### *Exculpation of Office Holders*

The Israeli Companies Law provides that an Israeli company cannot exculpate an office holder from liability with respect to a breach of his or her duty of loyalty. If permitted by its articles of association, a company may exculpate in advance an office holder from his or her liability to the company, in whole or in part, with respect to a breach of his or her duty of care. However, a company may not exculpate in advance a director from his or her liability to the company with respect to a breach of his duty of care in the event of distributions.

#### *Insurance of Office Holders*

The Israeli Companies Law provides that a company may, if permitted by its articles of association, enter into a contract to insure office holders in respect of liabilities incurred by the office holder with a respect to an act performed in his or her capacity as an office holder, as a result of:

- a breach of the office holder's duty of care to the company or to another person;
- a breach of the office holder's duty of loyalty to the company, provided that the office holder acted in good faith and had reasonable cause to assume that his or her act would not prejudice the company's interests; or
- a financial liability imposed upon the office holder in favor of another person.

#### *Indemnification of Office Holders*

The Israeli Companies Law provides that a company may, if permitted by its articles of association, indemnify an office holder for acts or omissions performed by the office holder in such capacity for:

- a monetary liability imposed on the office holder in favor of another person by any judgment, including a settlement or an arbitrator's award approved by a court;
- reasonable litigation expenses, including attorney's fees, actually incurred by the office holder as a result of an investigation or proceeding instituted against him or her by a competent authority, provided that such investigation or proceeding concluded without the filing of an indictment against the office holder or the imposition of any monetary liability in lieu of criminal proceedings, or concluded without the filing of an indictment against the office holder and a monetary liability was imposed on the officer holder in lieu of criminal proceedings with respect to a criminal offense that does not require proof of criminal intent; and
- reasonable litigation expenses, including attorneys' fees, incurred by the office holder or which were imposed on him or her by a court, in an action instituted by the company or on the company's behalf or by another person, against the office holder, or in a criminal charge from which he was acquitted, or in a criminal proceeding in which the office holder was convicted of a criminal offense which does not require proof of criminal intent.

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In accordance with the Israeli Companies Law, a company's articles of association may permit the company to:

- prospectively undertake to indemnify an office holder, except that with respect to a monetary liability imposed on the office holder by any judgment, settlement or court-approved arbitration award, the undertaking must be limited to types of events which the company's board of directors deems foreseeable considering the company's actual operations at the time of the undertaking, and to an amount or standard that the board of directors has determined as reasonable under the circumstances.
- retroactively indemnify an office holder of the company.

### *Limitations on Exculpation, Insurance and Indemnification*

The Israeli Companies Law provides that neither a provision of the articles of association permitting the company to enter into a contract to insure the liability of an office holder, nor a provision in the articles of association or a resolution of the board of directors permitting the indemnification of an office holder, nor a provision in the articles of association exculpating an office holder from duty to the company shall be valid, where such insurance, indemnification or exculpation relates to any of the following:

- a breach by the office holder of his duty of loyalty unless, with respect to insurance coverage or indemnification, 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 committed intentionally or recklessly, unless the breach was committed only negligently.
- any act or omission done with the intent to unlawfully yield a personal benefit; or
- any fine or forfeiture imposed on the office holder.

Pursuant to the Israeli Companies Law, exculpation of, procurement of insurance coverage for, and an undertaking to indemnify or indemnification of, our office holders must be approved by our audit committee and our board of directors and, if the office holder is a director, also by our shareholders.

Our Articles of Association allow us to insure, indemnify and exempt our office holders to the fullest extent permitted by law, subject to the provisions of the Israeli Companies Law. We currently maintain a directors and officers liability insurance policy with per claim and aggregate coverage limit of \$7.5 million.

## **D. Employees**

On December 31, 2008, we employed 98 persons, of whom 41 were employed in research, development and engineering, 44 persons in manufacturing and logistics, 4 persons in sales and marketing, and 9 persons in administration and management and finance. All of our employees are located in Israel. In addition, CACS (our 80% owned subsidiary) employed 21 persons in China.

On December 31, 2007, we employed 92 persons, of whom 32 were employed in research, development and engineering, 47 persons in manufacturing and logistics, 4 persons in sales and marketing, and 9 persons in administration and management and finance. All of our employees are located in Israel. In addition, CACS (our 80% owned subsidiary) employed 24 persons in China.

On December 31, 2006, we employed 97 persons, of whom 30 were employed in research, development and engineering, 55 persons in manufacturing and logistics, 5 persons in sales and marketing, and 7 persons in administration and management and finance. All of our employees are located in Israel. In addition, CACS (our 80% owned subsidiary) employed 15 persons in China.

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Our technical employees have signed nondisclosure agreements covering all proprietary information that they might possess or to which they might have access. Employees are not organized in any union, although they are employed according to provisions established by the Israeli Ministry of Labor. 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 Industrialists Association) are applicable to our Israeli employees by order of the Israeli Ministry of Labor. These provisions concern mainly the length of the workday, minimum daily wages for professional workers, contributions to a pension fund, insurance for work-related accidents, procedures for dismissing employees, determination of severance pay and other conditions of employment. We generally provide our employees with benefits and working conditions beyond the required minimums. Under the collective bargaining agreements, the wages of most of our employees are linked to the Israeli consumer price index, although the extent of the linkage is limited.

Israeli law generally requires severance pay upon the retirement or death of an employee or termination of employment without due cause. Further, Israeli employees and employers are required to pay predetermined sums to the National Insurance Institute which is similar to the United States Social Security Administration; such amounts also include payments for national health insurance. Most of our ongoing severance obligations for our Israeli employees are provided for by monthly payments made by us for insurance policies to cover these obligations.

### E. Share Ownership

#### Beneficial Ownership of Executive Officers and Directors

The following table sets forth certain information as of March 31, 2009 regarding the beneficial ownership by each of our directors and executive officers:

Name	Number of Ordinary Shares Beneficially Owned <sup>(1)</sup>	Percentage of Ownership <sup>(2)</sup>
Herzle Bodinger (3) (4)	118,333	1.3%
Zvi Alon (3) (5)	100,000	1.1%
Dov Sella (3) (5)	100,000	1.1%
Shiri Lazarovich (3) (6)	18,666	*
Oleg Kiperman (3) (7)	57,667	*
Adrian Berg (8) (9)	31,283	*
Roy Kui Chuen Chan (10) (11)	21,833	*
Ben Zion Gruber (3)(12)	40,314	*
Michael Letchinger (13)		
Nurit Mor (3)		
Eli Akavia (3)		
All directors and executive officers as a group (11 persons)	488,096	5.2%

\* Less than 1%

- (1) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Ordinary shares relating to options and warrants currently exercisable or exercisable within 60 days of the date of this table are deemed outstanding for computing the percentage of the person holding such securities but are not deemed outstanding for computing the percentage of any other person. Except as indicated by footnote, and subject to community property laws where applicable, the persons named in the table above have sole voting and investment power with respect to all shares shown as beneficially owned by them.
- (2) The percentages shown are based on 8,858,553 ordinary shares issued and outstanding as of March 31, 2009.
- (3) The business addresses of Messrs. Bodinger, Alon, Sella, Kiperman, Gruber and Akavia and Ms. Mor and Ms. Lazarovich is c/o RADA Electronic Industries Ltd., 7 Giborei Israel Street, Netanya, Israel.
- (4) All such ordinary shares are subject to currently exercisable options granted under our 2003 stock option plan. 35,000 options at an exercise price of \$2.14 per share and 83,333 options at an exercise price of \$2.91 per share. The options expire in January 2013.



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- (5) All such ordinary shares are subject to currently exercisable options granted under our 2003 stock option plan. 33,333 options at an exercise price of \$2.07 per share and 66,667 options at an exercise price of \$2.40 per share. The options expire in January 2013.
- (6) All such ordinary shares are subject to currently exercisable options granted under our 1999 and 2003 stock option plans. 5,333 options at an exercise price of \$3.42 per share and 13,333 options at an exercise price of \$2.40 per share. 16,000 options expire in January 2013 and 2,666 options expire in December 2009.
- (7) All such ordinary shares are subject to currently exercisable options granted under our 1999 and 2003 stock option plan. 6,000 options at an exercise price of \$9.85 per share, 25,000 options at an exercise price of \$2.07 per share and 26,667 options at an exercise price of \$2.40 per share. 51,667 options expire in January 2013 and 6,000 options expire in December 2009.
- (8) The business address of Mr. Berg is Alexander & Co., 17 St. Ann's Square, Manchester M2 7PW, U.K.
- (9) Includes 29,750 ordinary shares subject to currently exercisable options granted under our stock option plan at an exercise price of \$2.14 per share. The options expire in January 2013.
- (10) The business address of Mr. Roy Chan is Gearhart Holdings (H.K.) Limited, 2202 Kodak House II, 39 Healthy Street, E. North Point, Hong Kong.
- (11) Includes 20,300 ordinary shares subject to currently exercisable options granted under our stock option plan at an exercise price of \$2.14 per share. The options expire in January 2013.
- (12) Includes 34,014 ordinary shares issuable upon currently exercisable warrants at an exercise price of \$1.88 per share that were issued in June 2007, and 6,300 ordinary shares subject to currently exercisable options granted under our stock option plans, at an exercise price of \$2.14 per share. Such options expire in January 2013.
- (13) The business address of Mr. Letchinger is 2709 Rittenhouse Street, Washington DC, 20015, USA.

### **Stock Option Plans**

#### **1999 Stock Option Plan**

Our 1999 Stock Option Plan, or the 1999 Plan, provides for the issuance of stock options to purchase an aggregate of 108,400 of our ordinary shares. The 1999 Plan, authorizes the issuance of options to key employees and consultants, including officers and directors of our company and its subsidiaries, who, are in position to contribute significantly to our success, in the judgment of the board of directors or, if appointed in the future, a committee which will administer the 1999 Plan. The board of directors or the committee will determine the number of shares covered by each option, and the formulation, within the limitations of the 1999 Plan, of the form of option.

Options granted under the 1999 Plan may be for a maximum term of ten years from the date of grant. The exercise price of an option granted to an employee may not be less than 60% of the fair market value of our ordinary shares on the date of grant of the option. The exercise price of an option to a non-employee director or consultant may not be less than 80% of the fair market value of our ordinary shares on the date of grant of the option. If any option expires without having been fully exercised, the shares with respect to which such option has not been exercised will be available for future grants.

Options may not be transferable by the optionee otherwise than by will or the laws of descent and distribution and during the optionee's lifetime are exercisable only by the optionee. Options terminate before their expiration dates one year after the optionee's death while in our employ, three months after the optionee's retirement for reasons of age or disability or involuntary termination of employment other than for cause, and immediately upon voluntary termination of employment or involuntary termination of employment for cause.

Our board of directors may, at its discretion, modify, revise or terminate the 1999 Plan at any time, except that the aggregate number of shares issuable pursuant to options may not be increased (except in the event of certain changes in our capital structure), the eligibility provisions and minimum option price may not be changed, or the permissible maximum term of options may not be increased without the consent of our shareholders.

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The 1999 Plan also contains provisions protecting optionees against dilution of the value of their options in the case of stock splits, stock dividends or other changes in our capital structure, in the event of any proposed reorganization or merger involving our company or in the event of any spin-off or distribution of assets to our shareholders.

As of March 31, 2009 options to purchase 165,400 ordinary shares were granted under the 1999 Plan at an average exercise price of \$9.63 per share. Of such options, 102,800 have been cancelled or forfeited. 62,600 options having an average exercise price of \$8.19 per share are outstanding and currently exercisable.

### 2003 Stock Option Plan

Our 2003 Stock Option Plan, or the 2003 Plan, provides for the issuance of stock options to purchase an aggregate of 666,667 of our ordinary shares. At the Company's Annual General meeting held in August, 2006, shareholder approve a 500,000 share increase in the number ordinary shares available for grant under the plan. Consequently, 1,166,667 shares are subject to this plan. Options under the 2003 Plan may be issued to employees including officers and directors of our company and its subsidiaries who, in the judgment of the board of directors based on the recommendation of our compensation committee, are in a position to contribute significantly to our success. The provisions of our 2003 Plan are designated to allow for the tax benefits promulgated under the Israeli Income Tax Ordinance [New Version]. Our board of directors has resolved that all options that will be granted to Israeli residents under the 2003 Plan will be taxable under the capital gains path. Pursuant to this path the profit realized by the employee is taxed as a capital gain (25%) if the options or shares are held by a trustee for at least 24 months from the end of the tax year in which such options were granted. If the shares are sold before the lapse of said 24 months period, the profit is re-characterized as ordinary income. The company is not allowed a corresponding salary expense, even in the event the profit is taxed as ordinary income. Otherwise, the terms of the 2003 Plan are substantially the same as those of the 1999 Plan.

In 2008, 261,000 options having an exercise price of \$2.14 were granted replacing 258,000 options that were granted in 2003; the options were cancelled and granted under the 2003 Plan to four directors of the Company.

As of March 31, 2009 options to purchase 1,452,000 ordinary shares were granted under the 2003 Plan at an average exercise price of \$2.80 per share of such options, 51,168 options have been exercised and 626,166 options were cancelled, expired or forfeited and 774,666 options remain outstanding of which options to purchase 571,972 ordinary shares having an average exercise price of \$2.54 per share are currently exercisable.

## ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

### A. Major Shareholders

Mr. Howard Yeung is the beneficial holder of 46% of our outstanding shares. In addition, Mr. Yeung currently holds convertible notes under which 1,435,407 ordinary shares are issuable upon conversion and currently exercisable warrants pursuant to which 1,578,947 ordinary shares are issuable. Accordingly, Mr. Howard Yeung may be deemed to control our company.

The following table sets forth certain information as of March 31, 2009, regarding the beneficial ownership by all shareholders known to us to own beneficially 5% or more of our ordinary shares:

<u>Name</u>	<u>Number of Ordinary Shares Beneficially Owned(1)</u>	<u>Percentage of Ownership(2)</u>
Howard P.L. Yeung (3) (4) (5)	7,061,872	59.5%
Kenneth Yeung (3) (6)	450,029	5.1%

- (1) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Ordinary shares relating to options currently exercisable or exercisable within 60 days of the date of this table are deemed outstanding for computing the percentage of the person holding such securities but are not deemed outstanding for computing the percentage of any other person. Except as indicated by footnote, and subject to community property laws where applicable, the persons named in the table above have sole voting and investment power with respect to all shares shown as beneficially owned by them.





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- (2) The percentages shown are based on 8,858,553 ordinary shares outstanding as of March 31, 2009.
- (3) Of the 7,061,872 ordinary shares, 450,029 shares are held by Horsham Enterprises Ltd., a corporation incorporated in the British Virgin Islands. Messrs. Howard P.L. Yeung and his brother Kenneth Yeung are the beneficial owners, in equal shares, of Horsham Enterprises Ltd. Accordingly, Messrs. Yeung may be deemed to be the beneficial owners of the ordinary shares held by Horsham Enterprises Ltd.
- (4) Includes 1,435,407 ordinary shares issuable upon conversion of convertible notes and 1,578,947 ordinary shares issuable upon the exercise of currently exercisable warrants.
- (5) The address of Messrs. Howard P.L. Yeung is 2202 Kodak House II, 39 Healthy Street, North Point, Hong Kong.
- (6) The address of Mr. Kenneth Yeung is 2202 Kodak Houge II, 39 Healthy Street, North Point, Hong Kong.

### **Significant Changes in the Ownership of Major Shareholders**

On December 10, 2007 we entered into a loan agreement with Mr. Yeung. Pursuant to such agreement, in consideration for a loan in the amount of \$3.0 million, we issued \$3.0 million principal amount of convertible notes to Mr. Yeung. The convertible notes will mature on December 10, 2010, bear interest at a rate of six month LIBOR plus 3.5% and are convertible into ordinary shares at a conversion price of \$2.09 per share. In addition, Mr. Yeung received warrants exercisable for a period of five years beginning on December 10, 2007 to purchase up to an aggregate of 1,578,947 ordinary shares at an exercise price of \$2.375 per share.

### **Major Shareholders Voting Rights**

Our major shareholders do not have different voting rights.

### **Record Holders**

Based on a review of the information provided to us by American Stock Transfer & Trust Company, our transfer agent, as of March 31, 2009, there were 163 holders of record of our ordinary shares, of which 144 record holders holding approximately 60.7% of our ordinary shares had registered addresses in the United States, including banks, brokers and nominees. These numbers are not representative of the number of beneficial holders of our shares nor are they representative of where such beneficial holders reside, since many of these ordinary shares were held of record by banks, brokers or other nominees

### **B. Related Party Transactions**

On December 10, 2007 we sold \$3.0 million of convertible notes to Mr. Yeung. The convertible notes will mature on December 10, 2010, bear interest at a rate of six month LIBOR plus 3.5% and are convertible into ordinary shares at a conversion price of \$2.09 per share. In addition, Mr. Yeung received warrants exercisable for a period of five years beginning on December 10, 2007 to purchase up to an aggregate of 1,578,947 ordinary shares at an exercise price of \$2.375 per share.

In July 2008, entered into a \$1.5 million loan agreement with Mr. Yeung in order to facilitate further development of our inertial navigation system technology. The loan was drawdown in two installments: in July (\$1.0 million) and in December 2008 (\$0.5 million). The loan bears interest at LIBOR plus 3% payable at the beginning of every quarter. Principal payments of \$90,000 are payable in six equal installments commencing on July 1, 2009 and the remaining principal is payable in eight equal installments, commencing on April 1, 2011. Subject to the approval of the IMOD, he will be granted a non-exclusive license to use the technology for non-military/commercial purposes. The non-exclusive license will automatically convert to an exclusive license should we default on any of our obligations under the loan agreement. We have also agreed in the future, subject to the approval of several governmental authorities including the IMOD, to establish a joint venture with Mr. Yeung or an affiliated entity that will be engaged in the production and marketing of such non-military/ commercial products and technology.

**C. Interests of Experts and Counsel**

Not applicable.

**ITEM 8. FINANCIAL INFORMATION**

**A. Consolidated Statements and Other Financial Information**

**Legal Proceedings**

In December 1998, Mr. Haim Nissenson, our former president and chief executive officer, filed a complaint against us and Mr. Herzle Bodinger, chairman of our Board of Directors and our president, in the Regional Labor Court of Tel Aviv (Case No. 3/4074/98 H. Nissenson v. RADA Electronic Industries Ltd. and others), seeking approximately NIS 2.0 million for salary, vacation and severance payments and other benefits that he was allegedly entitled to pursuant to his retirement agreement with us. In addition, Mr. Nissenson has also sought a permanent injunction and declarative relief, stating that a personal loan that was provided to him by us had been forgiven. In August 2000, we filed a claim against Mr. Nissenson in the Regional Court for Labor Disputes in Tel Aviv (Case No. 7049/00 RADA Electronic Industries Ltd. v. Nissenson.) for the amount of NIS 2.0 million the repayment of the loan we granted to Mr. Nissenson that allegedly was forgiven by us in Mr. Nissenson's retirement agreement, as mentioned above. The hearings of both Mr. Nissenson's and our claims in the Regional Court for Labor Disputes were joined. In February 2009, the Regional Labor Court determined that Mr., Nissenson is required to repay the \$485,000 of loans he received from us together with accrued interest and linkage differences as provided by law. The Court also denied all of Mr. Nissenson's claims and allegations against Mr. Herzle Bodinger, our current Chairman of the Board, as well as substantially all of Mr. Nissenson's claims against us, except for payment of recuperation fees and vacation fees in the aggregate amount of NIS 109,000, together with accrued interest and linkage differences, as provided by law. The Court found that the retirement agreement between us and Mr. Nissenson is null and void since it was not legally approved, tainted with misleading information provided by Mr. Nissenson and included provisions that were not properly approved by our Board of Directors.

We have reached a settlement in all other pending claims involving Messrs Nissenson, Dobronski, other current and former directors and officers and us. Pursuant to this settlement, it was agreed that all the claims that were filed in the following cases 6152-08-07 (old number 2514/99), 6159-08-07 (old number 1751/01), 2600-03-08 (old number 1158/01), 1845/05 in the District Court of Tel-Aviv, 56365/04 in the magistrate Court of Tel-Aviv and 29334/06 in the Magistrate Court of Tel Aviv were dismissed, while such agreement does not constitute a waiver by each party of any of its claims or otherwise an admission of the parties' claims. Pursuant to such agreement, we do not insist in our claims that Mr. Nissenson and Mr, Dobronski did not disclose their personal interest in Jetborne International, Ltd., as previously stated in our reports.

In January 2000, Vertical Integration Limited filed a claim against us with the District Court of Tel Aviv (Case No. 1120/00 Vertical Integration Limited v. RADA Electronic Industries Ltd) for the amount of \$250,000. It was alleged that at the beginning of 1997 Plaintiff entered into an agreement with us, whereby it was entitled to remuneration in the event that it would find an investor for us. The claim was dismissed by the District Court and it was held, inter alia, that the witnesses for the Plaintiffs were not credible. Plaintiffs appealed to the Supreme Court and their appeal was denied on 4.2.2009.

In May 2001, Mr. David Kenig, a former member of our board of directors, filed a claim against us in the District Court of Tel Aviv (Civil Case 1791/01 Kenig v. RADA Electronic Industries Ltd.) seeking a declaration that he is entitled to receive options to purchase 200,000 of our ordinary shares (after the reverse split) under the same terms and conditions as those granted by us to other directors in 1999, and an injunction enforcing us to issue such options to him. Based on legal advice, we believe that the claim has no merits. In July 2001, we filed a counter-claim in the amount of NIS 500,000. In the counter-claim we maintain that Mr. Kenig is personally responsible for executing Mr. Nissenson's retirement agreement and that in such capacity he breached his fiduciary and care duties towards us and should the Labor Court decide that the retirement agreement is valid and enforceable against us, then Mr. Kenig has to indemnify us for all the damages caused to us as a result of such Labor Court decision. The District Court has issued a stay of the hearings pending resolution of the Labor Court proceedings detailed above.

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In March 2007, Mr. David Kenig commenced an action against us in New York State Supreme Court alleging that we failed to provide him certain stock options to which he was entitled as a result of his service on the Board of Directors in the 1990s. Mr. Kenig alleged in his complaint that he was entitled to recover \$1.8 million from us. We moved to dismiss this complaint on several grounds. In December 2007, the court granted our motion to dismiss the action in its entirety. Mr. Kenig attempted to appeal from the dismissal, but did not do so in a timely fashion and his appeal was rejected. He subsequently made a motion to the appellate court in New York seeking additional time to prosecute his appeal. That motion was denied. Mr. Kenig has made a motion to the appellate court asking that court to reconsider its denial of his request for additional time to appeal. That motion was denied and Mr. Kenig's appeal from the order dismissing his claims was dismissed.

From time to time we are involved in legal proceedings arising from the operation of our business. Based on the advice of our legal counsel, management believes such other current proceedings will not have a material adverse effect on our financial position or results of operations.

### Dividend Distribution Policy

We have never paid cash dividends to our shareholders. We intend to retain future earnings for use in our business and do not anticipate paying cash dividends on our ordinary shares in the foreseeable future. Any future dividend policy will be determined by the board of directors and will be based upon conditions then existing, including our results of operations, financial condition, current and anticipated cash needs, contractual restrictions and other conditions as the board of directors may deem relevant.

According to the Israeli Companies Law, a company may distribute dividends out of its profits, so long as the company reasonably believes that such dividend distribution will not prevent the company from paying all its current and future debts. Profits, for purposes of the Israeli Companies Law, means the greater of retained earnings or earnings accumulated during the preceding two years. In the event cash dividends are declared, such dividends will be paid in NIS.

### B. Significant Changes

Since the date of the annual consolidated financial statements included in this annual report, no significant changes have occurred.

## ITEM 9. THE OFFER AND LISTING

### A. Offer and Listing Details

#### Annual Stock Information

The following table sets forth for each of the years indicated, the range of high ask and low bid prices of our ordinary shares on the NASDAQ National Market or the NASDAQ Capital Market:

<u>Year</u>	<u>High</u>	<u>Low</u>
2004	10.32	3.42
2005	5.64	3.18
2006	3.90	1.95
2007	3.00	1.95
2008	2.80	0.50

#### Quarterly Stock Information

The following table sets forth for each of the full financial quarters in the years indicated, the range of high ask and low bid prices of our ordinary shares on the NASDAQ Capital Market:

<u>2007</u>	<u>High</u>	<u>Low</u>
First Quarter	\$ 2.15	\$ 1.74
Second Quarter	2.20	1.42
Third Quarter	2.55	1.52

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Fourth Quarter 3.00 1.95

<u>2008</u>	<u>High</u>	<u>Low</u>
First Quarter	\$ 2.80	\$ 1.52
Second Quarter	2.20	1.68
Third Quarter	1.90	1.20
Fourth Quarter	1.54	0.50

**Monthly Stock Information**

The following table sets forth, for the most recent six months, the range of high ask and low bid prices of our ordinary shares on the NASDAQ Capital Market:

	<u>High</u>	<u>Low</u>
<b><u>2008</u></b>		
October	\$ 1.54	\$ 0.50
November	1.33	0.53
December	0.98	0.53
<b><u>2009</u></b>		
January	\$ 0.94	\$ 0.62
February	1.10	0.52
March (through March 30, 2009)	1.26	0.77

**B. Plan of Distribution**

Not applicable.

**C. Markets**

Our ordinary shares traded on the NASDAQ National Market under the symbol RADIF from 1985 until June 10, 2002 when the listing of our ordinary shares was transferred to the NASDAQ National Market. On December 13, 2005, we changed our symbol to RADI, and on March 15, 2007, we changed our symbol to RADA.

**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****Purposes and Objects of the Company**

We are registered with the Israeli Companies Registry and have been assigned company number 52-003532-0. Section 2 of our memorandum of association provides that we were established for the purpose of engaging in the business of providing services of planning, development, consultation and instruction in the electronics field. In addition, the purpose of our company is to perform various corporate activities permissible under Israeli law.



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On February 1, 2000, the Israeli Companies Law came into effect and superseded most of the provisions of the Israeli Companies Ordinance (New Version), 5743-1983, except for certain provisions which relate to liens, bankruptcy, dissolution and liquidation of companies. Under the Israeli Companies Law, as recently amended, various provisions, some of which are detailed below, overrule the current provisions of our articles of association.

### **The Powers of the Directors**

Under the provisions of the Israeli Companies Law, and our articles of association, a director cannot participate in a meeting nor vote on a proposal, arrangement or contract in which he or she is materially interested. In addition, our directors cannot vote compensation to themselves or any members of their body without the approval of our audit committee and our shareholders at a general meeting. See Item 6A. Directors, Senior Management and Employees Approval of Related Party Transactions Under Israeli Law.

The authority of our directors to enter into borrowing arrangements on our behalf is not limited, except in the same manner as any other transaction by us.

Under our articles of association, retirement of directors from office is not subject to any age limitation and our directors are not required to own shares in our company in order to qualify to serve as directors.

### **Rights Attached to Shares**

Our authorized share capital consists of 16,333,333 ordinary shares of a nominal value of NIS 0.015 each. All outstanding ordinary shares are validly issued, fully paid and non-assessable. The rights attached to the ordinary shares are as follows:

The rights attached to the ordinary shares are as follows:

*Dividend rights.* Holders of our ordinary shares are entitled to the full amount of any cash or share dividend subsequently declared. The board of directors may declare interim dividends and propose the final dividend with respect to any fiscal year only out of the retained earnings, in accordance with the provisions of the Israeli Companies Law. Our articles of association provide that the declaration of a dividend requires approval by an ordinary resolution of the shareholders, which may decrease but not increase the amount proposed by the board of directors. See Item 8A. Financial Information Consolidated and Other Financial Information Dividend Distribution Policy. If after one year a dividend has been declared and it is still unclaimed, the board of directors is entitled to invest or utilize the unclaimed amount of dividend in any manner to our benefit until it is claimed. We are not obligated to pay interest or linkage differentials on an unclaimed dividend.

*Voting rights.* Holders of ordinary shares have one vote for each ordinary share held on all matters submitted to a vote of shareholders. Such voting rights may be affected by the grant of any special voting rights to the holders of a class of shares with preferential rights that may be authorized in the future.

An ordinary resolution, such as a resolution for the declaration of dividends, requires approval by the holders of a majority of the voting rights represented at the meeting, in person, by proxy or by written ballot and voting on the matter. Under our articles of association, a special resolution, such as amending our memorandum of association or articles of association, approving any change in capitalization, winding-up, authorization of a class of shares with special rights, or other changes as specified in our articles of association, requires approval of a special majority, representing the holders of no less than 75% of the voting rights represented at the meeting in person, by proxy or by written ballot, and voting on the matter.

Pursuant to our articles of association, our directors are elected at our annual general meeting of shareholders for a term of three years by a vote of the holders of a majority of the voting power represented and voting at such meeting, and hold office until the third next annual general meeting of shareholders and until their successors have been elected. All the members of our Board of Directors (except the outside directors) may be reelected upon completion of their term of office. For information regarding the election of outside directors, see Item 6C. Directors, Senior Management and Employees Directors and Senior Management - Board Practices - Election of Directors.



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*Rights to share in the company's profits.* Our shareholders have the right to share in our profits distributed as a dividend and any other permitted distribution. See this Item 10B. Additional Information Memorandum and Articles of Association Rights Attached to Shares Dividend Rights.

*Rights to share in surplus in the event of liquidation.* In the event of our liquidation, after satisfaction of liabilities to creditors, our assets will be distributed to the holders of ordinary shares in proportion to the nominal value of their holdings. This right 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.

*Liability to capital calls by the company.* Under our memorandum of association and the Israeli Companies Law, the liability of our shareholders is limited to the par value of the shares held by them.

*Limitations on any existing or prospective major shareholder.* See Item 6A. Directors and Senior Management Approval of Related Party Transactions Under Israeli Law.

### **Changing Rights Attached to Shares**

According to our articles of association, in order to change the rights attached to any class of shares, unless otherwise provided by the terms of the class, such change must be adopted by a general meeting of the shareholders and by a separate general meeting of the holders of the affected class with a majority of 75% of the voting power participating in such meeting.

### **Annual and Special General Meetings**

The board of directors must convene an annual meeting of shareholders at least once every calendar year, within fifteen months of the last annual meeting. Depending on the matter to be voted upon, notice of at least 21 days or 35 days prior to the date of the meeting is required. Our board of directors may, in its discretion, convene additional meetings as special general meetings. In addition, the board must convene a special general meeting upon the demand of two of the directors, 25% of the nominated directors, one or more shareholders having at least 5% of the outstanding share capital and at least 1% of the voting power in the company, or one or more shareholders having at least 5% of the voting power in the company.

The quorum required for an ordinary meeting of shareholders consists of at least two shareholders present in person or represented by proxy who hold or represent, in the aggregate, at least one third of the voting rights of the issued share capital. A meeting adjourned for lack of a quorum generally is adjourned to the same day in the following week at the same time and place or any time and place as the directors designate in a notice to the shareholders. At the reconvened meeting, the required quorum consists of any two members present in person or by proxy.

### **Limitations on the Rights to Own Securities in Our Company**

Neither our memorandum of association or our articles of association nor the laws of the State of Israel restrict in any way the ownership or voting of shares by non-residents, except with respect to subjects of countries which are in a state of war with Israel.

### **Provisions Restricting Change in Control of Our Company**

The Israeli Companies Law requires that mergers between Israeli companies be approved by the board of directors and general meeting of shareholders of both parties to the transaction. The approval of the board of directors of both companies is subject to such board's confirmation that there is no reasonable doubt that after the merger the surviving company will be able to fulfill its obligations towards its creditors. Each company must notify its creditors about the contemplated merger. Generally, under the Israeli Companies Law, our articles of association are deemed to include a requirement that such merger be approved by a special resolution of the shareholders, as explained above. The approval of the merger by the general meetings of shareholders of the companies is also subject to additional approval requirements as specified in the Israeli Companies Law and regulations promulgated thereunder. See also Item 6A. Directors, Senior Management and Employees Directors and Senior Management Approval of Related Party Transactions Under Israeli Law. In addition, the purchase of 25% or more of the outstanding share capital of a company or the purchase of substantial assets of a company requires, under certain conditions the approval of the Restrictive Practices Authority. Furthermore if the target company has received tax incentives or grants from the Office of the Chief scientist, changes in ownership may require also the approval of the tax authorities or the Office of the Chief Scientist, as applicable.

## Disclosure of Shareholders Ownership

The Israeli Securities Law and regulations promulgated thereunder do not require a company whose shares are publicly traded solely in a stock exchange outside of Israel, as in the case of our company, to disclose its share ownership.

## Changes in Our Capital

Changes in our capital are subject to the approval of the shareholders at a general meeting by a special majority of 75% of the votes of shareholders participating and voting in the general meeting.

### C. Material Contracts

None.

### D. Exchange Controls

Israeli law and regulations do not impose any material foreign exchange restrictions on non-Israeli holders of our ordinary shares. In May 1998, a new general permit was issued under the Israeli Currency Control Law, 1978, which removed most of the restrictions that previously existed under such law, and enabled Israeli citizens to freely invest outside of Israel and freely convert Israeli currency into non-Israeli currencies.

Non-residents of Israel who purchase our ordinary shares will be able to convert dividends, if any, thereon, and any amounts payable upon our dissolution, liquidation or winding up, as well as the proceeds of any sale in Israel of our ordinary shares to an Israeli resident, into freely repairable dollars, at the exchange rate prevailing at the time of conversion, provided that the Israeli income tax has been withheld (or paid) with respect to such amounts or an exemption has been obtained.

Non-residents of Israel who purchase our ordinary shares will be able to convert dividends, if any, thereon, and any amounts payable upon our dissolution, liquidation or winding up, as well as the proceeds of any sale in Israel of our ordinary shares to an Israeli resident, into freely repairable dollars, at the exchange rate prevailing at the time of conversion, provided that the Israeli income tax has been withheld (or paid) with respect to such amounts or an exemption has been obtained.

### E. Taxation

The following is a discussion of Israeli and United States tax consequences material to us and 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.

Holders of our ordinary shares should consult their own tax advisors as to the United States, Israeli or other tax consequences of the purchase, ownership and disposition of ordinary shares, including, in particular, the effect of any foreign, state or local taxes.

## Israeli Tax Considerations

The following is a summary of the current tax structure applicable to companies in Israel, with special reference to its effect on us. The following also contains a discussion of the material Israeli tax consequences to purchasers of our ordinary shares and Israeli government programs benefiting us. This summary does not discuss all the aspects of Israeli tax law that may be relevant to a particular investor in light of his or her personal investment circumstances or to some types of investors subject to special treatment under Israeli law. Examples of this kind of investor include residents of Israel or traders in securities who are subject to special tax regimes not covered in this discussion. Since some parts of this discussion are based on new tax legislation that has not yet been subject to judicial or administrative interpretation, we cannot assure you that the appropriate tax authorities or the courts will accept the views expressed in this discussion.

## General Corporate Tax Rate

Israeli companies are subject to income tax on their worldwide income regardless of the territorial source of such income. The applicable rate for 2008 was 27%. The rate will be further reduced to 26% in 2009 and 25% in 2010 and thereafter. Capital gains derived after January 1, 2003 (the gains derived from the sale of listed securities that are taxed at the prevailing corporate tax rates) are subject to tax at a rate of 25%.

## Law for the Encouragement of Industry (Taxes), 1969

The Law for the Encouragement of Industry (Taxes), 1969, generally referred to as the Industry Encouragement Law, provides several tax benefits for industrial companies. We believe that we currently qualify as an Industrial Company within the meaning of the Industry Encouragement Law. The Industry Encouragement Law defines Industrial Company as a company resident in Israel, of which 90% or more of its income in any tax year, other than of income from defense loans, capital gains, interest and dividend, is derived from an Industrial Enterprise owned by it. An Industrial Enterprise is defined as an enterprise whose major activity in a given tax year is industrial production activity.

The following corporate tax benefits, among others, are available to Industrial Companies:

- Amortization of the cost of purchased know-how and patents and/or right to use a patent and know-how which are used for the development or advancement of the company, over an eight-year period;
- Accelerated depreciation rates on equipment and buildings;
- Under specified conditions, an election to file consolidated tax returns with additional related Israeli Industrial Companies; and
- Expenses related to a public offering are deductible in equal amounts over three years.

Eligibility for the benefits under the Industry Encouragement Law is not subject to receipt of prior approval from any governmental authority. We cannot assure that we qualify or will continue to qualify as an Industrial Company or that the benefits described above will be available in the future.

## Law for the Encouragement of Industrial Research and Development, 1984

Under the Law for the Encouragement of Industrial Research and Development, 1984, research and development programs approved by a governmental committee of the Office of the Chief Scientist are eligible for grants, in exchange for payment of royalties from revenues generated by the products developed in accordance with the program. Once a project is approved, the Office of the Chief Scientist will award grants between 20-50% of the project's approved budget, in exchange for royalties at a rate of 3% to 6%, depending on the date of approval of the project, of the proceeds from the sales of the products that are developed from projects funded by the Office of the Chief Scientist. These royalties must be paid beginning with the commencement of sales of those products and ending when 100% of the dollar value of the grant was repaid or, for projects approved after January 1, 1999, the dollar amount of the grant plus interest at the rate LIBOR for dollar deposits in a twelve-month period.

The terms of this Israeli governmental participation also require that the products developed with government grants be manufactured in Israel, unless a special governmental committee, in its discretion consents to manufacturing abroad. In addition, in the event that any of the manufacturing rights are transferred out of Israel, if approved by the special governmental committee, we may be required to pay royalties at a higher rate and be liable to an increased aggregate pay back amount depending on the portion of manufacturing performed outside of Israel, up to a maximum of 300% of the dollar amount of the grant, or of the dollar amount plus interest, as applicable. The technology developed pursuant to the terms of these grants may not be transferred outside of Israel, excluding several exceptions, which will be detailed below, and may be transferred to third parties within Israel only with the prior approval of the governmental committee. This approval is not required for the export of any products resulting from that research development. Approval of the transfer of technology within Israel may be granted only if the recipient abides by all of the provisions of this law and the regulations promulgated thereunder, including the restrictions on the transfer of know-how and the obligation to pay royalties in an amount that may be increased. There can be no assurance that this consent, requested at the time of a future transfer of technology, will be granted.

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In June 2005, an amendment to the Research Law became effective, which amendment was intended to make the Research Law more compatible with the global business environment by, among other things, relaxing restrictions on the transfer of manufacturing rights outside Israel and on the transfer of Office of the Chief Scientist-funded know-how outside of Israel.

The amendment permits the Office of the Chief Scientist, among other things, to approve the transfer of manufacturing rights outside Israel in exchange for an import of different manufacturing into Israel as a substitute, in lieu of demanding the recipient to pay increased royalties as described above.

The amendment further permits, under certain circumstances and subject to the Office of the Chief Scientist's prior approval, the transfer outside Israel of know-how that has been funded by Office of the Chief Scientist, generally in the following cases: (a) the grant recipient pays to the Office of the Chief Scientist a portion of the consideration paid for such funded know-how (according to certain formulas), (b) the grant recipient receives know-how from a third party in exchange for its funded know-how, or (c) such transfer of funded know-how arises in connection with certain types of cooperation in research and development activities.

The Research Law imposes reporting requirements with respect to certain changes in the ownership of a grant recipient. The law requires the grant recipient and its controlling shareholders and interested parties to notify the Office of the Chief Scientist of any change in control of the recipient or a change in the holdings of the means of control of the recipient that results in a foreign resident becoming an interested party directly in the recipient.

In addition, the rules of the Office of the Chief Scientist may require prior approval of the Office of the Chief Scientist or additional information or representations in respect of certain of such events. For this purpose, control is defined as the ability to direct the activities of a company other than any ability arising solely from serving as an officer or director of the company. A person is presumed to have control if such person holds 50% or more of the means of control of a company. Means of control refers to voting rights or the right to appoint directors or the chief executive officer. An interested party of a company includes a holder of 5% or more of its outstanding share capital or voting rights, its chief executive officer and directors, someone who has the right to appoint its chief executive officer or at least one director, and a company with respect to which any of the foregoing interested parties owns 25% or more of the outstanding share capital or voting rights or has the right to appoint 25% or more of the directors.

Accordingly, any foreign resident who acquires 5% or more of our ordinary shares will be required to notify the Office of the Chief Scientist that it has become an interested party and to sign an undertaking to comply with the Research Law.

Additionally, procedures regulated under the Research Law require the grant recipient to obtain the approval of the Office of the Chief Scientist, or the OCS, prior to a change in the holdings of the recipient or change in the holdings of the means of control of the recipient if the recipient's shares are being issued to a foreign person or entity and require the new foreign party to undertake to the Office of the Chief Scientist to comply with the Research Law.

We cannot assure you that we will receive OCS grants in the future. In addition, each application to the OCS is reviewed separately, and grants are based on the program approved by the research committee. Generally, expenditures supported under other incentive programs of the State of Israel are not eligible for grants from the OCS.

In order to meet certain conditions in connection with the grants and programs of the Office of the Chief Scientist, we have made some representations to the Israeli government about our future plans for our Israeli operations. From time to time the extent of our Israeli operations has differed and may in the future differ, from our representations. If, after receiving grants under certain of such programs, we fail to meet certain conditions to those benefits or if there is any material deviation from the representations made by us to the Israeli government, we could be required to refund to the State of Israel tax or other benefits previously received (including interest and consumer price index linkage difference) and would likely be denied receipt of such grants or benefits, and participation of such programs, thereafter.

### **Taxation under Inflationary Conditions**

The Income Tax Law (Inflationary Adjustments), 1985, generally referred to as the Inflationary Adjustments Law, represents an attempt to overcome the problems presented to a traditional tax system by an economy undergoing rapid inflation. On February 26, 2008, the Inflationary Adjustments Law was abolished effective as of January 1, 2008, subject however to transition provisions and other special provisions for prevention of distortion in tax calculations. The Inflationary Adjustments Law was highly complex. Its features, which were material to us, can be generally described as follows:

- Where a company's equity, as calculated under the Inflationary Adjustments Law, exceeds the depreciated cost of its fixed assets (as defined in the Inflationary Adjustments Law), a deduction from taxable income is permitted equal to the excess multiplied by the applicable annual rate of inflation. The maximum deduction permitted in any single tax year is 70% of taxable income, with the unused portion permitted to be carried forward, based on the change in the consumer price index. The unused portion that is carried forward may be deducted in full in the following year. Beginning in 2008 and thereafter no deduction will be permitted. However, the unused portion of deduction accumulated until December 31, 2007, will be deducted from the taxable income of 2008, with no adjustment to the inflation at 2008.
- If the company's depreciated cost of fixed assets exceeds its equity, then the excess multiplied by the applicable annual rate of inflation is added to the company's ordinary income beginning in 2008 and thereafter no excess will be added.
- Subject to certain limitations, depreciation deductions on fixed assets and losses carried forward are adjusted for inflation based on the change in the consumer price index. Depreciation regulation will continue to apply but losses carried forward will be adjusted for inflation only until December 31, 2007. In February 2008, the Income Tax law (Inflation adjustment) was cancelled.

### **Capital Gains Tax on Sales of Our Ordinary Shares**

Under income tax regulations shareholders that are not Israeli residents are generally exempt from Israeli capital gains tax on any gains derived from the sale, exchange or disposition of our ordinary shares, provided that (1) such shareholders did not acquire their shares prior to first initial public offering on a recognized stock exchange outside of Israel, (2) the provisions of the Income Tax Law (inflationary adjustments), 1985 do not apply to such gain, and (3) such gains did not derive from a permanent establishment or business activity of such shareholders in Israel. However, non-Israeli corporations will not be entitled to the foregoing exemptions if an Israeli resident (i) has a controlling interest of 25% or more in such non-Israeli corporation, or (ii) is the beneficiary of or is entitled to 25% or more of the revenues or profits of such non-Israeli corporation, whether directly or indirectly.

Under the U.S.-Israel Tax Treaty, the sale, exchange or disposition of our ordinary shares by a shareholder who is a U.S. resident (for purposes of the U.S.-Israel Tax Treaty) holding the ordinary shares as a capital asset is exempt from Israeli capital gains tax unless either (i) the shareholder holds, directly or indirectly, shares representing 10% or more of our voting capital during any part of the 12-month period preceding such sale, exchange or disposition or (ii) the capital gains arising from such sale are attributable to a permanent establishment of the shareholder located in Israel. However, under the U.S.-Israel Tax Treaty, U.S. Residents would be permitted to claim a credit for such taxes against the U.S. federal income tax imposed with respect to such sale, exchange or disposition, subject to limitations in U.S. laws applicable to foreign tax credits. The treaty does not relate to U.S. state or local taxes.

### **Taxation of Foreign Resident Holders of Shares**

Non-residents of Israel are generally subject to Israeli income tax on the receipt of dividends paid on our ordinary shares at the rate of 20%, which tax will be withheld at source, unless a different rate is provided in a treaty between Israel and the shareholder's country of residence. With respect to a substantial shareholder, the applicable tax rate is at 25%. Under the U.S.-Israel Tax Treaty, the maximum rate of tax withheld in Israel on dividends paid to a holder of our ordinary shares who is a U.S. resident (for purposes of the U.S.-Israel Tax Treaty) is 25%. However, generally, the maximum rate of withholding tax on dividends, not generated by our Approved Enterprise, that are paid to a U.S. corporation holding 10% or more of our outstanding voting capital throughout the tax year in which the dividend is distributed as well as the previous tax year, is 12.5%.

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A non-resident of Israel who receives dividends from which tax was withheld is generally exempt from the duty to file returns in Israel in respect of such income, provided such income was not derived from a business conducted in Israel by the taxpayer, and the taxpayer has no other taxable sources of income in Israel.

### Foreign Exchange Regulations

Dividends (if any) paid to the holders of our ordinary shares, and any amounts payable with respect to our ordinary shares upon dissolution, liquidation or winding up, as well as the proceeds of any sale in Israel of the ordinary shares to an Israeli resident, may be paid in non-Israeli currency or, if paid in Israeli currency, may be converted into freely reparable U.S. dollars at the rate of exchange prevailing at the time of conversion, however, Israeli income tax is required to have been paid or withheld on these amounts.

### Controlled Foreign Corporation

In general, and subject to the provisions of all relevant legislation, an Israeli resident who holds, directly or indirectly, 10% or more of the rights in a foreign corporation whose shares are not publicly traded, in which more than 50% of the rights are held directly or indirectly by Israeli residents, and a majority of whose income in a tax year is considered passive income (generally referred to as a Controlled Foreign Corporation, or CFC), is liable for tax on the portion of his income attributed to holdings in such corporation, as if such income was distributed to him as a dividend.

### Share Allocations to Employees

In general, the section of the Tax Ordinance that deals with taxation of share allocations to employees and/or officers (excluding controlling members) provides that a company may choose one of three courses of taxation which course must be approved by the assessing officer: (i) work income course for shares held 12 months in trust; (ii) capital gains course for shares held 24 months in trust; and (iii) allocation not through a trustee. Each of these courses has different tax consequences.

As of January 1, 2006, the periods mentioned in the first two courses commence as of the date of grant and not as of the end of the tax year in which the shares were granted.

### Stamp Duty

Documents signed after January 1, 2006 are not subject to stamp tax.

### United States Federal Income Tax Consequences

The following is a summary of certain material U.S. federal income tax consequences that apply to U.S. Holders who hold ordinary shares as capital assets. This summary is based on the United States Internal Revenue Code of 1986, as amended (the "Code"), Treasury regulations promulgated thereunder, judicial and administrative interpretations thereof, and the U.S.-Israel Tax Treaty, all as in effect on the date hereof and all of which are subject to change either prospectively or retroactively. This summary does not address all tax considerations that may be relevant with respect to an investment in ordinary shares. This summary does not discuss all the tax consequences that may be relevant to a U.S. Holder in light of such holder's particular circumstances or to U.S. Holders subject to special rules, including persons that are non-U.S. Holders, broker-dealers, financial institutions, certain insurance companies, investors liable for alternative minimum tax, tax-exempt organizations, regulated investment companies, foreign resident aliens of the U.S. or taxpayers whose functional currency is not the U.S. dollar, persons who hold the ordinary shares through partnerships or other pass-through entities, persons who acquired their ordinary shares through the exercise or cancellation of employee stock options or otherwise as compensation for services, investors that actually or constructively own 10 percent or more of our voting shares, and investors holding ordinary shares as part of a straddle or appreciated financial position or as part of a hedging or conversion transaction.

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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.

This summary does not address the effect of any U.S. federal taxation other than U.S. federal income and gift and estate taxation. In addition, this summary does not include any discussion of state, local or foreign taxation.

You are urged to consult your tax advisors regarding the foreign and United States federal, state and local tax considerations of an investment in ordinary shares.

For purposes of this summary, the term **U.S. Holder** means an individual who is a citizen or, for U.S. federal income tax purposes, a resident of the United States, a corporation or other entity taxable as a corporation created or organized in or under the laws of the United States or any political subdivision thereof, an estate whose income is subject to U.S. federal income tax regardless of its source, or a trust that (a) is subject to the primary supervision of a court within the United States and the control of one or more U.S. persons or (b) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

### **Taxation of Dividends**

Subject to the discussion below under **Passive Foreign Investment Companies**, the gross amount of any distributions received with respect to ordinary shares, including the amount of any Israeli taxes withheld therefrom, will constitute dividends for U.S. federal income tax purposes to the extent of our current and accumulated earnings and profits, as determined under U.S. federal income tax principles. You will be required to include this amount of dividends in gross income as ordinary income. Distributions in excess of our current and accumulated earnings and profits will be treated as a non-taxable return of capital to the extent of your tax basis in the ordinary shares and any amount in excess of your tax basis will be treated as gain from the sale of ordinary shares. See **-Disposition of Ordinary Shares** below for the discussion on the taxation of capital gains. Dividends will not qualify for the dividends-received deduction generally available to corporations under Section 243 of the Code.

Dividends that we pay in NIS, including the amount of any Israeli taxes withheld therefrom, will be included in your income in a U.S. dollar amount calculated by reference to the exchange rate in effect on the day such dividends are received. A U.S. Holder who receives payment in NIS and converts NIS into U.S. dollars at an exchange rate other than the rate in effect on such day may have a foreign currency exchange gain or loss that would be treated as ordinary income or loss. U.S. Holders should consult their own tax advisors concerning the U.S. tax consequences of acquiring, holding and disposing of NIS.

Subject to complex limitations, any Israeli withholding tax imposed on such dividends 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 below. 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.

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Subject to certain limitations, qualified dividend income received by a noncorporate U.S. Holder in tax years beginning on or before December 31, 2010 will be subject to tax at a reduced maximum tax rate of 15 percent. Distributions taxable as dividends paid on the 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 are readily tradable on an established securities market in the United States and certain other requirements are met. 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 United States. However, no assurance can be given that the ordinary shares will remain readily tradable. The rate reduction does not apply unless certain holding period requirements are satisfied. With respect to the ordinary shares, the U.S. Holder must have held such shares for at least 61 days during the 121-day period beginning 60 days before the ex-dividend date. The rate reduction also does not apply to dividends received from passive foreign investment companies, see discussion below, or in respect of certain hedged positions 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. U.S. Holders of ordinary shares should consult their own tax advisors regarding the effect of these rules in their particular circumstances.

### Disposition of Ordinary Shares

If you sell or otherwise dispose of ordinary shares, you will recognize gain or loss for U.S. federal income tax purposes in an amount equal to the difference between the amounts realized on the sale or other disposition and your adjusted tax basis in the ordinary shares. Subject to the discussion below under the heading Passive Foreign Investment Companies, such gain or loss generally will be capital gain or loss and will be long-term capital gain or loss if you have held the ordinary shares for more than one year at the time of the sale or other disposition. 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 (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 Companies

For U.S. federal income tax purposes, we will be considered a passive foreign investment company ( 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 are not currently a PFIC nor do we expect to become a PFIC in the foreseeable future. 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.



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If we are 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 (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 treated as ordinary income or loss (except that loss on a disposition of ordinary shares is treated as capital loss to the extent the loss exceeds the net mark-to-market gains, if any, that you included in income with respect to such ordinary shares in prior years). Gain or loss from the disposition of ordinary shares (as to which a mark-to-market election was made) in a year in which we are no longer a PFIC, will be capital gain 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.

### U.S. Gift and Estate Tax

An individual U.S. Holder of ordinary shares will be subject to U.S. gift and estate taxes with respect to ordinary shares in the same manner and to the same extent as with respect to other types of personal property.

### F. Dividend and Paying Agents

Not applicable.

**G. Statement by Experts**

Not applicable.

**H. Documents on Display**

We are subject to the reporting requirements of the United States Securities Exchange Act of 1934, as amended, as applicable to foreign private issuers as defined in Rule 3b-4 under the Exchange Act, and in accordance therewith, we file annual and interim reports and other information with the Securities and Exchange Commission.

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, 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 United States companies whose securities are registered under the Exchange Act. However, we distribute annually to our shareholders an annual report containing financial statements that have been examined and reported on, with an opinion expressed by, an independent public accounting firm, and we intend to file reports with the Securities and Exchange Commission on Form 6-K containing unaudited financial information for the first three quarters of each fiscal year.

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 following Securities and Exchange Commission public reference rooms: 100 F Street, N.E., Room 1580, Washington, D.C. 20549; and on the Securities and Exchange Commission Internet site (<http://www.sec.gov>) and on our website [www.rada.com](http://www.rada.com). 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 0-30198.

The documents concerning our company which are referred to in this annual report may also be inspected at our offices located at 7 Giborei Israel Street, Netanya 42504, Israel.

**I. Subsidiary Information**

Not applicable.

**ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISKS**  
**Interest Rate Risk**

We currently do not invest in, or otherwise hold, for trading or other purposes, any financial instruments subject to market risk. We pay interest on our credit facilities, convertible notes and long-term and short-term loans based on Libor, for dollar-denominated loans, and Israeli prime or adjustment differences to the Israeli consumer price index, for some of our NIS-denominated loans. As a result, changes in the general level of interest rates directly affect the amount of interest payable by us under these facilities. However, we expect our exposure to market risk from changes in interest rates to be minimal and not material. Therefore, no quantitative tabular disclosures are required.

A devaluation of the NIS in relation to the U.S. dollar has the effect of reducing the U.S. dollar amount of any of our expenses or liabilities which are payable in NIS (unless such expenses or payables are linked to the U.S. dollar). As of December 31, 2008, we had liabilities payable in NIS which are not linked to the U.S. dollar in the amount of \$5.5 million and cash and receivables in the amount of \$2.2 million denominated in NIS. Accordingly, an increase of 1% of the NIS against the dollar would increase our financing expenses by approximately \$32,000. A devaluation of 1% of the NIS against the dollar would decrease our financing expenses by the same amount. Neither a ten percent increase nor decrease in current exchange rates would have a material affect on our consolidated financial statements. However, the amount of liabilities payable and/or cash and receivables in NIS is likely to change from time to time.

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Because exchange rates between the NIS and the U.S. dollar fluctuate continuously (albeit with a historically declining trend in the value of the NIS), exchange rate fluctuations and especially larger periodic devaluations will have an impact on our profitability and period-to-period comparisons of our results. The effects of foreign currency re-measurements are reported in our consolidated financial statements in continuing operations.

**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**

None.

**ITEM 15. CONTROLS AND PROCEDURES**

**Disclosure Controls and Procedures**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in its Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our chief executive officer and chief financial officer to allow timely decisions regarding required disclosure. Our management, including our chief executive officer and chief financial officer, conducted an evaluation of our disclosure controls and procedures, as defined under Exchange Act Rule 13a-15(e), as of the end of the period covered by this Annual Report on Form 20-F. Based upon that evaluation, our chief executive officer and chief financial officer have concluded that, as of such date, our disclosure controls and procedures were effective.

**Management's Annual Report on Internal Control over Financial Reporting**

**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 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. 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.

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This annual report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial report. Management's report was not subject to attestation by our independent registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only management's report in this annual report.

### Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the period covered by this annual report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

#### ITEM 15T. CONTROLS AND PROCEDURES

Not applicable.

#### ITEM 16. RESERVED.

#### ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our board of directors has determined that that Mr. Eli Akavia, one of our outside directors, qualifies as an independent director as this term is defined by the rules of the Securities and Exchange Committee and NASDAQ, and meets the definition of an audit committee financial expert, as defined by rules of the Securities and Exchange Commission. For a brief listing of Mr. Akavia's relevant experience, see Item 6.A.

Directors, Senior Management and Employees -- Directors and Senior Management.

#### ITEM 16B. CODE OF ETHICS

We have adopted a code of ethics that applies to our chief executive officer and all senior financial officers of our company, including the chief financial officer, chief accounting officer or controller, or persons performing similar functions. Written copies are available upon request. If we make any substantive amendment to the code of ethics or grant any waivers, including any implicit waiver, from a provision of the codes of ethics, we will disclose the nature of such amendment or waiver on our website.

#### ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

##### Fees Paid to Independent registered Public accounting firm

The following table sets forth, for each of the years indicated, the fees paid to our principal independent registered public accounting firm. All of such fees were pre-approved by our Audit Committee.

	Year Ended December 31	
	2007	2008
<b>Services Rendered:</b>		
Audit	\$ 70,000	\$ 84,000
<b>Total</b>	<b>\$ 70,000</b>	<b>\$ 84,000</b>

Audit fees consist of services that would normally be provided in connection with statutory and regulatory filings or engagements, including services that generally only the independent registered public accounting firm can reasonably provide, such as services performed in connection with documents filed with the SEC.

##### Pre-Approval Policies and Procedures

Our Audit Committee has adopted a policy and procedures for the pre-approval of audit and non-audit services rendered by our independent registered accounting firm, Kost Forer Gabbay & Kasierer, a Member of Ernst & Young Global. Pre-approval of an audit or non-audit service may be given as a general pre-approval, as part of the audit committee's approval of the scope of the engagement of our independent auditor, or on an individual basis. The policy prohibits retention of the independent public accountants to perform the prohibited

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non-audit functions defined in Section 201 of the Sarbanes-Oxley Act or the rules of the Securities and Exchange Committee, and also requires the Audit Committee to consider whether proposed services are compatible with the independence of the public accountants.

**ITEM 16D. EXEMPTIONS FROM THE LISTING REQUIREMENTS AND STANDARDS FOR AUDIT COMMITTEE**

Not applicable.

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

**Issuer Purchase of Equity Securities**

Neither we, nor any affiliated purchaser of our company, has purchased any of our securities during 2008.

**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.

In May and August 2005, we provided NASDAQ with a notice of non-compliance with Rule 4350. We informed NASDAQ that we do not comply with the following requirements of Rule 4350, and instead follow Israeli law and practice in respect of such requirements:

- the requirement to maintain a majority of independent directors, as defined under the NASDAQ Marketplace Rules. Instead, under Israeli law and practice, we are required to appoint at least two outside directors, within the meaning of the Israeli Companies Law, to our board of directors. In addition, in accordance with the rules of the Securities and Exchange Commission and NASDAQ, we have the mandated three independent directors, as defined by the rules of the Securities and Exchange Commission and NASDAQ, on our audit committee. See above in this Item 6C. Directors, Senior Management and Employees - Board Practices - Independent and Outside Directors.
- the requirement that our independent directors have regularly scheduled meetings at which only independent directors are present. Under Israeli law independent directors are not required to hold executive sessions.

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- the requirement regarding the nominations process for directors. Instead, we follow Israeli law and practice in accordance with which our board of directors recommends directors for election by our shareholders. See above in this Item 6C. Directors, Senior Management and Employees - Board Practices - Election of Directors.
- the requirement regarding the compensation of officers. Instead, we follow Israeli law and practice. Under the Israeli Companies Law, all arrangements as to compensation of office holders who are not directors require the approval of the board of directors if the transaction is not an extraordinary transaction, unless a company's articles of association provide otherwise, and if such transaction is an extraordinary transaction, it requires the approval of the audit committee and the board of directors, in that order. The compensation of office holders who are directors must be approved by our Audit Committee, Board of Directors and shareholders, in that order.



**PART III****ITEM 17. FINANCIAL STATEMENTS**

Not applicable.

**ITEM 18. FINANCIAL STATEMENTS****Consolidated Financial Statements**

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**EXHIBITS****Index to Exhibits**

<u>Exhibit</u>	<u>Description</u>
1.1	Memorandum of Association of the Registrant*
1.2	Articles of Association of the Registrant*
2.1	Specimen of Share Certificate*
4.1	1999 Employee Stock Option Plan, as amended*
4.2	2003 Employee Stock Option Plan, as amended**
4.3	Memorandum of Agreement dated June 23, 2003 between the Registrant and Bank Hapoalim B.M. and Bank Leumi Le-Israel B.M.**
4.4	Loan Agreement dated July 1, 2008 between the Registrant and Faith Content Development Ltd.
4.5	Joint Venture Agreement dated July 2, 2008 between the Registrant and Faith Content Development Ltd.
4.6	License Agreement dated July 2, 20-08 between the Registrant and Faith Content Development Ltd.
8	List of Subsidiaries of the Registrant
12.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended
12.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended
13.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
13.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
23.1	Consent of Kost Forer Gabbay & Kasierer, a Member of Ernst & Young Global, Independent Registered Public Accounting Firm (Israel) with respect to our Registration Statements on Form F-3 and S-8

\* Filed as an exhibit to our Annual Report on Form 20-F for the year ended December 31, 2000 and incorporated herein by reference.

\*\* Filed as an exhibit to our Annual Report on Form 20-F for the year ended December 31, 2002 and incorporated herein by reference

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**RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY**

**CONSOLIDATED FINANCIAL STATEMENTS**

**AS OF DECEMBER 31, 2008**

**U.S. DOLLARS IN THOUSANDS**

**INDEX**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**To the Shareholders and Board of Directors of**

**RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY**

We have audited the accompanying consolidated balance sheets of Rada Electronic Industries Ltd. ( the Company ) and subsidiary 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 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. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

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

Tel-Aviv, Israel  
March 30, 2009

/s/ Kost Forer Gabbay & Kasierer  
KOST FORER GABBAY & KASIERER  
A Member of Ernst & Young Global  
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### RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY

#### CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands

		December 31,	
	Note	2008	2007
<b>ASSETS</b>			
<b>CURRENT ASSETS:</b>			
Cash and cash equivalents		\$ 964	\$ 835
Restricted cash		793	598
Trade receivables (net of allowance for doubtful accounts of \$ 60 and \$ 62 at December 31, 2008 and 2007, respectively)		3,434	4,907
Other accounts receivable and prepaid expenses		597	305
Costs and estimated earnings in excess of billings on uncompleted contracts	3a	2,210	701
Inventories	4	4,409	2,609
<b>Total current assets</b>		<b>12,407</b>	<b>9,955</b>
<b>LONG-TERM RECEIVABLES AND DEPOSITS:</b>			
Long-term receivables	5	803	983
Leasing deposits		56	57
<b>Total long-term receivables and deposits</b>		<b>859</b>	<b>1,040</b>
<b>PROPERTY, PLANT AND EQUIPMENT, NET</b>	6	<b>3,699</b>	<b>2,745</b>
<b>OTHER ASSETS:</b>			
	7		
Intangible assets, net		972	1,414
Goodwill		557	214
<b>Total other assets</b>		<b>1,529</b>	<b>1,628</b>
<b>Total assets</b>		<b>\$ 18,494</b>	<b>\$ 15,368</b>

December 31,

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

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**RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY**


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**CONSOLIDATED BALANCE SHEETS**

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

		December 31,	
	Note	2008	2007
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>			
<b>CURRENT LIABILITIES:</b>			
Short-term bank credit and current maturities of long-term loans	8	\$ 162	\$ 490
Trade payables		2,760	1,472
Other accounts payable and accrued expenses	9	3,860	3,847
Billings in excess of costs and estimated earnings on uncompleted contracts	3b	43	88
<b>Total current liabilities</b>		<b>6,825</b>	<b>5,897</b>
<b>LONG-TERM LIABILITIES:</b>			
Long-term loan	8b	33	
Loans from shareholders, net	8b	1,546	261
Convertible note from a shareholder, net	11c	1,980	1,622
Accrued severance pay and other long term liability		558	404
<b>Total long-term liabilities</b>		<b>4,117</b>	<b>2,287</b>
<b>COMMITMENTS AND CONTINGENT LIABILITIES</b>	10		
<b>MINORITY INTEREST</b>		<b>556</b>	<b>459</b>
<b>SHAREHOLDERS EQUITY:</b>			
Share capital -	11		
Ordinary shares of NIS 0.015 par value - Authorized: 16,333,333 shares at December 31, 2008 and 2007; Issued and outstanding: 8,858,553 and 8,705,788 shares at December 31, 2008 and December 31, 2007, respectively		119	116
Additional paid-in capital		69,495	68,968
Accumulated other comprehensive income		317	
Accumulated deficit		(62,935)	(62,359)

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<u>Total</u> shareholders equity		December 31, 6,996	6,725
		<u>          </u>	<u>          </u>
<u>Total</u> liabilities and shareholders equity		\$ 18,494	\$ 15,368
		<u>          </u>	<u>          </u>

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

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**RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY**

**CONSOLIDATED STATEMENTS OF OPERATIONS**

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

	Note	Year ended December 31,		
		2008	2007	2006
Revenues:	15			
Products		\$ 15,543	\$ 11,704	\$ 10,984
Services		2,338	2,317	2,053
		17,881	14,021	13,037
Cost of revenues:				
Products		12,472	9,501	9,517
Services		1,214	1,180	1,482
		13,686	10,681	10,999
Gross profit		4,195	3,340	2,038
Operating costs and expenses:				
Research and development		686	324	181
Marketing and selling		1,496	1,213	1,316
General and administrative		1,903	2,190	1,794
		4,085	3,727	3,291
<u>Total</u> operating costs and expenses		4,085	3,727	3,291
Operating profit (loss)		110	(387)	(1,253)
Financial expenses, net	13	668	629	775
Other income, net				45
		(558)	(1,016)	(1,983)
Minority interest in earnings of subsidiary		(18)	(62)	(17)

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	Year ended December 31,		
Net loss	\$ (576)	\$ (1,078)	\$ (2,000)
Net loss per share:			
Basic and diluted net loss per share	\$ (0.07)	\$ (0.12)	\$ (0.23)
Weighted average number of Ordinary shares used for computing basic and diluted net loss per share	8,855,205	8,705,788	8,701,924

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

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**RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY**

**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY**

U.S. dollars in thousands, except share data

	Number of Ordinary shares	Share capital	Additional paid-in capital	Accumulated other comprehensive income	Accumulated deficit	Total shareholders equity
Balance at January 1, 2006	8,691,955	\$ 116	\$ 66,900	\$	\$ (59,281)	\$ 7,735
Exercise of options	13,833	*)	28			28
Share-based compensation for employees			221			221
Issuance expenses related to stamp tax provision			90			90
Net loss					(2,000)	(2,000)
Balance at December 31, 2006	8,705,788	116	67,239		(61,281)	6,074
Share-based compensation for employees			175			175
Issuance of warrants			986			986
Beneficial conversion feature on convertible note			568			568
Net loss					(1,078)	(1,078)
Balance at December 31, 2007	8,705,788	116	68,968		(62,359)	6,725
Share-based compensation for employees			131			131
Conversion of loan into shares	152,765	3	396			399
Foreign currency translation adjustment, net				317		317
Net loss					(576)	(576)

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Balance at December 31, 2008	8,858,553	\$	119	\$	69,495	\$	317	\$	(62,935)	\$	6,996
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\*) Represents an amount lower than \$ 1.

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

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RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Year ended December 31,		
	2008	2007	2006
<b>Cash flows from operating activities:</b>			
Net loss	\$ (576)	\$ (1,078)	\$ (2,000)
Adjustments required to reconcile net loss to net cash provided by (used in) operating activities:			
Depreciation and amortization	1,154	1,227	1,398
Amortization expense on convertible note	358	142	298
Amortization expense on loans	114	37	
Loss due to extinguishment of a loan	100		
Minority interest in earnings of subsidiary and others	97	62	17
Share-based compensation for employees	131	175	221
Severance pay, net	35	2	7
Decrease (increase) in trade receivables, net	1,502	(611)	624
Increase in other accounts receivable and prepaid expenses	(250)	(105)	(44)
Decrease (increase) in costs and estimated earnings in excess of billings, net	(1,554)	(230)	622
Decrease (increase) in inventories	(2,214)	104	(526)
Decrease (increase) in trade payables	950	(139)	(60)
Increase (decrease) in other accounts payable and accrued expenses	(163)	296	160
Net cash provided by (used in) operating activities	(316)	(118)	717
<b>Cash flows from investing activities:</b>			
Cash paid in conjunction with the acquisition of certain assets and liabilities of Vectop.	(235)		
Change in restricted cash	(195)	106	313
Purchase of property, plant and equipment	(498)	(353)	(236)
Decrease (increase) in leasing deposits	1	21	(6)
Net cash provided by (used in) investing activities	(927)	(226)	71

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Year ended December 31,

Cash flows from financing activities:

Proceeds from long term loan from a shareholder	1,500		
Proceeds from long term receivables	158		
Proceeds from issuance of loan and warrants		400	
Proceeds from issuance of convertible loan and warrants		3,000	
Proceeds from long-term loans from banks, net	165		288
Proceeds from bridge loan			650
Repayment of bridge loan			(650)
Repayments of current maturities of long-term loans	(157)	(306)	(525)
Repayments of long-term convertible note		(3,000)	
Short-term bank credit, net	(333)	95	61
Exercise of options			28
Net cash provided by (used in) financing activities	1,333	189	(148)
Effect of exchange rate changes on cash and cash equivalents	39		
Increase (decrease) in cash and cash equivalents	129	(155)	640
Cash and cash equivalents at the beginning of the year	835	990	350
Cash and cash equivalents at the end of the year	\$ 964	\$ 835	\$ 990

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

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**RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

U.S. dollars in thousands

Year ended December 31,

	2008	2007	2006
<b>(b) Supplemental disclosures of cash flow activities:</b>			
Net cash paid during the year for:			
Income taxes	\$ 22	\$ 15	\$ 14
Interest	\$ 216	\$ 308	\$ 307
<b>(c) Non-cash transactions:</b>			
Transfer of inventory to equipment	\$ 429	\$ 245	\$
Goodwill in respect of Vectop (royalties payable)	\$ 93	\$ 48	\$ 166



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	Year ended December 31,		
Purchase of fixed assets	\$ 486	\$	\$
Conversion of loan into shares	\$ 399	\$	\$
Issuance expenses related to stamp tax provision	\$	\$	\$ 90

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

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### RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

##### U.S. dollars in thousands

##### NOTE 1:- GENERAL

- a. Rada Electronic Industries Ltd. an Israeli corporation ( the Company ), is involved in the military and commercial aerospace industries. The Company is engaged in the development, manufacture and sale of defense electronics (solid-state recorders, computers, inertial navigation systems and alike) and their supporting ground systems (automated testers, data debriefing stations). The Company also provides test and repair services using our CATS testers and test program sets for commercial aviation electronic systems through the Chinese subsidiary.
- b. As reflected in the consolidated financial statements as of December 31, 2008, the Company has an accumulated deficit of \$ 62,935. Based on continued financial support from the Company s shareholders and existing and anticipated orders in 2009, management believes that the anticipated cash flows from operations, as well as financial support from the Company s controlling shareholders, will enable the Company to finance its operations at least through December 31, 2009.
- c. The Company operates a test and repair shop using its Automated Test Equipment ( ATE ) products in Beijing, China through its 80% owned Chinese subsidiary, Beijing Huari Aircraft Components Maintenance and Services Co. Ltd. ( CACS or subsidiary ). CACS was established with a third party, which owns the remaining 20% equity interest.

##### NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States. The significant accounting policies followed in the preparation of the financial statements, applied on a consistent basis, are as follows:

- a. Use of estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States 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.

- b. Financial statements in U.S. dollars:

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

Accordingly, monetary accounts maintained in currencies other than the dollar are remeasured into U.S. dollars in accordance with Statement of the Financial Accounting Standard Board No. 52, Foreign Currency Translation ( SFAS No. 52 ). All transaction

gains and losses of the remeasured monetary balance sheet items are reflected in the statement of operations as financial income or expenses, as appropriate, in the period in which the currency exchange rate changes.

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**RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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**U.S. dollars in thousands**

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

The financial statements of the Company's foreign subsidiary, whose functional currency is not the U.S. dollar, have been translated into dollars. All balance sheet amounts have been translated using the exchange rates in effect at balance sheet date. Statement of operation amounts have been translated using the average exchange rate prevailing during the year. Such translation adjustments are reported as a component of accumulated other comprehensive income (loss) in shareholders' equity.

c. Basis of consolidation:

The consolidated financial statements include the accounts of the Company and its subsidiary. Inter-company transactions and balances have been eliminated upon consolidation.

d. Reclassifications:

Certain amounts in prior years' financial statements have been reclassified to conform to the current year's presentation.

e. Cash and cash equivalents:

All highly liquid investments that are readily convertible to cash and are not restricted as to withdrawal or use and the period to maturity of which did not exceed three months at time of deposit, are considered cash equivalents.

f. Restricted cash:

Restricted cash is invested in a short-term bank deposit (less than three months), which is mainly used as security for the Company's guarantees to customers. The deposit is in U.S. dollars and bears a variable interest up to 1%.

g. 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 and for market prices lower than cost. See also Note 4.

Cost is determined as follows:

Raw materials and components - using the first-in, first-out cost method.

Work in progress and finished goods - represents the cost of manufacturing with the addition of allocable indirect manufacturing costs.

Amounts related to long-term contracts as determined by the percentage of completion method of accounting are recorded as Costs and estimated earnings in excess of billings.

h. Property, plant and equipment:

Property plant 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. Annual rates of depreciation are as follows:

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**RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**U.S. dollars in thousands**

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

	%
Factory and other buildings	4
Machinery and equipment	7, 10, 15, 33
Office furniture and equipment	6 - 15

Leasehold improvements are depreciated over the shorter of the estimated useful life or the lease period.

Assets, in respect of which investment grants have been received, are presented at cost less the related grant amount. Depreciation is based on net cost.

i. Intangible assets:

Capitalized software costs are amortized by the greater of the amount computed using: (i) the ratio of current gross revenues from sales of the software to the total of current and anticipated future gross revenues from sales of that software, or (ii) the straight-line method over the estimated useful life of the product. The Company assesses the recoverability of these intangible assets on a regular basis by determining whether the amortization of the asset over its remaining life can be recovered through undiscounted future operating cash flows from the specific software product sold.

At each balance sheet date, the unamortized capitalized costs of the software products are compared to the net realizable value of the product. If the unamortized capitalized costs of a computer software product exceed the net realizable value of the product, such excess is written off. The net realizable value is calculated as the estimated future gross revenues from the product reduced by the estimated future costs of completing and disposing of that product, including the costs of performing maintenance and customer support required to satisfy the Company's responsibility set forth at the time of the sale.

A customer relationships asset (intangible asset) has been recorded as a result of the acquisition of Vectop and is amortized over the expected useful life of five years.

As for impairment charges included in these financial statements, see Note 7.

j. Impairment of long-lived assets:

The Company's long-lived assets are reviewed for impairment in accordance with Statement of Financial Accounting Standards No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets ( SFAS No. 144 ) whenever events or changes in circumstances indicate that the carrying amount of the assets 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. As of December 31, 2008, no impairment losses have been identified.

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RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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U.S. dollars in thousands

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

k. Goodwill

Goodwill represents excess of the costs over the net assets of businesses acquired. Under SFAS No. 142, Goodwill and Other Intangible Assets ( SFAS No. 142 ), goodwill acquired in a business combination should not be amortized. SFAS No. 142 requires goodwill to be tested for impairment at least annually or between annual tests in certain circumstances, and written down when impaired. In 2008 and 2007, the Company recorded goodwill in respect of additional consideration payable in connection with the acquisition of Vectop relating to royalties due based on actual revenues derived from Vectop projects. The Company operates in one segment, and this segment comprises its only reporting unit, as required under SFAS 142.

SFAS No. 142 prescribes a two-phase process for impairment testing of goodwill. The first phase screens for impairment while the second phase (if necessary) measures impairment. In the first phase of impairment testing, goodwill attributable to the reporting unit is tested for impairment by comparing the fair value of the reporting unit with its carrying value. The Company determines its fair value according to the Company's market capitalization and the goodwill was tested for impairment by comparing the fair market value with its carrying amount. As of December 31, 2008 and 2007, no impairment losses have been identified. As a result, step two was not required.

l. Research and development costs:

Statement of Financial Accounting Standards No. 86, Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed ( SFAS No. 86 ), requires capitalization of certain software development, costs subsequent to the establishment of technological feasibility. Based on the Company's product development process, technological feasibility is established upon completion of a working model.

Research and development costs incurred in the process of developing product masters and the Company's Test System Programs Sets ( TPS ) software library, integrated with the Company's test station, are charged to expenses as incurred.

Costs incurred by the Company between completion of the working model and the point at which the product is ready for general release, have been capitalized.

m. Income taxes:

The Company accounts for income taxes in accordance with Statement of Financial Accounting Standard No. 109, Accounting for Income Taxes ( SFAS 109 ). This statement prescribes the use of the liability method whereby deferred tax assets and liability account balances are determined based on differences between financial reporting and tax based 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 Company provides a valuation allowance, if necessary, to reduce deferred tax assets to their estimated realizable value.

On January 1, 2007, the Company adopted FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement No. 109 (FIN 48). FIN 48 contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with SFAS No. 109. The first step is to evaluate the tax position taken or expected to be taken in a tax return by determining if the weight of available evidence indicates that it is more likely than not that, on an evaluation of the technical merits, the tax position will be sustained on audit, including resolution of any related appeals or litigation processes.

## RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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## U.S. dollars in thousands

## NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The second step is to measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. The adoption of FIN 48 did not result in a change in the Company's accumulated deficit. The Company did not record any provision in connection with FIN 48 as of December 31, 2007 and 2008.

## n. Severance pay:

The Company's agreements with most of its employees are in accordance with section 14 of the Severance Pay Law -1963, under which the Company's contributions for severance pay shall be instead of severance compensation. Upon release of the policy to the employee, no additional liability exists between the parties regarding the matter of severance pay and no additional payments shall be made by the Company to the employee.

The Company's liability for severance pay for the employees that are not under section 14, is calculated pursuant to Israel's Severance Pay Law, based on the most recent salary of the employees as of the balance sheet date less monthly deposits for insurance policies and/or pension funds. Employees are entitled to one month's salary for each year of employment or a portion thereof.

The carrying value of deposited funds includes profits (losses) accumulated up to the balance sheet date. The deposited funds may be withdrawn only upon the fulfillment of the obligations pursuant to Israeli severance pay law or labor agreements.

Severance expense recorded in the statement of operations is net of interest and other income accumulated in the deposits. Severance expense for the years ended December 31, 2008, 2007 and 2006 amounted to \$ 28, \$ 21 and \$ 43, respectively.

## o. Fair value of financial instruments:

The carrying amount of cash and cash equivalents, restricted cash, trade receivables, other accounts receivable, short-term bank credit, current maturities of long term loans, trade payables and other accounts payable approximate their fair value due to the short-term maturity of these instruments.

The fair value of the convertible notes and long-term loans are estimated by discounting the future cash flows using current interest rates for loans of similar terms and maturities. The carrying amount of the convertible notes and long-term loans approximates their fair value.

Effective January 1, 2008, the Company adopted SFAS 157, Fair Value Measurements and, effective October 10, 2008, adopted FSP No. SFAS 157-3, Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active, except as it applies to the nonfinancial assets and nonfinancial liabilities subject to FSP 157-2. SFAS 157 clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or a liability. As a basis for considering such assumptions, SFAS 157 establishes a three-tier value hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

Level 1- Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2- Include other inputs that are directly or indirectly observable in the marketplace. Level 3-Unobservable inputs which are supported by little or no market activity.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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**U.S. dollars in thousands**

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

p. Concentrations of credit risk:

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents, restricted cash, trade receivables and long-term receivables.

The Company's cash and cash equivalents and restricted cash are mainly held in U.S. dollars with major banks in Israel. Management believes that the financial institutions that hold the Company's investments are financially sound and, low, minimal credit risk exists with respect to these investments.

The Company's trade receivables are derived from sales to large and solid organizations located mainly in the United States, Europe and Israel. The Company performs ongoing credit evaluations of its customers and to date has not experienced any material losses. An allowance for doubtful accounts is determined with respect to these amounts that the Company has determined to be doubtful of collection. The allowance is computed for specific debts and the collectability is determined based upon the Company's experience.

The Company granted loans in prior years to its former CEO and a former officer amounting to approximately \$ 845 as of December 31, 2008. These loans are partly unsecured and if not paid, the Company will incur a loss equal to the amount of the loan, net of a provision recorded against the loan. (See also note 10 for status of litigation).

The Company has no off-balance sheet credit risks.

q. Comprehensive income (loss):

The Company accounts for comprehensive income (loss) in accordance with SFAS No. 130, Reporting Comprehensive Income. This statement establishes standards for the reporting and display of comprehensive income and its components in a full set of general purpose financial statements. Comprehensive income (loss) generally represents all changes in shareholders' equity during the period except those resulting from investments by, or distributions to, stockholders. The other comprehensive income (loss) relates to gain and loss on foreign currency translation adjustments.

r. Warranty:

In connection with the sale of its products, the Company provides product warranties for periods between one year to one year and a half. Based on past experience and engineering estimates, the liability from these warranties is immaterial as of December 31, 2007 and 2008.

s. Share-based compensation:

At December 31, 2008, the Company has two stock-based employee compensation plans, which are described in Note 11b.

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**RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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U.S. dollars in thousands

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

Effective January 1, 2006, the Company adopted FASB Statement No. 123 (revised 2004), Share-Based Payment ( SFAS 123(R) ), and related Securities and Exchange Commission rules included in Staff Accounting Bulletin No. 107, on a modified prospective basis. Under this method, compensation cost recognized in 2006 includes costs related to 1) all share-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 SFAS 123 and 2) all share-based payments granted subsequent to January 1, 2006 based on the grant-date fair value estimated in accordance with the provisions of SFAS 123(R). 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 statements of operations. Results for prior periods have not been restated.

The Company estimates the fair value of stock options on the grant date using the Black-Scholes-Merton option-pricing model with the following weighted average assumptions:

	Year ended December 31,		
	2008	2007	2006
Expected term	3 years	4 years	4 years
Dividend yield	0%	0%	0%
Expected volatility	53%	43%	54%
Risk-free interest rate	2.7%	4.7%	4.7%

The risk-free interest rate assumption is based on the yield from U.S. Treasury zero-coupon bonds with an equivalent term as of the Company's employee stock options. The dividend yield assumption is based on the Company's historical and expectation of future dividend payouts and may be subject to changes in the future. The expected term of the options represents the period of time that the options are expected to be outstanding and is based on the simplified method, as allowed under Staff Accounting Bulletin 110, which is the mid point between the vesting date and the end of the contractual of the option. The Company used its historical stock price movement over the most recent periods ended on the date of grant equal to the expected option term for calculating volatility in accordance with SFAS 123 (R). Estimated forfeitures are based on actual historical pre-vesting forfeitures. The expected term in 2008 was determined to be three years due to the modification of the options (see also Note 11b).

t. Revenue recognition:

The Company generates revenues mainly from the sale of products and from long-term fixed price contracts for ATE, avionics and ground debriefing systems. In addition, the Company leases ATE to customers and provides manufacturing, development and product support services.

*Product revenues:*

The Company recognizes revenue from sales of products in accordance with Staff Accounting Bulletin ( SAB ) No. 104, Revenue Recognition . Product revenue is recognized when there is persuasive evidence of an arrangement, the fee is fixed or determinable, delivery of the product to the customer has occurred and the Company has determined that collection of the fee is probable. If the product requires specific customer acceptance, revenue is deferred until customer acceptance occurs or the acceptance provisions lapse, unless the Company can objectively and reliably demonstrate that the criteria specified in the acceptance provisions are satisfied.

U.S. dollars in thousands

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

Revenues from long-term fixed price contracts which provide a substantial level of development efforts are recognized in accordance with Statement of Position No. 81-1, Accounting for Performance of Construction-Type and Certain Production-Type Contracts ( SOP 81-1 ), using contract accounting on a percentage of completion method in accordance with the Input Method . The percentage of completion is determined based on the ratio of actual costs incurred to total costs estimated to be incurred over the duration of the contract. With regard to contracts for which a loss is anticipated, a provision is made for the entire amount of the estimated loss at the time such loss becomes evident. As of December 31, 2008 and 2007, the provision for estimated losses identified is \$ 106 and \$ 26 respectively.

Revenues under long-term fixed-price contracts that involve both development and production are recorded using the cost-to-cost method (development phase) and units-of-delivery method (production phase) as applicable to each phase of the contract, as the basis to measure progress toward completion.

Estimated gross profit or loss from long-term contracts may change due to changes in estimates resulting from differences between actual performance and original forecasts. Such changes in estimated gross profit or loss are recorded in results of operations when they are reasonably determinable by management, on a cumulative catch-up basis.

The Company believes that the use of the percentage of completion method is appropriate as the Company has the ability to make reasonably dependable estimates of the extent of progress towards completion, contract revenues and contract costs. In addition, contracts executed include provisions that clearly specify the enforceable rights regarding services to be provided and received by the parties to the contracts, the consideration to be exchanged and the manner and terms of settlement. In all cases, the Company expects to perform its contractual obligations and its licensees are expected to satisfy their obligations under the contract.

According to SOP 81-1, costs that are incurred and are directly associated with a specific anticipated contract are being deferred, subject to evaluation of their probable recoverability, and recorded as unbilled contract costs.

Revenues from certain arrangements may include multiple elements within a single contract. The Company's accounting policy complies with the provisions of Emerging Issues Task Force Issue 00-21, Revenue Arrangements with Multiple Deliverables ( EITF 00-21 ), relating to the separation of multiple deliverables into individual accounting units with determinable fair value. The Company's arrangements are accounted for as separate units of accounting when it is possible to determine objective and reliable evidence of fair value of the undelivered elements in order to separate the fees among the elements. Revenue is recognized when the element is delivered and all other criteria for revenue recognition are met.

The Company accounts for software sales (TPSs) in accordance with Statement of Position No. 97-2, Software Revenue Recognition ( SOP No. 97-2 ), as amended. Revenue from software arrangements is recognized when persuasive evidence of an arrangement exists, delivery of the product has occurred, the fee is fixed or determinable, and collectability is probable. Arrangements with payment terms extending beyond customary payment terms are considered not to be fixed or determinable. If the fee is considered not to be fixed or determinable, revenue is deferred and recognized when payment becomes due from the customer or are actually collected when collectability is not probable, providing that all other revenue recognition criteria have been met.

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**RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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U.S. dollars in thousands

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

*Service revenues:*

Revenues from services are recognized as the services are performed.



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Revenue under operating leases of equipment are recognized ratably over the lease period, in accordance with Statement of Financial Accounting Standard No. 13, Accounting for Leases ( SFAS No. 13 ).

Deferred revenues include unearned amounts received from customers, but not yet recognized as revenues.

u. Basic and diluted net loss per share:

Basic net loss per share is computed based on the weighted average number of Ordinary shares outstanding during each year. Diluted net loss per share is computed based on the weighted average number of Ordinary shares outstanding during each year, plus dilutive potential Ordinary shares considered outstanding during the year in accordance with Statement of Financial Accounting Standards No. 128, Earnings Per Share . For the years ended December 31, 2008, 2007 and 2006, all outstanding options, convertible notes and warrants have been excluded from the computation of diluted net loss per share, since their effect is anti-dilutive.

v. Recently issued Accounting Standards:

In December 2007, the FASB issued SFAS No. 141 (revised 2007), Business Combinations ( SFAS 141R ). SFAS 141R establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any non controlling interest in the acquire and the goodwill acquired. SFAS 141R also establishes disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. SFAS 141R is effective for fiscal years beginning after December 15, 2008. Earlier adoption is prohibited. The Company does not expect the adoption of SFAS 141R will have material impact on its consolidated results of operations and financial condition.

In December 2007, the FASB issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51 . SFAS No. 160 establishes accounting and reporting standards that require that the ownership interests in subsidiaries held by parties other than the parent be clearly identified, labeled, and presented in the consolidated statement of financial position within equity, but separate from the parent 's equity; the amount of consolidated net income attributable to the parent and to the noncontrolling interest be clearly identified and presented on the face of the consolidated statement of income; and changes in a parent 's ownership interest while the parent retains its controlling financial interest in its subsidiary be accounted for consistently. SFAS No. 160 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. The Company does not expect the adoption of SFAS No. 160 will have significant impact on its consolidated financial statement.

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### RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY

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#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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##### U.S. dollars in thousands

##### NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

In February 2008, the FASB issued FASB Staff Position ( FSP ) FAS No. 157-2, Effective Date of FASB Statement No. 157 ( FSP FAS 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 FAS 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 FAS 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 FAS 157-2. The Company does not expect the adoption of FAS 157 with respect to certain nonfinancial assets and nonfinancial liabilities that are under the scope of FSP FAS 157-2, to have a material impact on its financial position, results of operations or cash flows.

In April 2008, the FASB issued FASB Staff Position (FSP) FAS 142-3, Determination of the Useful Life of Intangible Assets . FSP FAS 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 FASB Statement No. 142, Goodwill and Other Intangible Assets . FSP

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FAS 142-3 is effective for fiscal years beginning after December 15, 2008 and early adoption is prohibited. The Company does not expect the adoption of FAS 142-3 will have material impact on the Company's consolidated financial statement.

In June 2008, the FASB issued EITF No. 07-5 Determining whether an Instrument (or Embedded Feature) is indexed to an Entity's Own Stock ( EITF 07-5 ). EITF 07-5 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early application is not permitted. Paragraph 11(a) of SFAS No. 133 specifies that a contract that would otherwise meet the definition of a derivative but is both (a) indexed to the Company's own stock and (b) classified in stockholders' equity in the statement of financial position would not be considered a derivative financial instrument. EITF 07-5 provides a new two-step model to be applied in determining whether a financial instrument or an embedded feature is indexed to an issuer's own stock and thus able to qualify for the SFAS 133 paragraph 11(a) scope exception. The Company believes adopting this statement will have no material impact on the consolidated financial statements.

### NOTE 3:- CONTRACTS IN PROGRESS

Amounts included in the financial statements, which relate to costs and estimated earnings in excess of billings on uncompleted contracts are classified as current assets. Billings in excess of costs and estimated earnings on uncompleted contracts are classified as current liabilities. Summarized below are the components of the amounts:

- a. Costs and estimated earnings in excess of billings on uncompleted contracts:

	December 31,	
	2008	2007
Costs incurred on uncompleted contracts	\$ 6,036	\$ 5,152
Estimated earnings	732	790
	6,768	5,942
Less - billings and progress payments	4,558	5,241
	\$ 2,210	\$ 701

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RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

### NOTE 3:- CONTRACTS IN PROGRESS (Cont.)

- b. Billings in excess of costs and estimated earnings on uncompleted contracts:

	December 31,	
	2008	2007
Costs incurred on uncompleted contracts	\$ 835	\$ 1,040
Estimated earnings (expenses)	(118)	

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	December 31,	
	_____	_____
	717	1,040
Less - billings and progress payments	760	1,128
	_____	_____
	\$ (43)	\$ (88)
	_____	_____

**NOTE 4:- INVENTORIES**

	December 31,	
	_____	_____
	2008	2007
	_____	_____
Raw materials and components	\$ 1,894	\$ 1,349
Work in progress	1,933	767
Finished goods	582	493
	_____	_____
	\$ 4,409	\$ 2,609
	_____	_____

Write-offs of inventories for the years ended December 31, 2008, 2007 and 2006 amounted to \$ 191, \$ 134 and \$ 29, respectively. The write-offs were due to slow-moving items and excess inventories and were recorded as cost of revenues.

**NOTE 5:- LONG-TERM RECEIVABLES**

	December 31,	
	_____	_____
	2008	2007
	_____	_____
Loan to former chief executive officer	\$ 705	\$ 705
Loan to a former officer (*)	98	278
	_____	_____
	\$ 803	\$ 983
	_____	_____

See also Note 10a.

(\*) In March 2008, a counter claim of the former officer was dismissed. The Company claim was allowed almost in full and his appeal was denied resulting in such employee's repayment of the outstanding loan amount. As a result, out of the \$278 outstanding loan, \$138 was paid and \$140 will be paid in 48 installments commencing January 2009.

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**RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

U.S. dollars in thousands

**NOTE 6:- PROPERTY, PLANT AND EQUIPMENT**

	December 31,	
	2008	2007
Cost:		
Factory building	\$ 1,987	\$ 1,940
Other buildings	1,222	1,042
Machinery and equipment (*)	11,959	13,332
Office furniture and equipment	342	582
Leasehold improvements	50	25
	<u>15,560</u>	<u>16,921</u>
Accumulated depreciation:		
Factory building	1,419	1,391
Other buildings	414	359
Machinery and equipment (*)	9,789	11,977
Office furniture and equipment	215	426
Leasehold improvements	24	23
	<u>11,861</u>	<u>14,176</u>
Depreciated cost	<u>\$ 3,699</u>	<u>\$ 2,745</u>

(\*) Write-offs of machinery and equipment, (cost and accumulated depreciation), for the year ended December 31, 2008 amounted to a gross amount of \$ 3,063, net of depreciated cost of \$0. The write-offs in 2008 were due to fully depreciated assets that are no longer in use.

The Company's factory building in Beit-She'an, Israel is located on land leased from the Israel Lands Administration until 2034.

Depreciation expense amounted to \$ 712, \$ 722 and \$ 808 for the years ended December 31, 2008, 2007 and 2006, respectively.

As for charges, see Note 10f.

**NOTE 7:- INTANGIBLE ASSETS, NET AND GOODWILL**

On February 13, 2005, the Company purchased certain assets and assumed certain liabilities related to the operations of Vectop Limited (Vectop) in order to increase its customer base. The Company purchased Vectop's net assets for \$ 381 in cash and additional future royalties based on revenues derived from Vectop projects five years from the date of the agreement. The net assets purchased are considered to be a business, in accordance with EITF 98-3, Determining Whether a Non-monetary Transaction Involves Receipt of Productive Assets or Business. The acquisition was accounted for under the purchase method of accounting in accordance with FAS 141, Business Combinations.

## RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 7:- INTANGIBLE ASSETS, NET AND GOODWILL (Cont.)

	December 31, 2008			December 31, 2007			
	Useful life (Years)	Gross carrying amount	Accumulated amortization	Amortized balance	Gross carrying amount	Accumulated amortization	Amortized balance
Amortized intangible assets:							
Test Systems Programs Sets ( TPS )	5 - 10	\$ 8,275	\$ 7,568	\$ 707	\$ 8,275	\$ *) 7,391	\$ 884
Customer relationships	5	1,263	998	265	1,263	733	530
Total		\$ 9,538	\$ 8,566	\$ 972	\$ 9,538	\$ 8,124	\$ 1,414

\*) Includes impairment charges of \$ 19.

Amortization expense was \$ 442, \$ 492 and \$ 544 for the years ended December 31, 2008, 2007 and 2006, respectively. The expected amortization expense over the next four years is approximately as follows:

2009	\$ 442
2010	177
2011	177
2012	176
	<u>972</u>

The weighted average useful life of the intangible assets is five years. No impairment of Test System Programs Sets ( TPSs ) was recorded in 2008 and 2007. In 2006 an impairment of \$ 19 was recorded since the Company does not anticipate future revenues on certain specific TPSs.

In 2008 and 2007, the Company recorded \$ 343 and \$ 48, respectively, of goodwill in respect of additional consideration payable in connection with the acquisition of Vectop relating to royalties due based on actual revenues derived from Vectop projects.

## NOTE 8:- SHORT-TERM BANK CREDIT AND LOANS

## a. Short-term bank credit:

	December 31,	
	2008	2007
Bank credit in NIS *)	\$	\$ 333

\*) The interest rate at December 31, 2008 is 6.1% (December 31, 2007 - 8.6%).  
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## RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## U.S. dollars in thousands

## NOTE 8:- SHORT-TERM BANK CREDIT AND LOANS (Cont.)

## b. Long-term loans:

	December 31,	
	2008	2007
Loan from bank in NIS (1)	\$ 33	\$
Loan in U.S. dollars from shareholder, net (3)	76	261
Loan in U.S. dollars from a shareholder (4)	1,470	
	\$ 1,579	\$ 261
<b>Current maturities</b>		
Loan from bank in NIS (1)	\$ 132	\$
Loan in NIS (2)		157
Loan in U.S. dollars from a shareholder (4)	30	
	\$ 162	\$ 157

- (1) In March 2008, the Company received a loan from the bank in the amount of approximately \$ 260. The principal of the loan is due in 24 monthly installments from March 2008 until March 2010. The interest rate at December 31, 2008 is 6.1%.
- (2) The principal of the loan is due in 21 monthly installments from March 2007 until November 2008 and the interest is payable monthly from February 2007. The interest rate at December 31, 2007 is 8.6%. As of December 31, 2008, the loan was fully paid.

- (3) In July 2007, the Company received a loan from shareholders in the amount of \$ 400. The loan bears an annual interest rate of 8%. The remaining loan is due in one installment in June, 2010. In January 2008, the shareholders entered into an agreement with the Company whereby \$ 300 of the loan was converted into shares. The conversion of the loan was treated as an extinguishment of debt in accordance with EITF 96-19 and EITF 06-6 and as a result a loss in the amount of \$ 100 was recorded as financial expenses. See also Note 11(c).
- (4) In July 2008, the Company entered into a \$1.5 million loan agreement with its controlling shareholder. The loan was provided mainly in order to facilitate the development of the Company's inertial navigation systems technology (INS Technology). The loan was drawn down in July (\$1.0 million) and in December 2008 (\$0.5 million). The loan bears interest of 3% + LIBOR payable at the beginning of every quarter. Principal payments equal to \$ 90 are payable in six equal installments commencing July 1, 2009 and the remaining principal amount will be payable in eight equal installments, commencing April 1, 2011. In addition, the controlling shareholder received a non-exclusive license to sell the INS Technology for non-military/commercial purposes. The non-exclusive license granted under this agreement will automatically convert into an exclusive license should the Company default on any of its obligations under the loan agreement. The fair value of the non-exclusive license at the transaction date is deemed de minimus.

The Company's line of credit from the bank (including guarantees and loans) is \$ 2,772, from which \$ 2,652 was utilized at December 31, 2008. See also Note 10(g).

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## RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

#### NOTE 9:- OTHER ACCOUNTS PAYABLE AND ACCRUED EXPENSES

	December 31,	
	2008	2007
Payroll and related accruals	\$ 1,239	\$ 1,112
Provision for legal proceedings	650	617
Accrued royalties	794	911
Accrued commissions	254	254
Contracts in progress - provision for estimated losses	106	26
Accrued expenses	660	582
Deferred revenues	36	181
Other	121	164
	<u>\$ 3,860</u>	<u>\$ 3,847</u>

#### NOTE 10:- COMMITMENTS AND CONTINGENT LIABILITIES

As of December 31, 2008, the Company was a party to various legal proceedings, including the following:

- In December 1998, Mr. Haim Nissenson, the Company's former president and chief executive officer, filed a complaint against the Company and Mr. Herzle Bodinger, chairman of the Company's Board of Directors and the Company's president, in the Regional Labor Court of Tel Aviv (Case No. 3/4074/98 H. Nissenson v. RADA Electronic Industries Ltd. and others), seeking approximately NIS 2.0 million for salary, vacation and severance payments and other benefits that he was allegedly entitled to pursuant to his retirement agreement with the Company. In addition, Mr. Nissenson has also sought a permanent injunction and

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declarative relief, stating that a personal loan that was provided to him by the Company had been forgiven. In August 2000, the Company filed a claim against Mr. Nissenson in the Regional Court for Labor Disputes in Tel Aviv (Case No. 7049/00 RADA Electronic Industries Ltd. v. Nissenson.) for the amount of NIS 2.0 million for the repayment of the loan the Company granted to Mr. Nissenson that allegedly was forgiven by the Company in Mr. Nissenson's retirement agreement, as mentioned above. The hearings of both Mr. Nissenson's and the Company's claims in the Regional Court for Labor Disputes were joined.

Subsequent to balance sheet date, in February 2009, the Regional Labor Court determined that Mr., Nissenson is required to repay the \$ 485 of loans he received from the Company together with accrued interest and linkage differences as provided by law. The Court also denied all of Mr. Nissenson's claims and allegations against Mr. Herzle Bodinger, the Company's current Chairman of the Board, as well as substantially all of Mr. Nissenson's claims against the Company, except for payment of recuperation fees and vacation fees in the aggregate amount of NIS 109, together with accrued interest and linkage differences, as provided by law. The Court found that the retirement agreement between the Company and Mr. Nissenson is null and void since it was not legally approved, tainted with misleading information provided by Mr. Nissenson and included provisions that were not properly approved by the Company's Board of Directors.

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### RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY

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#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

##### U.S. dollars in thousands

##### NOTE 10:- COMMITMENTS AND CONTINGENT LIABILITIES (Cont.)

2. In April 2008, the Company reached a settlement in all other pending claims involving Messers Nissenson, Dobronski, other current and former directors and officers and the Company. Pursuant to this settlement, it was agreed that all the claims that were filed in the following cases 6152-08-07 (old number 2514/99), 6159-08-07 (old number 1751/01), 2600-03-08 (old number 1158/01), 1845/05 in the District Court of Tel-Aviv, 56365/04 in the Magistrate Court of Tel-Aviv and 29334/06 in the Magistrate Court of Tel Aviv were dismissed, while such agreement does not constitute a waiver by each party of any of its claims or otherwise an admission of the parties' claims. Pursuant to such agreement, the Company does not insist in its claims that Mr. Nissenson and Mr., Dobronski did not disclose their personal interest in Jetborne International, Ltd., a former subsidiary of the Company, as previously stated in the Company's reports.
3. In 2000, a claim was filed by an Israeli firm against the Company, claiming that it served as a broker in an agreement signed by the Company and a potential investor and is entitled to commissions (or finder's fee) in the amount of approximately \$ 250. The claim was dismissed by the Court. Plaintiffs appealed to the Supreme Court and their appeal was denied on February 4, 2009.
4. In 2001, a former director filed a claim in Israel against the Company, claiming that he is entitled to 200,000 options (after the reverse split) to purchase Ordinary shares of the Company.

In addition, in March 2007, the same former director commenced an action against the Company in New York State Supreme Court alleging that the Company failed to provide him certain stock options as described above. The former director also alleged in his complaint that he was entitled to recover \$1.8 million from the Company. The Company moved to dismiss this complaint on several grounds. In December 2007, the court granted the Company's motion to dismiss the action in its entirety. The former director attempted to appeal from the dismissal, but did not do so in a timely fashion and his appeal was rejected. He subsequently made a motion to the appellate court in New York seeking additional time to prosecute his appeal. That motion was denied. He has made a motion to the appellate court asking the court to reconsider its denial of his request for additional time to appeal. In March 2009, that motion was denied and his appeal from the order dismissing his claims was dismissed.

Management believes, based on the advice of its legal counsel, that the claims do not have any merit and, accordingly, did not record any provision.

5. The Company is involved periodically in various legal claims in the ordinary course of business, including claims by agents and others for commissions, royalties and others. The Company has provided an amount which it believes is sufficient to cover damages, if any that may result from these claims. The Company's management, based on the advice of its legal counsel, believes that such claims will not have a material adverse effect on the financial position or results of operations of the Company.
- b.



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The Company's research and development efforts have been partially financed through royalty-bearing programs sponsored by the Office of the Chief Scientist of Israel's Ministry of Industry, Trade and Labor ( OCS ). In return for the OCS's participation, the Company is committed to pay royalties at a rate ranging from 3% to 5% of sales of the products whose research was supported by grants received from the OCS, up to 100% of the amount of such participation received linked to the U.S. dollar. The obligation to pay these royalties is contingent on actual sales of the products and in the absence of such sales, no payment is required. The Company's total obligation for royalties, net of royalties paid or accrued, totaled approximately \$ 424 as of December 31, 2008. The total amount of royalties charged to operations for the years ended December 31, 2008, 2007 and 2006 was approximately \$ 13, \$ 10 and \$ 17, respectively.

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### RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY

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#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

##### U.S. dollars in thousands

##### NOTE 10:- COMMITMENTS AND CONTINGENT LIABILITIES (Cont.)

- c. Research and development projects undertaken by the Company were partially financed by the Binational Industrial Research and Development Fund ( BIRD ) Foundation. The Company is committed to pay royalties to the BIRD Foundation at a rate of 5% of sales proceeds generating from projects for which the BIRD Foundation provided funding up to 150% of the sum financed by the BIRD Foundation. The obligation to pay these royalties is contingent on actual sales of the products and in the absence of such sales, no payment is required. The Company's total obligation for royalties, net of royalties paid or accrued, totaled approximately \$ 2,066 as of December 31, 2008. The total amount of royalties charged to operations for the years ended December 31, 2008, 2007 and 2006 was approximately \$ 0, \$ 7 and \$ 14, respectively.
- d. The Company's offices in Netanya are rented under a non-cancelable operating lease expiring January 31, 2010. In addition, the Company's motor vehicles are rented under operating leases.

Annual minimum future rental commitments under these leases, at exchange rates in effect on December 31, 2008, are approximately as follows:

2009	\$	751
2010		394
2011		149
		<hr/>
	\$	1,294
		<hr/>

Lease expense for the years ended December 31, 2008, 2007 and 2006 was \$ 719, \$ 619 and \$ 656, respectively.

- e. During 2008, the Company entered in to a lease agreement to purchase a machine in the amount of approximately \$ 224, which was accounted for as a capital lease under SFAS 13. The total amount of the lease liability was \$ 147 as of December 31, 2008.
- f. Floating charges have been recorded on all of the Company's assets and specific charges have been recorded on certain assets in respect of the Company's liabilities to its banks and other creditors.
- g. The Company provides bank guarantees to its customers and others in the ordinary course of business. The guarantees which are provided to customers are to secure advances received at the commencement of a project or to secure performance of operational milestones. The total amount of bank guarantees provided to customers and others as of December 31, 2008 is approximately \$ 2,488.

##### NOTE 11:- SHAREHOLDERS EQUITY

a. Share capital:

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.

In February 2007, the Company effected a 3 to 1 reverse stock split with respect to its Ordinary shares. All shares, stock options, warrants and net loss per share amounts in these financial statements have been restated for all prior periods to reflect the reverse stock split.

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**RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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**U.S. dollars in thousands**

**NOTE 11:- SHAREHOLDERS EQUITY (Cont.)**

In January 2008, the Company repaid \$ 300 of the \$ 400 loan received in June 2007 in consideration for 152,765 ordinary shares. (See also Note 8).

b. Stock option plans:

In 1999 and 2003, the Company's Board approved the adoption of Employee Stock Option Plans ( the Plans ), which authorized the grant of options to purchase up to an aggregate of 346,667 and 1,166,667 Ordinary shares (in 2006 the Company's Board approved an increase in the 2003 plan by an additional 500,000 options), respectively, to officers, directors, consultants and key employees of the Company and its subsidiary. Options granted under the Plans expire within a maximum of ten years from adoption of the plan. One third of the options granted under the Company's Plans vest immediately on the grant date and the remaining two thirds vest ratably over two years. Compensation expense is recognized by the straight-line method.

The exercise price of an option granted to an employee may not be less than 60% of the fair market value of the Ordinary shares on the date of grant of the option. The exercise price of an option granted to a non-employee director or consultant may not be less than 80% of the fair market value of the Ordinary shares on the date of grant of the option. Any options that are cancelled or forfeited before expiration become available for future grants. At December 31, 2008, 346,632 options were available for grant under the Plans described above. Upon exercise of options by employees, the Company satisfies the requirements by issuing newly issued shares.

In May 2008, the Company granted under the 2003 Israeli Stock Option Plan to four of its director's options to purchase a total of 261,000 ordinary shares for an exercise price of \$ 2.14 per share of which 258,000 were in exchange for 258,000 options that were granted to those directors in 2003 for an exercise price of \$ 4.02 per share. Those options were fully vested and there was no remaining compensation expense related to those options. The Company accounted for the exchange of options under the provisions of SFAS 123(R) as a modification. A modification to the terms of an award should be treated as an exchange of the original award for a new award with total compensation cost equal to the grant-date fair value of the original award plus the incremental value measured at the modification date. Under SFAS 123(R), the calculation of the incremental value is based on the excess of the fair value of the new (modified) award based on current circumstances over the fair value of the original option measured immediately before its terms are modified based on current circumstances. That is, the original (pre-modification) option will be valued based on current assumptions, without regard to the assumptions made on the grant date. As a result of the modification, the Company will record incremental compensation cost of \$ 191 to be recognized over the new service period beginning on the modification date. In 2008 \$ 48 was recognized due to this modification.

The term of the new options is five years and they will vest as follows: 25% of the options granted to each of our directors will vest on January 1, 2009, additional 40% shall vest in four equal installments of 10% each on the last date of each calendar quarter commencing on March 31, 2009 and the balance of 35% shall vest in two equal installments of 17.5% each on March 31, 2010 and June 30, 2010 respectively.

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## RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 11:- SHAREHOLDERS EQUITY (Cont.)

Transactions related to the above Plans (including warrants to directors) during the year ended December 31, 2008 were as follows:

	Year ended December 31, 2008			
	Amount of options	Weighted average exercise price	Weighted average remaining contractual term (in years)	Aggregate intrinsic value
Options outstanding at beginning of year	1,108,933	\$ 3.28	3.87	
Granted (*)	261,000	\$ 2.14	4.07	
Cancelled (*)	(258,000)	\$ 4.02	4.07	
Forfeited	(234,667)	\$ 2.78	4.02	
Options outstanding at end of year	877,266	\$ 2.86	3.83	\$
Vested and expected to vest at December 31, 2008	851,806	\$ 2.89	3.82	\$
Exercisable options at end of year	609,322	\$ 3.17	3.72	\$

(\*) See Note 11b

Share based compensation for the years ended December 31, 2008, 2007 and 2006 was \$ 131, \$ 175 and \$ 221 respectively.

The weighted-average grant-date fair value of options granted during the years ended December 31, 2008, 2007 and 2006 was \$ 0.81, \$ 2.91 and \$ 0.34, respectively. The aggregate intrinsic value in the table above represents the total intrinsic value (the difference between the Company's closing stock price on December 31, 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. As of December 31, 2008 all options were out of the money. As of December 31, 2008 and 2007, there was \$ 151 and \$ 79 respectively of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the Company's stock option plans. That cost is expected to be recognized over a weighted-average period of two years.

c. Warrants:

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As of December 31, 2008, warrants to purchase 2,654,032 Ordinary shares were outstanding.

On December 10, 2007, in connection with a convertible note in the amount of \$ 3,000 issued to a shareholder, the Company issued warrants to purchase up to an aggregate of 1,578,947 Ordinary shares at an exercise price of \$ 2.38 per share for a term of five years. The convertible notes bear an interest at a rate of six-month LIBOR plus 3.5%. The principal is due in December 2010 and the interest is payable in quarterly installments until December 2010. The notes are convertible to Ordinary shares at a conversion price of \$ 2.09 per share.

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### RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY

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#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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##### U.S. dollars in thousands

##### NOTE 11:- SHAREHOLDERS EQUITY (Cont.)

The consideration was allocated based on the relative fair values of the convertible loan and warrants in accordance with APB No. 14. In connection with the issuance of the convertible note, \$ 568 was recorded as a beneficial conversion feature in accordance with EITF 98-5. The total amount of the deemed discount on the convertible note as a result of the allocated proceeds attributable to the warrants and the beneficial conversion feature amounting to \$ 1,410, was amortized over the term of the note using the interest method. The fair value of the warrants was based on the Black-Scholes-Merton option-pricing model, assuming a risk free interest of 3.49%, a volatility factor of 47%, dividend yield of 0% and contractual life of five years.

In July 2007, the Company received a loan in the amount of \$ 400 from certain shareholders, See also Note 8(b). These shareholders had warrants to purchase 762,585 Ordinary shares which expired on the same date of the issuance of the loan. In connection with the issuance of the loan the warrants to purchase 606,803 Ordinary shares were extended for a term of three years and repriced to an exercise price of \$ 1.88 per share. Warrants to purchase the remaining 155,782 Ordinary shares were extended for an additional three years. The extended and re-priced warrants were accounted for as modification accounting in accordance with FASB 123(R).

The consideration was allocated based on the relative fair values of the loan and warrants (extended and repriced) in accordance with APB No. 14. The fair value of the warrants was based on the Black-Scholes-Merton option-pricing model, assuming a risk free interest of 5%, a volatility factor of 43%, dividend yield of 0% and contractual life of three years.

The total amount of the deemed discount on the loan of \$ 158, is amortized over the term of the loan using the interest method. In January 2008, the shareholders entered in to an agreement with the Company in order to convert \$ 300 of the loan into shares. As of December 31, 2008 the net deemed discount is \$ 24. (See also Note 11a).

- d. According to registration rights agreements with various security holders listed under registration statements filed in connection with private placements for issuance of shares, convertible notes and warrants issued, should the Company fail to maintain and file the effectiveness of those registration statements for the periods stated in the respective agreements, the Company risks having imposed on it unlimited liquidated damages as defined in those agreements.

In accordance with EITF 00-19, the warrants are classified as permanent equity. If at any time payment of liquidated damages becomes probable, the Company will recognize a liability, and a charge to expense, for the probable damages in accordance with SFAS No. 5, Accounting for Contingencies .

##### NOTE 12:- TAXES ON INCOME

- a. Measurement of taxable income under the Income Tax (Inflationary Adjustments) Law, 1985:

Results for tax purposes are measured and adjusted in accordance with the change in the CPI. As explained in Note 2b, the consolidated financial statements are presented in U.S. dollars. The differences between the change in the Israeli CPI and in

the NIS/U.S. dollar exchange rate cause a difference between taxable income or loss and the income or loss before taxes reflected in the consolidated financial statements. In accordance with paragraph 9(f) of SFAS No. 109, the Company has not provided deferred income taxes on this difference between the financial reporting basis and the tax bases of assets and liabilities.

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**RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY**


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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**


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**U.S. dollars in thousands****NOTE 12:- TAXES ON INCOME (Cont.)**

- b. Tax benefits under the Law for the Encouragement of Industry (Taxes), 1969:

The Company is an Industrial Company under the Law for the Encouragement of Industry. The principal benefit from the above law is the deduction of expenses in connection with a public offering.

- c. Tax rates applicable to income of companies in Israel:

In June 2004, an amendment to the Income Tax Ordinance (No. 140 and Temporary Provision), 2004 was passed by the Knesset (Israeli parliament) and on July 25, 2005, another law was passed, the amendment to the Income Tax Ordinance (No. 147) 2005, according to which the corporate tax rate is to be progressively reduced to the following tax rates: 2006 - 31%, 2007 - 29%, 2008 - 27%, 2009 - 26%, 2010 and thereafter - 25%.

- d. As of December 31, 2008, the net operating tax loss carryforward relating to the Company in Israel amounted to approximately \$ 59,488, including a carryforward capital loss amounting to approximately \$ 3,623. Carryforward losses in Israel may be carried forward indefinitely and may be offset against future taxable income.

As the Company believes that it is more likely than not that the deferred tax assets in respect of these carryforward losses amounting to approximately \$ 14,872 will not be utilized, the Company recorded a valuation allowance for the entire balance of the deferred tax asset relating to the carryforward losses.

- e. The main reconciling items between the statutory tax rate of the Company and the effective tax rate is the valuation allowance recorded in respect of the deferred tax assets relating to net operating loss carryforwards and other temporary differences due to the uncertainty of the realization of such tax assets.
- f. Loss before income taxes:

	<b>Year ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
Domestic	\$ (647)	\$ (1,386)	\$ (2,085)
Foreign	71	308	85
	<b>\$ (576)</b>	<b>\$ (1,078)</b>	<b>\$ (2,000)</b>

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## RADA ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

## NOTE 13:- FINANCIAL EXPENSES, NET

	Year ended December 31,		
	2008	2007	2006
<b>Income:</b>			
Foreign currency exchange differences	\$ 190	\$ 26	\$ 96
Others	66		
Interest on cash equivalents and restricted cash	63	105	56
	<u>319</u>	<u>131</u>	<u>152</u>
<b>Expenses:</b>			
Interest on convertible note	222	116	231
Amortization expense on convertible note and deferred expenses	473	193	323
Loss due to extinguishment of a loan	100		
Foreign currency exchange differences		207	240
Interest on loans and other credit balances	61	192	35
Bank commissions	131	52	98
	<u>987</u>	<u>760</u>	<u>927</u>
	<u>\$ 668</u>	<u>\$ 629</u>	<u>\$ 775</u>

## NOTE 14:- RELATED PARTY TRANSACTIONS

- For the year ended December 31, 2008, the Company incurred \$ 308 in respect of interest on loans received from its shareholders.
- For the year ended December 31, 2007 the Company recognized revenues in the amount of \$ 870 from a related party (a company controlled by the major shareholder).

See also Notes 8(b), 11(a) and (c) for transactions with Company's shareholders.

## NOTE 15:- MAJOR CUSTOMERS AND GEOGRAPHIC INFORMATION

- In accordance with Statement of Financial Accounting Standards No. 131, Disclosures about Segments of an Enterprise and Related Information, the Company is organized and operates as one business segment, which develops, manufactures and sells ATE products, avionics equipment and aviation data acquisition and debriefing systems (see Note 1a).



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	December 31,	
	2008	2007
Israel	\$ 4,353	\$ 3,599
China	875	774
	<u>\$ 5,228</u>	<u>\$ 4,373</u>

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**SIGNATURES**

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.

RADA ELECTRONIC INDUSTRIES LTD.

By: /s/ Zvi Alon

Zvi Alon  
Chief Executive Officer

Dated: April 1, 2009

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