

Tel Aviv, May 14, 2008
Our ref: 3138/5003

Securities and Exchange Commission
Division of Corporation Finance
Office of Mergers and Acquisitions
100 F Street, N.E.
Washington, D.C. 20549
Attention: Michelle Anderson

Re: Request for Exemptive and No-Action Relief - Letter dated
May 14, 2008

Ladies and Gentlemen:

We refer to the letter, dated May 14, 2008 (the "Letter"), from Richard H. Gilden, a partner of the firm Kramer Levin Naftalis & Frankel LLP ("Kramer Levin"), writing to you on behalf of our client, Elron Electronic Industries Ltd., a company organized under the laws of the State of Israel (the "Bidder"), with respect to the tender offer described therein (the "Offer").

In the Letter, the Bidder requested that the Staff grant exemptive and no-action relief to the Bidder from certain provisions of Rule 14d-7(a)(1) and Rule 14e-1(c) promulgated under the Securities Exchange Act of 1934, as amended. The Letter also made reference to discussions held between Kramer Levin and Israeli counsel to the Bidder regarding Israeli law relating to the Offer (the "Discussions").

At your request, we confirm that we are acting as Israeli counsel to the Bidder in connection with the Offer and confirm that the descriptions of the Discussions in the Letter and the descriptions of Israeli law, regulation and practice relating to the Offer described in the Letter are accurate and complete.

We are members of the Bar of the State of Israel and, in rendering this letter, we do not pass (expressly or by implication) on the laws of any jurisdiction other than the State of Israel. This letter is limited to matters of Israeli law, regulation and practice related to the Offer.

Sincerely,


Eytan Greenberg, Adv.


Dr. Shaohar Hadar, Adv.

Tel Aviv Office
One Azrieli Center, Round Building
Tel Aviv 67021, Israel
Tel: 972-3-607.4444
Fax: 972-3-607.4422
law@gkh-law.com www.gkhlaw.com

Jerusalem Office
1 Shmuel Ha'Nagid Street 4th Floor
Jerusalem 94592, Israel
Tel: 972-2-623.2683
Fax: 972-2623.6082