

RNY PROPERTY TRUST

ARSN 115 585 709

2017 ANNUAL REPORT

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Chairman's Report

RNY Property Trust ("RNY" or the "Trust") currently owns a 75% interest in 5 properties (the "Portfolio"). There is no equity remaining in the Portfolio, based on 31 December 2017 internal valuations, as the total value of the Portfolio is less than the amount of the debt encumbering such properties. Such debt is in default and the lender has the right to start foreclosure proceedings at any time.

With regards to such debt, on 27 July 2017, the lender issued notice to the borrower and US LLC confirming that the loan is in default and demanding that the borrower parties and US LLC preserve all available cash in a segregated account to satisfy all outstanding obligations to the lender under the loan documents. The US LLC believes, after consulting with counsel, that lender's demands are overreaching and excessive. During August 2017, the US LLC engaged in settlement discussions with the lender regarding such matters. The US LLC and the lender mutually agreed to discontinue settlement discussions to wait for the outcome of Aurora Funds Management Ltd ("Aurora") (the Trust's largest unitholder with 81% of the Trust's units) attempt to become or install a third-party as Responsible Entity of the Trust.

Subsequent to year-end, on 12 February 2018, at a unitholder meeting requested by Aurora, the following resolutions were passed: (i) to remove RAML as Responsible Entity of the Trust, and (ii) to appoint Huntley Management Ltd ("Huntley") as Responsible Entity of the Trust. However, the change of Responsible Entity will not be lodged with ASIC until Huntley receives a license variation from ASIC allowing it to hold such position.

RNY's management is currently waiting for Aurora to obtain approval from ASIC for the appointment of Huntley as the new Responsible Entity of the Trust as discussed above. RNY's management is concerned that Huntley may not be successful in obtaining the requested license variation and that Aurora may not be able to find a third-party operator to become Responsible Entity of the Trust and effectuate its strategy for the remaining properties of RNY.

Since RNY's management is unsure how long it will take Huntley to obtain such license variation, or if Huntley will be successful in obtaining such license variation, RNY's management has no choice but to assume that it will remain Responsible Entity of the Trust, and that it should act on its long-standing view as to what is in the interest of unitholders, which is to wind up the Trust. The completion of such strategy may include many of the following actions: the de-listing of the Trust, a settlement with the lender regarding their current legal claims, a sale of the remaining properties or their transfer to the lender, and the distribution of any remaining cash after the payment of all expenses. The sale of any asset, in connection with the completion of such strategy, is subject to the approval of the lender.

If Huntley is successful in being appointed as Responsible Entity of the Trust, RNY's management expects that Huntley will act on the publicly stated intent of Aurora to maintain ownership of the existing properties and not wind-up the Trust.

We will provide updated information to RNY unitholders when it is available.

/s/ Scott Rechler
Chairman & Chief Executive Officer
RNY Australia Management Limited

6800 Jericho Turnpike

Syosset, Long Island

Lease expiry by % of income:

2018: 18.8
2019: 10.5
2020: 11.0
2021: 20.4
+2022: 39.3

Property Overview: 6800 Jericho Turnpike, Long Island is a 209,222 square foot NLA, two storey office building. The site area is 13.0 acres and includes 970 parking spaces. It is located between Route 135 and Routes 106 and 107. Major tenants include AC Nielsen, Massachusetts Mutual Life, HQ Global and Nautilus Consulting, and weighted average lease term to expiry (by income) is 3.6 years.

Major Tenant's Summary

Tenant	Industry	Leased area (sq ft)	% of rent	Lease expiry date	Remaining term (yrs)
AC Nielsen	Consulting/research	20,550	13.4%	March 2021	3.2
Mass Mutual Life	Insurance	13,839	8.4%	Jan 2024	6.1
HQ Global Workplaces	Real Estate	11,780	8.3%	Apr 2023	5.3
Nautilus Consulting	Consulting	8,783	6.5%	Sept 2018	0.7

6900 Jericho Turnpike
Syosset, Long Island

Lease expiry by % of income:

2018: 0.0
2019: 2.4
2020: 0.0
2021: 37.1
+2022: 60.5

Property Overview: 6900 Jericho Turnpike, Long Island is a 95,538 square foot NLA, four storey office building and features a newly renovated lobby. The site area is 5.0 acres and includes 377 parking spaces. It is located between Route 135 and Routes 106 and 107. Major tenants include Hoffman & Baron LLP, and EisnerAmper LLP, and weighted average lease term to expiry (by income) is 5.0 years.

Major Tenant's Summary

Tenant	Industry	Leased area (sq ft)	% of rent	Lease expiry date	Remaining term (yrs)
Hoffman & Baron	Legal	17,298	20.6%	Sept 2021	3.8
EisnerAmper	Accounting	12,726	17.0%	Nov 2023	5.9
United Jewish Appeal	Legal	10,848	14.0%	July 2025	7.6
Cardworks	Other	9,979	11.7%	Dec 2023	6.0

55 Charles Lindbergh Blvd.

Uniondale, Long Island

Lease expiry by % of income:

2018:	0.0
2019:	25.0
2020:	0.0
2021:	75.0
+2022:	0.0

Property Overview: 55 Charles Lindbergh Boulevard, Long Island is a 214,581 square foot NLA, two storey office building and features a café. The site area is 10.0 acres and includes 672 parking spaces. It is located within easy access of the Long Island Expressway and Northern State Parkway. Major tenants include Lockheed Martin Corporation and Frequency Electronics, and weighted average lease term to expiry (by income) is 3.3 years.

Major Tenant's Summary

Tenant	Industry	Leased area (sq ft)	% of rent	Lease expiry date	Remaining term (yrs)
Lockheed Martin	Defense	123,554	75.0%	Dec 2021	4.0
Frequency Electronics	Electronics	91,027	25.0%	Jan 2019	1.1

560 White Plains Road

Tarrytown

Lease expiry by % of income:

2018:	8.7
2019:	48.7
2020:	0.0
2021:	1.9
+2022:	40.7

Property Overview: 560 White Plains Road, Westchester County is a 126,144 square foot NLA, six storey office building. The site area is 4.0 acres and includes 402 parking spaces. It is located within easy access of the Westchester Parkway System. Major tenants include Oracle USA Inc., Ent and Allergy Associates, and Complus Data Innovations, and weighted average lease term to expiry (by income) is 3.7 years.

Major Tenant's Summary

Tenant	Industry	Leased area (sq ft)	% of rent	Lease expiry date	Remaining term (yrs)
ENT & Allergy Associates	Healthcare	28,826	46.5%	Dec 2019	2.0
Oracle America Inc.	Technology	12,085	19.7%	Mar 2023	5.2

580 White Plains Road

Tarrytown

Lease expiry by % of income:

2018:	12.1
2019:	18.5
2020:	6.5
2021:	2.5
+2022:	60.4

Property Overview: 580 White Plains Road, Westchester County is a 171,466 square foot NLA, six storey office building. The site area is 6.1 acres and includes 609 parking spaces. It is located within easy access of the Westchester Parkway System. Major tenants include 580 Center Mgmt Corp. and Mental Health Associates, and weighted average lease term to expiry (by income) is 4.5 years.

Major Tenant's Summary

Tenant	Industry	Leased area (sq ft)	% of rent	Lease expiry date	Remaining term (yrs)
Mental Health Associates	Healthcare	17,500	15.9%	Feb 2023	5.2
580 Center Management Corp.	Other	10,749	12.2%	May 2026	8.4

CORPORATE GOVERNANCE STATEMENT

The board of directors (the “Board”) of RNY Australia Management Ltd (“RAML”) is responsible for the corporate governance of the Trust. The Board has implemented certain policies and procedures to facilitate its commitment to sound corporate governance practices. The Trust's website (www.rnypt.com.au) contains copies of key corporate governance policies and documents, including the Board Charter, the Audit and Risk Management Committee Charter, the Working Rules of the Compliance Committee, the Continuous Disclosure and Communications Policy, the Securities Trading Policy, the Code of Conduct and the Diversity Policy.

The ASX Corporate Governance Council's Corporate Governance Principles (the “ASX Principles”) and Recommendations (the “ASX Recommendations”) is a guide to the top 500 ASX listed companies on good corporate governance practices and contains 27 separate best practice recommendations relating to 8 key principles of corporate governance. A chart listing these ASX Principles and Recommendations is reproduced at the end of this Corporate Governance Statement. Such chart also states whether the Trust has or has not complied with each of the ASX Recommendations. This statement discloses the extent to which RAML has followed these ASX Recommendations in relation to the operations of the Trust for the period from 1 January 2017 to 31 December 2017.

The Board's corporate governance practices have been operating since the Trust was listed on the Australian Stock Exchange (“ASX”) in September 2005 and, with few exceptions, these practices have been compliant with the ASX Recommendations. Where RAML's corporate governance practices have not complied with the ASX Recommendations an explanation as to the extent and the reason for the non-compliance has been provided in this statement.

The Trust is a registered managed investment scheme under the Corporations Act 2001. There are special provisions governing the Trust and those who administer it that are designed to protect investors.

Principle 1 – Lay solid foundations for management and oversight

Board Charter

The Board's Charter sets out the allocation of the functions and responsibilities of the Board. The Board's Charter details the following requirements:

- (a) the functions and responsibilities of the Board;
- (b) the role of the Board;
- (c) the role of the Chairman of the Board (the “Chairman”); and
- (d) the role of Board Committees.

A copy of the Board's Charter may be reviewed at www.rnypt.com.au on the Trust's website.

The Board may delegate certain functions to committees. Committee members have the appropriate skills, expertise, availability, and, where relevant, independence to provide an efficient process through which the Board may delegate decision making powers.

Directors' Information

In considering any selection or appointment to the Board, the Board considers the necessary and desirable competencies of any Directors or proposed Directors. The Board ensures that the Trust undertakes appropriate checks before appointing a person as a Director.

Agreements with Directors and Senior Executives

Each Director enters into an agreement with RAML setting out the Terms and Conditions of their appointment including their roles and responsibilities.

Each of the senior executives enters into a service agreement which sets out their position description, duties and responsibilities, reporting lines, remuneration entitlements, ongoing confidentiality, obligation to comply with all corporate policies, the circumstances in which their service may be terminated (with or without notice) and any entitlements on termination.

Company Secretary

In accordance with the Board Charter, the Company Secretary is appointed and if necessary removed by the Board and is therefore accountable directly to the board on all matters to do with the proper functioning of the Board. Each Director also has direct access to the Company Secretary. The Company Secretary's role includes:

- Advising the Board and its committees on governance matters.
- Monitoring that Board and its committees on governance matters.
- Coordinating the timely completion and dispatch of Board and committee papers.
- Ensuring that the business at Board and committee meetings is accurately captured in the minutes.
- Helping to organize and facilitate the induction and professional development of Directors.

Diversity Policy

In December 2011, RAML formalized and instituted its Diversity Policy. The Diversity Policy explains RAML's commitment to promoting a positive workplace environment free from discrimination and harassment and employment based on personal capabilities and qualifications. The policy has been developed having regard to the current size of RAML's business operations, which comprises one male employee and one male external consultant and one female external consultant. The Board currently comprises 5 male directors and, except for the resignation of William Robinson from the Board on 11 August 2017, has remained unchanged since inception of the Trust.

In the event that RAML experiences either staff or Director turn-over, RAML will undertake the following objectives for the Board to consider:

- That an environment conducive to a diverse selection pool is established. The Board recognizes that such an environment would promote a culturally diverse workplace with regard to age, gender, ethnicity and experience.
- That any succession plans are reviewed to ensure an appropriate focus on diversity.
- A program is developed that takes into account domestic responsibilities of employees.
- That the Board remains transparent in its selection and hiring process.

Given there were no additions to RAML's staff or Board throughout the period there was no formal review of this policy in 2017. A copy of the Diversity Policy may be reviewed at www.rnypt.com.au on the Trust's website.

Director, Board and Committee Evaluation

Pursuant to its Charter, the Board will annually review the performance of its Directors to ensure that they perform in accordance with the Trust's strategies and objectives.

No formal Board assessment was undertaken in the financial year ended 2017, although the Chairman has the responsibility of continually monitoring the performance and operation of the Board.

Principle 2 – Structure the board to add value

Nomination Committee

RAML does not currently have a formal nomination committee. The Board is of the opinion that it can effectively and efficiently deal with board composition and succession issues without establishing a separate nomination committee. The Board currently comprises two independent directors who are based in Australia and hold the appropriate balance of skills coupled with the extensive skills of the US Directors to ensure their confidence in providing the board with the appropriate balance of knowledge, experience, independence and diversity to enable them to discharge their duties and responsibilities effectively. This is a departure from ASX Recommendation 2.1.

The Directors

The Board currently comprises five directors and all five of the directors have been in office since the Trust was listed on ASX, in September 2005, and remain in office as at the date of this report. The Board considers the following two directors to be external and independent:

Philip Meagher
Mervyn Peacock

The three executive directors in office at the date of this report are:

Scott Rechler
Michael Maturo
Jason Barnett

The Trust does not comply with ASX Recommendation 2.4, which recommends for a majority of the Board to be independent. However, the directors believe that the Trust benefits from the ongoing involvement of the RXR executive directors at the Board level, as the relationship with RXR is critical to the performance of the Trust and the three executive directors have an average of 28 years' experience in the industry, 25 years' experience at RXR (or its predecessor entities) and an extensive amount of local market insight, knowledge and industry relationships in connection with the New York Tri-State commercial office markets.

During the period from 1 January 2017 until 31 December 2017 the Board held 7 meetings with all Board members attending each meeting, except for Mr Barnett who was absent from one meeting and Mr Rechler who was absent from two meetings.

Board Profiles, Skills and Competencies

The skills, experience and expertise relevant to the position of each Director are set out below. The Board comprises a diverse range of skills and understanding gained by Directors from their decades of experience in the financial services, asset management, investment banking and property sectors. This expertise is supported by appropriate accounting, banking and finance and risk management skills.

Scott Rechler – Chairman and Chief Executive Officer

Scott Rechler has served as Chief Executive Officer and Chairman of RXR since January 2007. RXR is a multi-billion dollar, private real estate company which was formed subsequent to the merger of Reckson Associates Realty Corp ("Reckson") with SL Green, one of the largest public real estate management buyouts in REIT history.

Mr Rechler prides himself on enhancing the communities where RXR operates. As such, he serves as Chairman of the Regional Planning Association, a member of the Real Estate Board of New York, a Board member of The Feinstein Institute for Medical Research, and a member of the NYU Real Estate

Institute Advisory Committee. In addition, Mr Rechler serves on the board of many of the region's top cultural institutions such as the Tribeca Film Institute where he serves as its co-Chairman of the Board, and the Long Island Children's Museum. He also serves on the Board of the Drum Major Institute and as Chairman of the Center for Social Innovation.

In June 2011, Mr. Rechler was appointed by New York Governor Andrew Cuomo to serve on the Board of Commissioners of the Port Authority of New York and New Jersey, and served on such Board until October 2016. During his Board tenure Mr. Rechler served as Vice Chairman of such Board, and as Chairman of the Port Authority's Capital Planning Committee with responsibility for the Port's US\$30 billion capital budget, including the World Trade Center redevelopment. In May 2013, Mr Rechler was appointed to represent Governor Cuomo on the Board of the National September 11 Memorial & Museum at the World Trade Center Foundation, Inc. In June 2017, Mr Rechler was appointed by Gov. Cuomo to serve on the Board of the NYC Metropolitan Transportation Authority.

Michael Maturo – President and Chief Financial Officer

Michael Maturo has served as President and Chief Financial Officer of RXR since January 2007. Mr Maturo was an integral part of the Reckson/SL Green merger and is one of the founding managing partners of RXR. In this capacity, along with the two other founding managing partners, he develops and implements RXR's corporate, operating and fund management strategies. Mr Maturo also has oversight responsibility for all financial, strategic planning and capital market activities.

Prior to the Reckson/SL Green merger, Mr Maturo served as President, Chief Financial Officer and a Director at Reckson, where he was responsible for Reckson's capital market's activities as well as its accounting, financing, strategic planning, budgeting, treasury, tax management, internal and external reporting and investor relations departments. Mr Maturo also had oversight responsibility over the company's investment functions and allocation of capital. Mr Maturo worked closely with the company's CEO in developing and implementing the company's corporate and operating strategies.

Mr Maturo was with Reckson from 1995 until January 2007 and during his tenure served as Executive Vice President, Treasurer and Chairman of the Investment Committee, where he completed over US\$6 billion in capital markets transactions, spearheaded Reckson's IPO of its Australian LPT and established Reckson's investment grade rating, culminating in the issuance of US\$800 million of senior unsecured notes.

Mr Maturo specialises in diverse phases of real estate finance, including corporate and property debt financings and recapitalisation transactions, leading efforts to raise over US\$2 billion of additional debt and equity capital during this time period.

Prior to joining Reckson, Mr Maturo was a senior manager with EY Kenneth Leventhal Real Estate Group. Mr Maturo is a Certified Public Accountant.

Jason Barnett – General Counsel

Jason Barnett has served as Vice Chairman and General Counsel of RXR since January 2007. In this capacity he is involved in many aspects of the company's business and is responsible for all legal and compliance matters for RXR. Mr Barnett is also responsible for corporate initiatives, overseeing RXR's transactional and corporate activities. Mr Barnett was an integral part of the Reckson/SL Green merger, successfully navigating Reckson through a myriad of legal complexities to execute the transaction. Mr Barnett is also one of the founders of RXR.

Prior to the Reckson/SL Green merger, Mr Barnett served as Senior Executive Vice President - Corporate Initiatives, General Counsel and Secretary where he was integrally involved in over US\$6 billion of acquisitions, financings and capital market transactions.

Mr Barnett was with Reckson from 1996 until 2007 and during his tenure was responsible for the coordination of all legal and compliance matters, and was involved in over US\$5 billion of real estate transactions, including acquisitions, dispositions, joint ventures, and financings. Mr Barnett was also involved in approximately US\$2 billion of public securities offerings on behalf of Reckson.

Prior to joining Reckson, Mr Barnett practiced in the corporate and securities department of Sidley Austin Brown & Wood, LLP, an international law firm, where he focused on capital markets and Real Estate Investment Trusts. He is a member of the American Bar Association, the Real Estate Board of New York, and is admitted to the Bar of the State of New York.

Philip Meagher – Independent Director

Philip Meagher joined the Board of RAML on 26 May 2005. Mr Meagher has over 40 years of experience in law, property trust management and professional trusteeship. From 2003 to 2005 he was a Business Development Manager, Corporate Services, of the Trust Company of Australia Ltd. Prior to that Mr Meagher worked in various capacities within the Permanent Trustee Company including as Senior Manager of Property Custody and Accounting, as well as New South Wales Manager of Corporate Trusts. Mr Meagher has previously served as Managing Director of Equitable Group Ltd, the wholly owned funds management subsidiary of QBE Limited, the local Executive Director of British Land Company Holdings Australia Limited, and Chairman of Metlife Trustee Pty Limited. Mr Meagher was a non-practising solicitor of the Supreme Court of New South Wales.

Mr Meagher is currently a Responsible Manager and Chairman of the Compliance Committee and Risk Management Committee for Fortius Funds Management Pty Ltd, a wholesale property fund manager. Mr Meagher is also a Responsible Manager for Savills Investment Management (Australia) Ltd, the holder of an Australian Financial Services License.

Mervyn Peacock – Independent Director

Mervyn Peacock joined the Board of RAML on 27 July 2005. Mr Peacock has over 40 years domestic and international experience in a variety of investment areas including Fund Management, Private Equity, Infrastructure and Property. Mr Peacock was Chief Investment Officer and a Director of AMP Capital Investors for five years until his retirement in January 2006. Prior to that, he was Investor Relations Manager of AMP Ltd. Mr Peacock was a Director of UniSuper Ltd and Chair of the Investment Committee (2007-2013).

Mr Peacock currently holds a number of directorships including Riverland Water Pty Ltd and Laguna Bay Pastoral Company.

Mr Peacock is a CPA, a Fellow of the Financial Services Institute of Australasia, and a graduate of the Australian Institute of Company Directors.

The Role of the Chairman

The Chairman provides leadership of the Board and strategic direction for the Trust and RAML, most particularly by:

- (a) leading and facilitating the Board and its deliberations;
- (b) ensuring that the directors remain focused on the enhancement of unitholder value;

- (c) ensuring that management appropriately responds to questions and enquiries of members of the Board; and
- (d) acting as spokesman for the Trust and communicating and consulting with unitholders, shareholders and relevant stakeholders on significant issues, as appropriate.

Scott Rechler, the Chairman and Chief Executive Officer of RAML, is also the Chairman and Chief Executive Officer of RXR Realty LLC (“RXR”). RAML is an affiliate of RXR. Because of this, Mr Rechler is not considered by RAML to be an independent director. This is a departure from the ASX Recommendation 2.5, but given Mr Rechler's expertise and experience in the real estate industry and the New York Tri-State area markets, and other factors, such as RXR's significant ownership interest in the Trust's portfolio, the Board strongly believes that Mr Rechler's continuation in both roles is in the best interests of the Trust.

Induction and Training

Upon their appointment RAML ensures that Directors are appropriately inducted and gain an understanding of the Board and the Trust (including its culture and values) and their rights, duties and responsibilities, the roles and responsibilities of senior executives, the role of the Board Committees, and meeting arrangements and Director interaction.

Directors are required to keep themselves adequately informed in respect of relevant industry and regulatory issues and changes.

RAML will provide appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as a Director effectively.

Principle 3 – Act ethically and responsibly

Code of Conduct

The Board is committed to ensuring that it acts ethically and responsibly when dealing with the Trust and unitholders. Accordingly, the Board has adopted a Code of Conduct (the “Code”) which is structured to promote ethical and responsible decision making. The Code details RAML's commitment to ensuring that all directors and employees of RAML observe the highest standards of ethical behaviour and conduct.

Pursuant to the Code, all directors and employees of RAML are required to:

- (a) comply with all relevant laws and regulations;
- (b) act honestly and with integrity;
- (c) not place themselves in situations which result in a conflict of interest;
- (d) use RAML's assets responsibly and in the best interests of RAML; and
- (e) be responsible and accountable for their actions.

The Board, management and all employees of RAML are committed to implementing and complying with the Code, a copy of which is listed at www.rnypt.com.au on the Trust's website.

Principle 4 – Safeguard integrity in corporate reporting

Audit and Risk Committee

RAML's Audit and Risk Charter (the “Audit Charter”) was adopted by the Board on 13 September 2005. The Audit Charter establishes the Audit Committee and sets out the composition, operation and responsibilities of the Audit Committee. According to the Audit Charter, the Audit Committee shall comprise at least two members appointed by the Board. A majority of the Audit Committee members shall be external directors (in accordance with Corporations Act) and all members of the Audit Committee shall be non-executive directors of RAML. The Chairman of the Audit Committee shall be an

independent director, who is not Chairman of the Board. According to the Audit Charter, the core responsibilities of the Audit Committee are to assist the Board in relation to:

- (a) the integrity of financial statements of the Trust;
- (b) monitoring the Trust's relationship with its external auditors (Ernst & Young);
- (c) overseeing the effectiveness of the internal audit function;
- (d) assessing the propriety of related party transactions;
- (e) assisting with the maintenance of an effective framework to deal with risk management; and
- (f) considering the adequacy of the Trust's, the Directors' and Officers' and other insurance cover.

As at the date of this report, the Audit Committee comprises Messrs Meagher and Peacock. Mr Peacock is the Chairman of the Audit Committee. The Board has adopted a Charter for the Audit Committee which sets out the functions and responsibilities of the Audit Committee, a copy of which is listed on the Trust's website at www.rnypt.com.au. The Board complies with all sections of ASX Recommendation 4.1, except 4.1(a)(1) which recommends that the Audit Committee have at least 3 members. The Board was in compliance with this part of the recommendation until 11 August 2017, when one of the Independent Directors resigned from the Board. The Board did not replace such director due to the expected change of control related to Aurora's accepted takeover offer and the unitholder meeting that was scheduled for 1 December 2017 to replace RAML as the Responsible Entity of the Trust. Such unitholder meeting was postponed (see the "Chairman's Report" for more detail regarding this matter).

Compliance Committee

At the date of this statement, the members of the Compliance Committee are Messrs Meagher, Peacock and Barnett, although Mr Robinson served on such Committee until his resignation from the Board on 11 August 2017. The Board has adopted a set of Working Rules for the Compliance Committee, a copy of which is listed on the Trust's website at www.rnypt.com.au.

Chief Executive Officer and Chief Financial Officer Declarations

The Board has received confirmation from both the Chief Executive Officer and Chief Financial Officer that their declaration for both the interim and full year financial reporting periods made in accordance with section 295A of the Corporations Act 2001, were based upon sound system of risk management and internal control and further that the system is operating effectively in all material respects in relation to financial reporting risk.

Principle 5 – Make timely and balanced disclosure

Continuous Disclosure

The Board believes that investors and the investment market should be informed of all material business events that may influence the Trust. As a disclosing entity under the Corporations Act, the Trust complies with the continuous disclosure regime under the ASX listing rules and the Corporations Act. To monitor compliance with this regime, RAML has a Continuous Disclosure and Communications Policy (the "Disclosure and Communications Policy"), adopted on 13 September 2005. The Disclosure and Communications Policy is designed to ensure that timely disclosure is made to the ASX to support a fully informed market, and to promote effective communications with unitholders. A copy of the Disclosure and Communications Policy may be reviewed at www.rnypt.com.au on the Trust's website.

The Board is committed to providing timely and relevant information to unitholders through its annual reports, six-monthly financial reporting, as well as by providing periodic reports and presentations and key market announcements via ASX, as well as posting such announcements and materials on the Trust's website.

Principle 6 – Respect the rights of security holders

Corporate Governance

The Trust's website at www.rnypt.com.au has a corporate governance section from where all relevant corporate governance information can be accessed, including Board and Committee Charters and various corporate governance policies. Details on the Board of Directors and current ASX announcements can also be found on the website.

Investors' Reports

The Trust prepares annual reports for investors for each financial year ending 31 December. These reports are posted on its website. Investors may elect to receive a hard-copy of the annual report or an email notification once they become available.

Principle 7 – Recognise and manage risk

Risk Management

The Trust has formalised risk management policies which are monitored by the Board on a regular basis. Risks such as operational, financial, environmental, legal and insurance risks at both the RAML and Trust level are managed through RAML's risk management frameworks and procedures.

The Audit and Risk Committee has responsibility for overseeing risk management as well as the Board. The composition of the Committee is outlined under Principle 4. Under the Committee Charter, the Committee is responsible for the following functions to assist the Board in overseeing the Group:

- In consultation with management:
- Reviewing the scope of the external auditors' review of internal control and risk management, reviewing reports on significant findings and recommendations, together with management's responses.
- Recommending to the Board any changes to the Trust's internal control and risk management framework from time to time as appropriate.

The Audit and Risk Committee met 2 times throughout the period 1 January 2017 till 31 December 2017, and all of the Committee members attended each meeting (Mr Robinson was a member of the Audit and Risk Committee until his resignation from the Board on 11 August 2017).

As a Managed Investment Scheme, the Trust is required to have a Compliance Plan in place. The Compliance Plan sets out the systems and processes in place to ensure compliance with the Corporations Act and the Trust's Constitution. Material non-compliance with any part of the Compliance Plan shall be reported to ASIC by the Board. The Trust's auditors conduct an audit of the Compliance Plan once a year.

The Board complies with all sections of ASX Recommendation 7.1, except 7.1(a)(1) which recommends that the Audit and Risk Committee have at least 3 members. The Board was in compliance with this part of the recommendation until 11 August 2017, when one of the Independent Directors resigned from the Board. The Board did not replace such director due to the expected change of control related to Aurora's accepted takeover offer and the unitholder meeting that was scheduled for 1 December 2017 to replace RAML as the Responsible Entity of the Trust. Such unitholder meeting was postponed (see the "Chairman's Report" for more detail regarding this matter).

Risk Management Framework

The Trust has prepared a Risk Matrix which is reviewed by the Compliance Committee on a bi-annual basis and then presented to the Board. In the context of the Trust's strategy and activities, the Risk Matrix

identifies and assesses the key categories of risk for the Trust and summarises and evaluates the effectiveness of the risk control environment for each category of risk identified for the Trust.

Internal Audit

The Board has determined having regard to the Group's size not to establish a separate internal audit function. As set out above the Audit and Risk Committee and Compliance Committee along with the Board has specific responsibilities in relation to risk management and internal control.

Safety and Sustainability

The Board monitors any material exposure to economic, environmental and social sustainability risks, via its Risk Matrix. There are no apparent significant risks associated with these factors at the time of the annual report.

Principle 8 – Remunerate fairly and responsibly

No employees, including executive officers or directors, are remunerated by the Trust. Independent non-executive directors are remunerated by RAML. Although RAML does not currently have a formal remuneration committee, these functions are carried out by the Board itself. This is a departure from ASX Recommendation 8.1. However, in consideration of the actual remuneration paid by RAML and the Trust, the Board does not believe that it is necessary to establish a remuneration committee, nor does the Board believe that any marked efficiencies or enhancements would be achieved by the creation of a separate remuneration committee. Particularly given that pursuant to its Charter, the Board annually reviews and evaluates the performance of the CEO, and other executive officers, as well as the Board's performance in the context of the Trust's strategy and objectives.

Further information relating to remuneration is disclosed in Note 18(iii) to the Financial Statements for the year ended 31 December 2017. Such Financial Statements are included in this Annual Report and can also be viewed at www.rnypt.com.au on the Trust's website.

Information relating to transactions with related parties is disclosed in Note 20 to the Financial Statements for the year ended 31 December 2017. Such Financial Statements are included in the Annual Report and can also be viewed at www.rnypt.com.au on the Trust's website.

The ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, and the Trust's compliance or non-compliance with such Recommendations, are listed below:

ASX Principle	RAML Compliance
Principle 1: Lay solid foundations for management and oversight	
1.1 Formalise and disclose the functions reserved to the Board and those delegated to management	Complies
1.2 Companies should undertake appropriate checks before appointing or re-electing the Board members and disclose such information to security holders.	Complies
1.3 Provide written agreements with each director and senior executive setting out the terms of their acceptance.	Complies
1.4 The Company Secretary to be accountable directly to the Board through the Chair, on all matters to do with the proper functioning of the Board.	Complies
1.5(a) Establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the Board to	Complies

<p>establish measurable objectives for achieving gender diversity for the Board to access annually both the objectives and progress in achieving them.</p> <p>1.5(b) Companies should include in each annual report the measurable objectives for achieving gender diversity set by the Board in accordance with the diversity policy and progress towards achieving them.</p> <p>1.5(c) Companies should include in each annual report the proportion of women employees in the whole organization, women in senior executive positions and women on the Board.</p>	
1.6 Formalise and disclose a process for periodically evaluating the performance of the Board, its Committees and individual Directors and disclose if this has been undertaken in the reporting period.	Complies
1.7 Formalise and disclose a process for periodically evaluating the performance of the Senior Executives and disclose if this has been undertaken in the reporting period.	Complies
Principle 2: Structure the board to add value	
2.1 The board should establish a Nomination Committee	Does not Comply
2.2 Formalise and disclose a board's skill matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	Complies
2.3 Companies should disclose the names of the directors considered by the Board to be independent directors, and the length of service of each director	Complies
2.4 A majority of the Board should be independent directors	Does not Comply
2.5 The Chairman should be an independent director, and in particular should not be the same person as the CEO.	Does not Comply
2.6 Companies should have in place a program for inducting new Directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role effectively.	Complies
Principle 3: Act ethically and responsibly	
3.1 Establish a code of conduct to guide the directors, the Chief Executive Officer (or equivalent) and any other key executive as to:	Complies
The practices necessary to maintain confidence in the company's integrity.	
The practices necessary to take into account their legal obligations and reasonable expectations to their unitholders	
The responsibility and accountability of individuals for reporting and investigating reports of unethical practices.	
Principle 4: Safeguard integrity in corporate reporting	
<p>4.1 The Board should establish an audit committee</p> <p>4.1(a)1 At least three members – all of whom are non-executive directors and a majority of whom are independent directors</p> <p>4.1(a)2 Is chaired by an independent director, who is not the chair of the Board</p> <p>4.1(a)3 Have in place a charter of the committee</p> <p>4.1(a)4 Have the requisite skills and qualifications to be a member of the Committee</p> <p>4.1(a)5 Note the number of times the Committee met within the period and the attendance of its members.</p>	Does not Comply

4.2 A formal declaration from the CEO and CFO that the financial statements for the period comply with appropriate accounting standards and give a true and fair view of the financial position and performance of the entity	Complies
4.3 If an AGM is undertaken ensure that the auditor is available to attend the AGM to answer questions from security holders.	Not applicable
Principle 5: Make timely and balanced disclosure	
5.1 Establish written policies and procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior management level for that compliance	Complies
Principle 6: Respect the rights of shareholders	
6.1 Companies should provide information about itself and its governance to investors via its website.	Complies
6.2 Design and disclose a communications strategy to promote effective communication with shareholders. and encourage effective participation at general meetings.	Complies
6.3 Companies should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Complies
6.4 Companies should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Complies
Principle 7: Recognise and manage risk	
7.1 Companies should establish a Committee to oversee risk, each of which 7.1(a)1 has at least three members, a majority of whom are independent directors; and 7.1(a)2 is chaired by an independent director; and disclose: 7.1(a)3 the charter of the Committee 7.1(a)4 the members of the Committee; and 7.1(a)5 as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or 7.1(b) if it does not have a risk committee in place, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	Does not Comply
7.2 The Board or a Committee of the Board should: 7.2(a) review the entity's risk management framework, at least annually to satisfy itself that it, continues to be sound; and 7.2(b) disclose in relation to each reporting period, whether such a review has taken place.	Complies
7.3 Companies should disclose: 7.3(a) if it, has an internal audit function, how the function is structured and what role it performs; or 7.3(b) if it, does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	Complies
7.4 Companies should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Complies

Principle 8: Remunerate fairly and responsibly	
8.1 The Board should establish a Remuneration Committee which 8.1(a)1 has at least three members, a majority of whom are independent directors; and 8.1(a)2 is chaired by an independent director, and disclose 8.1(a)3 the charter of the committee; 8.1(a)4 the members of the committee; and 8.1(a)5 as at the end of each reporting period the number of times the committee met and the committee's attendance. 8.1(b) if it, does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for each director and senior executives and ensuring such remuneration is appropriate and not excessive.	Does not Comply
8.2 Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives.	Complies
8.3 Companies which have an equity based remuneration scheme should: 8.3(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit, the economic risk of participating in the scheme; and 8.3(b) disclose that policy or a summary of it.	Complies

SUPPLEMENTARY UNITHOLDER INFORMATION

As at 7 March 2018

Twenty largest Unitholders (per Link Market Services)

Unitholder	Number of Units	% of Units on Issue
1. BNP Paribas Nominees Pty Ltd	171,825,804	65.23
2. Aurora Funds Mgmt Ltd	41,720,661	15.84
3. National Nominees Ltd	17,495,000	6.64
4. HSBC Custody Nominees (Aust) Ltd	9,412,596	3.57
5. Citicorp Nominees Pty Ltd	1,483,532	.56
6. Sporrán Lean Pty Ltd	1,349,999	.51
7. BNP Paribas Noms Pty Ltd	1,316,150	.50
8. Allegra Ventures Pty Ltd	879,571	.33
8. MLP 369 Pty Ltd	879,571	.33
9. KQR Pty Ltd	802,500	.30
10. DKR Super Fund	625,000	.24
11. Mr Friedman	596,011	.23
12. Jabeta Pty Ltd	568,000	.22
13. Mr Cooney	500,000	.19
14. Ding Super Fund	450,000	.17
15. Dynasty Peak Pty Ltd	402,976	.15
16. Murraba Pty Ltd	402,300	.15
17. Bordoni Hldgs Pty Ltd	354,958	.13
18. Mrs McDonald	332,695	.13
19. Mr Glavas	291,784	.11
20. Mr Baud	291,000	.11
Total in this Report	251,980,108	95.66
Total Other Investors	11,433,781	4.34
Total Units on Issue	263,413,889	100.00%

Supplementary Unitholder Information

As at 7 March 2018

RANGE OF UNITHOLDERS

Holding	Number of holders	Number of units
1-1,000	78	5,406
1,001-5,000	42	124,429
5,001-10,000	29	258,336
10,001-100,000	140	5,464,486
100,001 and over	<u>51</u>	<u>257,561,232</u>
Total number of unitholders	340	263,413,889
Number of unitholders holding less than a marketable parcel	258	

CORPORATE DIRECTORY

Responsible Entity of the Trust

RNY Australia
Management Limited (RAML)
115 Pitt Street
Suite 503
Sydney NSW 2000
Phone: (02) 9113-7235

Directors of RAML

Scott Rechler, Chairman
Jason Barnett
Michael Maturo
Philip Meagher
Mervyn Peacock

Company Secretary

Francis Sheehan

Independent Accountant

Ernst & Young
Ernst & Young Centre
680 George Street
Sydney NSW 2000

Legal Advisor

Greenwich Legal
Level 11
50 Margaret Street
Sydney NSW 2000

Unit Registry

Link Market Services Limited
Level 12, 680 George Street
Locked Bag A14
Sydney NSW 1235
Phone: 1 300 554 474 or (02) 8270 7111
International: (61 2) 8280 7111
Fax: (02) 9287 0303

RNY Property Trust

ARSN 115 585 709

Financial Report

For the Year Ended 31 December 2017

RNY PROPERTY TRUST

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The directors of RNY Australia Management Limited ("RAML"), the Responsible Entity of RNY Property Trust ("RNY" or the "Trust"), present their report together with the financial report of the Trust and its controlled entity, together known as the "Group", for the year ended 31 December 2017.

Directors

The names of the persons who served on the Board of Directors of the Responsible Entity (the "Board") at any time during or since the end of the financial year are:

Scott Rechler
Michael Maturo
Jason Barnett
Philip Meagher
Mervyn Peacock
William Robinson (resigned 11 August 2017)

Details of director's qualifications, experience and special responsibilities together with details of meetings held and attendances are contained in the Corporate Governance section of the Annual Report.

RNY Australia Management Limited, the Responsible Entity is incorporated in Australia and has its principal place of business at Suite 503, Level 5, 115 Pitt Street, Sydney, NSW 2000.

Company Secretary of the Responsible Entity

Mr Francis Sheehan
Degree in Law, Bachelor of Science
23 years experience in legal and compliance matters

Relevant Interests in the Trust

At the date of this report, none of the directors, held units directly or indirectly in the Trust

The directors are not party to any contract to which the directors may be entitled to a benefit that confers a right to call for or deliver interests in the Trust.

Principal activity

The Trust is a registered managed investment scheme domiciled in Australia and has its principal place of business at Level 5, 115 Pitt Street, Sydney, NSW 2000. The Trust has a 100% interest in RNY Australia LPT Corp. (the "US REIT"), which in turn has a 75% interest in RNY Australia Operating Company LLC (the "US LLC"), a Delaware Limited Liability Company that as of 31 December 2017 owned 5 office properties (2016: 18 office properties) in the New York Tri-State area. The principal activity during the financial year has been holding investments in the commercial office markets of the New York Tri-State area in the United States (the "US"), which is in accordance with the stated investment strategy as set out in the Product Disclosure Statement dated 15 August 2005. During 2017, the Group's management took a more proactive approach to marketing properties in advance of debt maturities, and as required by the modification of the mezzanine loan (the "Mezz Loan") on 8 July 2016. As part of such Mezz Loan modification, the Group was required to have the 9 properties, which serve as collateral for the Mezz Loan, under contract to be sold by 31 December 2016. During 2017: (i) 8 of the 9 properties were sold and (ii) the Group assigned its interest in the remaining property to the Mezz Loan lender. Following this event, the property asset was derecognised and the financial liability was extinguished. Additionally, during 2017, the Group sold an additional 3 properties.

Distributions

No distributions were paid to unitholders for the year ended 31 December 2017 and no provision for distribution has been recognised in the financial statements.

Funding

At 31 December 2017, with regards to the US LLC's non-recourse secured loan (the "ACORE Loan"), the US LLC had approximately US\$569,619 (31 December 2016: US\$902,349) in a lender controlled cash account under the ACORE Loan. The lender controlled cash account is used to fund operating expenses, debt service and reserve accounts on a monthly basis. The reserve accounts are used to fund real estate taxes, insurance, capital improvements and tenanting costs. At 31 December 2017, the US LLC had approximately US\$1,263,086 (31 December 2016: US\$6,798,707) in lender controlled reserve accounts. Such amounts are reflected in share of US LLC's other assets in the accompanying balance sheet.

On 27 July 2017, ACORE Capital ("ACORE"), the lender of the ACORE Loan, issued notice to the borrower and US LLC confirming that the loan is in default and demanding that the borrower parties and US LLC preserve all available cash in a segregated account to satisfy all outstanding obligations to the lender under the loan documents. The US LLC believes, after consulting with counsel, that lender's demands are overreaching and excessive. During August 2017, the US LLC engaged in settlement discussions with ACORE regarding such matters. The US LLC and ACORE mutually agreed to discontinue settlement discussions to wait for the outcome of Aurora Funds Management Ltd ("Aurora") (the Trust's largest unitholder with 81% of the Trust's units) attempt to become or install a third-party as Responsible Entity of the Trust.

Review of Operations

Results

The consolidated loss of the Group is presented in the Statement of Comprehensive Income. Net loss attributable to the members of the Group for the year ended 31 December 2017 was \$32,975,307 (2016: Loss \$50,591,701).

Significant changes in the state of affairs

At 31 December 2017 the Group's management internally revalued the remaining 5 properties in the portfolio. Utilizing these internal valuations resulted in a 25.5% decrease in the portfolio's value from 31 December 2016.

Matters subsequent to the end of the financial year

Unitholder meeting:

On 12 February 2018, at a unitholder meeting requested by Aurora, the following resolutions were passed: (i) to remove RAML as Responsible Entity of the Trust, and (ii) to appoint Huntley Management Ltd ("Huntley") as Responsible Entity of the Trust. However, the change of Responsible Entity will not be lodged with ASIC until Huntley receives a license variation from ASIC allowing it to hold such position. The Group's management is unsure how long it will take Huntley to obtain such license variation, or if Huntley will be successful in obtaining such license variation.

Likely developments and expected results of operations

The Group's management is currently waiting for Aurora to obtain approval from ASIC for the appointment of Huntley as the new Responsible Entity of the Trust as discussed above. The Group's management is concerned that Huntley may not be successful in obtaining the requested license variation and that Aurora may not be able to find a third-party operator to become Responsible Entity of the Trust and effectuate its strategy for the remaining properties of RNY. In the above-mentioned scenario, the Group's management will have no choice but to assume that it will remain Responsible Entity of the Trust, and that it should act on its long-standing view as to what is in the interest of unitholders, which is to wind up the Trust. The sale of any asset, in connection with the completion of such strategy, is subject to the approval of ACORE.

If Huntley is successful in being appointed as Responsible Entity of the Trust, the Group expects that Huntley will act on the publicly stated intent of Aurora to maintain ownership of the existing properties and not wind-up the Trust.

Units on issue

The Trust had 263,413,889 fully paid units on issue at 31 December 2017 (31 December 2016: 263,413,889 fully paid units).

Trust Assets

At 31 December 2017, the Trust's total assets held amounted to \$6,356,968 (2016: \$51,202,427). The basis for valuation of these assets is disclosed in Note 2 of the financial statements.

Fees paid to the Responsible Entity

Asset Management Fees amounting to \$205,980 (2016: \$388,431) were paid to the Responsible Entity for the year. The Responsible Entity was also reimbursed for expenses amounting to \$101,433 (2016: \$125,991) for the year ended 31 December 2017.

Interests of Responsible Entity

The Responsible Entity held no units in the Trust at the year end.

Indemnification and Insurance of Officers and Auditors

During the years ended 31 December 2017 and 2016, the Trust was charged for insurance premiums incurred by the Responsible Entity in relation to an insurance policy which provides cover to directors and officers of the Responsible Entity. So long as the officers of RAML act in accordance with the Trust Constitution and the Law, the officers remain indemnified out of the assets of the Trust against losses incurred while acting on behalf of the Trust. The disclosure of the nature of the liability and the amount of the premium paid is prohibited under the insurance contract.

To the extent permitted by law, the Company has agreed to indemnify its auditors, Ernst & Young Australia, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify Ernst & Young during or since the financial year.

Rounding of Amounts

Amounts in the financial report have been rounded to the nearest thousand dollars per ASIC Corporations (Rounding in Financial/Directors Reports) Instrument 2016/191. The Trust is an entity to which the instrument applies.

Corporate Governance

The directors of the Responsible Entity support the principles of corporate governance. The Responsible Entity's corporate governance statement is contained in the Corporate Governance section of the Annual Report.

Board Committees

At the date of this report, the Responsible Entity had an Audit and Risk Management Committee and a Compliance Committee. The responsibilities of these committees are described in the Corporate Governance Statement included in the Annual Report.

Auditor Independence and Non-audit Services

A copy of the auditor's independence declaration as required under section 307c of the Corporations Act 2001 immediately follows this report.

Details of non-audit services provided by the Trust's auditor, Ernst & Young (EY) are set out in Note 25 to the financial statements. The directors are satisfied that the provision of non-audit services provided by EY as the external auditor is compatible with the general standard of independence for auditors imposed by the Corporations Act. The nature and scope of the non-audit services provided did not compromise the auditor independence requirements of the Corporations Act.

This Report is made in accordance with a resolution of the Board of Directors.

/s/ Philip Meagher

Philip Meagher, Director

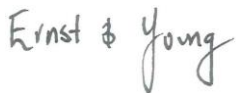
Dated this 9th day of March 2018 in Sydney

Auditor's Independence Declaration to the Directors of RNY Australia Management Limited, as Responsible Entity of RNY Property Trust

As lead auditor for the audit of RNY Property Trust for the financial year ended 31 December 2017, I declare to the best of my knowledge and belief, there have been:

- a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of RNY Property Trust and the entities it controlled during the financial year.



Ernst & Young



Anthony Ewan
Partner
9 March 2018

Statement of Comprehensive Income
year ended 31 December 2017

		Consolidated	
	Note	2017	2016
		\$'000	\$'000
CONTINUING OPERATIONS			
Share of net loss of US LLC			
Rental income from investment properties		26,877	54,260
Property related expenses		(16,989)	(31,972)
Net rental income		9,888	22,288
Other income		1,131	950
Gain on remeasurement of mezzanine loan	6(a)	2,523	16,229
Borrowing costs		(15,037)	(18,818)
Loss on sale of property		(3,683)	(1,482)
Other expenses		(1,556)	(2,184)
Net income from US LLC before fair value adjustments		(6,734)	16,983
Loss from investment property revaluations		(24,658)	(65,125)
Total share of net loss from US LLC		(31,392)	(48,142)
Interest income		1	1
Total loss and other income		(31,391)	(48,141)
Expenses			
Administration expenses		(341)	(271)
Finance costs		(321)	(371)
Management fees		(631)	(1,527)
Other expenses	3	(291)	(282)
Total expenses		(1,584)	(2,451)
Loss from continuing operations before tax expense		(32,975)	(50,592)
US withholding tax	4	-	-
NET LOSS FROM CONTINUING OPERATIONS AFTER TAX		(32,975)	(50,592)
OTHER COMPREHENSIVE INCOME – RECYCLABLE			
Foreign currency translation difference (net of tax)		(5,693)	842
Gain on financial instrument hedge (net of tax)	6(c)	244	726
Other comprehensive (loss) gain for the year, net of tax		(5,449)	1,568
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		(38,424)	(49,024)
Basic and diluted loss per unit from continuing operations (cents)	16(a)	(12.52)	(19.21)

The above Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

Balance Sheet
as at 31 December 2017

		Consolidated	
	Note	31 Dec 17	31 Dec 16
		\$'000	\$'000
Current assets			
Cash and cash equivalents	15(b)	5,206	59
Trade and other receivables	5	11	14
Other current assets		88	30
Total current assets		5,305	103
Non-current assets			
Investments held in US LLC			
Share of US LLC's investment properties	7	65,288	287,915
Share of US LLC's liabilities		(70,650)	(266,625)
Share of US LLC's other assets		6,414	29,809
Total investment held in US LLC	6	1,052	51,099
Total non-current assets		1,052	51,099
Total assets		6,357	51,202
Current liabilities			
Related party payables	8	-	6,231
Trade and other payables	9	1,327	1,504
Total current liabilities		1,327	7,735
Non-current liabilities			
Preferred shares	10	160	173
Total non-current liabilities		160	173
Total liabilities		1,487	7,908
Net assets		4,870	43,294
Unitholders' Equity			
Units on Issue	11	251,377	251,377
Reserves	12	1,384	6,833
Accumulated deficit		(247,891)	(214,916)
TOTAL EQUITY		4,870	43,294

The above Balance Sheet should be read in conjunction with the accompanying notes.

Cash Flow Statement
year ended 31 December 2017

		Consolidated	
	Note	2017	2016
		\$'000	\$'000
Cash flows from operating activities			
Payments to suppliers		(1,499)	(1,504)
Distributions received from US LLC		15,722	1,436
Interest received		1	1
Net cash inflow/(outflow) from operating activities	15(a)	<u>14,224</u>	<u>(67)</u>
Cash flows from investing activities			
Investment in joint venture entities		(2,866)	-
Net cash flow from investing activities		<u>(2,866)</u>	<u>-</u>
Cash flows from financing activities			
Repayment of related party borrowings		(6,200)	-
Net cash flow from financing activities		<u>(6,200)</u>	<u>-</u>
Net increase/(decrease) in cash and cash equivalents		5,158	(67)
Cash and cash equivalents at beginning of year		59	127
Net foreign exchange differences		(11)	(1)
Cash and cash equivalents at end of year	15(b)	<u><u>5,206</u></u>	<u><u>59</u></u>

The above Cash Flow Statement should be read in conjunction with the accompanying notes.

Statement of Changes in Equity
year ended 31 December 2017

	Note	Units on Issue	Accumulated Deficit	Reserves	Total Equity
		\$'000	\$'000	\$'000	\$'000
CONSOLIDATED					
At 31 December 2015		251,377	(164,324)	5,265	92,318
Fair value movement of derivatives					
- recyclable	12	-	-	726	726
Foreign currency translations taken to equity					
- recyclable	12	-	-	842	842
Loss for the year		-	(50,592)	-	(50,592)
Total comprehensive loss for the year, net of tax		-	(50,592)	1,568	(49,024)
Distributions		-	-	-	-
At 31 December 2016		251,377	(214,916)	6,833	43,294
Fair value movement of derivatives					
- recyclable		-	-	244	244
Foreign currency translations taken to equity					
- recyclable		-	-	(5,693)	(5,693)
Loss for the year		-	(32,975)	-	(32,975)
Total comprehensive loss for the year, net of tax		-	(32,975)	(5,449)	(38,424)
Distributions		-	-	-	-
At 31 December 2017		251,377	(247,891)	1,384	4,870

The Statement of Changes in Equity should be read in conjunction with the accompanying notes.

1. Corporate Information

The financial report of the Trust for the year ended 31 December 2017 was authorised for issue in accordance with a resolution of the directors on 9th March 2018.

The Trust was constituted on 2 August 2005. The Responsible Entity of the Trust is RNY Australia Management Limited (“RAML”). The Responsible Entity’s registered office is at Suite 503, Level 5, 115 Pitt Street, Sydney, NSW 2000.

RNY Property Trust (“RNY” or the “Trust”) is a trust limited by units incorporated in Australia. These units are publicly traded on the Australian Stock Exchange.

2. Summary of Significant Accounting Policies

(a) Basis of Preparation

This general purpose financial report has been prepared in accordance with the requirements of the Trust Constitution, Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*.

The consolidated financial statements comprise the financial statements of the Trust and its subsidiary, RNY Australia LPT Corporation (the “US REIT”), together known as the “Group”.

The financial report is prepared in accordance with the historical cost convention except for investment properties and derivatives that are held at fair value.

With regard to the ACORE Loan, the US LLC, as the guarantor of certain equity funding obligations under the loan, is in violation of the net worth requirement (as of 31 December 2016) and the liquidity requirement (as of 1 January 2017). The US LLC failed to cure the violations within sixty days which is an event of default pursuant to the loan documents. During the continuance of an event of default, in addition to other rights and remedies available to ACORE pursuant to the loan documents, ACORE may charge interest at the default rate and/or declare the loan to be immediately due and payable. On 27 July 2017, ACORE issued notice to the borrower and US LLC confirming that the loan is in default and demanding that the borrowers and US LLC preserve all available cash in a segregated account to satisfy outstanding obligations to the lender under the loan documents. The US LLC believes, after consulting with counsel, that ACORE’s demands are overreaching and excessive. During August 2017, the US LLC engaged in settlement discussions with ACORE regarding such matters. The US LLC and ACORE mutually agreed to discontinue settlement discussions to wait for the outcome of the Aurora Funds Management Ltd (“Aurora”, the Trust’s majority unitholder) attempt to install Huntley Management Ltd (“Huntley”) as Responsible Entity of the Trust. If Aurora is successful, and Huntley is appointed as Responsible Entity of the Trust the US LLC expects they will act on their publicly stated intention to maintain ownership of the existing properties and not wind-up the Trust. The appointment of Huntley as Responsible Entity of the Trust is subject to ASIC’s approval of their license variation application. If Aurora and Huntley are unsuccessful, then RAML will assume that it will remain Responsible Entity of the Trust and will act on its long-standing view as to what is in the interest of unitholders, which is to wind up the Trust. The sale of any asset, in connection with the wind up of the Trust, is subject to ACORE’s approval. At 31 December 2017, the US LLC recorded approximately US\$2.8 million in interest at the default rate.

All secured borrowings are non-recourse loans with exposure generally being limited to the properties pledged for each loan facility.

2. Basis of Preparation (continued)

(a) Basis of Preparation (continued)

The financial report is presented in Australian dollars and all values are rounded to the nearest thousand dollars per Corporations Instrument 2016/191.

(b) Statement of Compliance

The financial report complies with Australian Accounting Standards and International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board.

The accounting policies adopted are consistent with those of the previous financial year except as follows:

The Trust has adopted the following Standards as of 1 January 2017. Adoption of these Standards did not have any material effect on the financial position or performance of the Trust:

AASB 9 Financial Instruments - Addresses the classification, measurement and de-recognition of financial assets and financial liabilities and also sets out new rules for hedge accounting. The Group does not expect a material impact to the Group’s accounting for financial instruments.

AASB 15 – Revenue from contracts with customers - Establishes a comprehensive framework for determining whether, how much, and when revenue is recognised. It replaces existing revenue recognition guidance, including AASB 118 Revenue and AASB 111 Construction Contracts

Australian Accounting Standards (“AAS”) and Interpretations that have been issued during the period or amended but are not yet effective which may have an impact, but have not been adopted by the Group for the annual reporting period ended 31 December 2017 are as follows.

Reference	Title	Summary	Application Date of Standard*	Impact on Group Financial Report	Application Date for Group*
AASB 16	Leases	This standard contains requirements about lease classification and the recognition, measurement and presentation and disclosures of leases for lessees and lessors	1 Jan 2019	Refer note below**	1 Jan 2019

*Designates the beginning of the applicable annual reporting period

**At 31 December 2017 an assessment has been made by management as to the impact of the above Accounting Standards on the financial report. Management has concluded that there will be no material impact from the adoption of AASB 16. We will continue to assess the impact of future applicable standards and interpretations as they come into effect.

2. Summary of Significant Accounting Policies (continued)

(c) Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Trust and its subsidiary as at 31 December 2017. Information from the financial statements of the consolidated entity is included from the date the parent entity obtained control.

Adjustments are made to bring into line any dissimilar accounting policies that may exist.

All inter-company balances and transactions, including unrealised profits arising from intra-group transactions, have been eliminated in full. Unrealised losses are eliminated unless costs cannot be recovered.

(d) Significant accounting judgments, estimates and assumptions

(i) Significant accounting judgments

Management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Accounting for Investment in US LLC

Under the control model established in Accounting Standard *AASB 10: Consolidated Financial Statements*, management has determined that the Group does not have control of its joint venture partner, the US LLC, to be able to consolidate this entity. Accordingly, US LLC is accounted for using the equity method of accounting.

Classification of leases as operating leases

Space in each of the investment properties owned by US LLC is leased to third parties. US LLC retains all the significant risks and rewards of ownership of these properties and has accordingly classified the leases as operating leases.

(ii) Significant estimates and assumptions

The financial report has been prepared on a going concern basis because the Trust expects to be able to pay its debts as and when they fall due in the ordinary course of business for the next twelve months. Refer to Note 2(a) for further details of issues involved in the going concern assumption.

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. There are no key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period apart from the following assumptions:

Fair value of investment properties held by the US LLC – refer Note 2(l) and Note 7

Carrying value of commercial mortgages held by the US LLC – refer Note 2(n) and Note 6

2. Summary of Significant Accounting Policies (continued)

(e) Provision for distribution

A provision for distribution is recognised in the balance sheet if the distribution has been declared or publicly recommended on or before balance date.

(f) Cash and cash equivalents

Cash at bank and short term deposits are stated at nominal values. For the purpose of the statement of cash flows, cash includes deposits at call, which are readily convertible to cash on hand and are subject to an insignificant risk of changes in value.

(g) Trade and other receivables

Trade receivables are recognised and carried at original invoice amount, less a provision for any uncollectible debts.

The collectability of debts is assessed on an ongoing basis and specific provision is made for any doubtful accounts when collection of the full amount is no longer probable. Bad debts are written off when identified.

(h) Creditors and accruals

Liabilities are recognised for amounts to be paid in the future for services received, whether or not billed. Creditors are normally settled within 30 days. Liabilities for creditors are carried at the original invoice amount.

(i) Borrowing costs

Borrowing costs are recognised as expenses in the period in which they are incurred, with the exception of certain loan establishment costs which are amortised over the life of the loan.

Borrowing costs include:

- Interest on bank overdrafts and short-term and long-term borrowings.
- Amortisation of ancillary costs incurred in connection with the arrangement of borrowings.

(j) Investments in Controlled Entities

The Trust's direct investment in its subsidiary, the US REIT, is carried at cost in the parent entity, less any adjustment for impairment. Balances and transactions between the Trust and US REIT have been eliminated in preparing the consolidated financial statements.

2. Summary of Significant Accounting Policies (continued)

(k) Investments in joint ventures

The Trust holds an indirect investment in its joint venture, the US LLC, through its subsidiary, the US REIT. The US LLC is a joint venture in which the Trust has joint control and is accounted for using the equity method of accounting in the consolidated financial statements.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. The considerations made in determining joint control are similar to those necessary to determine control over subsidiaries.

Under the equity method, the investment in a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the joint venture since acquisition date. Goodwill relating to the joint venture is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment.

The statement of profit or loss reflects the Group's share of the results of operations of the joint venture. Any change in the OCI of the investee is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the joint venture, the Group recognises a share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses between the Group and the joint venture are eliminated to the extent of the interest in the joint venture.

The aggregate of the Group's share of profit or loss from continuing operations after tax of the joint venture is shown on the face of the statement of profit or loss as "Share of net loss of US LLC". The joint venture's share of other comprehensive income or loss is detailed in Note 6(c) to these accounts.

The financial statements of the joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the joint venture is impaired. If there is evidence, the Group calculates the amount of the impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, then recognises the loss in calculating the "Share of net loss of US LLC" in the statement of comprehensive income.

2. Summary of Significant Accounting Policies (continued)

(1) Investment Properties held by joint ventures

The joint venture's investment properties are carried at fair value. Independent valuations of investment properties are obtained at intervals of not more than three years from suitably qualified property valuers. Such valuations are reflected in the carrying value of the associate. Notwithstanding, the directors of US REIT and the Responsible Entity assess the carrying value of each investment property at each reporting date to ensure that the carrying value does not materially differ from its fair value. Where the carrying value differs from fair value, the relevant assets are adjusted to their fair value. The joint ventures properties held for sale are carried either at contracted sales price where a contract for sale has been entered into or at fair value as detailed above where no contract for sale exists.

The prime valuation methodology used by the property valuers in determining fair value, is to discount the expected net cash flows to their present value using a market determined risk-adjusted discount rate applicable to the respective asset. For assets which have not been externally valued at reporting date, a similar valuation methodology has been used by the directors of RAML. Changes in fair value of an investment property are recorded in the statement of comprehensive income as part of the share of net income or loss from the US LLC. At 31 December 2017, internal valuations were performed on all of the joint venture's investment properties based on representative market capitalisation rates. At 31 December 2016, independent valuations were obtained for seven of the joint venture's properties and the remaining eleven properties were valued at the sales price as per the signed contracts for the sales of such properties.

Expenditure capitalised to properties include the costs of acquisition, capital and refurbishment additions. Land and buildings are considered to have the function of an investment and are therefore regarded as a composite asset. The buildings and components thereof (including plant and equipment) are not depreciated.

2. Summary of Significant Accounting Policies (continued)

(m) Foreign currencies

Translation of foreign currency transactions

The functional and presentation currency of the parent entity is Australian dollars.

Transactions in foreign currencies are converted to local currency at the rate of exchange ruling at the date of the transaction.

Foreign currency monetary items that are outstanding at the reporting date (other than monetary items arising under foreign currency contracts where the exchange rate for that monetary item is fixed in the contract) are translated using the spot rate at the reporting date. At 31 December 2017, a spot rate of A\$1.00 = US\$0.78 was used (31 December 2016: A\$1.00 = US\$0.72).

Exchange differences arising from amounts payable and receivable are treated as operating revenue or expense in the period in which they arise, except for a monetary item arising under a foreign currency contract outstanding at the reporting date where the exchange rate for the monetary item is fixed in the contract and is translated at the exchange rate fixed in the contract.

Translation of financial reports of foreign operations

The functional currency of RNY's controlled entity and equity accounted investment is United States dollars.

As at the reporting date, the assets and liabilities of these entities are translated into the presentation currency of RNY at the rate of exchange ruling at the balance sheet date and the Statement of Comprehensive Income is translated at the average exchange rates for the period. The exchange differences arising on the retranslation are taken directly to the foreign currency translation reserve.

(n) Interest bearing loans and borrowings

Loans and borrowings are initially recognised at fair value of the consideration received less directly attributable transaction costs and are subsequently measured at amortised cost using the effective interest rate method.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the income statement.

(o) Contributed Equity

Issued capital is recognised at the fair value of the consideration received by the Trust. Any transaction costs arising on the issue of ordinary units are recognised directly in equity as a reduction of the unit proceeds received.

2. Summary of Significant Accounting Policies (continued)

(p) Revenue

Revenue from rents, interest and distributions is recognised to the extent that it is probable that the economic benefits will flow to the entity and the revenue can be reliably measured. Revenue brought to account but not received at balance date is recognised as a receivable. Rental income earned under leases with fixed increases is recognised in income on a straight line basis over the lease term.

(q) Earnings per unit (EPU)

Basic EPU is calculated as net profit attributable to members divided by the weighted average number of ordinary units. Diluted EPU is calculated as the net profit attributable to members divided by the weighted average number of ordinary units adjusted for the effects of all dilutive potential ordinary units. RNY has no dilutive potential ordinary units therefore its basic and diluted EPU are the same.

(r) Taxes

Income Tax

Under current Australian tax legislation, the Trust is not liable to pay Australian income tax provided its taxable income and taxable realised gains are fully distributed to unitholders.

Under the US Internal Revenue Code, US REIT has elected to be taxed as a Real Estate Investment Trust (REIT), and on this basis, US REIT should not be subject to US federal income taxes to the extent that it distributes annually all of its taxable income and capital gains to its shareholders. In order to maintain its qualification as a REIT, US REIT must distribute at least 90% of its taxable income (net of capital gains) to its shareholders annually.

Under current Australian tax legislation, unitholders of RNY may be entitled to receive a foreign tax credit for United States withholding tax deducted from dividends and interest paid to RNY by US REIT.

The Trust may realise a capital gain or loss on sale or transfer of its US investments that may attract a US tax liability. If a capital gain is distributed, a US withholding tax liability may arise and give rise to a foreign tax credit which would be available to Australian unitholders.

Under AIFRS, a deferred tax liability or asset must be recognised based on movements in the carrying value and tax cost base of investment property assets, with any movements reflected in the Statement of Comprehensive Income as a tax expense or benefit. The US tax rate of 15% is applicable for the valuation uplift on such investment property assets which are held for use.

Goods and Services Tax

Revenues, expenses and assets (with the exception of receivables) are recognised net of the amount of Goods and Services Tax (GST) to the extent that the GST is recoverable from the taxation authority. Where GST is not recoverable, it is recognised as part of the cost of acquisition, or as an expense. Receivables and payables are stated inclusive of GST. The net amount of GST recoverable from or payable to the taxation authority is included in the balance sheet as a receivable or a payable.

Cash flows are included in the Cash Flow Statement on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority is classified as part of operating cash flows.

2. Summary of Significant Accounting Policies (continued)

(s) Impairment of Assets

The directors of the Responsible Entity, US REIT and US LLC assess at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, an estimate is made of the asset's recoverable amount. When the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and written down to its recoverable amount.

(t) Comparatives

Where necessary, comparative information has been reclassified to conform with changes in presentation in these financial statements.

Notes to the Financial Statements
year ended 31 December 2017

	Consolidated	
	2017	2016
	\$'000	\$'000
3. Other expenses		
Administration & marketing	85	60
Consulting fees	73	71
Insurance	133	151
	291	282

4. Income tax benefit

(a) Income tax benefit

Deferred US withholding tax benefit	-	-
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(b) Reconciliation of withholding tax expense

The prima facie tax on profit before tax expense is reconciled to the tax benefit provided in the financial statements as follows:

Net loss before tax benefit	(32,975)	(50,592)
Prima facie US withholding tax benefit at the US rate of 15% (2016: 15%)	(4,946)	(7,589)
Tax effect of amounts that are not assessable for withholding tax purposes	4,946	7,589
US withholding tax expense	-	-

Refer Note 14 for details of Deferred Tax Assets.

	Consolidated	
	2017	2016
	\$'000	\$'000
5. Trade and other receivables		
Other receivables	11	14

There are no past due or impaired receivables in the balances above.

Notes to the Financial Statements
year ended 31 December 2017

6. Investments in joint ventures

	Consolidated	
	2017	2016
	\$'000	\$'000
Investment in joint venture	1,052	51,099

Other details are as follows:

Entity	Date Acquired	Payment Consideration	Country of incorporation	Ownership interest
RNY Australia Operating Company LLC ("US LLC")	21 Sep 05	Cash	United States	75%

RNY has a 100% interest in RNY Australia LPT Corp. (US REIT), which in turn has a 75% interest in RNY Australia Operating Company LLC (US LLC), a Delaware Limited Liability Company that as of 31 December 2017 owned 5 office properties (2016: 18 office properties) in the New York Tri-State area. The owner of the remaining 25% interest is an affiliate of RXR Realty LLC, a private enterprise founded by Messrs. Rechler, Maturo and Barnett (three of the directors of the Trust).

Under the structure created above, RNY (through the US REIT) and RXR exercise joint control over the property investments held in the US LLC. RXR has retained considerable decision making rights in relation to the control of the US LLC, both during the US LLC's operation and in the event of winding up. Accordingly, the Group has adopted the equity method of accounting for its investment in the US LLC.

Notes to the Financial Statements
year ended 31 December 2017

6. Investments in joint ventures (continued)

The following table illustrates summarised financial information relating to the investment in RNY Australia Operating Company LLC:

		Consolidated	
		2017	2016
	Note	\$'000	\$'000
<i>Movements in carrying amounts</i>			
Carrying amount at the beginning of the year		51,099	98,985
Distributions received		(15,722)	(1,436)
Share of loss of joint venture		(31,392)	(48,142)
Share of other comprehensive income of joint venture		244	726
Investment in joint venture entities		2,866	-
Effect of changes in exchange rates		(6,043)	966
Carrying amount at the end of the year		1,052	51,099
<i>Balance Sheet of US LLC</i>			
<u><i>Current assets</i></u>			
Cash and cash equivalents ⁽ⁱ⁾		6,723	25,712
Trade and other receivables		299	1,322
Other current assets		1,529	6,481
Properties held for sale		-	208,514
		8,551	242,029
<u><i>Non-current assets</i></u>			
Investment properties		87,051	175,372
Other non-current assets		-	6,231
		87,051	181,603
Total Assets		95,602	423,632
Current liabilities	6(a)(i)	94,200	355,500
Total Liabilities		94,200	355,500
Equity of US LLC		1,402	68,132
Proportion of the Group's ownership		75%	75%
Carrying amount of the investment		1,052	51,099

- (i) Certain cash included above is subject to control by certain lenders. Refer to Note 6(e) for further details.

Notes to the Financial Statements
year ended 31 December 2017

6. Investments in joint ventures (continued)

(a) Share of US LLC liabilities

(i) Current liabilities comprise:

Facility	US \$'000 @ 100% 2017	US \$'000 @ 100% 2016	AUD \$'000 @ 100% 2017	AUD \$'000 @ 100% 2016	Int Rate	Maturity Date
Trade & other creditors	2,404	6,622	3,083	9,151	n/a	Current
Accrued mortgage interest	3,211	13,798	4,116	19,069	see note (b)	Current
Interest rate swap – current	-	235	-	325		Current
<u>Fixed rate commercial mortgages</u>						
ISB Loan	-	26,628	-	36,801	4.25%	Oct 2017
Torchlight loan	-	36,000	-	49,751	see note (a)	Aug 2017
Less: Mezz remeasurement	-	(16,106)	-	(22,258)	see note (a)	
<u>Floating rate commercial mortgage</u>						
Sun Trust Loan	-	114,524	-	158,269	see note (a)	Aug 2017
Acore loan*	67,861	75,538	87,001	104,392	see note (b)	Feb 2019
Total	73,476	257,239	94,200	355,500		
Group share @ 75%			70,650	266,625		

* This mortgage is secured over the remaining properties of the US LLC.

6. Investments in joint ventures (continued)

(a) Share of US LLC liabilities

All secured borrowings were negotiated as non-recourse loans with exposure generally being limited to the properties pledged for each loan facility. There are no set-off arrangements involving the other assets of the Group. The following borrowings are not subject to any gearing covenants.

Note (a).

On 1 August 2017 both the SunTrust Loan and the Torchlight Loan matured, at which time the Torchlight Loan lender paid the remaining balance on the SunTrust Loan via a protective advance under the terms of the Torchlight Loan. On 6 October 2017, 492 River Road (the then sole remaining asset encumbered by the Torchlight Loan) was transferred to the Torchlight lender after Torchlight exercised their right, contained in the amended loan documents, to assume ownership upon certain conditions. Following this event, the property asset was derecognised and the financial liability was extinguished. During the year, the Torchlight loan was re-measured and reduced by approximately US\$2.9 million to reflect the proceeds available to pay the lender as a result of the completion of the sales process, in accordance with the measurement of the loan at amortised cost using the effective interest rate method. This was in addition to approximately US\$16.1 million recognised in the prior year.

Note (b)

The ACORE Loan, which matures in February 2019, contains two 1-year extension options, bears interest at a variable rate of LIBOR plus weighted average rate of 4.7% per annum, with a minimum LIBOR rate of 25 basis points, and requires monthly payments of interest only during the initial 3-year term. At closing, the US LLC entered into an interest rate cap agreement to protect itself from potentially rising interest rates, which caps LIBOR at 2.5% per annum over the first two years of the term. In January 2018, as required per the loan documents, US LLC entered into an extension of the interest rate cap agreement. As a result, the ACORE Loan bears interest at a minimum weighted average rate of 4.95% and a maximum weighted average rate of 7.2% per annum over the loan term. In addition, the ACORE Loan is subject to customary financial covenants.

With regard to the ACORE Loan, the US LLC, as the guarantor of certain equity funding obligations under the loan, is in violation of the net worth requirement (as of 31 December 2016) and the liquidity requirement (as of 1 January 2017). The US LLC failed to cure the violations within sixty days which is an event of default pursuant to the loan documents. During the continuance of an event of default, in addition to other rights and remedies available to ACORE pursuant to the loan documents, ACORE may charge interest at the default rate and/or declare the loan to be immediately due and payable. On 27 July 2017, ACORE issued notice to the borrower and US LLC confirming that the loan is in default and demanding that the borrowers and US LLC preserve all available cash in a segregated account to satisfy outstanding obligations to the lender under the loan documents. The US LLC believes, after consulting with counsel, that ACORE's demands are overreaching and excessive. During August 2017, the US LLC engaged in settlement discussions with ACORE regarding such matters. The US LLC and ACORE mutually agreed to discontinue settlement discussions to wait for the outcome of Aurora's attempt to become or install a third-party as Responsible Entity of the Trust. At 31 December 2017, the US LLC recorded approximately US\$2.8 million in interest at the default rate.

Notes to the Financial Statements
year ended 31 December 2017

6. Investments in joint ventures (continued)

(a) Share of US LLC liabilities (continued)

The following table illustrates summarised financial information relating to the investment in the US LLC:

<i>Other assets of US LLC @ 31 Dec 2017 (in 000's)</i>	US LLC @ 100% <u>In US\$</u>	Trust's Share @ 75% <u>In AU\$</u>
Cash and cash equivalents ⁽ⁱ⁾	5,243	5,042
Trade and other receivables	234	225
Other current assets	1,176	1,147
Total Other Assets	<u>6,653</u>	<u>6,414</u>

(i) Certain cash included above is subject to control by certain lenders. See below for further details.

(b) Assets pledged as security:

The Group share of carrying amounts of assets pledged as security for current secured borrowings are:

	2017 \$'000 @ 75%	2016 \$'000 @ 75%
Property assets		
<i>Senior Bank loan / Mezz Loan</i>		
Investment properties	-	152,966
<i>Acore Loan</i>		
Investment properties	65,288	103,647
<i>ISB Loan</i>		
Investment properties	-	31,302
Total property assets pledged as security	<u>65,288</u>	<u>287,915</u>

6. Investments in joint ventures (continued)

(c) Summarised statement of comprehensive income of US LLC

	Consolidated	
	2017	2016
	\$'000	\$'000
Revenue & other income		
Rental income from investment properties	35,836	72,347
Gain on remeasurement of mezzanine loan	3,364	21,639
Other income	1,508	1,267
Total revenue	40,708	95,253
Expenses		
Property expenses	(22,652)	(42,629)
Borrowing costs	(20,049)	(25,091)
Loss from investment property revaluations	(32,877)	(86,833)
Loss on sale of property	(4,911)	(1,976)
Other expenses	(2,075)	(2,913)
Total expenses	(82,564)	(159,442)
Net loss of US LLC before income tax	(41,856)	(64,189)
Income tax expense	-	-
Net loss from continuing operations after income tax	(41,856)	(64,189)
Other comprehensive income – recyclable		
Gain on financial instrument hedge - (net of tax)	325	968
Total comprehensive loss for the year	(41,531)	(63,221)
Proportion of the Group's ownership:	75%	75%
Group's share of loss of US LLC for the year	(31,392)	(48,142)
Group's share of other comprehensive gain for the year	244	726
Group's share of loss for the year	(31,148)	(47,416)

(d) Commitments and contingencies of joint venture

(i) Capital Commitments

The US LLC had no future capital commitments existing at balance date.

(ii) Contingent liabilities

The US LLC had no contingent liabilities existing at balance date.

(iii) Impairment losses

The US LLC had impairment losses relating to doubtful debts existing at balance date which were not considered material.

(e) Current funding

At 31 December 2017, with regards to the ACORE Loan, the US LLC has approximately US\$0.6 million (31 December 2016: US\$0.9 million) in a lender controlled cash account. The lender controlled cash account is used to fund operating expenses, debt service and reserve accounts on a monthly basis. At 31 December 2017, the US LLC had approximately US\$1.3 million (31 December 2016: US\$6.8 million) in lender controlled reserve accounts. The reserve accounts are used to fund real estate taxes, insurance, capital improvements and tenanting costs. Additionally, the US LLC has approximately US\$0.9 million of cash related to tenant security deposits and \$US2.4 million of unrestricted cash on the US LLC balance sheet at balance date. Such amounts are reflected in share of US LLC's other assets in the accompanying balance sheet.

7. Share of US LLC's Properties

	Consolidated	
	2017	2016
	\$'000	\$'000
Investment properties – at fair value	65,288	131,529
Properties held for sale – at fair value	-	156,386
Investment properties and properties held for sale held in equity accounted investments	65,288	287,915

The Trust has an interest in properties held by equity accounted investments, through the indirect holding of a 75% interest in the US LLC. The amounts set out in this note represent the 75% interest in these properties.

Included in the carrying value of these properties are the following:

Straight – line asset*	3,830	9,939
Lease commissions	2,624	8,909
Deferred revenues**	(543)	(1,909)
Total	5,911	16,939

*Asset arising from recognising lease income, with fixed increases, on a straight line basis.

**Liability related to receipt of cash in advance of lease obligations.

(a) Reconciliation of carrying amounts

A reconciliation of the carrying amount of properties at the beginning and end of the financial year is set out below:

Carrying amount at the start of the year	287,915	359,550
Fair value decrement (unrealised)	(24,658)	(65,125)
Capital additions	1,636	3,199
Other investment value	1,759	2,528
Book value of property disposals	(181,848)	(14,956)
Effects of foreign exchange movements	(19,516)	2,719
Carrying amount at the end of the year	65,288	287,915

At 31 December 2017, the investment portfolio occupancy rate was 75.6% (2016: 74.5%) with a weighted average lease expiry of 3.6 years (2016: 3.5 years). All of the joint venture's properties are pledged as security for the joint venture's borrowings. See note 6(b) for further details.

7. Share of US LLC's Properties (continued)

The attached table shows details of investment properties and properties held for sale held through controlled entities and joint ventures as at 31 December 2017.

The amounts below represent the Consolidated Entity's 75% beneficial share of these properties at balance dates.

Amounts are in US Dollars and Australian Dollars where indicated.

Date of Acquisition	Region	Book Value At 31 Dec 16	Book Value At 31 Dec 17		Book Value At 31 Dec 16	Book Value At 31 Dec 17
Property Address		@75% US \$'000	@75% US \$'000		@75% AUD \$'000	@75% AUD \$'000
<u>Properties held for sale at 31 Dec 16</u>					(i)	(i)
35 Pinelawn Rd, Long Island	21 Sep 05	Long Island	11,531	-	15,936	-
150 Motor Parkway, Long Island	21 Sep 05	Long Island	15,750	-	21,766	-
660 White Plains Rd, Westchester County	21 Sep 05	Westchester	22,503	-	31,100	-
100 Executive Dr, Nth New Jersey	21 Sep 05	New Jersey	1,650	-	2,280	-
100 Grasslands Rd, Westchester County	21 Sep 05	Westchester	5,963	-	8,241	-
80 Grasslands Rd, Westchester County	21 Sep 05	Westchester	5,963	-	8,241	-
200 Executive Dr, Nth New Jersey	21 Sep 05	New Jersey	2,475	-	3,420	-
225 High Ridge Rd, Fairfield County	21 Sep 05	Connecticut	18,000	-	24,876	-
10 Rooney Circle, Nth New Jersey	21 Sep 05	New Jersey	2,250	-	3,109	-
555 White Plains Rd, Westchester County	21 Sep 05	Westchester	4,425	-	6,115	-
710 Bridgeport Ave, Fairfield County	6 Jan 06	Connecticut	17,775	-	24,565	-
300 Executive Dr, Nth New Jersey	6 Oct 06	New Jersey	4,875	-	6,737	-
Total properties held for sale at 31 Dec 16			113,160	-	156,386	

The US LLC completed the orderly sale of the above properties during the year ended 31 December 2017.

7. Share of US LLC's Properties (continued)

Property Address	Date of Acquisition	Region	Book Value At 31 Dec 16 @75% US \$'000	Book Value At 31 Dec 17 @75% US \$'000	Book Value At 31 Dec 16 @75% AUD \$'000	Book Value At 31 Dec 17 @75% AUD \$'000
<u>Investment Properties</u>					(i)	(i)
492 River Rd, Nth New Jersey ⁽ⁱⁱ⁾	21 Sep 05	New Jersey	26,850	-	37,106	-
55 Charles Lindbergh Blvd, Long Island	21 Sep 05	Long Island	20,100	16,800	27,778	21,538
560 White Plains Rd, Westchester County	21 Sep 05	Westchester	7,800	5,700	10,779	7,308
6800 Jericho Turnpike, Long Island	6 Jan 06	Long Island	16,800	14,025	23,217	17,980
6900 Jericho Turnpike, Long Island	6 Jan 06	Long Island	6,825	6,675	9,432	8,558
580 White Plains Rd, Westchester County	6 Oct 06	Westchester	16,800	7,725	23,217	9,904
Total Investment Properties			95,175	50,925	131,529	65,288
Total share of US LLC's Properties			208,335	50,925	287,915	65,288

- (i) At 31 December 2017 internal valuations were performed on all of the above investment properties based on representative market capitalisation rates. At 31 December 2016 Cushman and Wakefield performed appraisals for seven of the joint venture's properties and the remaining eleven properties were valued at the sales price, as per the signed contracts for the sales of such properties.
- (ii) On 6 October 2017, 492 River Road (the then sole remaining asset encumbered by the Torchlight Loan) was transferred to the Torchlight lender after Torchlight exercised their right, contained in the loan agreement, to assume ownership upon certain conditions. Following this event, the property asset was derecognised and the financial liability was extinguished.

Representative market capitalisation rates and discount rates for each of the geographical regions in which the joint venture owns properties are as follows:

Region	Market Capitalisation Rate		Discount Rate	
	31 Dec 16	31 Dec 17	31 Dec 16	31 Dec 17
Westchester	7.79%	9.00%	8.83%	9.25%
Long Island	7.68%	9.00%	8.10%	9.65%
New Jersey	8.04%	-	8.82%	-
Connecticut	8.50%	-	10.36%	-

7. Investment Properties (continued)

Sensitivity analysis

The joint venture's properties are susceptible to changes in the discount rates used in the property valuation process.

A small increase in these discount rates could lead to a material decrease in property value and a consequential decrease in the net profit and equity of the Group. A small decrease in these rates could lead to a material increase in property values and a consequential increase in the net profit and equity of the Group.

	Consolidated	
	2017	2016
	\$'000	\$'000
8. Due to related parties		
Amount owing to related party	-	6,231

The above related party loan was repaid in full in September 2017. During the term of the loan, interest was charged quarterly on the daily balance, based on the commercial rate at which funds are borrowed by the related party. The average interest rate charged for the 2017 year was 7.73% (2016: 6.36%)

9. Trade and other payables

Other creditors & accruals	1,259	1,327
Owing to related parties	68	177
	1,327	1,504

Due to the short term nature of these payables, their carrying value is assumed to approximate their fair value.

10. Preferred Shares

Preferred shares	160	173
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To comply with US regulations relating to US REITs, on 31 January 2006 an additional 125 persons were allotted shares in the US REIT at \$US1,000 per share. The preferred shares are not convertible into shares of any other class or series. An annual coupon rate of 12.5% applies to these shares. In accordance with Australian accounting standards, the preferred stock has been classified as long term debt and the amounts paid or payable to the preferred shareholders are included in interest expense.

11. Units on Issue

	Consolidated 2017 Units	2016 Units
(a) Movements in ordinary units on issue		
Units on issue at beginning of the year	263,413,889	263,413,889
Units issued during the year	-	-
Units on issue at the end of the year	<u>263,413,889</u>	<u>263,413,889</u>

	Consolidated 2017 \$'000	2016 \$'000
(b) Movement in issued equity		
Issued equity at the beginning of the year	251,377	251,377
Movements in equity during the year	-	-
Issued equity at the end of the year	<u>251,377</u>	<u>251,377</u>

Each unit ranks equally with all other ordinary units for the purpose of distributions and on termination of the Trust. Ordinary units entitle the holder to one vote, either in person or by proxy, at a meeting of the Trust.

12. Reserves

	Consolidated 2017 \$'000	2016 \$'000
Foreign currency translation reserve	1,384	7,077
Cash flow hedge reserve	-	(244)
	<u>1,384</u>	<u>6,833</u>

Movement in foreign currency translation reserve (i)

Balance at the beginning of the year	7,077	6,235
(Loss)/gain on translation of controlled foreign entities	(5,693)	842
Balance at end of the year	<u>1,384</u>	<u>7,077</u>

(i) The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign operations

Movement in cash flow hedge reserve

Balance at the beginning of the year	(244)	(970)
Gain on revaluation of derivatives	244	726
Balance at end of the year	<u>-</u>	<u>(244)</u>

13. Distribution Statement

	Consolidated	
	2017	2016
	\$'000	\$'000
Total comprehensive loss for the period attributable to unitholders of RNY	(38,424)	(49,024)
Adjusted for RNY share of:		
Loss from investment property revaluations	24,658	65,125
Straight lining of rental income	(1,541)	(376)
Gain on re-measurement of mezzanine loan	(2,523)	(16,229)
Mortgage cost amortisation	851	1,960
Leasing cost amortisation	943	1,917
Gain on financial instrument hedge	(244)	(726)
Foreign currency translation loss/(gain)	5,693	(842)
(LOSS)/INCOME AVAILABLE FOR DISTRIBUTION	(10,587)	1,805
Other amounts retained	-	(1,805)
DISTRIBUTION PAID AND PAYABLE	-	-

14. Deferred tax asset

At 31 December 2017, the Group share of the deferred tax asset for which no amount is recognised on the balance sheet is \$AU4.762 million (2016: \$AU15.857 million).

A deferred tax asset has not been recognised in the accounts as it is not considered probable that future gains will be available against which the temporary differences can be utilised.

15. Reconciliation of net profit to net cash flows

	Consolidated	
	2017	2016
	\$'000	\$'000
(a) Reconciliation of net loss to net cash inflow/(outflow) from operating activities		
Net loss for the year from continuing operations	(32,975)	(50,592)
Increase in receivables and other assets	(55)	(3)
Increase in payables and other liabilities	120	982
Net realised foreign exchange loss/(gain)	19	(33)
Undistributed loss transferred to reserves of equity accounted joint ventures	47,115	49,579
Net cash inflow/(outflow) from operating activities	14,224	(67)
(b) Components of cash		
Cash as at the end of the financial year as shown in the Cash Flow Statement is reconciled to the Balance Sheet as follows:		
Cash and liquid assets	5,206	59

16. Earnings per unit

	Consolidated	
	2017	2016
	Cents	Cents
(a) Basic and diluted earnings per unit	(12.52)	(19.21)
Earnings per unit are calculated by dividing the net profit attributable to unitholders for the year by the weighted average number of ordinary units on issue during the year. The weighted average number of units used in the calculation of earnings per unit is 263,413,889.		
(b) Basic earnings per unit after adjusting for fair value movements and foreign currency movements*	(4.12)	(0.64)
	2017	2016
	\$'000	\$'000

*This calculation is a non-IFRS financial measure used to provide management and investors with additional information to evaluate and analyze the Group's results. See note 22 for further details.

It is based on the following adjusted net income:

Total comprehensive loss attributable to RNY unitholders	(38,424)	(49,024)
add: loss from investment property revaluations	24,658	65,125
less: gain on remeasurement of mezzanine loan	(2,523)	(16,229)
less: gain on financial instrument hedge	(244)	(726)
less: foreign currency translation loss/(gain)	5,693	(842)
Adjusted net loss used in calculation above	(10,840)	(1,696)

17. Commitments, Contingencies and Impairment Losses

Commitments, contingent liabilities and impairment losses relating to the joint venture are detailed in Note 6(d). There are no other commitments, contingent liabilities or impairment losses existing at balance date.

18. Key Management Personnel

(i) Directors

The directors of RAML, the Responsible Entity of RNY are considered to be key management personnel.

Chairman - Executive

Mr Scott Rechler

Executive directors

Mr Michael Maturo

Mr Jason Barnett

Non executive directors

Mr Philip Meagher

Mr Mervyn Peacock

Mr William Robinson (resigned 11 August 2017)

(ii) Other Key Management Personnel

Individuals

Name	Position	Employer
Francis Sheehan	Fund Manager - Australia	RXR Property Management LLC
Michael McMahon	Fund Manager - New York	RXR Property Management LLC

Corporation

RAML, the Responsible Entity of RNY.

(iii) Remuneration of Key Management Personnel

Other than the fees paid by the Trust to the Responsible Entity referred to in Note 20(iii), no amounts are paid by the Trust directly to the Key Management Personnel of the Trust for services to the Trust.

The non-executive Directors of the Responsible Entity receive remuneration in their capacity as Directors of the Responsible Entity. These amounts are paid directly from the Responsible Entity, RAML. Consequently, no compensation as defined in AASB 124: *Related Parties* is paid by the Trust to its Key Management Personnel.

18. Key Management Personnel (continued)

(iv) Units in the Trust held by related parties

The interests of the Directors of RAML in units of the Trust at year end are set out below:

	Units held Opening balance	Sold during year*	Units held Closing balance
Non Executive Directors			
Phillip Meagher	60,000	60,000	Nil
Mervyn Peacock	70,000	70,000	Nil
Executive Directors			
Scott Rechler**	51,252,240	51,252,240	Nil
Michael Maturo**	51,252,240	51,252,240	Nil
Jason Barnett**	51,252,240	51,252,240	Nil

* Each of the Directors tendered their RNY units to Aurora in Oct'17 in connection with Aurora's takeover offer for RNY Units.

** These units were held by an entity controlled by Scott Rechler, Michael Maturo and Jason Barnett.

The directors do not hold any options to buy units in RNY.

All equity transactions between Key Management Personnel and RNY have been entered into under arm's length terms and conditions.

19. Parent Entity Information

The following table provides information relating to RNY Property Trust, the parent entity of the Group.

		RNY Property Trust	
		2017	2016
	Note	\$'000	\$'000
Current assets		295	269
Non-current assets	20(i)	4,792	43,348
Total assets		5,087	43,617
Current liabilities		217	323
Total liabilities		217	323
Units on issue		251,781	251,781
Accumulated deficit		(246,911)	(208,487)
Total Unitholders' Equity		4,870	43,294
Loss from continuing operations before income tax		(38,424)	(49,024)
Income tax/withholding tax applicable		-	-
Total comprehensive loss for the period after tax		(38,424)	(49,024)

20. Related Party Disclosure

(i) Investment in Controlled Entity and joint venture

The consolidated financial statements include the financial statements of RNY and its subsidiary, the US REIT. The US REIT in turn holds an interest in the US LLC, a jointly controlled entity owning properties in the New York Tri State area. The Group's interest in the US LLC is accounted for using the equity method of accounting.

A summary of these investments is as follows. See Note 6 for further details

Name	Country of Incorporation	Equity interest		Investment	
		2017 %	2016 %	2017 \$'000	2016 \$'000
RNY Australia LPT Corp ("US REIT")	United States	100	100		
At cost				252,529	252,529
Less: impairment ^(a)				(247,737)	(209,181)
				<u>4,792</u>	<u>43,348</u>

(a) The Trust's investment in the US REIT has been adjusted in both the current and prior year to its net asset value which is the best estimate of its recoverable amount. At balance date an impairment provision exists which was increased in the current year.

(ii) Responsible Entity

The Responsible Entity of the Trust during the year ended 31 December 2017 was RAML (ACN 114 294 281), a wholly owned subsidiary of RXR Co Australia RE Holdings, Inc, a company incorporated in Delaware, USA. RXR Co Australia RE Holdings, Inc. is an affiliate of RXR. Refer to Note 26 Subsequent Events for details of moves to change the Responsible Entity.

The manager of RNY's indirect investments in the US LLC is RNY Australia Asset Manager LLC, a company organised in the United States.

20. Related Party Disclosure (continued)

(iii) Transactions with related parties

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

Related party	Interest paid (received) on related party loans AUD \$'000	Purchases from related parties AUD \$'000	Distributions received from related parties AUD \$'000	Amounts owed by related parties AUD \$'000	Amounts owed to related parties AUD \$'000
<i>For the year ended 31 December 2017</i>					
<i>Consolidated</i>					
RYN Australia Management Ltd:					
- asset management fees	-	206	-	-	-
- expense reimbursements	-	101	-	-	-
RYN Australia Asset Manager LLC					
- asset management fees	-	425	-	-	-
Loan from the US LLC to US REIT	370	-	-	-	-
Loan from RAML to RNY	-	-	-	-	68
<i>Parent</i>					
RYN Australia Management Ltd:					
- asset management fees	-	206	-	-	-
- expense reimbursements	-	101	-	-	-
Distribution received by RNY from US REIT	-	-	872	-	-
Loan from RAML to RNY	-	-	-	-	68

20. Related Party Disclosure (continued)

(iii) Transactions with related parties (continued)

Related party	Interest paid (received) on related party loans AUD \$'000	Purchases from related parties AUD \$'000	Distributions received from related parties AUD \$'000	Amounts owed by related parties AUD \$'000	Amounts owed to related parties AUD \$'000
<u>For the year ended 31 December 2016</u>					
<i>Consolidated</i>					
RNY Australia Management Ltd:					
- asset management fees	-	388	-	-	-
- expense reimbursements	-	126	-	-	-
RNY Australia Asset Manager LLC					
- asset management fees	-	1,139	-	-	-
Loan from the US LLC to US REIT	370	-	-	-	6,231
Loan from RAML to RNY	-	-	-	-	177
<i>Parent</i>					
RNY Australia Management Ltd:					
- asset management fees	-	388	-	-	-
- expense reimbursements	-	126	-	-	-
Distribution received by RNY from US REIT	-	-	855	-	-
Loan from RAML to RNY	-	-	-	-	177

20. Related Party Disclosure (continued)

(iii) Transactions with related parties (continued)

Terms and conditions of transactions with related parties

All transactions were made on normal commercial terms and conditions and at market rates, except that there are no fixed terms for the repayment of loans between the parties. Interest is charged on loans between the parties at commercial rates.

Outstanding balances at year-end are unsecured and settlement occurs in cash.

There have been no guarantees provided or received for any related party receivables.

For the year ended 31 December 2017 and the comparative year, the Group has not raised any provision for doubtful debts relating to amounts owed by related parties as the payment history does not suggest otherwise. This assessment will be undertaken each financial year through examining the financial position of the related party and the market in which the related party operates. When assessed as required the Group raises such a provision.

(iv) Responsible Entity fees and other transactions

Fees paid by the Trust to the Responsible Entity for the year amounted to \$205,980 (2016: \$388,431).

In accordance with the Trust Constitution, the Responsible Entity is entitled to claim reimbursement for all expenses reasonably and properly incurred in connection with the Trust or in performing its obligations under the Constitution.

21. Net Asset Backing per Unit

	Consolidated	
	2017	2016
	\$	\$
Net asset backing per unit	<u>\$0.02</u>	<u>\$0.16</u>

Net asset backing per unit is calculated by dividing the equity attributed to unitholders of RNY by the number of ordinary units on issue being 263,413,889 units

22. Segment Reporting

The Group has identified its operating segment based on internal reports that are reviewed and used by the Board of Directors of the Responsible Entity (the chief operating decision makers) in assessing the performance and in determining the allocation of resources.

The Group's management has determined that RNY has one operating segment, represented by the investment in the US LLC.

RNY's income is derived from indirect investments in office properties located outside Australia, held via the US LLC and from short term deposits and money market securities which are held for and are incidental to those property investments. Except for cash deposits and derivatives held in Australia, all such investments are located in the United States.

The performance measures used by management differ from those disclosed in the Statement of Comprehensive Income as certain adjustments are made to arrive at an adjusted net profit or loss which better facilitates the decision making of the chief operating decision makers. The adjustments made to the segment result are detailed in Note 16(b) of these accounts. A reconciliation of adjusted net profit to the consolidated net profit shown in the statement of comprehensive income is also provided in the note.

Segment revenues are derived from a broad tenant base across the 5 operating properties owned by the US LLC. There is no single tenant providing revenues greater than 17% of the segment's total income.

23. Financial risk management objectives and policies

The Group's principal financial instruments comprise receivables, payables, cash and short term deposits.

The Group manages its exposure to key financial risks, including interest rate and currency risk in accordance with the Group's financial risk management policy. The objective of the policy is to support the delivery of the Group's financial targets whilst protecting future financial security.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The Group uses different methods to measure and manage different type of risks to which it is exposed. These include monitoring levels of exposure to interest rate and foreign exchange risk and assessments of market forecasts for interest rates and foreign exchange rates and the use of future cash flow forecasts to monitor liquidity risk.

The Board reviews and approves policies for managing each of these risks as summarised below. Refer to the Corporate Governance Statement included in the annual report for more details on the structure and responsibilities of the Board.

Primary responsibility for identification and control of financial risks rests with the Board. The Board reviews and approves policies for managing each of the risks discussed in this section.

23. Financial risk management objectives and policies (continued)

(a) Foreign currency risk

As a result of the Trust's investments in the United States and its transactions with entities in the United States, the Trust can potentially be affected significantly by movements in the \$US/\$AU exchange rates.

Currently, there is minimal exposure to foreign currency risk due to the insignificant amount of cash and other financial instruments held by the Trust in US dollars

(b) Credit risk

Credit risk is the risk that counter parties to a financial asset will fail to discharge their obligations, causing the Trust to incur a financial loss. The Group has no significant exposure to credit risk.

(c) Fair values

The carrying values of the Group's financial assets and liabilities (excluding loans and borrowings) included in the Balance Sheet approximate their fair values. Refer to Note 2 for the methods and assumptions adopted in determining net fair values for investments.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.
- Level 2: other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly.
- Level 3: techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

As at 31 December 2016, the US LLC held a Level 2 interest rate swap liability at fair value (Note 6(a)). There was no swap liability at 31 December 2017. There were no transfers between Level 1, 2 and 3 during the year.

(d) Interest rate risk and cash flow hedges

The Group has no material exposure to market risk relating to changes in interest rates. The interest rate risk relating to the mortgage debts held in the US LLC is limited by an interest rate hedge instrument.

(e) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its obligations to repay its financial liabilities as and when they fall due. Liquidity risk mainly lies in the US LLC. The maturity dates of the liabilities in the US LLC are detailed in Note 6(a).

24. Capital management

The Group has been founded on a capital structure which allows RNY to own, through its 100% ownership of the US REIT, a 75% indirect interest in US properties held in the US LLC. No external borrowings exist in RNY or the US REIT and management has no current plans to implement borrowings in these entities. The Group is not subject to any externally imposed capital requirements.

25. Auditor's Remuneration

	Consolidated	
	2017	2016
	\$	\$
Amounts received or due and receivable by Ernst & Young (Australia) for:		
- audit or review of the financial report for the Trust and any other entity in the Consolidated Entity	134,400	144,360
- other services in relation to the entity and any other entity in the Consolidated Entity		
- taxation services	12,500	12,500
	<hr/> 146,900	<hr/> 156,860
Amounts received or due and receivable by related practices of Ernst & Young (Australia) for:		
- audit or review of the financial report for the US REIT and the US LLC	183,000	300,667
	<hr/> 183,000	<hr/> 300,667
Amounts received or due and receivable by audit firms other than Ernst & Young for:		
- compliance services	14,000	14,000
	<hr/> 343,900	<hr/> 471,527

26. Subsequent Events

On 12 February 2018, at a unitholder meeting requested by Aurora Funds Management Ltd (Aurora) (the Trust's largest unitholder with 81% of the Trust's units), the following resolutions were passed: (i) to remove RAML as Responsible Entity of the Trust, and (ii) to appoint Huntley Management Ltd (Huntley) as Responsible Entity of the Trust. But the change of Responsible Entity will not be lodged with ASIC until Huntley receives a license variation from ASIC allowing it to hold such position. The Group's management is unsure how long it will take Huntley to obtain such license variation, or if Huntley will be successful in obtaining such license variation.

Directors Declaration

In accordance with a resolution of the directors of RNY Australia Management Limited, the Responsible Entity of RNY Property Trust, I state that:

1. In the opinion of the directors:

- (a) the financial statements and notes of the Trust and of the consolidated entity are in accordance with the Corporations Act 2001; including:
 - (i) giving a true and fair view of the Trust and consolidated entity's financial position as at 31 December 2017 and of their performance for the year ended on that date; and
 - (ii) complying with Accounting Standards and Corporations Regulations 2001; and
- (b) the financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 2(b).
- (c) there are reasonable grounds to believe that the Trust will be able to pay its debts as and when they become due and payable.

2. This declaration is made after receiving the declarations required to be made to the directors in accordance with sections 295A of the Corporations Act 2001 for the financial year ended 31 December 2017.

On behalf of the Board

/s/ Philip Meagher

Philip Meagher
Director

Sydney, 9th March 2018

Independent Auditor's Report to the Members of RNY Property Trust

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of RNY Property Trust (the Trust) and its subsidiaries (collectively the Group), which comprises the consolidated balance sheet as at 31 December 2017, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated cash flow statement for the year then ended, notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration of RNY Australia Management Limited, the Responsible Entity of the Trust.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- a) giving a true and fair view of the consolidated financial position of the Group as at 31 December 2017 and of its consolidated financial performance for the year ended on that date; and
- b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Basis of Preparation

We draw attention to Note 2(a) of the financial report which describes the basis of preparation of the financial report. The Directors of the Responsible Entity have determined that the financial report should be prepared on a going concern basis notwithstanding the uncertainty as to whether the Group will continue to operate in its current form or whether it will be wound up in accordance with the stated intention of the current Responsible Entity.

The Responsible Entity believes that winding up the Trust is in the best interests of unitholders. In order to effect a wind up, the Group would require the consent of the lender to dispose of the remaining properties. Subsequent to year end the majority unitholder in the Trust called a unitholder meeting. A resolution was passed at that meeting to remove RNY Australia Management Limited and appoint a third party as the Responsible Entity for the Trust. This appointment is subject to the third party obtaining certain variations to its Australian Financial Services Licence. The majority unitholder has stated its intent is to continue to operate the Trust.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial report.

1. Scoping the Group Audit

Why significant

The Group operates as an investment vehicle and does not hold any direct property investments itself. Its financial statements primarily comprise its investment in a United States (US) domiciled joint venture entity that owns a portfolio of US office property assets.

The operations of the Group comprise a head office function in Sydney with all underlying operational functions of the joint venture residing in the US, being the ownership and management of properties. Ernst & Young (EY) Australia is the Group auditor ("Group Auditor"). An affiliated Ernst & Young Firm (EY US) undertakes the audit work we, as Group Auditor, determine is required in the US with respect to the audit of the joint venture entity.

How our audit addressed the key audit matter

The scope of audit procedures required to be undertaken in respect of the US joint venture entity to support the Group audit opinion were determined by us as Group Auditor and conducted by EY US.

EY US was assigned a scope as determined by us based on the relative size and risk profile of the investment to the Group.

We instructed EY US as to the significant areas to be covered by their audit procedures and the information to be reported to us. As Group Auditor we supervised certain aspects of the US team audit procedures including, but not limited to, the procedures conducted on investment property valuations and interest bearing liabilities.

We received written confirmation from EY US as to the work performed, the results of that work as well as receiving key documents supporting any significant findings or observations.

Why significant

As all operating activity occurs in the US joint venture entity, determining the nature and extent of audit procedures performed in relation to these operations, in our role as Group Auditor is a key audit matter. This includes determining the extent of the direct involvement of the Group Auditor in the conduct and supervision of the audit of the US entities.

How our audit addressed the key audit matter

Regular communication was held with EY US throughout the audit whereby findings reported to us were discussed in detail, and we communicated whether any further audit procedures to be conducted by EY US were necessary to support the Group Audit opinion.

2. Investment Property Valuations

Why significant

The Group invests in a joint venture entity which holds a direct interest in five investment properties. These investment properties are carried at fair value by the joint venture, which is determined by the directors of the Responsible Entity with reference to the most recent external independent property valuations updated with reference to market conditions existing at reporting date. For properties subject to a sales process the selling price or offers from third parties are also considered in the overall assessment of fair value.

We focused on this area as a key audit matter due to its significant contribution to the carrying value of the joint venture. There are a number of judgments and underlying assumptions required in determining the carrying value of the property investments. These judgments include assessing the capitalisation rates, discount rates, market and contractual rents and occupancy levels.

Disclosure of investment properties and significant judgments are included in note 7 of the financial statements.

How our audit addressed the key audit matter

Our procedures included the following:

- ▶ We agreed a sample of tenancies over the portfolio of properties to signed lease agreements;
- ▶ We recalculated the lease income recognised based on the terms of the signed lease agreements;
- ▶ We involved real estate valuation specialists of EY US to assess the valuation methodology adopted, the competence of the valuation specialists and the key assumptions used in the valuations. We also evaluated the suitability of the valuation methodology used for its applicability to financial reporting;
- ▶ We tested a sample of the data used in the valuations to supporting tenancy schedules as well as actual and budgeted financial performance of specific properties.
- ▶ We assessed the Group's processes for the review and the determination of the accounting for its investment in the joint venture.

3. Interest Bearing Loans

Why significant

Compliance with the terms of its financing arrangements by the joint venture entity referred to above is a key audit matter as the debt is secured against the value of the Investment Properties providing the lender with certain rights over the properties, particularly in the event of default.

The ability for the underlying joint venture entity to meet its obligations under the financing arrangements and the consequences for non-compliance are important in assessing the recoverable value of the investment held by the Trust.

On 27 July 2017, the lender issued notice to the joint venture entity (the borrower) confirming that the loan is in default and reserved their rights to make further claims against the joint venture entity. The Group is continuing to operate the assets subject to any further instruction from the lender to do otherwise. Disclosure of the current status of the debt is disclosed in Note 6 of the financial statements.

The carrying value of the loan, including unpaid interest, exceeds the value of the secured assets.

How our audit addressed the key audit matter

Our procedures included the following:

- ▶ We have obtained the notification of default from the lender;
- ▶ We have obtained confirmation from the lender of the principal and interest outstanding at balance date;
- ▶ We have read the loan agreement to understand the terms and conditions around the security associated to the loan facility;
- ▶ We have read advice from the Group's legal counsel on the claims made by the lender;
- ▶ We have assessed the Group's classification of the loans as current within the joint venture entity due to the event of default.

Information Other than the Financial Report and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the Trust's 2017 Annual Report other than the financial report and our auditor's report thereon. We obtained the Directors' Report that is to be included in the Annual Report, prior to the date of this auditor's report, and we expect to obtain the remaining sections of the Annual Report after the date of this auditor's report.

Our opinion on the financial report does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Responsible Entity are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

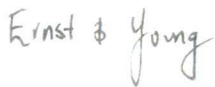
- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated to the directors, we determine those matters that were of most significance in the audit of the financial report of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Ernst & Young



Anthony Ewan
Partner
Canberra
9 March 2018