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Independent Auditor's Report

to the Board Of Directors of

Strawberry Fields Real Estate Holdings, Inc.

We have audited the accompanying pro forma consolidated balance sheets of Strawberry Fields Real Estate Holdings, Inc. (hereinafter, the “Company"), and its subsidiaries as of December 31, 2016 and 2015, and the related pro forma consolidated statements of operations, pro forma consolidated statements of changes in shareholders' equity and pro forma consolidated statements of cash flows for each of the two years ended December 31, 2016 and 2015. These financial statements are the responsibility of the board of directors and management of the Company. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion, the pro forma consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company and its subsidiaries as of December 31, 2016 and 2015 and the results of its operations and cash flows for the period described above in conformity with generally accepted accounting principles in the United States of America (US GAAP).

/s/ Dov Weinstein & Co. C.P.A (Isr)
November 22, 2017
Jerusalem, Israel

STRAWBERRY FIELDS

PREDECESSOR TO STRAWBERRY FIELDS REAL ESTATE HOLDINGS, INC. AND SUBSIDIARIES

PRO-FORMA CONSOLIDATED BALANCE SHEETS (Amounts in 000's, except share data)

	December 31,	
	2016	**2015**
ASSETS		
Current Assets:		
Cash and cash equivalents	24,373	44,184
Restricted cash and investments	7,334	1,540
Prepaid expenses and other	3,991	1,165
Income receivable – averaging of rent due to fixed accelerated lease terms	4,743	2,552
Total current assets	40,441	49,441
Long-Term Assets:		
Restricted cash and investments	12,948	6,716
Property and equipment, net	368,876	210,850
Goodwill, other intangible assets and lease rights	17,779	13,222
Deferred financing expenses	7,021	4,189
Deferred tax asset	46,528	15,560
Income receivable – averaging of rent due to fixed accelerated lease terms	3,637	-
Total Long Term Assets	456,789	250,537
Total Assets	497,230	299,978
LIABILITIES AND EQUITY		
Current Liabilities:		
Current maturities of long-term debt	7,690	5,189
Current maturity of bonds	13,080	-
Accounts payable	-	10
Derivative liabilities	2,628	1,574
Lease liabilities	114	-
Accrued expenses and interest	11,136	2,838
Total current liabilities	34,648	9,611
Long-term notes payable and other debt, net of current maturities:		
Senior debt, net of discounts	348,728	181,827
Bonds, net of discounts	70,730	64,363
Related parties' debt	2,354	6,097
Other long-term liabilities	3,090	1,709
Lease liabilities	4,140	-
Total Long Term Liabilities	429,042	253,996
Total liabilities	463,690	263,607
Stockholders' equity:		
Common shares $0.0001 par value, 20,000,000 shares authorized; no shares were issued and outstanding as of December 31, 2016 and 2015	-	-
Paid-in capital	76,293	73,937
Other comprehensive income	60	365
Accumulated deficit	(42,813)	(37,931)
Total stockholders' equity	33,540	36,371
Total liabilities and equity	497,230	299,978

See accompanying notes to consolidated financial statements

PREDECESSOR TO STRAWBERRY FIELDS REAL ESTATE HOLDINGS, INC AND SUBSIDIARIES

PRO-FORMA CONSOLIDATED STATEMENTS OF OPERATIONS

(Amounts in 000's, except share data)

	2016	2015	2014
Revenues:			
Rental revenues	47,767	25,913	27,257
Reserve for Doubtful Accounts	-	-	-
Total revenues	47,767	25,913	27,257
Expenses:			
Depreciation	15,602	9,182	5,627
Amortization	1,211	1,037	3,708
Impairments	-	10,105	-
General and administrative expenses	2,217	1,751	1,556
Property taxes	1,298	893	1,115
Facility rent expenses	683	1,873	4,433
Property Insurance	83	123	159
Total expenses	(21,094)	(24,964)	(16,598)
Income from operations	26,673	949	10,659
Other Income (Expense):			
Interest expense, net	(18,795)	(10,237)	(6,279)
Amortization Of Interest Expense	(838)	(237)	(135)
MIP Insurance	(1,362)	(635)	(758)
Total Interest Expense	(20,995)	(11,109)	(7,172)
Gain (loss) from sale of Nursing Homes	(1,051)	0	0
Unrealized Gain (loss) on derivatives	(909)	(1,574)	0
Total other income (expenses), net	(1,960)	(1,574)	0
Profit (Loss) for the year	3,718	(11,734)	3,487
Other comprehensive income due to foreign currency translation and transactions	(305)	365	-
Comprehensive income	3,413	(11,369)	3,487
Loss per share - basic and diluted:			
Net earnings (loss) per share attributable to common stockholders	0	0	0
Weighted average number of common shares	0	0	0

See accompanying notes to consolidated financial statements

PREDECESSOR TO STRAWBERRY FIELDS REAL ESTATE HOLDINGS, INC AND SUBSIDIARIES

PRO-FORMA CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(Amounts in 000's, except share data)

	Common Stock Shares	Additional Paid-in Capital	Accumulated other comprehensive income	Accumulated Profit	Total
Balance, January 1, 2014	-	35,963	-	(4,070)	31,893
Distribution	-	-	-	(7,627)	(7,627)
Equity Investment	-	4,121	-	-	4,121
Gain (Loss) for the year			-	3,487	3,487
Balance, December 31, 2014	-	40,084	-	(8,210)	31,874
Distribution	-	-	-	(17,987)	(17,987)
Equity Investment	-	18,293	-	-	18,293
Deferred tax effects	-	15,560	-	-	15,560
Gain (Loss) for the year	-		365	(11,734)	(11,369)
Balance, December 31, 2015	-	73,937	365	(37,931)	36,371
Distribution	-	-	-	(8,600)	(8,600)
Equity Investment	-	(28,612)	-	-	(28,612)
Deferred tax effects	-	30,968	-	-	30,968
Gain (Loss) for the year	-	-	(305)	3,718	3,413
Balance, December 31, 2016	-	76,293	60	(42,813)	33,540

See accompanying notes to consolidated financial statements

PREDECESSOR TO STRAWBERRY FIELDS REAL ESTATE HOLDINGS, INC AND SUBSIDIARIES

PRO-FORMA CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in 000's)

	Year Ended December 31,		
	2016	**2015**	**2014**
Cash flows from operating activities:			
Net Gain (Loss)	3,718	(11,734)	3,487
Adjustments to reconcile net loss from continuing operations to net cash provided by operating activities:			
Depreciation and amortization	16,813	10,219	9,335
Impairments	-	10,105	-
Decrease (Increase) in Accounts receivable	(2,077)	(2,243)	(656)
Amortization of interest expense	838	237	135
Changes in other comprehensive income	(305)	365	-
Decrease (Increase) in Income to receive	(4,661)	3,223	178
Decrease (Increase) Accounts receivable - related parties	(1,027)	1,348	(1,670)
Increase (Decrease) in Accounts payable and accrued liabilities	7,459	3,260	(1,563)
Net cash provided by operating activities	20,758	14,780	9,246
Cash flow from investing activities:			
Acquisition of property and equipment	(72,943)	(68,755)	(46,374)
Cash Increase from Transferred Entities	1,344	-	-
Gain (Loss) from sale of property and equipment	(1,051)	-	-
Decrease (Increase) in restricted deposits	(6,462)	(2,188)	(2,361)
Net cash used in investing activities	(79,112)	(70,943)	(48,735)
Cash flows from financing activities:			
Proceeds from mortgage notes payable	100,904	59,095	53,738
Proceeds from issuance of senior unsecured notes payable	18,635	64,363	-
Repayment of mortgages	(58,460)	(9,371)	(11,869)
Increase (Decrease) in Loans from others	(7,414)	(21,944)	4,313
Increase (Pay-down) Lease liabilities	(78)	-	-
Increase (Decrease) in Due to related parties	(6,444)	5,393	(2,690)
Dividend Distribution	(8,600)	(17,987)	(7,627)
Equity investments	-	18,293	4,120
Net cash provided by financing activities	38,543	97,842	39,985
Net change in cash	(19,811)	41,679	496
Cash, beginning of the year	44,184	2,505	2,009
Cash, end of the year	24,373	44,184	2,505
Supplemental Disclosure of Cash Flow Information:			
Cash paid during the year for:			
Interest	18,951	10,483	6,356
Non- Cash Transactions			
Transfer of Assets from Parent Company	117,217		
Transfer of Liabilities from Parent Company	(145,829)		

See accompanying notes to consolidated financial statements

NOTE 1. Business

Overview

Strawberry Fields Real Estate Holdings Inc. (the “Company") is a Delaware corporation organized on June 30, 2017. Since establishment, the Company has had no operations and intends to issue shares to the public in Israel and registered for trading on the Tel Aviv Stock Exchange.

Subject to completion of registration of the shares, Strawberry Fields REIT, LLC (the “Parent Company”), the controlling shareholder of the Company, will transfer to the Company all of the shares of Strawberry Fields REIT, Ltd. (“SF REIT Ltd.”), a wholly-owned company organized under the laws of the British Virgin Islands. SF REIT Ltd. owns entities engaged in renting and leasing buildings used as nursing homes, which are investment property of the Company. In addition, the loans and the lease obligations which are financing the investments in that investment property will be transferred to the Company.

SF REIT Ltd. invests primarily in real estate serving the healthcare industry in the United States (“U.S.”). The Company acquires, develops, leases, manages and disposes of healthcare real estate and provides financing to healthcare providers. The Company’s diverse portfolio is comprised of investments in the following reportable healthcare segments: (i) Skilled Nursing Facilities (SNF), (ii) Long Term Acute Care Hospitals (LTACH), (iii) Medical Office Buildings (MOB).

Basis of Presentation

The Company maintains its accounting records on an accrual basis in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”).

These financial statements are presented in US dollars.

Pro forma financial statements

The pro forma consolidated financial statements of the Company have been prepared in a manner reflecting the transferred entities from the controlling shareholders as it were carried out from the beginning of the earliest period presented in the pro forma consolidated financial statements (January 1, 2014), based on the equity ownership in these entities on that date. With respect to entities established after January 1, 2014, the pro forma consolidated financial statements reflect the assets, liabilities and operations of those entities commencing from the date of their establishment. Nursing homes to which the transferred entities held purchase options, which were exercised during the periods presented in the pro forma financial statements and as to which those entities became owners of those nursing homes, are presented, commencing from January 1, 2014, as properties under financing leases, this under the assumption that the options incorporated a bargain price. In addition, the pro forma consolidated financial statements include an appropriate assessment of the property management and operational fees, and general and administrative expenses, which were provided to the Company by its controlling shareholders in relation to the operations presented in these financial statements. As a result, the pro forma financial statements as of December 31, 2016 include the real estate properties held by the transferred entities as mentioned above, as well as all of the loans and lease obligations related to them, under the assumption that the U.S. Housing and Urban Development Agency (“HUD”), which has guaranteed part of the loans received by the Company, gave its consent to transferring the properties to the Company, if that it is required. (See Note 3. for additional explanation).

The transfer of these entities and their operations is contingent, inter alia, on the completion of the issuance of the shares and their registration on the Tel Aviv Stock Exchange.

The Company through its subsidiaries owns skilled nursing facilities, a Medical Office Building, and Acute Care Hospitals in the states of Illinois, Indiana, Michigan, Texas, Ohio, Tennessee, Kentucky, and Oklahoma. As of December 31, 2016, the Company owned or owned the lease rights of 57 buildings comprised of 56 skilled nursing facilities, which four of them include Long term Acute Care Hospitals, and one Medical Office Building facility totaling approximately 7,435 beds. Of the 57 facilities, the Company owned 53 facilities, and leased and subleased four facilities.

NOTE 1. Business (Cont.)

Acquisitions and Refinance

During 2016, the Parent Company acquired the ownership rights in eight new nursing homes (of which seven are in Tennessee and one is in Kentucky, in consideration for a total of 73.9 million. The acquisitions were financed by bank loans totaling $44.3 million.

During 2016, the Parent Company refinanced $56.6 million in loans under the HUD program.

During 2015, the Parent Company acquired the ownership rights in twelve new nursing homes (of which four also include long-term acute care hospitals), in consideration for a total of $87.6 million. The acquisitions were carried out in the following States: Ohio-4, Michigan-1, Texas-3, Oklahoma-1, Indiana-2 and Illinois-1. The acquisitions were financed by bank loans totaling $64.5 million and seller notes of 7.4 million. Three of these facilities where leased from the seller and subleased to a tenant prior to the acquisition.

During 2015, the Company refinanced $23.5 million in loans under the HUD program.

Dispositions

In February 2016, the Parent Company decided to give up a non-material nursing home in the State of Illinois, and to return its operating license to the State. In April 2016, the Parent Company sold the building for $300,000.

In July 2015, the Parent Company did not renew two leases on two facilities in Indiana, one in Yorktown and one in Chesterton. Not renewing the two leases did not have any effect on the future cash flow or revenue of the Company, since these facilities were part of a fifteen-facilities master lease that tenant guaranteed net payment regardless of the number of facilities under the master lease.

Other significant events

SF REIT Ltd., a fully owned subsidiary of the Parent Company was established and incorporated in February 2015 as a private company limited in shares, according to the Business Companies Act of the British Virgin Islands (BVI Companies Act, 2004). In November 2015, SF REIT Ltd. completed an offering of debentures (Series A) with par value of NIS 265.3 million ($68.4 million), registered for trading on the Tel Aviv Stock Exchange. For additional information regarding the debentures, see Note 7. During September 2016, SF REIT Ltd. completed the offering of additional Series A debentures with a par value of 70.0 million ($19.3 million).

Concurrently with completion of registration of those debentures, the Parent Company transferred the equity interests in all of its subsidiaries to SF REIT Ltd. in exchange for all of the shares of SF REIT Ltd.

Fiscal Year End

The Corporation has adopted a fiscal year end of December 31.

NOTE 2. Summary of Significant Accounting Policies

Use of Estimates

Management is required to make estimates and assumptions in the preparation of financial statements in conformity with U.S. generally accepted accounting principles ("GAAP"). These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results may differ from management's estimates.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Intercompany transactions and balances have been eliminated upon consolidation.

All entities which the Company holds are wholly-owned by the Company.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand and short-term investments with original maturities of three months or less when purchased.

Real Estate

We make estimates as part of our allocation of the purchase price of acquisitions to the various components of the acquisition based upon the fair value of each component. In determining fair value, we use current appraisals or other third party valuations. The most significant components of our allocations are typically the allocation of fair value to land and buildings and, for certain of our acquisitions, in place leases and other intangible assets. In the case of the fair value of buildings and the allocation of value to land and other intangibles, the estimates of the values of these components will affect the amount of depreciation and amortization we record over the estimated useful life of the property acquired or the remaining lease term. In the case of the value of in place leases, we make best estimates based on the evaluation of the specific characteristics of each tenant's lease. Factors considered include estimates of carrying costs during hypothetical expected lease up periods, market conditions and costs to execute similar leases. These assumptions affect the amount of future revenue that we will recognize over the remaining lease term for the acquired in place leases.

We evaluate each purchase transaction to determine whether the acquired assets meet the definition of a business. Transaction costs related to acquisitions that are not deemed to be businesses are included in the cost basis of the acquired assets, while transaction costs related to acquisitions that are deemed to be businesses are expensed as incurred.

Revenue Recognition

Rental income from operating leases is generally recognized on a straight-line basis over the terms of the leases. Substantially all of our leases contain provisions for specified annual increases over the rents of the prior year and are generally computed in one of two methods depending on specific provisions of each lease as follows:

(i) a specified annual increase over the prior year's rent, generally between 1.0% and 3.0%;

(ii) a calculation based on the Consumer Price Index; or

(iii) specific dollar increases.

The FASB does not provide for the recognition of contingent revenue until all possible contingencies have been eliminated. We consider the operating history of the lessee and the general condition of the industry when evaluating whether all possible contingencies have been eliminated and have historically, and expect in the future, to not include contingent rents as income until received. We follow a policy related to rental income whereby we consider a lease to be non-performing after 60 days of non-payment of past due amounts and do not recognize unpaid rental income from that lease until the amounts have been received.

NOTE 2. Summary of Significant Accounting Policies

Revenue Recognition

Rental revenues relating to non-contingent leases that contain specified rental increases over the life of the lease are recognized on the straight-line basis. Recognizing income on a straight-line basis requires us to calculate the total non-contingent rent containing specified rental increases over the life of the lease and to recognize the revenue evenly over that life. This method results in rental income in the early years of a lease being higher than actual cash received, creating a straight-line rent receivable asset included in our consolidated balance sheet. At some point during the lease, depending on its terms, the cash rent payments eventually exceed the straight-line rent which results in the straight-line rent receivable asset decreasing to zero over the remainder of the lease term. We assess the collectability of straight-line rent in accordance with the applicable accounting standards and our reserve policy. If the lessee becomes delinquent in rent owed under the terms of the lease, we may provide a reserve against the recognized straight-line rent receivable asset for a portion, up to its full value, that we estimate may not be recoverable.

In May 2014, the FASB issued Accounting Standards Update No. 2014-09 (or ASU 2014-09), *Revenue from Contracts with Customers: Topic 606*. ASU 2014-09 provides for a single comprehensive principles based standard for the recognition of revenue across all industries through the application of the following five-step process:

Step 1: Identify the contract(s) with a customer.

Step 2: Identify the performance obligations in the contract.

Step 3: Determine the transaction price.

Step 4: Allocate the transaction price to the performance obligations in the contract.

Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

ASU 2014-09 requires expanded disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The new standard, effective on January 1, 2018, permits either the retrospective or cumulative effects transition method and allows for early adoption on January 1, 2017. We expect to adopt this standard using the modified retrospective adoption method on January 1, 2018. We are currently evaluating the impact of this ASU but we do not believe this standard will have a material impact on our results of operations or financial condition, as a substantial portion of our revenues consists of rental income from leasing arrangements, which is specifically excluded from ASU 2014-09.

Allowance for Doubtful Accounts

The Company evaluates the liquidity and creditworthiness of its tenants, operators and borrowers on a monthly and quarterly basis. The Company's evaluation considers industry and economic conditions, individual and portfolio property performance, credit enhancements, liquidity and other factors. The Company's tenants, borrowers and operators furnish property, portfolio and guarantor/operator-level financial statements, among other information, on a monthly or quarterly basis; the Company utilizes this financial information to calculate the lease or debt service coverages that it uses as a primary credit quality indicator. Lease and debt service coverage information is evaluated together with other property, portfolio and operator performance information, including revenue, expense, net operating income, occupancy, rental rate, reimbursement trends, capital expenditures and EBITDA (defined as earnings before interest, tax, and depreciation and amortization), along with other liquidity measures. The Company evaluates, on a monthly basis or immediately upon a significant change in circumstance, its tenants', operators' and borrowers' ability to service their obligations with the Company.

The Company maintains an allowance for doubtful accounts for straight-line rent receivables resulting from tenants' inability to make contractual rent and tenant recovery payments or lease defaults. For straight-line rent receivables, the Company's assessment is based on amounts estimated to be recoverable over the lease term. As of December 31, 2016 and 2015 no allowance have been made.

NOTE 2. Summary of Significant Accounting Policies (cont.)

Impairment of Long-Lived Assets and Goodwill

The Company assesses the carrying value of real estate assets and related intangibles ("real estate assets") when events or changes in circumstances indicate that the carrying value may not be recoverable. The Company tests its real estate assets for impairment by comparing the sum of the expected future undiscounted cash flows to the carrying value of the real estate assets. The expected future undiscounted cash flows are calculated utilizing the lowest level of identifiable cash flows that are largely independent of the cash flows of other assets and liabilities. If the carrying value exceeds the expected future undiscounted cash flows, an impairment loss will be recognized to the extent that the carrying value of the real estate assets is greater than their fair value.

Goodwill is tested for impairment at least annually based on certain qualitative factors to determine if it is more likely than not that the fair value of a reporting unit is less than its carrying value. Potential impairment indicators include a significant decline in real estate values, significant restructuring plans, current macroeconomic conditions, state of the equity and capital markets or a significant decline in the Company's market capitalization. If the Company determines that it is more likely than not that the fair value of a reporting unit is less than its carrying value, the Company applies the required two-step quantitative approach. The quantitative procedures of the two-step approach (i) compare the fair value of a reporting unit with its carrying value, including goodwill, and, if necessary, (ii) compare the implied fair value of reporting unit goodwill with the carrying value as if it had been acquired in a business combination at the date of the impairment test. The excess fair value of the reporting unit over the fair value of assets and liabilities, excluding goodwill, is the implied value of goodwill and is used to determine the impairment amount, if any. The Company has selected the fourth quarter of each fiscal year to perform its annual impairment test.

Restricted Cash

Restricted cash primarily consists of amounts held by mortgage lenders to provide for (i) real estate tax expenditures, tenant improvements and capital expenditures, (ii) security deposits, and (iii) net proceeds from property sales that were executed as tax-deferred dispositions.

Concentrations of Credit Risk.

Financial instruments which potentially subject us to concentrations of credit risk consist primarily of cash and cash equivalents, mortgage loans receivable, marketable debt securities and operating leases on owned properties. Our financial instruments, mortgage loans receivable and operating leases are subject to the possibility of loss of carrying value as a result of the failure of other parties to perform according to their contractual obligations or changes in market prices which may make the instrument less valuable.

Cash and cash equivalents, restricted cash and restricted investments are held with various financial institutions. From time to time, these balances exceed the federally insured limits. These balances are maintained with high quality financial institutions which management believes limits the risk. We obtain various collateral and other protective rights, and continually monitor these rights, in order to reduce such possibilities of loss. In addition, we provide reserves for potential losses based upon management's periodic review of our portfolio. As of December 31, 2016 and 2015, no provisions have been made.

Market Concentration Risk

The Company owns buildings in 8 states the majority of which are in Illinois (25 buildings or 44% of total buildings; 4,371 Skilled Nursing beds or 58.8% of total beds) and Indiana (14 buildings or 24.5% of total buildings; 1,324 Skilled Nursing beds or 17.8% of total beds). Since tenant revenue is primarily generated from Medicare and Medicaid, the operations of the Company are indirectly subject to the administrative directives, rules and regulations of federal and state regulatory agencies, including, but not limited to, Centers for Medicare and Medicaid Services, and the Department of Health and Aging in all states in which the Company operates. Such administrative directives, rules and regulations, including budgetary reimbursement funding, are subject to change by an act of Congress, the passage of laws by the General Assembly or an administrative change mandated by one of the executive branch agencies. Such changes may occur with little notice or inadequate funding to pay for the related costs, including the additional administrative burden, to comply with a change.

NOTE 2. Summary of Significant Accounting Policies (cont.)

Derivatives and Hedging

During its normal course of business, the Company uses certain types of derivative instruments for the purpose of managing interest rate and foreign currency risk. To qualify for hedge accounting, derivative instruments used for risk management purposes must effectively reduce the risk exposure that they are designed to hedge. In addition, at inception of a qualifying cash flow hedging relationship, the underlying transaction or transactions, must be, and are expected to remain, probable of occurring in accordance with the Company's related assertions.

The Company recognizes all derivative instruments, including embedded derivatives that are required to be bifurcated, as assets or liabilities in the consolidated balance sheets at fair value. Changes in fair value of derivative instruments that are not designated in hedging relationships or that do not meet the criteria of hedge accounting are recognized in earnings. For derivative instruments designated in qualifying cash flow hedging relationships, changes in fair value related to the effective portion of the derivative instruments are recognized in accumulated other comprehensive income (loss), whereas changes in fair value of the ineffective portion are recognized in earnings.

Using certain of its New Israeli Shekel ("NIS") denominated debt, the Company applies net investment hedge accounting to hedge the foreign currency exposure from its net investment in NIS-functional subsidiaries. The variability of the NIS-denominated debt due to changes in the NIS to U.S. dollar ("USD") exchange rate ("remeasurement value") is recognized as part of the cumulative translation adjustment component of accumulated other comprehensive income (loss).

The Company formally documents all relationships between hedging instruments and hedged items, as well as its risk-management objectives and strategy for undertaking various hedge transactions. This process includes designating all derivative instruments that are part of a hedging relationship to specific forecasted transactions as well as recognized obligations or assets in the consolidated balance sheets. The Company also assesses and documents, both at inception of the hedging relationship and on a quarterly basis thereafter, whether the derivative instruments are highly effective in offsetting the designated risks associated with the respective hedged items. If it is determined that a derivative instrument ceases to be highly effective as a hedge, or that it is probable the underlying forecasted transaction will not occur, the Company discontinues its cash flow hedge accounting prospectively and records the appropriate adjustment to earnings based on the current fair value of the derivative instrument.

Income Taxes

Income taxes are accounted for in accordance with ASC Topic 740, "Income Taxes." Under the asset and liability method, deferred tax assets and liabilities are recognized for the future consequences of differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases (temporary differences). Deferred tax assets and liabilities are measured using tax rates expected to apply to taxable income in the years in which those temporary differences are recovered or settled. Valuation allowances for deferred tax assets are established when it is more likely than not that some portion or all of the deferred tax assets will not be realized.

All changes in the tax bases of assets and liabilities caused by transactions among or with shareholders are accounted for in accordance with ASC Topic 740-20-45-11. Defer taxes shall be included in equity including the effect of valuation allowances initially required upon recognition of any related deferred tax assets. Changes in valuation allowances occurring in subsequent periods shall be included in the income statement.

Capital Raising Issuance Costs

Costs incurred in connection with the issuance of common shares are recorded as a reduction of additional paid-in capital. Debt issuance costs related to debt instruments excluding line of credit arrangements are deferred, recorded as a reduction of the related debt liability, and amortized to interest expense over the remaining term of the related debt liability utilizing the interest method. Debt issuance costs related to line of credit arrangements are deferred, included in other assets, and amortized to interest expense over the remaining term of the related line of credit arrangement utilizing the interest method.

Penalties incurred to extinguish debt and any remaining unamortized debt issuance costs, discounts and premiums are recognized as income or expense in the consolidated statements of operations at the time of extinguishment.

NOTE 2. Summary of Significant Accounting Policies (cont.)

Segment Reporting

The FASB accounting guidance regarding disclosures about segments of an enterprise and related information establishes standards for the manner in which public business enterprises report information about operating segments. Our investment decisions in senior housing and health care properties, and resulting investments are managed as a single operating segment for internal reporting and for internal decision making purposes. Therefore, we have concluded that we operate as a single segment.

Foreign Currency Translation and Transactions

Assets and liabilities denominated in foreign currencies that are translated into U.S. dollars use exchange rates in effect at the end of the period, and revenues and expenses denominated in foreign currencies that are translated into U.S. dollars use average rates of exchange in effect during the related period. Gains or losses resulting from translation are included in accumulated other comprehensive income (loss), a component of stockholders' equity on the consolidated balance sheets. Gains or losses resulting from foreign currency transactions are translated into U.S. dollars at the rates of exchange prevailing at the dates of the transactions. The effects of transaction gains or losses are included in other income, net in the consolidated statements of operations.

Fair Value Measurement

The Company measures and discloses the fair value of nonfinancial and financial assets and liabilities utilizing a hierarchy of valuation techniques based on whether the inputs to a fair value measurement are considered to be observable or unobservable in a marketplace. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. This hierarchy requires the use of observable market data when available. These inputs have created the following fair value hierarchy:

- *Level 1*—quoted prices for *identical* instruments in active markets;

- *Level 2*—quoted prices for *similar* instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which significant inputs and significant value drivers are observable in active markets; and

- *Level 3*—fair value measurements derived from valuation techniques in which one or more significant inputs or significant value drivers are *unobservable* .

The Company measures fair value using a set of standardized procedures that are outlined herein for all assets and liabilities which are required to be measured at fair value. When available, the Company utilizes quoted market prices from an independent third party source to determine fair value and classifies such items in Level 1. In instances where a market price is available, but the instrument is in an inactive or over-the-counter market, the Company consistently applies the dealer (market maker) pricing estimate and classifies the asset or liability in Level 2.

If quoted market prices or inputs are not available, fair value measurements are based upon valuation models that utilize current market or independently sourced market inputs, such as interest rates, option volatilities, credit spreads and/or market capitalization rates. Items valued using such internally-generated valuation techniques are classified according to the lowest level input that is significant to the fair value measurement. As a result, the asset or liability could be classified in either Level 2 or Level 3 even though there may be some significant inputs that are readily observable. Internal fair value models and techniques used by the Company include discounted cash flow and Black-Scholes valuation models. The Company also considers its counterparty's and own credit risk for derivative instruments and other liabilities measured at fair value. The Company has elected the mid-market pricing expedient when determining fair value.

NOTE 2. Summary of Significant Accounting Policies (cont.)

Earnings per Share

Basic earnings per common share is computed by dividing net income applicable to common shares by the weighted average number of shares of common stock outstanding during the period. The Company accounts for unvested share-based payment awards that contain non-forfeitable dividend rights or dividend equivalents (whether paid or unpaid) as participating securities, which are included in the computation of earnings per share pursuant to the two-class method. Diluted earnings per common share is calculated by including the effect of dilutive securities.

Recent Accounting Pronouncements

In January 2017, the FASB issued ASU No. 2017-04, *Simplifying the Test for Goodwill Impairment* ("ASU 2017-04"). The amendments in ASU 2017-04 eliminate the current two-step approach used to test goodwill for impairment and require an entity to apply a one-step quantitative test and record the amount of goodwill impairment as the excess of a reporting unit's carrying amount over its fair value, not to exceed the total amount of goodwill allocated to the reporting unit. ASU 2017-04 is effective for fiscal years, including interim periods within, beginning after December 15, 2019 (upon the first goodwill impairment test performed during that fiscal year). Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. A reporting entity must apply the amendments in ASU 2017-04 using a prospective approach. The Company does not expect the adoption of ASU 2017-04 to have a material impact to its consolidated financial position or results of operations.

In January 2017, the FASB issued ASU No. 2017-01, *Clarifying the Definition of a Business* ("ASU 2017-01"). The amendments in ASU 2017-01 provide an initial screen to determine if substantially all of the fair value of the gross assets acquired (or disposed of) is concentrated in a single identifiable asset or a group of similar identifiable assets, in which case, the transaction would be accounted for as an asset acquisition. In addition, ASU 2017-01 clarifies the requirements for a set of activities to be considered a business and narrows the definition of an output. ASU 2017-01 is effective for fiscal years, and interim periods within, beginning after December 15, 2017. Early adoption is permitted. A reporting entity must apply the amendments in ASU 2017-01 using a prospective approach. The Company plans to adopt ASU 2017-01 during the first quarter of 2017.

Upon adoption of ASU 2017-01, the Company expects to recognize a majority of its real estate acquisitions and dispositions as asset transactions rather than business combinations which will result in the capitalization of related third party transaction costs.

In November 2016, the FASB issued ASU No. 2016-18, *Restricted Cash* ("ASU 2016-18"). The amendments in ASU 2016-18 require an entity to reconcile and explain the period-over-period change in total cash, cash equivalents and restricted cash within its statements of cash flows. ASU 2016-18 is effective for fiscal years, and interim periods within, beginning after December 15, 2017. Early adoption is permitted. A reporting entity must apply the amendments in ASU 2016-18 using a full retrospective approach. The Company does not expect the adoption of ASU 2016-18 to have a material impact to its consolidated statements of cash flows as the Company does not have material restricted cash activity.

In August 2016, the FASB issued ASU No. 2016-15, *Classification of Certain Cash Receipts and Cash Payments* ("ASU 2016-15"). The amendments in ASU 2016-15 are intended to clarify current guidance on the classification of certain cash receipts and cash payments in the statement of cash flows. ASU 2016-15 is effective for fiscal years, and interim periods within, beginning after December 15, 2017. Early adoption is permitted. A reporting entity must apply the amendments in ASU 2016-18 using a full retrospective approach. The Company is currently in compliance with substantially all of the clarifications in ASU 2016-15 and as such, the Company does not expect the adoption of ASU 2016-15 to have a material impact to its consolidated statements of cash flows.

NOTE 2. Summary of Significant Accounting Policies (cont.)

Recent Accounting Pronouncements

In June 2016, the FASB issued ASU No. 2016-13, *Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13"). ASU 2016-13 is intended to improve financial reporting by requiring timelier recognition of credit losses on loans and other financial instruments held by financial institutions and other organizations. The amendments in ASU 2016-13 eliminate the "probable" initial threshold for recognition of credit losses in current accounting guidance and, instead, reflect an entity's current estimate of all expected credit losses. Previously, when credit losses were measured under current accounting guidance, an entity generally only considered past events and current conditions in measuring the incurred loss. The amendments in ASU 2016-13 broaden the information that an entity must consider in developing its expected credit loss estimate for assets measured either collectively or individually. The use of forecasted information incorporates more timely information in the estimate of expected credit loss. ASU 2016-13 is effective for fiscal years, and interim periods within, beginning after December 15, 2019. Early adoption is permitted for fiscal years, and interim periods within, beginning after December 15, 2018. A reporting entity is required to apply the amendments in ASU 2016-13 using a modified retrospective approach by recording a cumulative-effect adjustment to equity as of the beginning of the fiscal year of adoption. A prospective transition approach is required for debt securities for which an other-than-temporary impairment had been recognized before the effective date. Upon adoption of ASU 2016-13, the Company is required to reassess its financing receivables, including direct finance leases and loans receivable, and expects that application of ASU 2016-13 may result in the Company recognizing credit losses at an earlier date than would otherwise be recognized under current accounting guidance. As such, the Company is still evaluating the impact of the adoption of ASU 2016-13 on January 1, 2020 to its consolidated financial position and results of operations.

In February 2016, the FASB issued ASU No. 2016-02, *Leases* ("ASU 2016-02"). ASU 2016-02 amends the current accounting for leases to (i) require lessees to put most leases on their balance sheets, but continue recognizing expenses on their income statements in a manner similar to requirements under current accounting guidance, (ii) eliminate current real estate specific lease provisions and (iii) modify the classification criteria and accounting for sales-type leases for lessors. ASU 2016-02 is effective for fiscal years, and interim periods within, beginning after December 15, 2018. Early adoption is permitted. The transition method required by ASU 2016-02 varies based on the specific amendment being adopted. As a result of adopting ASU 2016-02, the Company will recognize all of its operating leases for which it is the lessee, including corporate office leases and ground leases, on its consolidated balance sheets and will capitalize fewer legal costs related to the drafting and execution of its lease agreements. The Company is evaluating the impact of the adoption of ASU 2016-02 on January 1, 2019 to its consolidated financial position and results of operations.

Between May 2014 and May 2016, the FASB issued three ASUs changing the requirements for recognizing and reporting revenue (together, herein referred to as the "Revenue ASUs"): (i) ASU No. 2014-09, *Revenue from Contracts with Customers* ("ASU 2014-09"), (ii) ASU No. 2016-08, *Principal versus Agent Considerations (Reporting Revenue Gross versus Net)* ("ASU 2016-08") and (iii) ASU No. 2016-12, *Narrow-Scope Improvements and Practical Expedients* ("ASU 2016-12"). ASU 2014-09 provides guidance for revenue recognition to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2016-08 is intended to improve the operability and understandability of the implementation guidance on principal versus agent considerations. ASU 2016-12 provides practical expedients and improvements on the previously narrow scope of ASU 2014-09. In August 2015, the FASB issued ASU No. 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date* ("ASU 2015-14"). ASU 2015-14 defers the effective date of ASU 2014-09 by one year to fiscal years, and interim periods within, beginning after December 15, 2017. All subsequent ASUs related to ASU 2014-09, including ASU 2016-08 and ASU 2016-12, assumed the deferred effective date enforced by ASU 2015-14. Early adoption of the Revenue ASUs is permitted for annual periods, and interim periods within, beginning after December 15, 2016. A reporting entity may apply the amendments in the Revenue ASUs using either a modified retrospective approach, by recording a cumulative-effect adjustment to equity as of the beginning of the fiscal year of adoption or full retrospective approach. The Company is evaluating the complete impact of the adoption of the Revenue ASUs on January 1, 2018 to its consolidated financial position and results of operations. As the primary source of revenue for the Company is generated through leasing arrangements, which are excluded from the Revenue ASUs, the Company expects that it will be impacted in its recognition of non-lease revenue, such as certain resident fees in its RIDEA structures (a portion of which are not generated through leasing arrangements) and its recognition of real estate sale transactions. Under ASU 2014-09, revenue recognition for real estate sales is largely based on the transfer of control versus continuing involvement under current guidance. As a result, the Company generally expects that the new guidance will result in more transactions qualifying as sales of real estate and revenue being recognized at an earlier date than under current accounting guidance.

NOTE 3. RESTRICTED CASH AND INVESTMENTS

The following presents the Company's various restricted cash, escrow deposits and investments:

	December 31,	
Amounts in (000's)	**2016**	**2015**
Interest cushion bonds escrow	$ 2,791	$ -
MIP Escrow accounts	655	379
Other Escrow deposits	536	-
Property tax and Insurance escrow	3,352	1,161
Total current portion	7,334	1,540
Interest cushion bonds escrow	2,891	2,683
HUD replacement reserves	8,149	4,004
Collateral cash and certificates of deposit	11	29
Restricted investments for other debt obligations	1,897	-
Total noncurrent portion	12,948	6,716
Total restricted cash and investments	$ 20,282	$ 8,256

Interest Cushion bonds escrow—In November 2015, SF REIT Ltd. completed an offering of debentures (Series A) with par value of NIS 265.3 million, registered for trading on the Tel Aviv Stock Exchange Ltd. Part of the Deed of Trust, SF REIT Ltd. committed to deposit a debt service cushion in an amount equal to 6 months of interest with the Trustee. (see *Note 7 - Notes Payable and Other Debt*).

MIP escrow— The Regulatory Agreements entered into in connection with the financing secured through HUD require monthly escrow deposits for Mortgage Insurance Premium on the HUD project assets.

Property tax and Insurance escrow—Several facilities are required to set funds aside for real estate taxes and insurance.

HUD replacement reserves—The Regulatory Agreements entered into in connection with the financing secured through HUD require monthly escrow deposits for replacement and improvement of the HUD project assets. A portion of the replacement reserves are required to be kept permanently until the loan is paid off. That portion is treated as a long term HUD Replacement Reserve.

Restricted investments for other debt obligations—In compliance with certain financing and insurance agreements, the Company and certain wholly-owned subsidiaries of the Company are required to deposit cash held as collateral by the lender or in escrow with certain designated financial institutions. A few of the wholly-owned subsidiaries of SF REIT Ltd. loan agreements require monthly cash deposits to be held as additional collateral until the loan matures or is paid off. In addition, in 2015, a few loans require deposits into a sinking fund in lieu of principal payments.

NOTE 4. PROPERTY AND EQUIPMENT

Property and Equipment consist of the following:

(Amounts in 000's)	Estimated Useful Lives (Years)	December 31, 2016	December 31, 2015
Buildings and improvements	8-42	$ 341,062	$ 182,022
Equipment and personal property	1-14	51,088	30,084
Land	—	43,538	25,704
	—		
		435,688	237,810
Less: accumulated depreciation		(66,812)	(26,960)
Property and equipment, net		$ 368,876	$ 210,850

For the twelve months ended December 31, 2016 and December 31, 2015, total depreciation expense was $9.2 million and $15.6 million, respectively.

Michigan transaction A

In March 2016, the Company entered into an agreement with a third party to acquire ownership rights in 4 nursing homes in the State of Michigan, for consideration of $15 million. This amount is anticipated to be financed by means of bank loans in an amount of $11 million. In August 2016, the agreement was amended so that the sellers were provided with an option to exclude one of the properties from the transaction. As of the date of signing these financial statements, the agreement is no longer valid and the Company received the $ 338 thousand that was paid into an escrow account.

Acquisitions and Dispositions

2016

In April 2016, the Company entered into an agreement with a third party to acquire ownership rights in 8 nursing homes in the States of Tennessee (7) and Kentucky (1), USA, for consideration of $73.9 million. The transaction was closed in August 2016 and financed by bank loans of $44.3 million at LIBOR + 3.85%. The Tennessee properties were leased under one master lease agreement to 7 lessees who are related parties to controlling shareholders of the Parent Company. The lease agreement is a triple net, 10 year lease, with two five year options to extend the lease. The annual rental fees as per the lease agreement total $7.3 million. The property in Kentucky was being rented to the seller in a short-term lease agreement, which ended in January 2017. The rental agreement was extended until April 2017. On May 1, 2017 The Company signed a new lease with a 3rd party tenant. The lease agreement is a triple net, 10 year lease with two five year options to extend the lease. The annual rental fees as per the lease agreement total $0.8 million

2015

During 2015, the Company acquired the ownership rights in twelve new nursing homes (of which four also include long-term acute care hospitals, or LTACH), in consideration for a total of $68.4 million. The acquisitions were carried out in the following States: Ohio-4, Michigan-1, Texas-3, Oklahoma-1, Illinois–1, and Indiana-2. The acquisitions were financed by bank loans totaling $48.5 million and seller notes of $4.5 million. Three of these facilities were leased from the seller and subleased to a tenant prior to the acquisition.

NOTE 4. PROPERTY AND EQUIPMENT (Cont.)

In May 2015, the acquisition of the Michigan property was completed in consideration for a total amount of $4.7 million; in May 2015 the acquisition of two properties in Indiana were completed in consideration for a total of $12.0 million, in July 2015, the acquisition of the four properties in Texas and Oklahoma were completed in consideration for a total of $41 million; and in August 2015, the acquisition of the four properties in Ohio was completed in consideration for a total of $9.2 million. In October 2015, the Company acquired from its controlling shareholders for total cash of $100,000, all of the membership interests in a property company, owning a nursing home in Illinois. In the context of the acquisition, the Company undertook the obligation in connection with a seller note in the amount of $1.4 million. The properties in Indiana were leased to tenants related to the controlling shareholders of the Parent Company and the other properties were leased to third parties.

Dispositions

In February 2016, the Company decided to give up a non-material nursing home in the State of Illinois, and to return its operating license to the State. In April 2016, the Company sold the building for $300,000.

Options Granted and Cancellations

As of December 31, 2014, the Company had granted a purchase option to the lessee of six of its properties. In October 2015, the parties canceled this option.

As of December 31, 2014, the Company had granted a purchase option to the lessee of one of the properties. In July 2015, the parties canceled this option.

NOTE 5. INTANGIBLE ASSETS AND GOODWILL

Intangible assets consist of the following:

(Amounts in 000's)	**Goodwill including CON and bed license**	**Lease Rights**	**Total**
Balances, December 31, 2014			
Gross	4,181	27,612	31,793
Accumulated amortization	(-)	(7,429)	(7,429)
Net carrying amount	4,181	20,183	24,364
Amortization expense during the year ended December 31, 2015	(-)	(1,037)	(1,037)
impairments during the year ended December 31, 2015	(-)	(10,105)	(10,105)
Balances, December 31, 2015			
Gross	4,181	12,032	31,793
Accumulated amortization	(-)	(2,991)	(-)
Net carrying amount	4,181	9,041	13,222
Amortization expense during the year ended December 31, 2016	(-)	(1,211)	(-)
Cost -Addition as a result of transferred entities (see note 4 and note 1)	2,249	4,640	6,889
Amortization -Addition as a result of transferred entities (see note 4 and note 1)	(-)	(1,121)	
Balances, December 31, 2016			
Gross	6,430	16,672	23,102
Accumulated amortization	(-)	(5,323)	(5,323)
Net carrying amount	6,430	11,349	17,779

NOTE 5. INTANGIBLE ASSETS AND GOODWILL (cont)

Estimate amortization expense for all finite-lived intangible assets for each of the future years ending December 31 is as follows:

Amounts in (000's)	Lease Rights
2017	1,269
2018	1,269
2019	1,269
2020	1,269
2021	1,269
Thereafter	5,004
Total	$ 11,349

For the years ended December 31, 2015 the company determined impairments of $ 10.1 million for the intangible asset Lease Rights due to cancellation of the associated leases. The leases were cancelled as the Company purchased the properties on which the respective leases were written. No impairment was required for the year ended December 31, 2016.

For the year ended December 31, 2015 and 2016 the Company determined that no impairment adjustments were required for goodwill.

NOTE 6. LEASES

As of December 31, 2016, the Company has leased fifty-two owned and subleased four leased skilled nursing and rehabilitation facilities to local operators in the states of Illinois, Indiana, Michigan, Ohio, Texas, Kentucky, Tennessee and Oklahoma with the operational capacity of approximately 7,282 operational beds. The Company also leased four owned Long Term Acute Care Hospitals in Texas and Oklahoma with approximately 153 operational beds. Most of these properties are leased and or subleased on a triple net basis, meaning that the lessee (*i.e.*, operator of the property) is obligated under the lease or sublease, as applicable, for all liabilities of the property in respect to insurance, taxes and facility maintenance, as well as the lease or sublease payments, as applicable.

Each property is leased to a different tenant. None of the leases are material to the Company.

The following tables provide summary information regarding the facilities for the periods indicated:

	December 31,	
	2016	2015
Cumulative number of facilities	57	39
Cumulative number of operational beds	7,435	4,206

NOTE 6. LEASES (cont)

State	Number of Operational Beds/Units	Number of Facilities: Owned	Leased		Total
Illinois	4,372	23	2		25
Indiana	1,324	13	2		15
Michigan	100	1	—		1
Ohio	237	4	-		4
Tennessee	606	7			7
Kentucky	96	1	-		1
Oklahoma (*)	137	1	—		1
Texas (*)	563	3	—		3
Total	7,435	53	4		57
Facility Type					
Skilled Nursing	7,282	52	4		56
LTACH	153				
Medical Office Building	NA	1	—		1
Total	7,435	53	4		57

(*) Each building is comprised of one Skilled Nursing and one Long Term Acute Hospital.

Future minimum rental income

Future minimum rental income for each of the next five years ending December 31, are as follows:

	(Amounts in 000's)
2017	50,706
2018	51,621
2019	52,638
2020	53,956
2021	55,308
Thereafter	288,234
Total	$ 552,463

Operating Leases

Leased and Subleased Facilities to Third-Party Operators

The Company leases a total of 4 skilled nursing facilities on December 31, 2016, of which 2 are operational leases and 2 are financial leases (as the Parent Company has the option to purchase those assets on the day the lease terminates for $1). All four leases are under non-cancelable leases, most of which have initial lease terms of 10 to 12 years with no rent escalation clauses but with provisions for payments by the Company of real estate taxes and insurance. For the years ended December 31, 2016 and 2015, facility rent expense totaled $0.7 million and $1.9 million, respectively. During 2015 the Company purchased 2 skilled nursing facilities it leased and subleased prior to the acquisition. In addition, on July 2015, two leases for two facilities the Company leased expired and the Parent Company decided not to renew the leases.

NOTE 6. LEASES (cont)

Leased and Subleased Facilities to Third-Party Operators (cont)

The following table provides summary information regarding the number of operational beds associated with leased and subleased facilities to third-parties as of December 31:

	December 31, 2016	December 31, 2015
Cumulative number of facilities leased and subleased to third-parties	4	2
Cumulative number of operational beds	499	138

State	Number of Operational Beds/Units	Total Leased and Subleased Facilities
Illinois	361	2
Indiana	138	2
Total	499	4

Future minimum lease payments for each of the next five years ending December 31, are as follows:

	(Amounts in 000's)
2017	683
2018	683
2019	683
2020	683
2021	683
Thereafter	7,228
Total	$ 10,643

NOTE 7. NOTES PAYABLE AND OTHER DEBT

A. Current maturities

	Weighted interest rate-12.31.2016	As of December 31 2016	As of December 31 2015
	%	In $000	
Current Maturities of HUD Guaranteed Loans	3.65%	5,026	2,214
Current Maturities of Bank Loans	4.39%	2,331	2,567
Current Maturity of Corporate Bond	6.40%	13,080	-
Current Maturities of Loans From Others	6.73%	333	408
		20,770	5,189

NOTE 7. NOTES PAYABLE AND OTHER DEBT (cont)

B. Long-term loans

	Weighted interest rate-12.31.2016	As of December 31	
		2016	2015
	%	In $000	
Non-current loans			
HUD Guaranteed Loans	3.65%	238,190	107,329
Bank Loans	4.39%	108,174	74,138
Corporate Bond	6.40%	70,730	64,363
Loans From Others	6.73%	2,364	360
		419,458	246,190

Repayment dates:	
First year - 2017	20,770
Second year - 2018	95,085
Third year - 2019	27,041
Fourth year - 2020	43,760
Fifth year - 2021	14,526
Sixth year (2022) and thereafter	239,046
	440,228

Debt Covenant Compliance

As of December 31, 2016, the Company has approximately fifty credit related instruments (credit facilities, mortgage notes, bonds and other credit obligations) outstanding. Some of the instruments include various financial and administrative covenant provisions in the total amount of $107.4 million. Covenant provisions include, but are not limited to, fixed charge coverage ratios, debt service coverage ratios, and minimum EBITDA or EBITDAR. Certain financial covenant provisions are based on consolidated financial measurements whereas others are based on subsidiary level (i.e. facility, multiple facilities or a combination of subsidiaries comprising less than the Company's consolidated financial measurements). Some covenants are based on annual financial metric measurements whereas others are based on quarterly financial metric measurements. The Company routinely tracks and monitors its compliance with its covenant provisions. As of December 31, 2016, the Company was in compliance with all financial and administrative covenants.

Senior Debt—Guaranteed by HUD

As of December 31, 2016, the Company had non-recourse loans from financial entities of $ 243.2 million, secured by guarantees from HUD. In the context of these loans, the Company pledges its rights in the nursing home in favor of the lender, as well as its right to receive the rental fees, while the lessee of the nursing home gives its consent in the event of breach of the loan agreement by the borrower, to the payment of the rental fees owing to the landlord directly to the lender. For receipt of the guarantee, the Company pays an annual fee of 0.5% of the loan balance in addition to the interest rate denominated in the loan agreements. As a result, the overall interest rate paid by the Company with respect to the HUD guaranteed loans as of December 31, 2016 was 4.15% (including the Mortgage Insurance Payment).

Senior Debt—Bonds, net of Discount

In November 2015, after SF REIT Ltd. published a final prospectus in Israel for the issuance of debentures (Series A) in the amount of up to NIS 265.3 million par value ($68.2 million), SF REIT Ltd. raised a net amount, after issuance costs of NIS 14.1 million, of NIS 251.2 million, or $64.3 million. During September 2016, SF REIT Ltd. completed an additional offering of the Series A debentures, with a par value of 70,030,000 and raised a gross amount of $19.3 million (NIS 72.5 million). The debentures were issued at a price of 103.6% and the net proceeds of the offering amounted to $18.8 million (NIS 70.8 million). All of the provisions of the trust indenture connected with the debentures (Series A) which were issued in November 2015 apply to the debentures issued in the framework of the extension.

NOTE 7. NOTES PAYABLE AND OTHER DEBT (cont)

Senior Debt—Bonds, net of Discount (cont)

The debentures are repayable in eight annual payments on July 1 of each of the years 2017 through 2024, in a manner that each of the first four payments on account of the principal will represent 15% of the principal of the par value of the debentures, and each of the last four payments on account of the principal will represent 10% of the principal of the par value of the debentures. As a result, the average duration of the debentures is 3.94 years.

Interest rate- The debentures are not linked to the Consumer Price Index and they bear nominal interest (unlinked) at a rate of 6.4%. The effective weighted interest rate on the debentures, including those issued in the additional offering, is 7.4%. The first interest payment was made on July 1, 2016.

All covenants of SF REIT Ltd. are measured based on its financial statements prepared in accordance with IFRS accounting principles. To the extent that the shareholders' equity of SF REIT Ltd. (not including owners of rights not providing control) will be less than $110 million, or to the extent that the ratio of the adjusted net financial debt to adjusted EBITDA (for the latest four quarters) will exceed 12, the interest on the debentures will increase by an additional 0.5% annually, but only once with respect to each breach of any such covenant. The examination of compliance with this financial covenant will be made both with respect to the annual financial statements, as well as with respect to the interim financial statements (quarterly). The net adjusted financial debt as of December 31, 2016 was $396.1 million; the adjusted EBITDA for the 12 months ended on that date was $ 53,713 thousand i.e. a ratio of 7.37.

Additionally, if a decline in the rating of the debentures should take place, then for each single decline, the interest rate of the debentures will be increased by 0.25% per year, up to a maximum increment of 1.25% per year. In any case, the total change to the interest rate, with respect to any of the above covenants on an accumulated basis, will not exceed 1.5% per year. If the rating of the debentures rises after a decline, and to the extent that the interest rate was not previously raised with respect to a deviation from the above financial covenants, or alternatively, if after a deviation from the above financial covenant, SF REIT Ltd. according to its financial statements, will comply with the financial covenants required, the interest rate will be decreased so that its rate will not be lower than the denominated interest rate (6.4%).

As of December 31, 2016, SF REIT Ltd. was in compliance with the above covenants in a manner not necessitating an increase of the interest rate.

Collateral- The debentures are unsecured, except by way of an interest reserve, according to which a deposit will be made to the bank account in the name of the trustee for the debentures, and for the benefit of the debenture holders, of a sum equivalent to the amount of the next interest payment on the debentures. In addition, SF REIT Ltd. committed not to pledge its assets in a general lien without obtaining the consent in advance of the debenture holders. Nevertheless, SF REIT Ltd. is entitled to register specific liens on its properties and also to provide guarantees; and its subsidiaries are entitled to register a lien, including general and specific, on their assets.

Other Debt

On December 31, 2016, the Company had $2.7 million in outstanding seller notes. During 2017, the Company is planning to pay $0.3 million against the notes.

Related Party Debt

As of December 31, 2015 and December 31, 2016, the Company had $6.1 million and $2.5 million in related parties' loans and other liabilities respectively. These loans bear annual interest of 10%.

NOTE 8. COMMITMENTS AND CONTINGENCIES

Commitments

The Parent Company guarantees from time to time obligations created by itself or its wholly owned subsidiaries.

NOTE 9. SHAREHOLDER'S EQUITY AND DIVIDENDS

A. The issued and paid up share capital of the Company is comprised of 20,000,000 shares with a par value of $0.0001. Each share of the Company provides its holder with the following rights: (a) one vote at any meeting of shareholders; (b) an equal share of all dividends to be paid by the Company; and (c) an equal share in the distribution of surplus assets of the Company upon liquidation.

B. Dividend distribution policy of SF REIT Ltd.

In February 2016, the Board of Directors of SF REIT Ltd. adopted dividend distribution policies, the principals of which are as follows:

- Commencing from 2016, subject to law and external limitations, SF REIT Ltd. will distribute dividends to the Parent Company once each year, or a number of times each year at the end of a quarter, in an amount not to be less than 30% of its distributable earnings;

- The distribution of dividends will be carried out subject to approval of SF REIT Ltd.'s Board of Directors and according to the its needs and its financial obligations as of the date of distribution of the dividends;

- Prior to approval of the dividends to be actually distributed, SF REIT Ltd.'s Board of Directors will examine, among other things, the compliance of SF REIT Ltd. with the financial covenants and various limitations which have been imposed upon it.

- SF REIT Ltd.'s Board of Directors is permitted to decide that it will not distribute any dividends.

Nevertheless, according to part of the financing agreements of the Company, the borrowing company is forbidden to declare or pay dividends without the consent of the lender. In addition, pursuant to the trust indenture for the debentures, dated November 2015, SF REIT Ltd. commits that it will not execute any distribution (as it is defined in the Israeli Companies' Law), including not declaring, paying or distributing any dividends, except if all of the following conditions will be met:

(1) The accumulated balance of the earnings and the reserves through June 30, 2015 of SF REIT Ltd. will not be permitted to be distributed and they will not be taken into account for the purpose of carrying out a distribution on their basis.

(2) The amount of the distribution will not exceed 40% of SF REIT Ltd. net income as presented on SF REIT Ltd. financial statements prepared based on IFRS accounting principles, after taxes, which was recognized in the latest consolidated financial statements of SF REIT Ltd. (the quarterly or annual, as the case may be), after adjustment of gains/losses derived from a change in the accounting method according to which the financial statements were prepared, and after adjusting net revaluation gains/losses (not yet realized) resulting from a change in the fair value of SF REIT Ltd. properties in relation to their fair value as of June 30, 2015, or as of the date that the properties were acquired, whichever is later.

(3) The shareholders' equity of SF REIT Ltd. (not including the owners of rights not providing control) at the end of the latest quarter, prior to distribution of the dividends, less the dividends distributed, will not be less than $ 120 million.

(4) The consolidated shareholders' equity of SF REIT Ltd. (including owners of rights not providing control) to the total consolidated balance sheet will not be lower than 30%, as a result of the distribution;

(5) SF REIT Ltd. complies with the financial covenants described in Note 7

As of December 31, 2016, SF REIT Ltd. was in compliance in all said financial covenants

During 2016, SF REIT Ltd. distributed to the Parent Company total dividends in the amount of $8,600,000. As of December 31, 2016, the earnings available for distribution as dividends, as to which dividends have not been paid as of that same date, in accordance with paragraph (2) above, total $3,300,000.

NOTE 10. RELATED PARTY TRANSACTIONS

The following entities are considered to be Related Parties

Moishe Gubin	**Chairman of the board and a controlling shareholder of the Parent Company**
Michael Blisko	**Director and a controlling shareholder of the Parent Company**
Ted Lerman	**Director and a shareholder of the Parent Company**
Nahman Eingal	**Director, Co-CEO of SF REIT Ltd., and a shareholder of the Parent Company**
Operating entities	**See list below**
Strawberry Fields Management Services	**Affiliate that provides management services. See below**

Lease Agreements

As of December 31, 2016,

The Company's facilities were leased and operated by different tenants, which are special purpose entities that lease the assets (directly and indirectly) from the Company's subsidiaries and operate and manage the facilities and all of the accompanying needs and services required. As of December 31, 2016, 34 of the 56 tenants were affiliates of the Company's controlling shareholders. Most of the lease agreements are Triple Net Leases. An additional 12 properties at December 31, 2016 were leased to tenants controlled by Stephen Blisko, the brother of Michael Blisko. Stephen Blisko does not own, either directly or indirectly, any interest in the Parent Company, does not serve as a manager, director or officer of the BVI Company or the Parent Company and will not serve as a director or officer of the Company. As a result, he is not considered to be an affiliate of the Company. He is considered a related party (for purposes of the definition set forth in Item 404 of Regulation S-K) because his brother, Michael Blisko, will be a director of the Company

The following are details of the lease agreements in force between the Company and its subsidiaries and the lessees that are related parties to the Company's controlling shareholders:

:

NOTE 10. RELATED PARTY TRANSACTIONS (Cont.)

Lease Agreements (Cont.)

			Affiliated Ownership in Operator									
State	**Owner of Deed/Lease**	**Tenant**	**Moishe Gubin**	**Michael Blisko**	**Ted Lerman / A&F Realty**	**Steven Blisko**	**Average Annual rent over life of lease**	**Annual Escalation**	**% of total rent**	**Lease maturity**	**Extension options**
	Master Lease IN										
IN	1020 West Vine St, LLC	The Waters of Princeton II, LLC	31.13%	31.13%	20.00%	0.00%	1,045,506	3.0%	1.78%	7/1/2025	2 five year
IN	12803 Lenover Street Realty, LLC	The Waters of Dilsboro - Ross II, LLC	31.13%	31.13%	20.00%	0.00%	1,353,655	3.0%	2.31%	7/1/2025	2 five year
IN	1350 North Todd St, LLC	The Waters of Scottsburg II, LLC	31.13%	31.13%	20.00%	0.00%	1,089,527	3.0%	1.86%	7/1/2025	2 five year
IN	1600 East Liberty Street Realty, LLC	The Waters of Covington II, LLC	31.13%	31.13%	20.00%	0.00%	1,309,634	3.0%	2.23%	7/1/2025	2 five year
IN	1601 Hospital Dr Realty, LLC	The Waters of Greencastle II, LLC	31.13%	31.13%	20.00%	0.00%	1,100,532	3.0%	1.88%	7/1/2025	2 five year
IN	1712 Leland Drive Realty, LLC	The Waters of Huntingburg II, LLC	31.13%	31.13%	20.00%	0.00%	1,045,506	3.0%	1.78%	7/1/2025	2 five year
IN	2055 Heritage Dr Realty, LLC	The Waters of Martinsville II, LLC	31.13%	31.13%	20.00%	0.00%	1,133,548	3.0%	1.93%	7/1/2025	2 five year
IN	3895 Keystone Ave Realty, LLC	The Waters of Indianapolis II, LLC	31.13%	31.13%	20.00%	0.00%	891,431	3.0%	1.52%	7/1/2025	2 five year
IN	405 Rio Vista Lane Realty, LLC	The Waters of Rising Sun II, LLC	31.13%	31.13%	20.00%	0.00%	638,309	3.0%	1.09%	7/1/2025	2 five year
IN	950 Cross Ave Realty, LLC	The Waters of Clifty Falls II, LLC	31.13%	31.13%	20.00%	0.00%	1,518,735	3.0%	2.59%	7/1/2025	2 five year
IN	958 East Highway 46 Realty, LLC	The Water of Batesville II, LLC	31.13%	31.13%	20.00%	0.00%	946,458	3.0%	1.61%	7/1/2025	2 five year
IN	Big H2O	The Waters of Muncie II, LLC	31.13%	31.13%	20.00%	0.00%	792,383	3.0%	1.35%	7/1/2025	2 five year
IN	Big H2O	The Waters of Newcastle II, LLC	31.13%	31.13%	20.00%	0.00%	726,351	3.0%	1.24%	7/1/2025	2 five year
	Master Lease TN										
TN	115 Woodlawn Drive, LLC	Lakebridge a Waters Community, LLC	40.00%	40.00%	20.00%	0.00%	1,306,974	3.00%	2.23%	7/31/2026	2 five years
TN	146 Buck Creek Road, LLC	Waters of Roan Highlands, LLC	40.00%	40.00%	20.00%	0.00%	959,247	3.00%	1.63%	7/31/2026	2 five years
TN	704 5th Avenue East, LLC	Waters of Springfield, LLC	40.00%	40.00%	20.00%	0.00%	791,378	3.00%	1.35%	7/31/2026	2 five years
TN	2501 River Road, LLC	Waters of Cheatham, LLC	40.00%	40.00%	20.00%	0.00%	959,247	3.00%	1.63%	7/31/2026	2 five years
TN	202 Enon Springs East, LLC	Waters of Smyrna, LLC	40.00%	40.00%	20.00%	0.00%	1,091,143	3.00%	1.86%	7/31/2026	2 five years
TN	140 Technology Lane, LLC	Waters of Johnson City, LLC	40.00%	40.00%	20.00%	0.00%	1,007,209	3.00%	1.72%	7/31/2026	2 five years
TN	835 Union Street, LLC	Waters of Shelbyville, LLC	40.00%	40.00%	20.00%	0.00%	1,151,096	3.00%	1.96%	7/31/2026	2 five years

NOTE 10. RELATED PARTY TRANSACTIONS (Cont.)

Lease Agreement (Cont)

			Affiliate Ownership in Operator (See Notes (1) and (2))								
State	**Owner of Deed/Lease**	**Tenant**	**Moishe Gubin**	**Michael Blisko**	**Ted Lerman / A&F Realty**	**Steven Blisko**	**Average Annual rent over life of lease**	**Annual Escalation**	**% of total rent**	**Lease maturity**	**Extension options**
	Master Lease 253, Alton, Midwest										
IL	253 Bradington Drive, LLC	Columbia Rehabilitation and Nursing Center, LLC	0.00%	0.00%	40.00%	60.00%	399,076	3.0%	0.68%	3/31/2026	4 five year
IL	3523 Wickenhauser, LLC	Alton Rehabilitation and Nursing Center, LLC	0.00%	0.00%	40.00%	60.00%	606,998	3.0%	1.03%	3/31/2026	4 five year
IL	727 North 17th St, LLC	Midwest Rehabilitation and Nursing Center, LLC	0.00%	0.00%	40.00%	60.00%	603,644	3.0%	1.03%	3/31/2026	4 five year
	Master Lease Southern IL										
IL	120 N Tower Rd, LLC	Carbondale Rehabilitation and Nursing Center, LLC	0.00%	0.00%	40.00%	60.00%	864,727	3.00%	1.47%	9/30/2025	4 five year
IL	1900 North Park Ave, LLC	Herrin Rehabilitation and Nursing Center, LLC	0.00%	0.00%	40.00%	60.00%	323,447	3.00%	0.55%	9/30/2025	4 five year
IL	315 S Brady Mill Rd, LLC	Anna Rehabilitation and Nursing Center, LLC	0.00%	0.00%	40.00%	60.00%	462,068	3.00%	0.79%	9/30/2025	4 five year
IL	430 South Front St, LLC	Cobden Rehabilitation and Nursing Center, LLC	0.00%	0.00%	40.00%	60.00%	488,472	3.00%	0.83%	9/30/2025	4 five year
IL	900 West Race St, LLC	Ridgeway Rehabilitation and Nursing Center, LLC	0.00%	0.00%	40.00%	60.00%	468,669	3.00%	0.80%	9/30/2025	4 five year
	Master Lease Central IL										
IL	107 South Lincoln Street LLC	Park Haven Rehabilitation and Nursing Center, LLC	0.00%	0.00%	40.00%	60.00%	390,846	1.00%	0.86%	6/1/2034	1 ten year
IL	1623 West Delmar Ave, LLC	Godfrey Healthcare & Rehab Center, LLC	0.00%	0.00%	40.00%	60.00%	263,144	1.00%	0.64%	6/1/2034	1 ten year
IL	393 Edwardsville Road LLC	Wood River Healthcare & Rehab Center, LLC	0.00%	0.00%	40.00%	60.00%	410,194	1.00%	1.20%	6/1/2034	1 ten year

Individual Lease Agreements (Cont.)

			Affiliate Ownership in Operator (See Notes (1) and (2))									
State	Owner of Deed/Lease	Tenant	Moishe Gubin	Michael Blisko	Ted Lerman / A&F Realty	Steven Blisko	Average Annual rent over life of lease	Annual Escalation	% of total rent	Lease maturity	Extension options
MI	911 South 3rd St Realty LLC	Chalet Of Niles	10.00%	10.00%	0.00%	0.00%	474,605	3.00%	0.81%	3/1/2025	2 five year
IL	516 West Frech St, LLC	Parker Nursing and Rehab, LLC	40.00%	40.00%	0.00%	0.00%	498,224	2.41%	0.85%	4/1/2030	None
IN	1316 North Tibbs Avenue Realty LLC	West Park a water community	40.00%	40.00%	20.00%	0.00%	549,884	3.00%	0.94%	5/1/2024	2 five year
IL	Ambassador Nursing Realty, LLC	Ambassador Nursing and Rehab, LLC	37.50%	37.50%	5.00%	0.00%	1,005,313	3.00%	1.71%	2/28/2026	2 five year
IL	Momence Meadows Realty, LLC (see note 3)	Momence Meadows Nursing & Rehab Center, LLC	33.60%	31.50%	31.50%	0.00%	1,038,000	--	1.77%	12/1/2025	None
IL	Oak Lawn Nursing Realty, LLC (see note 3)	Oak Lawn Respiratory and Rehab center, LLC	20.00%	20.00%	20.00%	0.00%	1,083,048	--	1.85%	5/1/2031	None
IL	Forest View Nursing Realty, LLC	Forest View Rehab and Nursing center, LLC	20.00%	20.00%	20.00%	0.00%	1,215,483	3.00%	2.07%	10/31/2024	2 five year
IL	Lincoln Park Holdings, LLC (see note 3)	Lakeview Rehab and Nursing center, LLC	40.00%	40.00%	0.00%	0.00%	1,260,000	--	2.15%	5/1/2031	None
IL	Continental Realty, LLC (see note 3)	Continental Nursing and Rehab, LLC	37.50%	37.50%	5.00%	0.00%	1,575,348	--	2.68%	3/1/2031	None
IL	Westshire Realty, LLC	City View Multi care Center LLC	50.00%	50.00%	0.00%	0.00%	1,788,365	3.00%	3.05%	3/31/2026	2 five year
IL	Belhaven Realty, LLC	Belhaven Nursing and Rehab, LLC	35.00%	35.00%	30.00%	0.00%	2,134,570	3.00%	3.64%	2/28/2026	4 five year
IL	West Suburban Nursing Realty, LLC (see note 3)	West Suburban Nursing & Rehab Center, LLC	37.50%	37.50%	5.00%	0.00%	1,961,604	--	3.34%	10/1/2027	None
IL	Niles Nursing Realty, LLC	Niles Nursing & Rehab, LLC	40.00%	40.00%	20.00%	0.00%	2,409,998	3.00%	4.11%	2/28/2026	2 five year
IL	Parkshore Estates Nursing Realty, LLC	Parkshore Estates Nursing & Rehab Center, LLC	30.00%	30.00%	20.00%	0.00%	2,454,187	3.00%	4.18%	3/31/2026	2 five year
IL	Midway Neurological and Rehab Realty, LLC	Midway Neurological and Rehab Center, LLC	33.39%	33.39%	23.97%	0.00%	2,547,712	3.00%	4.34%	2/28/2026	4 five year
IN	1585 Perry Worth Rd, LLC	Waters of Lebanon	40.00%	40.00%	20.00%	0.00%	117,196	3.00%	0.20%	6/30/2027	2 five year
IL	1301 De Young St, LLC	Marion Rehabilitation and Nursing Center, LLC	0.00%	0.00%	40.00%	60.00%	972,109	3.00%	1.66%	5/1/2030	None

(1) The interests of the three listed owners are not held through any commonly owned holding companies. Mr. Gubin's interests are held through Gubin Enterprises LP. Mr. Blisko's interests are held directly by him. The interests held by Ted Lerman/A&F Realty are held directly by them.
(2) Each of the tenants is an LLC. The percentages listed in Exhibit B reflect the owners' percentage ownership of the outstanding membership interests in each LLC. Each LLC is managed by two or three managers, which currently consist of Gubin, Blisko and sometimes Lerman/A&F. Decisions are made by majority vote of the managers, except (in some cases) for certain major items that require the vote of a majority or greater percentage of the members
(3) These are Gross Leases

NOTE 10. RELATED PARTY TRANSACTIONS (Cont.)

Loans and Due from related parties

See note 7 for details

Guarantees from shareholders

As of December 31, 2016 controlling shareholders guaranteed $110.5 million in loans from commercial banks.

Management services agreement

SF REIT Ltd. has entered into a management services agreement with Strawberry Fields Management Services, LLC ("SFMS"), a company owned by the controlling shareholders of the Parent Company. Under the management agreement, SFMS provides management services to the Company, including the following services: accounting reporting, current legal consultation, secretary services, office services, communications and computers, senior management services, collection of rental fees paid by the lessees with respect to the Company's properties, bookkeeping services, operating the Company's properties and consulting and management services in connection with the purchase, sale and financing of properties.

In addition, the Company, subject to the completion of its planned initial public offering, will enter into a second management agreement with SFMS that will provide the same services as the first agreement, but to the Company itself.

In consideration for the above management services, SF REIT Ltd. pays monthly management fees to SFMS in an amount equal to 2.0% of the rental income received by the Company, as well as a reimbursement of direct expenses expended by SFMS in the context of providing management services to the Company. In the event the Company completes its planned initial public offering, the second management agreement will require the Company to pay total management fees equal to 0.3% annually of the total assets under management. Therefore, the Company will have to pay SFMS the difference between 2% of rental income and 0.3% of assets on an annual basis. The Company will be permitted to terminate the management agreement by notification to be submitted to SFMS 60 days in advance. SFMS will be permitted to terminate the management agreement by notification to be submitted to the Company 180 days in advance.

Balances with interested parties and related parties

	As of December 31, 2016	As of December 31, 2015
	In $000s	
Income receivable- averaging of rent due to fixed accelerated lease terms	5,757	1,835
Tenant portion of reserve	3,011	1,681
Due from related parties	2,353	6,097

Transactions with interested and related parties

	For Year ended December (000's) 2016	2015
Rental income	35,056	23,695
Net Interest expense	347	465
Management services expenses	858	625
General & Administrative Expenses	97	235

NOTE 11. INCOME TAXES

The Company is a C corporation, under United States federal income tax law. It is governed by subchapter C of the Internal Revenue Code. This type of corporation is a taxpayer in its own right. It must file its own tax return and pay corporate-level taxes on its income separately from its owners. As a result, the additional pro forma information below presents the cost or benefits the Company would have had if it would be created on January 1st 2015. However, since the new C corporation will not benefit from previous years accumulated deficits, the accumulated deficit does not affect the deferred tax.

The provision (benefit) for income taxes for the years ended December 31, 2016 and December 31, 2015 was as follows:

	December 31,	
	2016	**2015**
	In $000s	
Current tax provision:		
Taxable income	-	-
Total current tax provision	-	-
Deferred Tax Provision:		
Provision (benefit) from depreciation and amortization recognition	(30,968)	(15,560)
Total deferred tax provision	(30,968)	(15,560)

The Company had deferred income tax liabilities (assets) as of December 31, 2016 and December 31, 2015 as follows:

	December 31,	
	2016	**2015**
	In $000s	
Deferred Tax liabilities (assets):		
Liabilities (assets) from depreciation and amortization recognition	(46,528)	(15,560)
Total deferred tax liabilities (assets)	(46,528)	(15,560)

As of December 31, 2016, the Company had approximately $113.5 million difference between the value of the properties presented in its books and the value of the properties for tax purposes.

The Company did not identify any material uncertain tax positions. The Company did not recognize any interest or penalties for unrecognized tax benefits.

The federal income tax returns of the Company are subject to examination by the IRS, generally for three years after they are filed.

NOTE 12. SUBSEQUENT EVENTS

A. Recycling of loans guaranteed by HUD

During the first half of 2017, SF REIT Ltd. refinanced certain bank loans with loans backed by a HUD guarantee. The new loans are for periods of 35 years and at fixed interest of 3.43% to 3.65% per year. The amount of the recycled loans totaled $31.7 million.

B. Issuance if Additional Series A debentures

During April 2017, SF REIT Ltd. issued additional Series A debentures with a par value of NIS 39,000,000 and raised $11.4 million (NIS 41.3 million) gross. The debentures were issued at a price of 105.9% and the net proceeds of the offering amounted to $ 11.3 million at effective interest of 4.90% per anum. All of the provisions of the trust deed in connection with the existing Series A debentures issued in November 2015 apply to the additional debentures.

C. Cash flows problems encountered by the lessees of the Texas and Oklahoma properties

During 2016, the operator which rented the four properties with eight licenses of the Company in Texas and Oklahoma encountered cash flows problems, and as a result, did not pay the rental fees due for the months of November 2016 through September 2017 (total of $3,864,000). The eight licenses include 4 nursing homes and 4 LTACHs.

During December 2016, the court approved the appointment of a manager for the lessee on behalf of the Company. In addition, since the operator breached the loan agreements for working capital and the bank halted the financing of the operating companies, the Company has provided the working capital needed for the operation of the nursing homes. As of October 2017, the Company provided the operator with approximately $5.4 million for working capital purposes (which increased to a total of $6 million as of June 30, 2017). As a result of the operator's cash flow issues and since rent was not paid, during 2017 the Company did not record most rental income from these properties (not recorded $3,864,000 of which $3,321,000 was attributed to 2017 and the balance attributed to 2016). Per the lease agreement, the owners of the operators personally guaranteed the rent payments. The Company is currently evaluating its options to recover the rent from the guarantors. Based on an understanding between the Company, the mortgagee, and the bank which provided the working capital to the operator, the Company has priority in proceeds collected from the operator's account receivables which are generated after December 13, 2016. Therefore, the Company believes that based on the amount owed to the operator, mainly from government related entities, it will be able to collect the entire amount provided as working capital to the operator.

As of October 30, 2017, the Company signed rental and management agreements for three of the hospitals and four of the nursing homes. Two hospitals and one skilled nursing facility are paying monthly rental fees of $120,000, three more skilled nursing facilities and one hospital will start paying monthly rent of $175,000 as soon as the State health department approves the new operator. The Company anticipates approval during the next few weeks. Total rent payment from new operators is expected to be $295,000 and will increase to $315,000 in the second year. In addition rent will escalate at 2% to 3% annually.

For one of the hospitals, the Company is looking for a tenant. This hospital is currently empty. As a result, there is a risk that the State regulator and CMS (Center for Medicare & Medicaid Services) will not renew its license. In the event that the license will not be renewed, the Company have look for alternatives use for the building, and will sue the prior tenant for damages.

The fair value of the eight properties in Texas and Oklahoma as of December 31, 2016, as estimated by an independent external appraiser, totals an amount of $ 42.2 million. The Company did not recognize any revenue from these assets during 2017.

NOTE 12. SUBSEQUENT EVENTS (cont.)

D. Michigan transaction A

In March 2016, SF REIT Ltd. entered into an agreement with a third party to acquire ownership rights in 4 nursing homes in the State of Michigan, for consideration of $15 million. The transaction is no longer valid. See note 4 for details

Michigan transaction B

In February 2017, SF REIT Ltd. entered into an agreement with a third party for acquisition of ownership rights of a nursing home in the State of Michigan, for total consideration of $4.2 million. This transaction is no longer valid and the company is acting to receive the security deposit. .

F. Indiana transaction

In July 2017, SF REIT Ltd. purchased a nursing home in the State of Indiana from a third party for total consideration of $1 million. The property was leased to an entity owned by related parties on a 10 year lease with two five year option and 3% annual escalation. First year rent will be $100,000. The transaction was approved by SF REIT Ltd. audit committee as a transaction with related party.

G. Kentucky transaction

On September 1, 2017, SF REIT Ltd. purchased a nursing home in the State of Kentucky from a third party for the total amount of $21.75 million. Simultaneously, the Company signed a 10 year lease with a [third party?] operator who will be paying $2.4 million annually with 3% annual escalation. The transaction was financed by a $15 million bank loan.

H. Sale of Property

On November 12, 2017 the Company’s board approved, subsequent to the audit committee approval, the sale of one of the Company’s assets in Illinois to a third party. The asset (owned by 900 West Rice St, LLC) is part of the Southern IL master lease agreement that include four other properties. The sale price is $1MM, and for clarification, although the tenant will have one less asset to lease, the rent amount under the master lease will not change.

NOTE 13. FINANCING INCOME (EXPENSES), NET

	Year ended December 31,		
	2016	**2015**	**2014**
Financing expenses			
Interest expenses with respect to debentures	(5,933)	(139)	-
Interest expenses on loans from banks and others	(13,474)	(9,337)	(6,978)
Loss from Derivative	(909)	(1,574)	-
Interest expenses with respect to leases	(338)	-	-
Other financing expenses (including to related parties), net	(1,498)	(1,885)	(320)
Total financing expenses	**(22,152)**	**(12,934)**	**(7,298)**
Financing income	**248**	**252**	**126**

NOTE 14 - FAIR VALUE

Fair value in comparison with book value of items in the statement of financial position not measured at fair value

The balance in the financial statements of cash and cash equivalents, other receivables and current assets, designated deposits, other payables and current liabilities, short-term loans from financial and other entities, and related party balances, which are part of the Company's working capital, matches or is close to their fair value.

Fair value of assets and liabilities in the statement of financial position measured at fair value

For purposes of measuring the fair value of the assets and the liabilities, the Company classifies them according to a hierarchy composed of the following three levels. The classification of the assets and the liabilities measured at fair value was done based on the lowest level at which significant use was made for purposes of measuring the fair value of the asset or the liability in its entirety.

Level 1: Quoted prices (unadjusted) in active markets that are accessible by the Company at the measurement date for identical assets or identical liabilities;

Level 2: Data, other than quoted prices included in Level 1, which can be anticipated for the asset or the liability, directly or indirectly.

Level 3: Data that cannot be anticipated for the asset or the liability.

See Note 8.F. for information on the liability for hedge transactions on debentures, presented at fair value.

The following are details regarding the fair value of certain items which are not measured at fair value in the statement of financial position:

	Level of fair value	Value in accounts		Fair value	
		As of December 31		As of December 31	
		2016	2015	2016	2015
		In $000s			
Financial liabilities					
Debentures(1)	1	83,810	64,868	90,635	68,780
Liabilities for leases (2)	3	4,254	-	4,254	-
Long-term loans at fixed interest (3)	3	251,678	128,795	251,400	145,327
		339,742	193,663	346,289	214,107

(1) Quoted price according to the price of the debentures on the Tel Aviv Stock Exchange as of December 31, 2015 (94.46) and 2016 (103.94).

(2) In order to estimate the fair value as of December 31, 2016, the Company used a capitalization rate of 10.00%, which was estimated based upon the opinion of an external appraiser.

(3) The estimated fair value of the long term loans bearing fixed interest is based upon the calculation of the present value of the cash flows according to the following interest rates, as of December 31:

	2016	2015
	%	%
HUD loans	3.39%	3.40%
Loans from banks and others	4.47%	4.27%

Appendix to pro forma consolidated financial statements
List of Company companies

Name of company	Country of incorporation	Rights of Parent Company in equity and voting rights as of December 31	
		2016	2015
		%	%
Strawberry Fields REIT, LTD	British Virgin Island	100%	100%
Continental Realty, LLC	United States	100%	100%
The Waters of Muncie II, LLC (1)	United States	100%	100%
The Waters of Newcastle II, LLC (1)	United States	100%	100%
The Waters of Huntingburg II, LLC	United States	100%	100%
The Waters of Princeton II, LLC	United States	100%	100%
Forest View Nursing Realty, LLC	United States	100%	100%
1623 West Delmar Ave, LLC	United States	100%	100%
Lincoln Park Holdingss, LLC	United States	100%	100%
Momence Meadows Realty, LLC	United States	100%	100%
Oak Lawn Nursing Realty, LLC	United States	100%	100%
516 West Frech St, LLC	United States	100%	100%
107 South Lincoln Street LLC	United States	100%	100%
West Suburban Nursing Realty, LLC	United States	100%	100%
393 Edwardsville Road LLC	United States	100%	100%
1101 Glendale Boulevard LLC (2)	United States	100%	100%
958 East Highway 46 Realty, LLC	United States	100%	100%
950 Cross Ave Realty, LLC	United States	100%	100%
1600 East Liberty Street Realty, LLC	United States	100%	100%
12803 Lenover Street Realty, LLC	United States	100%	100%
1601 Hospital Dr Realty, LLC	United States	100%	100%
3895 Keystone Ave Realty, LLC	United States	100%	100%
2055 Heritage Dr Realty, LLC	United States	100%	100%
405 Rio Vista Lane Realty, LLC	United States	100%	100%
1350 North Todd St, LLC	United States	100%	100%
1316 North Tibbs Avenue Realty, LLC	United States	100%	100%
315 South Brady Mill Rd, LLC	United States	100%	100%
120 N Tower Rd, LLC	United States	100%	100%
430 South Front St, LLC (3)	United States	100%	100%
1900 North Park Ave, LLC (3)	United States	100%	100%
900 West Race St, LLC (3)	United States	100%	100%
911 South 3rd St Realty, LLC	United States	100%	100%
1621 Coit Road Realty, LLC	United States	100%	100%
2301 North Oregon Realty, LLC	United States	100%	100%
5601 Plum Creek Drive Realty, LLC	United States	100%	100%
8200 National Ave Realty, LLC	United States	100%	100%
620 West Strub Road Realty, LLC	United States	100%	100%
3090 Five Points Hartford Road Realty, LLC	United States	100%	100%
3121 Glanzman Road Realty, LLC	United States	100%	100%
4250 Sodom Hutchings Road Realty, LLC	United States	100%	100%
704 5th Avenue East, LLC	United States	100%	(4)
Westshire Realty, LLC	United States	100%	100%
1301 De Young St, LLC	United States	100%	100%
253 Bradington Drive, LLC	United States	100%	100%
115 Woodlawn Drive, LLC	United States	100%	(4)
146 Buck Creek Road, LLC	United States	100%	(4)
727 North 17th St, LLC	United States	100%	100%
3523Wickenhauser, LLC	United States	100%	100%
Ambassador Nursing Realty, LLC	United States	100%	100%
Midway Nuorological and Rehab Realty, LLC	United States	100%	100%

Parkshore Estates Nursing Realty, LLC	United States	100%	100%
Niles Nursing Realty, LLC	United States	100%	100%
West Suburban Nursing Realty, LLC	United States	100%	100%
Belhaven Realty, LLC	United States	100%	100%
308 West Maple Avenue, LLC	United States	100%	(4)
835 Union Street, LLC	United States	100%	(4)
140 Technology Lane, LLC	United States	100%	(4)
202 Enon Springs East, LLC	United States	100%	(4)
2501 River Road, LLC	United States	100%	(4)
TX/OK Funding LLC	United States	100%	(5)

(1) By means of The Big H2O, LLC, held directly by the Company at a 100% rate.
(2) Medical office buildings.
(3) By means of Southern Illinois Healthcare Properties ll. LLC held directly by the Company at a 100% rate.
(4) Companies acquired during 2016.
(5) A company established in 12/2016 for financing operations in Texas