

ELRON ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2004

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders of
ELRON ELECTRONIC INDUSTRIES LTD

We have audited the accompanying consolidated balance sheets of Elron Electronic Industries Ltd. (the "Company") and its subsidiaries as of December 31, 2004 and 2003, and the related consolidated statements of operations, changes in shareholders' equity and cash flows for the two years in the period ended December 31, 2004. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We did not audit the financial statements of certain affiliates, the investment in which, at equity, amounted to \$ 56.7 million and \$ 46.8 million as of December 31, 2004 and 2003, respectively, and the Company's equity in their income (losses) amounted to \$ 1.2 million and \$ (9.7) million for the years ended December 31, 2004 and 2003, respectively. Those financial statements were audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included for those companies, is based solely on the reports of other auditors.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits and the reports of other auditors provide a reasonable basis for our opinion.

In our opinion, based on our audits and the reports of other auditors, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of December 31, 2004 and 2003, and the consolidated results of their operations and their cash flows for the two years in the period ended December 31, 2004, in conformity with U.S. generally accepted accounting principles.

As discussed in Note 2(i) to the consolidated financial statements, on October 1, 2004, the Company adopted EITF 02-14 "Whether an Investor Should Apply the Equity Method of Accounting to Investments Other than Common Stock".

Tel-Aviv, Israel
March 2, 2005

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

REPORT OF INDEPENDENT AUDITORS

To the Shareholders of
ELRON ELECTRONIC INDUSTRIES LTD.

We have audited the accompanying consolidated statements of operations, changes in shareholders' equity and cash flows of Elron Electronic Industries Ltd. (the "Company") and its subsidiaries, for the year ended December 31, 2002. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We did not audit the financial statements of certain subsidiaries, whose net losses constitute approximately 4.8% of consolidated net loss for the year ended December 31, 2002. Also, we did not audit the financial statements of certain affiliates, whose Company's equity in their losses amounted to \$4.6 million for the year ended December 31, 2002. Those financial statements were audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included for those companies, is based solely on the reports of other auditors.

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

In our opinion, based on our audit and the reports of other auditors, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated results of the Company and its subsidiaries operations and their cash flows for the year ended December 31, 2002, in conformity with United States generally accepted accounting principles. As discussed in note 2(1) to the consolidated financial statements, on January 1, 2002, the Company adopted SFAS 142, "Goodwill and Other Intangible Assets".

Luboshitz Kasierer
An affiliate member of Ernst & Young International

Tel Aviv, Israel
March 12, 2003, except as
to Note 7(d)6 which is
dated March 10, 2004

ELRON ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

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

	<u>Note</u>	<u>December 31,</u>	
		<u>2004</u>	<u>2003</u>
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	4	\$ 42,611	\$ 83,906
Short-term investments	5	146,009	37,158
Trade receivables, net *	6	6,112	5,016
Other receivables and prepaid expenses *		1,946	2,516
Inventories and contracts-in-progress		<u>1,984</u>	<u>1,471</u>
Total current assets		<u>198,662</u>	<u>130,067</u>
INVESTMENTS AND LONG-TERM RECEIVABLES			
Investments in affiliated companies	7	117,124	156,819
Investments in other companies and long-term receivables *	8	155,929	128,799
Long-term debentures	10	-	700
Deferred taxes	16	5,493	1,871
Severance pay deposits		<u>2,637</u>	<u>2,144</u>
Total investments and long-term receivables		<u>281,183</u>	<u>290,333</u>
PROPERTY AND EQUIPMENT, NET	11	<u>8,064</u>	<u>8,317</u>
INTANGIBLE ASSETS	12		
Goodwill		10,268	12,019
Other intangible assets		<u>2,979</u>	<u>9,968</u>
Total intangible assets		<u>13,247</u>	<u>21,987</u>
Total assets		<u>\$ 501,156</u>	<u>\$ 450,704</u>

* Include receivables from related parties in the aggregate amount of \$3,360 and \$3,684 as of December 31, 2004 and 2003, respectively.

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

ELRON ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

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

	Note	December 31,	
		2004	2003
LIABILITIES AND SHAREHOLDERS' EQUITY			
CURRENT LIABILITIES			
Short-term loans from banks and others	13	\$ 2,079	\$ 11,986
Current maturities of long-term loans from banks and others	15	2,974	44,021
Trade payables		3,459	3,408
Other payables and accrued expenses	14	31,333	13,620
Total current liabilities		39,845	73,035
LONG-TERM LIABILITIES			
Long-term loans from banks and others	15	4,072	17,221
Accrued severance pay and retirement obligations		3,809	2,850
Deferred taxes	16	41,233	40,684
Other		22	103
Total long-term liabilities		49,136	60,858
MINORITY INTEREST		23,095	20,681
SHAREHOLDERS' EQUITY:			
Ordinary shares of NIS 0.003 par value; Authorized: 35,000,000 shares as of December 31, 2004 and 2003; Issued and outstanding: 29,414,424 and 29,206,845 shares as of December 31, 2004 and 2003, respectively;	18	9,572	9,572
Additional paid-in capital		270,005	267,113
Accumulated other comprehensive income	27	57,717	51,792
Retained earnings (accumulated deficit)		51,786	(32,347)
Total shareholders' equity		389,080	296,130
Total liabilities and shareholders' equity		\$ 501,156	\$ 450,704

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

March 2, 2005

Date of approval of the
financial statements

Ami Erel
Chairman of the Board
of Directors

Avraham Asheri
Director

Doron Birger
President & Chief
Executive Officer

ELRON ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

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

	Note	Year ended December 31		
		2004	2003	2002
INCOME				
Net revenues*		\$ 16,330	\$ 16,547	\$ 15,179
Equity in losses of affiliated companies	20	(10,492)	(8,698)	(24,189)
Gain from disposal of businesses and affiliated companies and changes in holdings in affiliated companies, net	21	132,396	25,754	6,888
Other income (expenses), net	22	4,784	14,665	(743)
		<u>143,018</u>	<u>48,268</u>	<u>(2,865)</u>
COSTS AND EXPENSES				
Cost of revenues		9,650	10,198	10,716
Research and development costs, net		3,637	3,787	3,418
Marketing and selling expenses, net		3,202	7,763	6,412
General and administrative expenses		13,285	13,923	9,658
Restructuring costs	24	225	-	1,747
Amortization of intangible assets and in process research and development		731	1,073	1,044
Impairment of goodwill	12	1,980	-	-
Impairment of intangible assets and property and equipment	12	7,097	-	-
Financial expenses (income), net	23	(643)	753	81
		<u>39,164</u>	<u>37,497</u>	<u>33,076</u>
Income (loss) before taxes on income		103,854	10,771	(35,941)
Tax benefit (taxes on income)	16	(15,132)	(6,834)	2,862
Income (loss) after taxes on income		88,722	3,937	(33,079)
Minority interest in losses (income) of subsidiaries		(4,135)	(10,907)	2,823
Income (loss) from continuing operations		84,587	(6,970)	(30,256)
Loss from discontinued operations	25	(454)	(235)	(11,323)
Net income (loss)		<u>\$ 84,133</u>	<u>\$ (7,205)</u>	<u>\$ (41,579)</u>
Income (loss) per share	19			
Basic:				
Income (loss) from continuing operations		2.89	\$ (0.24)	\$ (1.15)
Income (loss) from discontinued operations		(0.02)	\$ (0.01)	\$ (0.43)
Net income (loss)		<u>2.87</u>	<u>\$ (0.25)</u>	<u>\$ (1.58)</u>
Diluted :				
Income (loss) from continuing operations		2.88	\$ (0.24)	\$ (1.15)
Income (loss) from discontinued operations		(0.02)	\$ (0.01)	\$ (0.43)
Net income (loss)		<u>2.86</u>	<u>\$ (0.25)</u>	<u>\$ (1.58)</u>
Weighted average number of Ordinary shares used in computing basic net income (loss) per share (thousands)		<u>29,266</u>	<u>29,194</u>	<u>26,272</u>
Weighted average number of Ordinary shares used in computing diluted net income (loss) per share (thousands)		<u>29,385</u>	<u>29,194</u>	<u>26,272</u>

* Includes revenues from related parties in the amount of \$8,480, \$4,155 and \$2,487, for the years ended December 31, 2004, 2003 and 2002, respectively.

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

ELRON ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARIES

STATEMENT OF SHAREHOLDERS' EQUITY

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

	Number of shares	Share capital	Additional paid-in capital	Accumulated other comprehensive income	Retained earnings (Accumulated deficit)	Total shareholders' equity	Total comprehensive income (loss)
Balance as of January 1, 2002	21,213,664	\$ 9,567	\$ 165,680	\$ 42,231	\$ 16,437	\$ 233,915	
Exercise of options	87,862	-	605	-	-	605	
Issuance of shares pursuant to the merger with Elbit	5,617,601	4	71,191	-	-	71,195	
Issuance of shares pursuant to the purchase of DEP	2,261,843	1	29,448	-	-	29,449	
Changes in additional paid-in capital in affiliated companies	-	-	336	-	-	336	
Amortization of deferred stock compensation	-	-	222	-	-	222	
Other comprehensive loss, net of tax:							
Unrealized losses on available for sale securities	-	-	-	(33,035)	-	(33,035)	\$ (33,035)
Reclassification adjustment for gain realized and other than temporary impairment included in net loss	-	-	-	(1,070)	-	(1,070)	(1,070)
Minimum pension liability in an affiliated company	-	-	-	(597)	-	(597)	(597)
Net loss	-	-	-	-	(41,579)	(41,579)	(41,579)
Balance as of December 31, 2002	29,180,970	\$ 9,572	\$ 267,482	\$ 7,529	\$ (25,142)	\$ 259,441	
Total comprehensive loss							\$ (76,281)
Exercise of options	25,875	-	177	-	-	177	-
Changes in additional paid-in capital in affiliated companies	-	-	(932)	-	-	(932)	-
Amortization of deferred stock compensation	-	-	386	-	-	386	-
Other comprehensive income (loss), net of tax:							
Unrealized gains on available for sale securities	-	-	-	55,960	-	55,960	\$ 55,960
Reclassification adjustment for gain realized included in net loss	-	-	-	(11,113)	-	(11,113)	(11,113)
Foreign currency translation adjustment	-	-	-	(304)	-	(304)	(304)
Minimum pension liability in an affiliated company	-	-	-	(172)	-	(172)	(172)
Unrealized loss on derivative instrument in affiliated company	-	-	-	(108)	-	(108)	(108)
Net loss	-	-	-	-	(7,205)	(7,205)	(7,205)
Balance as of December 31, 2003	29,206,845	\$ 9,572	\$ 267,113	\$ 51,792	\$ (32,347)	\$ 296,130	
Total comprehensive income							\$ 37,058
Exercise of options	207,579	-	2,097	-	-	2,097	
Amortization of deferred stock compensation	-	-	545	-	-	545	
Tax benefit in respect of options exercised	-	-	250	-	-	250	
Other comprehensive income (loss), net of tax:							
Unrealized gains on available for sale securities	-	-	-	8,489	-	8,489	8,489
Reclassification adjustment for gain realized included in net income	-	-	-	(3,582)	-	(3,582)	(3,582)
Foreign currency translation adjustments	-	-	-	202	-	202	202
Unrealized gain on derivative instruments in affiliated company	-	-	-	84	-	84	84
Reclassification adjustments for loss on derivative instruments, minimum pension liability and foreign currency translation adjustments, included in net income due to sale of affiliated companies	-	-	-	732	-	732	732
Net income	-	-	-	-	84,133	84,133	84,133
Balance as of December 31, 2004	29,414,424	\$ 9,572	\$ 270,005	\$ 57,717	\$ 51,786	\$ 389,080	
Total comprehensive income							90,058

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

ELRON ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

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

	Year ended December 31,		
	2004	2003	2002
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income (loss)	84,133	\$ (7,205)	\$ (41,579)
Adjustments to reconcile net income (loss) to net cash used in operating activities:			
Equity in losses of affiliated companies	10,492	8,698	24,189
Dividend from affiliated companies	1,719	2,971	2,670
Minority interest in income (losses) of subsidiaries	4,135	10,907	(2,823)
Gain from disposal of businesses and affiliated companies and changes in holdings in affiliated companies, net	(132,396)	(25,754)	(6,888)
Gain from sale of investments in available for sale securities	(5,360)	(17,924)	(706)
Gain from disposal of businesses included in discontinued operations	-	(4,137)	(1,991)
Depreciation and amortization	1,868	3,573	4,372
Impairment of intangible assets and property and equipment	7,097	-	-
Impairment of goodwill	1,980	-	-
Decline in value of other investments	803	3,716	1,866
Equity in losses of partnerships	7	547	303
Amortization (appreciation) of deferred stock compensation and changes in liability in respect of call options	3,033	2,564	(104)
Deferred taxes, net	(2,409)	6,229	(3,398)
Changes in operating assets and liabilities			
Decrease in trade receivables	(139)	3,491	2,515
Decrease in other receivables and prepaid expenses	88	1,888	3,439
Decrease (increase) in trading securities, net	5	(4)	231
Decrease in inventories and contracts-in-progress	333	589	698
Decrease in trade payables	(1,184)	(2,009)	(1,385)
Increase (decrease) in other payables and accrued expenses (mainly provision for income taxes)	16,935	(5,275)	(11,314)
Other	(552)	652	695
Net cash used in operating activities	<u>(9,412)</u>	<u>(16,483)</u>	<u>(29,210)</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Investment in affiliated companies	(57,916)	(14,884)	(19,951)
Proceeds from sale of KIT shares	5,706	-	-
Proceeds from sale of ESL shares	196,580	-	5,862
Proceeds from sale of Given Imaging shares	9,074	13,878	6,918
Cash and cash equivalents resulting from the merger with Elbit (Schedule A)	-	-	14,883
Cash and cash equivalents resulting from the share purchase of DEP (Schedule B)	-	-	284
Cash and cash equivalents resulting from newly consolidated subsidiaries (Schedule C)	247	-	2,978
Change in cash and cash equivalents resulting from disposal of businesses (Schedule D)	-	(4,648)	(1,984)
Investment in other companies	(15,264)	(299)	(3,700)
Proceeds from sale of investments in other companies	-	-	405
Collection of long term receivables	-	772	-
Proceeds from sale of available for sale securities	8,062	46,143	890
Investments in held to maturity debentures and deposits	(105,378)	(8,925)	(11,381)
Investment in available for sale securities	(43,000)	(1,952)	-
Proceeds from maturities of held to maturity debentures and deposits	33,345	8,975	4,482
Purchase of property and equipment	(728)	(547)	(969)
Proceeds from sale of property and equipment	-	329	515
Proceeds from sale of certain activities	-	-	6,589
Net cash provided by investing activities	<u>30,728</u>	<u>38,842</u>	<u>5,821</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from options exercised	2,097	177	605
Proceeds from exercise of options in a subsidiary	-	-	2
Receipt of long-term loans from banks	519	4,032	9,152
Repayment of loans from shareholder	-	-	(1,378)
Repayment of long-term loans	(50,677)	(6,200)	(706)
Decrease in short-term bank loan, net	(15,842)	(4,076)	(8,954)
Repayment of loans from minority shareholders of a subsidiary	-	(4,246)	-
Receipt of short-term loans from minority shareholders of subsidiaries	137	904	-
Proceeds from convertible loans and long-term loans from minority shareholders of a subsidiary	1,402	3,055	2,165
Issuance expenses in a subsidiary	(180)	-	-
Dividend to minority shareholders of a subsidiary	(67)	-	-
Net cash provided by (used in) financing activities	<u>(62,611)</u>	<u>(6,354)</u>	<u>886</u>
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(41,295)	16,005	(22,503)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	83,906	67,901	90,404
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>42,611</u>	<u>\$ 83,906</u>	<u>\$ 67,901</u>

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

ELRON ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (Cont.)

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

	Year ended December 31,		
	2004	2003	2002
Supplemental cash flow information:			
Cash paid during the year for:			
Income taxes	\$ 172	\$ 96	\$ 521
Interest	\$ 1,044	\$ 1,466	\$ 1,916

SCHEDULE A:

	Year ended December 31 2002
Cash and cash equivalents resulting from the merger with Elbit	
Assets acquired and liabilities assumed on the merger date:	
Working capital deficiency, net (except cash and cash equivalents)	\$ 6,970
Property and equipment	(9,225)
Investments in affiliated companies	(5,423)
Other investments	(111,482)
Other long -term assets	(1,820)
Goodwill	(18,275)
Long-term liabilities	40,122
Investment at equity prior to merger	42,739
Minority interests	82
Issuance of shares and options	71,195
Cash and cash equivalents acquired	\$ 14,883

SCHEDULE B:

	Year ended December 31 2002
Cash and cash equivalents resulting from the share purchase of DEP	
Assets acquired and liabilities assumed at the share purchase date:	
Working capital deficiency, net (except cash and cash equivalents)	\$ 19,115
Property and equipment	(28)
Investments in affiliated companies	(40,493)
Other investments	(3,315)
Intangible assets	(5,486)
Long-term liabilities	1,451
Investment at equity prior to acquisition	385
Minority interests	(794)
Issuance of shares	29,449
Cash and cash equivalents acquired	\$ 284

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

ELRON ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (Cont.)

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

	Year ended December 31,		
	2004	2003	2002
SCHEDULE C:			
Cash and cash equivalents resulting from newly consolidated subsidiaries			
Assets acquired and liabilities assumed at the purchase date:			
Working capital deficiency, net (except cash and cash equivalents)	\$ 1,071	\$ -	\$ 3,230
Deposits	(31)	-	-
Property and equipment	(618)	-	(2,007)
Intangible assets	(1,350)	-	(12,024)
Deferred taxes	-	-	3,260
Accrued severance pay, net	-	-	179
Long-term liabilities	431	-	-
Investment at equity prior to acquisition	678	-	8,231
Minority interests	66	-	2,109
	<u>66</u>	<u>-</u>	<u>2,109</u>
Cash and cash equivalents acquired	<u>\$ 247</u>	<u>\$ -</u>	<u>\$ 2,978</u>

	Year ended December 31,	
	2003	2002
SCHEDULE D:		
Change in cash and cash equivalents resulting from disposal of businesses		
Assets and liabilities at date of sale:		
Working capital, net (except cash and cash equivalents)	\$ (708)	\$ (677)
Property and equipment	1,274	266
Intangible assets	6,532	200
Deferred tax liability	(907)	-
Accrued severance pay, net	-	(33)
Gain resulting from sale of businesses	22,833	1,991
Securities received:		
Marketable securities	(5,400)	(1,600)
Other investments	(1,000)	(2,131)
Investment in affiliated Company	(30,272)	-
Liability incurred	3,000	-
	<u>3,000</u>	<u>-</u>
Net decrease in cash and cash equivalents	<u>\$ (4,648)</u>	<u>\$ (1,984)</u>

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 1:- GENERAL

- a. Elron Electronic Industries Ltd. ("Elron" or "the Company"), an Israeli corporation, is a multi-national high technology operational holding company. Elron's global business is conducted through subsidiaries and affiliates, primarily in the fields of medical devices, telecom, semiconductors, software and advanced materials.
- b. On August 22, 2004 Discount Investment Corporation Ltd. ("DIC") completed a tender offer to purchase 2,203,425 of the Company's shares. Following the consummation of the tender offer, DIC's interest in the Company increased from approximately 38.5% to approximately 46% of the Company's outstanding shares.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES

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

The significant accounting policies followed in the preparation of the financial statements, applied on a consistent basis, are:

- a. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of income and expenses during the reported period. Actual results could differ from those estimates.

- b. Financial statements in U.S. dollars

The financial statements have been prepared in U.S. dollars, since the currency of the primary economic environment in which the operations of the Company, its principal subsidiaries and affiliates are conducted is the U.S. dollar. Most of the Company's assets and liabilities are in U.S. dollars and sales of its subsidiaries are mainly in U.S. dollars. Therefore, the functional and reporting currency of the Company and its subsidiaries is the U.S. dollar.

Transactions and balances originally denominated in U.S. dollars are presented at their original amounts. Transactions and balances in other currencies have been remeasured into U.S. dollars in accordance with the principles set forth in Statement of Financial Accounting Standards ("SFAS") No. 52, "Foreign Currency Translation" ("SFAS 52").

Accordingly, amounts in currencies other than U.S dollars have been translated as follows:

Monetary balances - at the exchange rate in effect on the balance sheet date.

Revenues and costs – at the exchange rates in effect as of the date of recognition of the transactions.

All exchange gains and losses from the remeasurement mentioned above are reflected in the statement of operations in financial expenses (income), net.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

b. Financial statements in U.S. dollars (Cont.)

The financial statements of an affiliate accounted for under the equity method, whose functional currency is not the U.S. dollar, have been translated into dollars in accordance with SFAS 52. All balance sheet accounts have been translated using the exchange rates in effect at the balance sheet date. Statement of income amounts have been translated using average exchange rates prevailing during the year. The resulting aggregate translation adjustments are reported as a component of accumulated other comprehensive income in shareholders' equity.

c. Principles of consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries, in which the Company has a controlling voting interest and of VIEs for which the Company is the primary beneficiary according to the provisions of FIN 46, as described below. Inter-company balances and transactions have been eliminated upon consolidation.

In January 2003, the Financial Accounting Standards Board ("FASB") issued Interpretation No. 46, "Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51" ("FIN 46"). In December 2003, the FASB modified FIN 46 to make certain technical corrections and address certain implementation issues that had arisen. FIN 46 provides a new framework for identifying variable interest entities ("VIE") and determining when a company should include the assets, liabilities, noncontrolling interests and results of activities of a VIE in its consolidated financial statements.

In general, a VIE is a corporation, partnership, limited-liability corporation, trust, or any other legal structure used to conduct activities or hold assets that either (1) has an insufficient amount of equity to carry out its principal activities without additional subordinated financial support, (2) has a group of equity owners that is unable to make significant decisions about its activities, or (3) has a group of equity owners that does not have the obligation to absorb losses or the right to receive returns generated by its operations.

FIN 46 requires a VIE to be consolidated by the party with an ownership, contractual or other financial interest in the VIE (a variable interest holder) that will absorb a majority of the risk of loss from the VIE's activities, is entitled to receive a majority of the VIE's residual returns (if no other variable interests absorb a majority of the VIE's losses), or both.

A variable interest holder that consolidates the VIE is called the primary beneficiary. Upon consolidation, the primary beneficiary generally must initially record all of the VIE's assets, liabilities and noncontrolling interests at fair value and subsequently account for the VIE as if it were consolidated based on a majority voting interest. FIN 46 also requires disclosures about VIEs that the variable interest holder is not required to consolidate but in which it has a significant variable interest.

FIN 46 was effective immediately for VIEs created after January 31, 2003. For VIEs created before January 31, 2003, the provisions of FIN 46, as revised, were adopted as of March 31, 2004. The adoption of FIN 46 did not have a significant effect on the Company's financial statements. For additional information on the Company's VIE, see Note 3g.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

c. Principles of consolidation (Cont.)

As of the balance sheet date the significant subsidiaries whose balances and results are consolidated are:

	December 31,	
	2004	2003
	% of outstanding share capital	
Elbit Ltd. ("Elbit")	100.0	100.0
DEP Technology Holdings Ltd. ("DEP")	100.0	100.0
RDC Rafael Development Corporation Ltd. ("RDC")	49.6	48.0
Elron SW Inc. ("ESW") (formerly: Elron Software Inc. "ESI")	-	95.6
Elron Telesoft Ltd. and Elron Telesoft Export Ltd. (together "ET group") (in 2003- Elron Telesoft Inc.)	100.0	98.9
Galil Medical Ltd. ("Galil")	59.1	51.8
Mediagate Ltd. ("Mediagate") (in 2003 – Mediagate N.V)	100.0	69.1
SELA Semiconductors Engineering Laboratories Ltd. ("SELA")	54.4	-
Starling Advanced Communications Ltd. ("Starling")	66.5	-
3DV Systems Ltd. ("3DV")	94.8	-

d. Business combinations

Business combinations have been accounted for using the purchase method of accounting. Under the purchase method of accounting the results of operations of the acquired business are included from the effective date of acquisition. The costs to acquire companies, including transactions costs, have been allocated to the underlying net assets of each acquired company in proportion to their respective fair values. Any excess of the purchase price over estimated fair values of the identifiable net assets acquired has been recorded as goodwill.

e. Cash and cash equivalents

Cash and cash equivalents are short-term highly liquid investments that are readily convertible to cash with original maturities of three months or less at the date acquired.

f. Bank deposits

Bank deposits with original maturities of three months or more but less than one year are presented as part of short-term investments. Deposits are measured at amortized cost plus accrued interest. Interest on deposits is recorded as financial income.

g. Marketable securities

Management determines the classification of marketable investments in debt securities with fixed maturities and marketable equity securities at the time of purchase and reevaluates such designations at each balance sheet date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

g. Marketable securities (Cont.)

Some marketable securities are classified as trading securities and are stated at the quoted market prices at each balance sheet date. Gains and losses (realized and unrealized) relating to trading securities as well as interest on such securities are included as other income (expenses).

Certain marketable securities covered by SFAS No. 115 "Accounting for Certain Investments in Debt and Equity Securities", ("SFAS 115") are classified as available-for-sale. Accordingly, these securities are measured at fair value, with unrealized gains and losses reported net-of-tax in accumulated other comprehensive income, a separate component of shareholders' equity. Realized gains and losses on sales of investments, and decline in value judged to be other than temporary, are included in the consolidated statement of operations. When computing realized gain or loss, cost is determined on an average basis. Interest and amortization of premium and discount on debt securities are recorded as financial income.

Debt securities, which the Company has the positive intent and ability to hold to maturity, are classified as held-to-maturity investments. Held-to-maturity investments are measured at amortized cost plus accrued interest. Interest and amortization of premium and discount on such debt securities are recorded as financial income.

h. Inventories and contracts in progress

Inventories are stated at the lower of cost or market value. Inventory write-offs are provided for slow-moving items and technological obsolescence.

Cost is determined as follows:

Raw materials - using the "first in, first out" method.

Contracts-in-progress - represent amounts related to contracts as determined by the percentage of completion method of accounting.

Finished Products – on the basis of direct manufacturing costs with the additional of allocable indirect manufacturing.

i. Investments in companies

Investments in common stock or in-substance-common stock of entities in which the Company has significant influence but less than a controlling voting interest are accounted for using the equity method ("affiliated companies") (see below for provisions of EITF 02-14). Significant influence is presumed to exist when the Company holds between 20%-50% of the investee's voting stock. However, whether or not the Company has significant influence depends on evaluation of certain factors including among others, the Company's representation on the investee's board of directors, agreements with other shareholders, additional voting rights, participation in policy making processes, existence of material intercompany transactions and technological dependency and the extent of ownership by the Company in relation to the concentration of other shareholders.

In July 2004, the EITF reached a consensus on Issue No. 02-14, "Whether an Investor Should Apply the Equity Method of Accounting to Investments Other Than Common Stock" ("EITF 02-14"). EITF 02-14 states that the Company must apply the equity method of accounting to investments in common stock and in in-substance-common stock if it has the ability to exercise significant influence over the operating and financial policies of the investee.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

i. Investments in companies (Cont.)

EITF 02-14 defines in-substance-common stock as an investment with similar risk and reward characteristics to common stock. The provisions of EITF 02-14 are effective beginning in the fourth quarter of 2004. For investments that are not common stock or in-substance-common stock, but were accounted for under the equity method prior to the effective date of EITF 02-14, the equity method of accounting should be discontinued at the effective date. Previously recognized equity method earnings and losses are not reversed. Upon adoption of EITF 02-14, the Company evaluated all its existing investments at the adoption date and concluded that no change should be made to its current accounting treatment as a result of the adoption of EITF 02-14.

The Company discontinues applying the equity method when its investment (including advances and loans) is reduced to zero and it has not guaranteed obligations of the affiliate or is not otherwise committed to provide further financial support to the affiliate.

According to EITF 02-18 "Accounting for Subsequent Investments in an Investee after suspension of Equity Method Loss Recognition" ("EITF 02-18"), in cases where the Company suspended equity method loss recognition in a certain investee, and it subsequently invests in the aforementioned investee (not resulting in the ownership interest increasing from one of significant influence to one of control), if the additional investment, in whole or in part, represents, in substance, the funding of prior losses, the Company recognizes previously suspended losses up to the amount of the additional investment determined to represent the funding of prior losses. Whether the investment represents the funding of prior losses, however, depends on the facts and circumstances.

In circumstances where the Company's ownership in an affiliate is in the form of a preferred security or other senior security, the Company recognizes losses based on the ownership level of the particular affiliate's security or loan held by the Company to which the equity method losses are being applied.

The excess of the purchase price over the fair value of net tangible assets acquired is attributed to goodwill, technology and other identifiable intangible assets. Technology and other identifiable intangible assets are amortized over a period of approximately 5-15 years, commencing from the acquisition date.

Gains arising from issuance of shares by affiliated companies to third parties are recorded as income in the consolidated statements of operations, unless the issuing company is a development stage company for which the gain (loss) from issuance is accounted for as an equity transaction pursuant to Staff Accounting Bulletin ("SAB") No. 51 "Accounting for Sales of Stock by a Subsidiary".

When an investment in an investee, that was previously accounted for on other than the equity method, becomes qualified for use of the equity method by an increase in level of ownership, the equity method of accounting is adopted retroactively and financial statements of prior periods are adjusted accordingly.

Investments in partnerships are accounted for under the equity method.

Investments in non-marketable securities of companies, in which the Company does not have the ability to exercise significant influence over operating and financial policies, and investments in non-marketable companies that are not common stock or in-substance-common stock, are presented at cost.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

i. Investments in companies (Cont.)

Management evaluates investments in affiliates and other companies for evidence of other than temporary declines in value. When relevant factors indicate a decline in value that is other than temporary, the Company records a provision for the decline in value. A judgmental aspect of accounting for investments involves determining whether an other-than-temporary decline in value of the investment has been sustained. Such evaluation is dependent on the specific facts and circumstances. Accordingly, management evaluates financial information (e.g. budgets, business plans, financial statements, etc.) in determining whether an other-than-temporary decline in value exists. Factors indicative of an other-than-temporary decline include recurring operating losses, credit defaults and subsequent rounds of financings at an amount below the cost basis of the investment. This list is not all inclusive and management weighs all quantitative and qualitative factors in determining if an other-than-temporary decline in value of an investment has occurred.

j. Property and equipment

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

	%
Land and Buildings	0-4
Computers, Machinery and Furniture	6 - 33
Motor vehicles	15-20
Leasehold improvements	over the term of the lease

k. Impairment and disposal of long-lived assets

The Company's and its subsidiaries' long-lived assets (including identifiable intangible assets subject to amortization) are reviewed for impairment in accordance with SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" ("SFAS 144"), whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the future undiscounted cash flows expected to be generated by the asset. If an asset is considered to be impaired, the impairment is measured by the difference between the carrying amount of the asset and its fair value. Assets to be disposed of are reported at the lower of their carrying amount or fair value less costs to sell. See Notes 12(5) and 12(6) regarding impairment of intangible assets.

l. Intangible assets

Intangible assets include mainly technology, goodwill and other identifiable intangible assets acquired in connection with the purchase of subsidiaries and businesses. Technology and other identifiable intangible definite lived assets are amortized over their estimated useful lives.

The Company and its subsidiaries evaluate the amortization periods of all identifiable intangible assets to determine whether events or circumstances warrant revised estimates of useful lives.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

1. Intangible assets (Cont.)

Effective January 1, 2002, the Company adopted the full provisions of SFAS No. 142 "Goodwill and Other Intangible Assets ("SFAS 142"). Under SFAS 142 goodwill and intangible assets with indefinite lives are no longer amortized but instead are tested for impairment at least annually (or more frequently if impairment indicators arise).

SFAS 142 prescribes a two phase process for impairment testing of goodwill. The first phase screens for impairment; while the second phase (if necessary) measures impairment.

In the first phase of impairment testing, goodwill attributable to each of the reporting units is tested for impairment by comparing the fair value of each reporting unit with its carrying value. In 2003 no instances of impairment were found. In 2004 the fair value of the systems and projects segment (reporting unit) of ET group was found to be lower than its carrying value. The second phase was then performed. The second phase of the goodwill impairment test compares the implied fair value of the reporting unit's goodwill with the carrying amount of that goodwill. If the carrying amount of the reporting unit's goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess. The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination. That is, the fair value of the reporting unit is allocated to all of the assets and liabilities of that unit (including any unrecognized intangible assets) as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was the purchase price paid to acquire the reporting unit (see also Note 12(5)).

Fair value is determined using discounted cash flows and market capitalization. Significant estimates used in the discounted cash flow methodology include estimates of future cash flows, future short-term and long-term growth rates and discount rates. The Company performs its annual impairment tests during the fourth fiscal quarter of each year.

The impairment test for other intangible assets not subject to amortization consists of a comparison of the fair value of the intangible asset with its carrying value. If the carrying value of the intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess.

m. Revenue recognition

The Company's subsidiaries sell, software, license and support systems and disposable medical products.

Software sales are accounted for in accordance with Statement of Position (SOP) 97-2, "Software Revenue Recognition," as amended. Other sales and revenues are accounted for in accordance with SAB No. 104, "Revenue Recognition in Financial Statements" ("SAB 104").

Revenues from license fees or product sales are recognized when delivery of the product has occurred, the fee is fixed or determinable, collectibility is probable, vendor specific objective evidence exists to allocate total fees to elements of an arrangement (in the case of license fees) and persuasive evidence of an arrangement exists.

Maintenance and support revenue included in multiple element arrangements is deferred and recognized on a straight-line basis over the term of the maintenance and support agreement.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

m. Revenue recognition (Cont.)

When the products are warranted, a provision is recorded for probable costs, in connection with the warranties, based on the Company's subsidiaries' experience and estimates.

Revenues from software licenses that require significant customization, integration and installation are recognized based on SOP 81-1, "Accounting for Performance of Construction - Type and Certain Production - Type Contracts", according to which revenues are recognized on a percentage of completion basis. Percentage of completion is measured by the efforts expended method based on the ratio of hours performed to date to estimated total hours at completion. Anticipated losses on contracts are charged to earnings when identified. Estimated gross profit or loss from contracts may change due to changes in estimates resulting from differences between actual performance and original forecasts. Such changes in estimated gross profit are recorded in results of operations when they are reasonably determinable by management, on a cumulative catch-up basis.

Deferred revenues include unearned amounts received under maintenance and support contracts and amounts received from customers but not recognized as revenues.

Revenues from service agreement on a cost plus basis are recognized as the services are performed, based on the costs incurred.

n. Research and development costs

Research and development costs, net of grants received, are charged to the statement of operations as incurred. SFAS No. 86, "Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed" requires capitalization of certain software development costs subsequent to the establishment of technological feasibility. Based on the subsidiaries' product development process, technological feasibility is established upon completion of a working model. Costs, incurred by the Company's subsidiaries between completion of the working models and the point at which the products are ready for general release, have been insignificant. Therefore, research and development costs are charged to the statement of operations, as incurred.

o. Advertising costs

Advertising costs are charged to the consolidated statement of operations as incurred.

p. Royalty-bearing grants

Royalty-bearing grants from the Government of Israel and other governmental institutions for funding approved research and development projects, and royalty-bearing grants from the Government of Israel for the encouragement of marketing activity are recognized at the time the Company is entitled to such grants, on the basis of the costs incurred. Such grants are included as a deduction of research and development costs and sales and marketing expenses, respectively.

Research and development and marketing grants received by certain of the Company's subsidiaries in 2004 amounted to \$1,716 and \$0, respectively, (2003 - \$487 and \$0, respectively, 2002 - \$850 and \$105, respectively).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

q. Income taxes

The Company and its subsidiaries account for income taxes in accordance with SFAS No. 109, "Accounting for Income Taxes". This Statement prescribes the use of the liability method whereby deferred tax assets and liability account balances are determined based on differences between financial reporting and tax bases of assets and liabilities, using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company and its subsidiaries provide a valuation allowance, if necessary, to reduce deferred tax assets to their estimated realizable value.

r. Income (loss) per share

Basic net income (loss) per share is computed based on the weighted average number of ordinary shares outstanding during each year. Diluted net income (loss) per share is computed based on the weighted average number of ordinary shares and ordinary share equivalents outstanding during the year; ordinary share equivalents are excluded from the computation if their effect is anti-dilutive.

In 2003 and 2002, all shares relating to the outstanding stock options have been excluded from the calculation of the diluted net loss per ordinary share because all such stock options were anti-dilutive. The total ordinary share equivalents relating to the outstanding options, excluded from the calculations of diluted net loss per share, was 1,799 and 5,007 for the years ended December 31, 2003 and 2002, respectively. In 2004, 174,165 stock options were excluded from the calculation of the diluted net income per ordinary share, since these stock options were anti-dilutive.

s. Stock based compensation

For stock options granted prior to 2003, the Company has elected to follow Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB 25") and the FASB Interpretation No. 44, "Accounting for Certain Transactions Involving Stock Compensation" in accounting for its employee stock option plans. According to APB 25, compensation expense is measured under the intrinsic value method, whereby compensation expense is equal to the excess, if any, of the quoted market price of the stock over the exercise price at the grant date of the award or if applicable at a subsequent measurement date. Compensation cost is recorded over the vesting period on a straight line basis.

Effective January 1, 2003 the Company adopted the fair value recognition provisions of FASB Statement No.123, "Accounting for Stock-Based Compensation" ("SFAS 123"). Under the prospective method of adoption selected by the company under the provisions of FASB Statement No.148, "Accounting for Stock-Based Compensation - Transition and Disclosure" ("SFAS 148"), the recognition provisions will be applied to all employee awards granted, modified, or settled after January 1, 2003. Compensation cost is recorded over the vesting period on a straight line basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

s. Stock based compensation (Cont.)

The expense related to stock-based employee compensation included in the determination of net income (loss) for 2004, 2003 and 2002 is less than that which would have been recognized if the fair value method had been applied to all awards granted after the original effective date of SFAS 123. If the Company and its subsidiaries had elected to adopt the fair value recognition provisions of SFAS 123 as of its original effective date, pro forma net income (loss) and pro forma basic and diluted net income (loss) per share would be as follows:

	Year ended December 31,		
	2004	2003	2002
Net income (loss), as reported	\$ 84,133	\$ (7,205)	\$ (41,579)
Add: Stock-based employee compensation expense included in reported net income (loss)	626	973	933
Deduct: Total stock-based employee compensation expense determined under the fair value based method for all awards	822	1,377	2,876
Pro forma net income (loss)	\$ 83,937	\$ (7,609)	\$ (43,522)
Income (loss) per share:			
Basic - as reported	\$ 2.87	\$ (0.25)	\$ (1.58)
Basic - pro forma	2.87	(0.26)	(1.66)
Diluted - as reported	2.86	(0.25)	(1.58)
Diluted - pro forma	2.86	(0.26)	(1.66)

The fair value of stock options was estimated at the date of grant using a Black-Scholes option-pricing model with the following weighted-average assumptions for 2004, 2003 and 2002:

	2004	2003	2002
Risk-free Interest Rate	2.5%	1%	1.5%
Expected Dividend Yield	0%	0%	0%
Expected Volatility	42%	53%	39%
Expected Lives	2.8	2.7	2.1

The Company's additional disclosures required by SFAS 123 and SFAS 148 are provided in Note 18.

Call options granted to employees to purchase shares in subsidiaries, affiliates and other companies are recorded at fair value using the Black-Scholes option-pricing model. The fair value of the option is recorded as a liability and changes in the liability are recorded as compensation expenses in general and administrative expenses.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

t. Comprehensive income (loss)

Comprehensive income (loss) consists of net income (loss) and other gains and losses affecting shareholders equity that under generally accepted accounting principles are excluded from the net income (loss). For the Company, such items consist of unrealized gains and losses on available for sale securities, foreign currency translation adjustments, minimum pension liabilities and unrealized gains and losses on derivative instruments in an affiliated company (See Note 27).

u. Severance pay

The Company's and its subsidiaries' liability for severance pay, with respect to their Israeli employees, is calculated pursuant to Israeli severance pay law and employee agreements based on the most recent salary of the employees. The Company's liability for all of its Israeli employees is fully provided for by monthly deposits with insurance policies and by an accrual. The value of these policies is recorded as an asset in the Company's balance sheet.

The deposited funds include profits accumulated up to the balance sheet date. The deposited funds may be withdrawn only upon the fulfillment of the obligations pursuant to Israeli severance pay law or labor agreements. The value of the deposited funds is based on the cash surrendered value of these policies, and includes immaterial profits.

Severance pay expenses for the years ended December 31, 2004, 2003 and 2002 amounted to \$878, \$731 and \$611, respectively.

v. Discontinued operations

Under SFAS 144, when a component of an entity, as defined in SFAS 144, has been disposed of or is classified as held for sale, the results of its operations, including the gain or loss on its disposal should be classified as discontinued operations when the operations and cash flows of the component have been eliminated from the Company's consolidated operations and the Company will no longer have any significant continuing involvement in the operations of the component.

w. Fair value of financial instruments

SFAS No. 107, "Disclosure about Fair Value of Financial Instruments", requires disclosure of an estimate of the fair value of certain financial instruments. The Company's financial instruments consist of cash and cash equivalents, marketable securities, short-term deposits and debentures, trade receivables, other receivables, trade payables, other payables and short-term and long-term bank loans. The estimated fair value of these financial instruments approximates their carrying value as of December 31, 2004 and 2003, unless otherwise stated. The estimated fair values have been determined through information obtained from market sources and management estimates.

It was not practical to estimate the fair value of the Company's investments in shares and loans of non-public affiliates and other companies because of the lack of a quoted market price and the inability to estimate the fair value of each investment without incurring excessive costs. The carrying amounts of these companies were \$64,146 and \$48,992 at December 31, 2004 and 2003, respectively, and they represent the original cost, net of any impairment charges, and in the case of affiliates also the Company's equity in the losses of the affiliates and its share in the changes of the affiliates equity, since the dates of acquisition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

x. Concentrations of credit risk

Financial instruments that potentially subject the Company and its subsidiaries to concentrations of credit risk consist principally of cash and cash equivalents, short-term bank deposits, marketable debentures and trade receivables.

Cash and cash equivalents and bank deposits are invested mainly in U.S. dollars with major banks in the United States and Israel. Marketable debentures are debentures of U.S. corporations with high credit quality and with limited amount of credit exposure to any corporation. Accordingly, the Company's management believes that minimal credit risk exists with respect to these investments.

Trade receivables are derived from sales to major customers located primarily in Israel and in the U.S. The Company's subsidiaries perform ongoing credit evaluations of their customers and obtain letters of credit and bank guarantees for certain receivables. An allowance for doubtful accounts is determined with respect to those amounts that were determined to be doubtful of collection and a general allowance is provided to cover additional potential exposures.

As of the balance sheet date there is no significant off-balance-sheet concentration of credit risk such as foreign exchange contracts, option contracts or other foreign hedging arrangements.

Regarding foreign exchange contracts entered into subsequent to balance sheet date - see Note 8(2).

y. Recently issued accounting pronouncements

- i. In February 2004, the FASB issued EITF Issue No. 03-1, "The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments" ("EITF 03-1"). This EITF was issued to determine the meaning of other-than-temporary impairment and its application to investments in debt and equity securities within the scope of SFAS 115. EITF 03-1 also applies to investments in equity securities that are both outside SFAS 115's scope and are not accounted for by the equity method, which are defined as "cost method investments." The impairment measurement and recognition guidance prescribed in EITF 03-1 is delayed until the final issuance of FSP EITF 03-01-a. The disclosure requirements are effective for annual reporting periods ending after June 15, 2003. The Company does not expect that the adoption of the provisions of EITF 03-1 will have a material effect on its financial position or results of operations. The disclosure requirements are effective for annual reporting periods ending after June 15, 2004.
- ii. In November 2004, the FASB issued SFAS No. 151, "Inventory Costs, an amendment of ARB No. 43, Chapter 4" ("SFAS 151"). SFAS 151 amends ARB No. 43, Chapter 4, to clarify that abnormal amounts of idle facility expense, freight handling costs and wasted materials (spoilage) should be recognized as current-period charges. In addition, SFAS 151 requires that allocation of fixed production overheads to the costs of conversion be based on normal capacity of the production facilities. SFAS 151 is effective for inventory costs incurred during fiscal years beginning after June 15, 2005. The Company does not expect that the adoption of SFAS 151 will have a material effect on its financial position or results of operations.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

- y. Recently issued accounting pronouncements (Cont.)
- iii. In December 2004, the FASB issued SFAS No. 153, "Exchanges of Nonmonetary Assets, an amendment of APB Opinion No. 29" ("SFAS 153"). The guidance in APB Opinion No. 29, "Accounting for Nonmonetary Transactions" ("APB 29") is based on the principle that exchanges of nonmonetary assets should be measured based on the fair value of the assets exchanged. APB 29 included certain exceptions to that principle. SFAS 153 amends APB 29 to eliminate the exception for nonmonetary exchanges of similar productive assets and replaces it with a general exception for exchanges of nonmonetary assets that do not have commercial substance. A nonmonetary exchange has commercial substance if the future cash flows of the entity are expected to change significantly as a result of the exchange. SFAS 153 is effective for nonmonetary assets exchanges occurring in fiscal periods beginning after June 15, 2005. The Company does not expect that the adoption of SFAS 153 will have a material effect on its financial position or results of operations.
- iv. On December 16, 2004 the FASB issued FASB Statement No. 123 (revised 2004), "Share-Based Payment" ("SFAS 123(R)"), which is a revision of SFAS 123. SFAS 123(R), supersedes APB 25, and amends FASB Statement No. 95, "Statements of Cash Flows". Generally, the approach in SFAS 123(R) is similar to the approach described in SFAS 123. However, SFAS 123(R) requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure is no longer an alternative. SFAS 123(R) must be adopted no later than July 1, 2005. Early adoption is permitted in periods in which financial statements have not yet been issued. The Company expects to adopt SFAS 123(R) on July 1, 2005.

SFAS 123(R) permits public companies to adopt its requirements using one of two methods:

1. A "modified prospective" method in which compensation cost is recognized beginning with the effective date (a) based on the requirements of SFAS 123(R) for all share-based payments granted after the effective date and (b) based on the requirements of SFAS 123 for all awards granted to employees prior to the effective date of SFAS 123(R) that remain unvested on the effective date.
2. A "modified retrospective" method which includes the requirements of the modified prospective method described above, but also permits entities to restate based on the amounts previously recognized under SFAS 123 for purpose of pro forma disclosures either (a) all prior periods presented or (b) prior interim periods of the year of adoption.

The company plans to adopt SFAS 123(R) using the modified-prospective method.

The Company adopted the fair-value-based method of accounting for share-based payments effective January 1, 2003 using the "modified prospective method" described in SFAS 148. Currently, the Company uses the Black-Scholes formula to estimate the value of stock options granted to employees and expects to continue to use this acceptable option valuation model upon the required adoption of SFAS 123(R) on July 1, 2005.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

y. Recently issued accounting pronouncements (Cont.)

Because SFAS 123(R) must be applied not only to new awards but also to previously granted awards that are not fully vested on the effective date, and because the Company adopted SFAS 123 using the prospective transition method (which applied only to award granted, modified or settled after the adoption date), compensation cost for some previously granted awards that were not recognized under SFAS 123 will be recognized under SFAS 123(R). However, had the Company adopted SFAS 123(R) in prior periods, the impact of that standard would have approximated the impact of SFAS 123 as described in the disclosure of pro forma net income and earnings per share in Note 25 to the consolidated financial statements.

z. Reclassifications

Certain prior year amounts were reclassified to conform with current year financial statement presentation.

NOTE 3:- BUSINESS COMBINATIONS AND SALE OF BUSINESSES

a. Elbit

On May 15, 2002, Elron completed its merger with Elbit, a high technology operational holding company, in which it previously held 44%. As a result, each outstanding ordinary share of Elbit, other than shares held by Elron, was exchanged for 0.45 ordinary shares of Elron and, accordingly, Elron issued 5,617,601 ordinary shares. Elron also assumed options held by Elbit's employees and issued 240,525 ordinary shares of Elron with a fair value of \$ 997.

The purchase price of the Elbit acquisition was approximately \$73,914, which was calculated as follows:

Fair value of Elron ordinary shares issued	\$ 70,220
Transaction and other costs	2,719
Fair value of options assumed ^(*)	<u>975</u>
 Total	 <u><u>\$ 73,914</u></u>

^(*) Net of intrinsic value of \$22.

Ordinary shares were valued based on the average price of Elron's ordinary shares during the period beginning on the day of the announcement of the exchange ratio (September 4, 2001) and ending five days thereafter. The fair value of options assumed was determined using the Black & Scholes pricing method.

The purchase price has been allocated to the fair value of Elbit's tangible and intangible assets acquired and liabilities assumed as follows:

Current assets	\$ 12,216
Long-term investments	65,586
Other long-term assets	1,061
Property and equipment, net	6,285
Goodwill (not deductible for tax purposes)	*12,135
Liabilities assumed	<u>(23,369)</u>
 Net assets acquired	 <u><u>\$ 73,914</u></u>

* After reduction of \$6,600 due to reversal of valuation allowance in respect of deferred taxes - see below.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 3:- BUSINESS COMBINATIONS AND SALE OF BUSINESSES (Cont.)

a. Elbit (Cont.)

At the acquisition date net deferred tax assets relating to loss carryforwards have been fully offset by a valuation allowance. Subsequent to that date, Elbit recorded a tax benefit in the amount of approximately \$6,600 and \$7,700 in 2002 and 2003, respectively, and reduced its valuation allowance in respect of the abovementioned deferred tax assets. Since the tax benefits recognized were in respect of the loss carryforwards of Elbit at the acquisition date, Elron recorded the tax benefits as a reduction of goodwill.

The goodwill recorded relates to the "Other Holdings and Corporate Operations" segment and reflects the synergies that resulted from the combined entity, including a reduction in operational and management costs, the creation of an enhanced platform, a more simplified and efficient organizational structure and greater resources and scope of operations, which benefited Elron's subsidiaries and affiliated companies.

Elbit's financial statements have been consolidated in the Company's consolidated financial statements subsequent to the date of the merger (May 15, 2002). See Note 9 for pro forma information.

b. DEP

On May 6, 2002, Elron completed the purchase of shares of DEP in which it previously held 33%. Pursuant to the share purchase agreement signed on November 19, 2001, with DIC, which then held approximately 42% of Elron's shares, Elron issued 2,261,843 ordinary shares to DIC in exchange for DIC's investment (67%) in DEP, including rights to loans in the amount of approximately \$3,529 provided by DIC to RDC, a subsidiary of DEP, in which DEP then held 48.04% of its outstanding shares (50.1% of the voting rights) and Rafael Armament Development Authority ("Rafael"), through its subsidiary Galram Technology Industry Ltd. ("Galram"), then held 47.84%. RDC was established for the purpose of exploiting Rafael's technology in non-military markets.

DEP invests directly and indirectly (through RDC) in high technology companies, which are primarily engaged in the fields of communications, medical devices and semiconductors.

The share purchase enhanced Elron's position in the high technology markets enabling Elron to manage existing DEP investments independently.

The purchase price of the DEP acquisition was \$ 29,502, of which \$ 29,449 represents the fair market value of the issued Elron ordinary shares, which has been calculated using the average price of Elron's shares during a period of a few days before and after the announcement date multiplied by the number of shares to be issued to DIC, and \$ 53 represents transaction costs.

The purchase price has been allocated to the fair value of DEP's tangible and intangible assets acquired and liabilities assumed.

The allocation of the purchase price was as follows:

Current assets	\$ 467
Long-term investments	38,233
Property and equipment, net	19
Intangible assets	2,339
Liabilities assumed	<u>(11,556)</u>
Total	<u>\$ 29,502</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 3:- BUSINESS COMBINATIONS AND SALE OF BUSINESSES (Cont.)

b. DEP (Cont.)

The amount of \$ 38,233, allocated to investments in companies accounted for under the equity method, included amounts allocated to intangible assets of these equity investments and is net of any related deferred taxes. Out of the \$ 38,233, the aggregate amount allocated to identifiable intangible assets of the equity investments was approximately \$ 16,500 and an aggregate amount of approximately \$ 6,500 was recorded as goodwill. The goodwill is not deductible for tax purposes.

Net deferred tax assets relating to operating loss carryforwards have been fully offset by a valuation allowance at the share purchase date. In 2003 RDC recorded a tax benefit of approximately \$2,000 and reduced its valuation allowance in respect of the abovementioned deferred tax asset. The tax benefit was recorded as a reduction to goodwill included in investments in affiliated companies.

DEP's financial statements have been consolidated in the Company's consolidated financial statements subsequent to the date of the closing of the share purchase (May 6, 2002). See Note 9 for pro forma information.

c. Galil

Galil Medical Ltd. ("Galil") develops, manufactures and markets systems and disposable kits for the performance of minimal invasive cryo-therapy by means of freezing tissues.

1. On April 30, 2002, Elron and RDC converted notes of Galil, in which Elron then held 3.7% and in which RDC then held 32.1% in an amount of \$3,160.

During 2002 and 2003, certain existing shareholders of Galil entered into note purchase agreements with Galil for an investment in convertible notes of Galil (the "Notes") in an aggregate amount of up to \$16,000, according to which Elron and RDC together invested in the Notes approximately \$5,700 and \$3,700 in 2002 and 2003, respectively.

2. On June 27, 2002, Elron purchased 10.75% of the outstanding shares of Galil from Lumenis Ltd. ("Lumenis") in consideration for \$850. As a result of this transaction, Elron's direct interest in Galil increased to 15.09% and together with its indirect share through RDC, Elron acquired a controlling voting interest in Galil and, accordingly, Galil's financial statements have been consolidated in the Company's consolidated financial statements subsequent to the date of the purchase from Lumenis. See Note 9 for pro forma information.

3. On July 1, 2003, Galil announced the completion of the merger of Galil's urology business and the Brachytherapy business of Amersham plc (LSE, NYSE, OSE: AHM) ("Amersham") (Amersham was subsequently acquired by General Electric Company (NYSE:GE) ("GE")). According to an agreement signed on April 22, 2003, a new company, Oncura Inc. ("Oncura"), was incorporated. Oncura provides minimally invasive treatment options for prostate cancer using brachytherapy and cryotherapy technologies. At the closing, Amersham and Galil each contributed the assets necessary for Oncura to conduct the Cryotherapy business and the Brachytherapy business, respectively, in the urology field and in exchange, Amersham received 78% and Galil received 22% of the outstanding shares of Oncura. In addition, at the closing, Galil purchased 3% of Oncura from Amersham in consideration for \$4,500 resulting in Galil's owning an aggregate interest of 25% in Oncura.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 3:- BUSINESS COMBINATIONS AND SALE OF BUSINESSES (Cont.)

c. Galil (Cont.)

Galil and Amersham each entered, separately, into supply and R&D service agreements pursuant to which Galil and Amersham shall provide Oncura with certain exclusive supply, manufacturing and R&D services, on a cost plus basis, according to terms and conditions stipulated in the relevant agreements.

Galil accounted for the transfer of its business in exchange for an interest in Oncura as a non-monetary exchange which was recorded at fair value. The fair value of the transaction was approximately \$150,000. As Galil retains an indirect interest in the tangible and intangible assets transferred to Oncura, the portion of the gain relating to the interest retained has been deferred. This deferred gain is realized according to the rate of amortization of the assets transferred by Galil to Oncura.

Accordingly, the investment in Oncura, which is accounted for under the equity method, was recorded in the amount of approximately \$30,000.

As a result, a gain on the transaction of approximately \$21,200 was recorded in 2003 in the statement of operations under "Gain from disposal of businesses and affiliated companies and changes in holdings in affiliated companies, net". The gain is net of realization of goodwill, related to the "Other Holdings and Corporate Operations" segment, in the amount of approximately \$500. Elron's share in the gain (net of minority interest and income taxes) amounted to approximately \$4,400.

The investment in Oncura as of the date of the transaction included amounts allocated to goodwill of approximately \$14,200, to other intangibles of \$23,800 and to deferred tax liabilities of \$ 9,100.

In 2003, Galil signed a loan agreement with Oncura, according to which Galil has committed to extend loans to Oncura up to an aggregate principal amount of \$2,000. As of December 31, 2004, Galil advanced \$875 to Oncura in respect of this agreement. The loan bears an interest rate of Libor+0.75% per annum and is to be repaid in March 2006.

4. On January 31, 2004, Galil and its shareholders, entered into an agreement to restructure the share capital of Galil pursuant to which all outstanding preferred shares, Notes convertible into preferred shares and certain loans granted were converted into ordinary shares and all their associated rights were cancelled. As a result of the restructure, Elron's and RDC's respective holdings in Galil increased to 20.2% and 38.9%.

d. ESW

On September 2, 2003, Elron's majority owned subsidiary, ESI, sold substantially all of its assets and business to Zix Corporation ("Zix"), a publicly traded company on Nasdaq (Nasdaq: ZIXI) and a global provider of e-messaging protection and transaction services. In consideration for the assets and business sold, Zix issued to ESI 1,709,402 unregistered shares of its Common stock, with a market value of approximately \$ 6,000 and a convertible note bearing an interest rate of 5.75% ("the Note") in the amount of \$ 1,000. The Note was converted into 262,454 shares of Zix Common stock, in the fourth quarter of 2003. As part of the transaction, Zix assumed certain liabilities of ESI in the net amount of approximately \$1,000. Following the transaction, ESI changed its name to ELRON SW, INC. ("ESW").

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 3:- BUSINESS COMBINATIONS AND SALE OF BUSINESSES (Cont.)

d. ESW (Cont.)

In determining the gain on the sale of ESI's business, Elron valued the Zix Common stock at \$5,400 (a discount from market value of approximately 10% due to certain restrictions on their sale). Accordingly, Elron recorded a gain on the sale of approximately \$4,100 of which \$2,500 represents an elimination of a liability to minority shareholders previously recorded by Elron with respect to options granted to ESW's employees due to the expiration of the unexercised options.

The business sold by ESW represents a component of an entity as defined in SFAS 144 and since the criteria for reporting discontinued operations under SFAS 144 is met, the results of operations of the business and the gain on the sale have been classified as discontinued operations in the statement of operations. Comparative data have been reclassified accordingly.

The Zix Common stock had been accounted for as available for sale securities in accordance with SFAS 115. As of December 31, 2004, all of the Zix shares were sold (see note 5(2)).

As of December 31, 2004, ESW was voluntarily dissolved.

e. Mediagate

1. In 2002, Elron converted loans advanced to Mediagate during 2001 and 2002 in the amount of \$3,588 to 32,828,510 preferred F shares and invested approximately \$2,500 through a rights offering for which Elron received 58,562,543 preferred F shares. As a result of these transactions, Elron's interest in Mediagate's outstanding shares increased from 29% to approximately 68% and accordingly the accounts of Mediagate have been consolidated with those of Elron subsequent to the date of the additional investment. See Note 9 for pro forma information.

The amount allocated to technology and the remaining technology which arose from previous acquisitions amounted to approximately \$4,400. The estimated useful life of the technology was 7 years. The excess of the purchase price over the estimated fair values of the identifiable net assets acquired in the amount of approximately \$2,500 was recorded as goodwill, which is not deductible for tax purposes. The goodwill relates to the "Other Holdings and Corporate Operations" segment.

2. In December 2003, Mediagate signed an agreement with Telrad Networks Ltd. ("Telrad"), for the sale of its technology and related intellectual property assets. Telrad is an Israeli corporation providing telecommunications solutions worldwide. The closing of the transaction occurred on January 28, 2004. According to the agreement, the consideration for the technology is in the form of royalties, up to a maximum of \$5,000 to be paid on future sales through December 31, 2009, of products that are based on Mediagate's technology. The royalties range from 5% of sales in 2004 and increase gradually up to 15% of sales in 2009.

The royalties to be received approximated the carrying value of the technology sold at the date of the transaction. Accordingly, the above transaction did not have any effect on the Company's consolidated results of operations for the year ended December 31, 2003.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 3:- BUSINESS COMBINATIONS AND SALE OF BUSINESSES (Cont.)

e. Mediagate (Cont.)

As a result of the Company's revised estimate about the realizability of future royalties to be received, the Company recorded in 2004 an impairment loss of approximately \$4,200 (\$2,700 net of tax) in respect of the intangible asset relating to Mediagate's technology. This impairment loss is included under "Impairment of intangible assets and property and equipment".

The royalties to be received are pledged to secure bank loans of Mediagate (see Note 17f).

f. VFlash

In September 2002, Elbit VFlash ("VFlash"), a wholly-owned subsidiary of Elbit, sold a significant portion of its assets to 24/7 Real Media Inc. ("24/7"), a publicly traded company on Nasdaq (Nasdaq: TFSM), in exchange for 4,100,000 common shares of 24/7. 24/7 provides marketing and technology solutions to online marketers and publishers.

Concurrently with the above sale, Elron invested through Elbit \$ 1,000 in consideration for 100,000 convertible preferred shares of 24/7 which were converted in February 2003, into 4,840,271 common shares.

The Company viewed the sale of VFlash's principal assets and the purchase of the preferred shares as one transaction and accordingly recorded a gain of approximately \$ 2,000 in respect of the sale based on the closing price of 24/7 at the date of the transaction. The business sold by VFlash represents a "component of entity" as defined in SFAS 144 and since the criteria for reporting discontinuing operations under SFAS 144 is met, VFlash's results of operations and the above gain were classified as discontinued operations in the statement of operations.

The common shares had been accounted for as available for sale securities in accordance with SFAS 115. In 2003, all of the 24/7 shares were sold for a total consideration of approximately \$ 5,200, resulting in a realized gain of approximately \$ 2,000 (\$ 800 net of tax).

g. Starling

Towards the end of 2003, RDC and Elbit Systems Ltd. ("ESL") formed a new company, Starling, in order to develop connectivity solutions for broadband access for commercial aircrafts. RDC and ESL both contributed technologies in exchange for a 50% ownership interest each in Starling. In addition, RDC and ESL granted Starling convertible loans in the amount of \$300 each, which were converted into shares in October 2004. Upon the adoption of FIN 46 (see Note 2c), the Company has consolidated Starling as Starling was determined to be a variable interest entity and the Company its primary beneficiary.

On October 21, 2004 Elron completed an investment of \$3,000 in Starling of which \$1,500 was invested immediately and an additional \$1,500 will be invested no later than April 21, 2005. Following the investment, Elron's direct interest in Starling is approximately 33% and its beneficial ownership (directly and through RDC) is approximately 66%.

ELRON ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 3:- BUSINESS COMBINATIONS AND SALE OF BUSINESSES (Cont.)

h. SELA

During 2004, RDC converted previously granted debentures in the amount of \$437 invested in SELA to shares, thereby acquiring a controlling voting interest in SELA. Accordingly, SELA's financial statements have been consolidated subsequent to June 30, 2004. The consolidation of SELA did not have a material effect on the Company's financial statements.

i. 3DV

3DV's financial statements have been consolidated subsequent to December 31, 2003, following the transfer in the beginning of 2004, for no consideration, of most of the minority's shares to Elron and RDC. The consolidation of 3DV did not have a material effect on the Company's financial statements.

NOTE 4:- CASH AND CASH EQUIVALENTS

Includes mainly bank deposits in U.S. dollars, bearing a weighted average interest rate of 2.14% per annum (December 31, 2003 - 1.08%).

NOTE 5: - SHORT-TERM INVESTMENTS

	Weighted Average Interest rate as of December 31, 2004	December 31,	
	%	2004	2003
Available-for-sale securities: (1)			
Corporate debentures	2.97	\$ 44,979	\$ 1,971
Zix shares (2)		-	7,159
		44,979	9,130
Certificate of deposits	4.51	223	1,558
Held-to-maturity debentures (3)		-	1,237
Bank deposits (3)	1.77	100,801	25,223
Trading securities		6	10
		<u>\$ 146,009</u>	<u>\$ 37,158</u>
(1) Includes unrealized gains		<u>\$ -</u>	<u>\$ 4,458</u>
Includes unrealized losses		<u>\$ 253</u>	<u>\$ 12</u>

(2) Of the 1,971,856 shares received, 1,117,155 shares (including 262,454 shares which resulted from the conversion of the convertible note) were sold in 2003 in consideration for approximately \$ 9,000, resulting in a realized gain of approximately \$4,800 (\$ 3,200 net of tax) and 854,701 shares were sold in 2004 in consideration for approximately \$8,100 resulting in a realized gain of approximately \$5,400 (\$3,600 net of tax).

(3) As of December 31, 2003 the debentures and deposits were used to collateralize current maturities of long-term loans taken by ET group and ESW, which were all repaid in 2004.

ELRON ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 6:- TRADE RECEIVABLES, NET

	December 31	
	2004	2003
Open balances *	\$ 4,878	\$ 3,715
Unbilled receivables	1,234	1,301
	\$ 6,112	\$ 5,016
 * Net of allowance for doubtful accounts	 \$ 574	 \$ 398

NOTE 7:- INVESTMENTS IN AFFILIATED COMPANIES

a. Affiliated companies are as follows:

	Note	December 31,	
		2004	2003
		% of outstanding share capital	
Elbit Systems ("ESL")	7d(1)	-	19.7
Given Imaging	7d(2)	24.7	23.2
ChipX	7d(3)	26.5	36.1
K.I.T eLearning	7d(4)	-	45.0
Wavion	7d(5)	37.5	37.5
Oren	7d(6)	40.9	40.9
NetVision	7d(7)	45.7	45.7
AMT	7d(8)	40.3	28.3
Oncura	3c	25.0	25.0
SELA	3h	-	49.5
3DV Systems	3i	-	47.7
Pulsicom	-	18.2	18.2
Notal Vision	-	25.5	23.6
CellAct	-	45.0	45.0
Avantry	-	-	32.9
Ingeneo	-	-	28.0

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 7:- INVESTMENTS IN AFFILIATED COMPANIES (Cont.)

- b. Composition of investments: (1)(2)

	December 31	
	2004	2003
ESL	\$ -	\$ 87,672
Given Imaging	71,748	23,665
Oncura	29,259	29,674
Others	16,117	15,808
	\$ 117,124	\$ 156,819
⁽¹⁾ Includes loans and convertible loans (bearing a weighted average interest rate of 1.95% per annum (December 31, 2003 - 3.72%))	\$ 7,122	\$ 3,298
⁽²⁾ Difference between the carrying amounts of investments and the Company's share in the net equity of affiliates, attributed to technology, goodwill and other intangible assets	\$ 81,726	\$ 45,311

- c. Fair market value of marketable securities:

	Stock Exchange	December 31	
		2004	2003
		U.S. dollars in millions	
ESL	Tel-Aviv and Nasdaq	\$ -	\$ 143
Given Imaging	Tel-Aviv and Nasdaq	\$ 245	\$ 107

- d. Additional information

1. ESL

In 2002 Elron sold 380,000 shares of Elbit Systems Ltd. ("ESL") (NASDAQ: ESLT), for approximately \$ 5,900, resulting in a gain of approximately \$1,800.

On July 8, 2004, Elron announced the signing of a definitive agreement for the sale of all of its holdings in ESL constituting approximately 19.6% of the outstanding share capital of ESL to Tadiran Communications Ltd., in consideration for approximately \$197,000. The closing of the transaction was subject to the right of first refusal of Federmann Enterprises Ltd. ("Federmann Enterprises"), the other major shareholder of ESL. On July 28, 2004, Federmann Enterprises exercised its right of first refusal, following which the shares were sold to Federmann Enterprises for approximately \$197,000. As a result, Elron recorded in the third quarter of 2004 a gain of approximately \$104,600 which net of tax amounted to approximately \$91,500. The gain net of tax includes a reduction of approximately \$21,600 in the tax expense as a result of the reversal of a valuation allowance previously recorded in respect of deferred tax assets relating to loss carryforwards.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 7:- INVESTMENTS IN AFFILIATED COMPANIES (Cont.)

d. Additional information (Cont.)

2. Given

- a. During 2002, Elron and RDC sold 98,666 shares and 500,000 shares, respectively, of Given Imaging Ltd. ("Given") in consideration for approximately \$ 1,100 and \$ 5,900, respectively. In addition, a former senior executive of RDC exercised a call option granted to him in 1999, and purchased from RDC 172,800 shares of Given at an exercise price of \$ 0.17 per share (see also Note 14(2)(c)). As a result of the above transactions, a gain of approximately \$ 5,300 was recorded in 2002.

In 2003, RDC sold 753,600 shares of Given for a total consideration of approximately \$7,800, resulting in a gain of approximately \$4,400 (\$70 net of tax and minority interest).

As a result of these transactions, Elron's consolidated interest in Given decreased to approximately 23%.

- b. In May 2003, a Share Purchase Agreement was signed between RDC, Elron and Rafael, according to which, RDC sold 2,000,000 unregistered shares of Given to Elron and Rafael (one million each) for a total consideration of \$12,184. RDC used \$5,000 of the proceeds to repay shareholders' loans to Rafael and Elron. This transaction did not have any effect on the Company's consolidated results of operations and the Company's consolidated interest in Given.
- c. In April 2004, RDC, then a 48% held subsidiary, purchased from one of its shareholders (a former senior executive of RDC) treasury shares amounting to approximately 3% of its outstanding share capital. In consideration for the treasury shares, RDC distributed to the shareholder 200,000 shares of Given. The number of the distributed Given shares was calculated based on the relative fair values of the shares of RDC and of Given on the date the agreement to purchase the treasury shares was signed (May 2003). The transaction was completed in April 2004, after receipt of various approvals required under the agreement.

RDC recorded the purchase of the treasury shares based on the fair value of Given's shares on the date of distribution. Accordingly, RDC recorded a gain on the distribution of Given shares of approximately \$5,800.

RDC's purchase of the treasury shares resulted in Elron increasing its interest in RDC by approximately 1.5% to approximately 49.6%. This acquisition of the additional interest in RDC was accounted for by the purchase method.

Accordingly, Elron recorded the additional interest in RDC at fair value of approximately \$1,900 and recorded its share of the gain in the distribution of Given shares in the amount of \$1,400, net of tax and minority interest.

The excess of the purchase price over the Company's share in the equity acquired amounted to approximately \$1,900 and was allocated mostly to RDC's remaining investment in Given.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 7:- INVESTMENTS IN AFFILIATED COMPANIES (Cont.)

d. Additional information (Cont.)

2. Given (Cont.)

d. In June 2004, Given completed its secondary public offering of 2,880,750 ordinary shares at \$32.00 per share, comprising 1,500,000 shares issued by Given and 1,380,750 shares (including 375,750 shares as a result of the exercise of the underwriters' over allotment option) sold by existing shareholders. In the aforementioned offering, RDC sold 300,000 ordinary shares in consideration for approximately \$9,000. Given received net proceeds of approximately \$44,300. As a result of the sale of Given's shares by RDC and the issuance of shares by Given, Elron's direct and indirect interest in Given decreased from approximately 16% to approximately 15%, and Elron recorded a gain of \$15,200 (\$6,700 net of tax and minority interest).

e. During the second half of 2004, Elron purchased 1,373,513 ordinary shares of Given in consideration for approximately \$43,900. As a result, Elron's direct and indirect ownership interest in Given increased from approximately 15% to approximately 20%. The excess of the purchase price over the Company's share in the equity acquired amounted to approximately \$39,500 and was allocated as follows: approximately \$30,400 to intangible assets other than goodwill, such as customer base and technology, approximately \$1,700 to in-process research and development activities ("IPR&D"), and approximately \$7,400 to goodwill.

Products which did not receive marketing clearance by regulatory authorities as of the acquisition date are considered to be incomplete and accordingly the amount allocated to such products is considered to be IPR&D. The amount allocated to IPR&D was charged immediately to the Company's results of operations in accordance with FASB Interpretation No. 4, "Applicability of FASB Statement No. 2 to Business Combinations Accounted for by the Purchase Method" ("FIN 4"). The amounts allocated to intangible assets other than goodwill are amortized on a straight-line basis over their weighted average expected useful life of 12 years. The amortization of the identifiable intangible assets as well as the write-off of the IPR&D are included as part of the line item "Equity in losses of affiliated companies" in the statements of operations.

f. For employee call options - see Note 14(2)(a).

3. ChipX

In March 2004, ChipX Incorporated ("ChipX") (formerly: Chip Express Corporation) completed a private placement in which it issued 7,594,928 redeemable preferred shares in consideration for \$12,000. Elron purchased 1,632,564 redeemable preferred shares in consideration for approximately \$2,600. As a result, Elron's voting interest in ChipX decreased from approximately 33% to approximately 27%. The aforementioned transaction had no effect on Elron's results of operations.

4. KIT

In July 2003 Elron invested \$2,000 in K.I.T. eLearning B.V ("KIT"), in consideration for 1,243,396 Series B-2 preferred shares, as part of an aggregate investment of \$4,000, the balance of which was invested by DIC. KIT was previously held by Elron at a rate of approximately 29%.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 7:- INVESTMENTS IN AFFILIATED COMPANIES (Cont.)

d. Additional information (Cont.)

4. KIT (Cont.)

In addition to this investment, Elron's loan to KIT in the amount of \$1,500 (which was granted during 2001 and 2002) was converted into 324,388 series B-1 preferred shares of KIT. Following the investment and the loan conversion, Elron held approximately 45% of KIT's outstanding shares.

In March 2004, Elron together with the other shareholders of KIT, DIC and Kidum IT Ltd. (together "the sellers") completed the sale of KIT, then held 45% by Elron, to Online Higher Education B.V, a subsidiary of Laureate Education, Inc. (formerly: Sylvan Learning Systems) (Nasdaq: LAUR), a global leader in higher education, in consideration for \$9,400, of which Elron received approximately \$5,700. The gain resulting from the sale amounted to approximately \$5,300. In addition, the sellers are entitled to a future payment of up to \$10,000 based on future earnings of KIT in the years 2006 and 2007, from which Elron's share will be up to approximately \$5,700.

5. Wavion

In 2003, Elron invested \$3,000 in Wavion Inc. ("Wavion") in consideration for 3,575,686 Series B preferred shares, out of an aggregate amount of \$12,500 raised by Wavion in a private placement from Elron and new investors. In addition to this investment, Elron converted previously granted loans into 1,787,843 Series A1 preferred shares. As a result, Elron's ownership interest in Wavion decreased from 45% to approximately 38%. The abovementioned transaction did not have an effect on the Company's results of operations.

6. Oren

In July 2003, Elron purchased 6,581,671 preferred E2 shares of Oren Semiconductors Inc. ("Oren") in consideration for \$3,000, as part of an aggregate investment of \$8,000 of existing shareholders and of Zoran Corporation (Nasdaq: ZRAN).

In addition to this investment, Elron and other existing shareholders converted all the loans previously granted to Oren, in the amount of approximately \$8,400, of which Elron's part was approximately \$4,400. Elron's loans were converted to 3,824,563 preferred E1 shares of Oren. Following the investment and the loan conversion, Elron's interest in Oren increased from approximately 17% to approximately 41% and accordingly Elron began applying retroactively the equity method of accounting to its investment in Oren.

7. NetVision

During the first quarter of 2004, Elron and DIC each granted NetVision Ltd. ("NetVision") a loan of \$2,000 in order to enable NetVision to repay a portion of its line of credit to a lending bank. Due to the uncertainty with regard to NetVision's initial public offering on the Tel-Aviv Stock Exchange, and in accordance with EITF 02-18, Elron recognized in the second quarter of 2004 all previously suspended equity method losses in NetVision in the amount of the loan granted.

During the second half of 2004, Elron and DIC each granted NetVision additional loans of approximately \$3,300. The loans from Elron bear an interest rate of Libor + 2% per annum and are to be repaid on December 2005.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 7:- INVESTMENTS IN AFFILIATED COMPANIES (Cont.)

d. Additional information (Cont.)

8. AMT

In August 2002, Elron completed an investment of approximately \$5,000 in A.M.T Advanced Metal Technologies Ltd. ("AMT") as part of an aggregate investment in convertible notes of \$8,700. AMT, an Israeli private company, develops, markets and licenses technologies, through its group companies, for amorphous and nano-crystalline advanced materials, for a wide range of commercial applications. Currently, AMT is focusing on two of its group companies, namely A.H.T. Advanced Heating Technologies Ltd., which uses amorphous metals for heating products, and ACS Advanced Coding Systems Ltd. ("ACS"), which develops, markets and sells products using amorphous metals for brand protection against counterfeiting and diversion and anti-shoplifting electronic article surveillance. The convertible notes are convertible into preferred shares of AMT, or into shares held by AMT of certain of its subsidiaries. Elron is entitled to the rights attached to the convertible notes on an "as converted" basis as a shareholder of AMT and, in addition, has special voting rights in certain specified circumstances.

In June 2004, Elron completed an investment of \$3,000 in convertible notes of AMT, together with an international strategic partner which also invested \$3,000 in AMT's convertible notes. In addition, existing AMT shareholders, including Elron, converted shareholder loans into convertible notes in the aggregate amount of approximately \$2,700, of which Elron converted approximately \$1,600. In addition, Elron and the other investors in AMT were issued warrants to purchase convertible notes of AMT for a total amount of up to approximately \$33,250, which may be exercised over various periods up to a maximum of 48 months from the closing date of the transaction. As a result of the transaction, Elron increased its ownership interest from approximately 28% to approximately 35% on a fully diluted basis (excluding warrants) and on an "as converted" basis. The excess of the purchase price over the Company's share in the equity acquired amounted to approximately \$4,200. The Company is in the process of obtaining valuations of certain intangible assets; thus the allocation of the purchase price is subject to refinement. Based on a preliminary valuation performed, the aforementioned excess was allocated as follows: approximately \$3,700 to intangible assets other than goodwill with a weighted average useful life of 10 years, approximately \$900 to in-process research and development activities ("IPR&D"), approximately \$200 to tangible assets and approximately \$600 to deferred tax liabilities.

ELRON ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 7:- INVESTMENTS IN AFFILIATED COMPANIES (Cont.)

e. Summarized information

Summarized combined financial information is as follows:

	<u>Given</u>	<u>Others</u>			
December 31, 2004:					
Balance sheet information:					
Current assets	\$ 110,433	\$ 66,990			
Non-current assets	13,791	233,213			
Total assets	124,224	300,203			
Current liabilities	17,446	82,060			
Non-current liabilities	10,984	82,499			
Minority interest	1,177	493			
Redeemable preferred stock	-	34,272			
Shareholders' equity (deficiency)	94,617	100,879			
Year Ended December 31, 2004:					
Statement of operations information:					
Revenues	\$ 65,020	\$ 158,965			
Gross profit	47,286	53,494			
Net income (loss) from continuing operations and net income (loss)	2,888	(29,769)			
	<u>ESL</u>	<u>Given</u>	<u>ChipX</u>	<u>AMT</u>	<u>Others</u>
December 31, 2003:					
Balance sheet information:					
Current assets	\$ 577,715	\$ 42,625	\$ 8,141	\$ 1,349	\$ 55,725
Non-current assets	446,021	12,944	2,753	2,175	49,941
Total assets	1,023,736	55,569	10,894	3,524	105,666
Current liabilities	378,017	7,655	3,810	4,822	70,713
Non-current liabilities	188,525	1,192	557	11,264	31,936
Minority interest	4,115	1,924	-	472	-
Redeemable preferred stock	-	-	41,800	-	1,189
Shareholders' equity (deficiency)	452,079	44,798	(35,273)	(13,034)	8,273
Year Ended December 31, 2003:					
Statement of operations information:					
Revenues	\$ 897,980	\$ 40,359	\$ 13,746	\$ 1,359	\$ 89,490
Gross profit	224,419	26,988	2,664	(527)	23,307
Net income (loss) from continuing operations and net income (loss)	45,945	(9,609)	(7,813)	(3,796)	(17,660)
	<u>ESL</u>	<u>Given</u>	<u>Others</u>		
Year ended December 31, 2002:					
Statement of operations information:					
Revenues	\$ 827,456	\$ 28,904	\$ 88,843		
Gross profit	222,143	16,997	17,659		
Net income (loss) from continuing operations and net income (loss)	45,113	(18,310)	(34,458)		

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 7:- INVESTMENTS IN AFFILIATED COMPANIES (Cont.)

f. Goodwill and intangible assets allocated to investments

The annual estimated amortization expense relating to intangible assets allocated to investments accounted for under the equity method, which will be included in the line item "Equity in losses of affiliated companies" in the statement of operations, for each of the five years in the period ending December 31, 2009 is approximately as follows:

	<u>Total amortization</u>	
2005	-	\$ 5,500
2006	-	\$ 5,000
2007	-	\$ 4,900
2008	-	\$ 4,900
2009	-	\$ 4,900

The remaining weighted average amortization period of the intangible assets is approximately 12.5 years.

At the balance sheet date, the Company has goodwill in the amount of \$24,200 allocated to investments accounted for under the equity method.

g. Impairment

As a result of an other-than-temporary decline in value of certain investments, the company recorded impairment losses with respect to affiliated companies of \$700, \$500 and \$2,400, in 2004, 2003 and 2002, respectively. Such impairment losses are included as part of the Company's equity in losses of affiliated companies.

NOTE 8:- INVESTMENTS IN OTHER COMPANIES AND LONG-TERM RECEIVABLES

	<u>December 31</u>	
	<u>2004</u>	<u>2003</u>
Marketable securities presented as available- for- sale securities: (1)		
Partner (2)	\$ 136,208	\$ 124,315
Other	950	556
	<u>137,158</u>	<u>124,871</u>
Partnerships	<u>3,176</u>	<u>2,136</u>
Other investments and long-term receivables (3)(4)	<u>15,595</u>	<u>1,792</u>
	<u>\$ 155,929</u>	<u>\$ 128,799</u>
(1) Includes unrealized gains	<u>\$ 90,484</u>	<u>\$ 78,607</u>

(2) Partner Communications Company Ltd. ("Partner")

As of December 31, 2004 and 2003, Elbit holds 15,856,551 shares of Partner. In 2003, Elbit sold 6,278,226 shares of Partner, in which it previously held 12.2%, in consideration for approximately \$29,300. As a result, Elron recorded a realized gain of approximately \$11,000 (\$7,100 net of tax). As of December 31, 2004, Elbit holds approximately 8.6% of the outstanding shares of Partner.

See Note 17(d) regarding the pledging of Partner shares.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**U.S. dollars in thousands, except share and per share data****NOTE 8:- INVESTMENTS IN OTHER COMPANIES AND LONG-TERM RECEIVABLES (Cont.)**

(2) Partner (Cont.)

Subsequent to balance sheet date, on February 8, 2005 the Company announced that Elbit and the other Israeli founding shareholders of Partner, except for Matav Investments Limited ("Matav") (together the "Sellers"), have irrevocably offered to sell to Partner an aggregate of 31.7 million Partner shares (of which approximately 15.8 million shares have been offered by Elbit), representing the Sellers' entire holdings in Partner (17.2% of Partner's outstanding ordinary shares of which Elbit holds approximately 8.6%). The aggregate consideration for the shares shall be determined based on a price per share reflecting a 10% discount to Partner's 20 day volume weighted average market price prior to the date Partner obtains the approval of its shareholders, up to a maximum price per share of NIS 32.22 (approximately \$7.37) per share and not less than NIS 31.04 (approximately \$7.10) per share. On February 23, 2004 Partner announced that its Board of Directors has approved the acceptance of the offer. The offer is conditional upon various conditions precedent, including the release of the share pledges in favor of Partner's lending banks currently covering the shares. The acceptance of the offer by Partner is subject to it obtaining all corporate and regulatory consents and approvals required by law or Partner's general license. Subject to all conditions to closing being satisfied, closing of the sale to Partner is scheduled to occur no later than 81 days from date of the offer. There is no assurance that the sale of partner shares to Partner will be consummated.

In certain circumstances in which Partner does not purchase shares from the Sellers, an alternative arrangement entered into between the Sellers and Partner's largest shareholder, Hutchison Telecommunications International Limited. (NYSE: HTX, SEHK: 2332) ("Hutchison") shall become effective. Under this agreement, the Sellers shall be entitled to sell their 31.7 million Partner shares in the market in coordinated stages. As part of the alternative transaction, Hutchison shall have an option to acquire up to 13.8 million of these shares at a 12% discount to the average market price, prior to such shares being offered for sale into the market. The sellers may elect not to proceed with the alternative arrangement. The alternative arrangement is subject to certain conditions being satisfied and there is no assurance that the alternative arrangement will be consummated.

Matav shall have the option to participate, as a seller, in the sale to Partner or the alternative arrangement with respect to a majority of its Partner shares. If Matav elects not to exercise such option, Matav has a three month option to sell to the Sellers the same amount of its Partner shares at the same price that Matav could have sold, had it originally participated in the sale to Partner or the alternative arrangement, as the case may be.

In the event of the completion of the sale to Partner, the Company will receive proceeds ranging between approximately \$90 million and \$116 million and will record an estimated gain, after tax, ranging between approximately \$33 million and \$44 million, depending among others, on the price per share in the sale to Partner and the amount of shares sold to Partner based on whether or not Matav participates in the sale. If Matav participates in the sale to Partner, the Company's beneficial holding in Partner after the sale to Partner will be reduced to approximately 2.1%.

As part of the Company's policy to limit its exposure to foreign currency risks, Elron hedged the dollar value to be received from the sale of its Partner shares by the purchase of a zero cost collar, at a dollar/NIS exchange rate ranging from \$4.36 to \$4.44 for a period of 81 days.

ELRON ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 8:- INVESTMENTS IN OTHER COMPANIES AND LONG-TERM RECEIVABLES (Cont.)

(3) During 2004, 2003 and 2002, Elron recorded impairment losses of approximately \$800, \$3,700 and \$1000, respectively, in respect of certain investments and receivables, (in 2004 and 2003, mainly receivables relating to the sale of Textology (previously consolidated subsidiary) and Cellenium).

(4) Other investments include mainly the following companies:

	Note	December 31,	
		2004	2003
		% of outstanding share capital	
Jordan Valley	8(4)(a)	27.8	-
Impliant	8(4)(b)	27.7	-
Avantry	-	10.7	-

(a) Jordan Valley

On October 21, 2004, Elron purchased 32,901 Preferred A shares of Jordan Valley Semiconductor Ltd. ("Jordan Valley"), in consideration for approximately \$6,700, as part of an aggregate investment of approximately \$9,000 raised by Jordan Valley. The balance of the aggregate investment in Jordan Valley was invested by Clal Industries and Investments Ltd. ("Clal") by way of conversion of previously granted loans. Jordan Valley is an Israeli private company engaged in developing solutions for advanced in-line thin film metrology for the semiconductor industry. Following the investment Elron holds 25% of Jordan Valley on a fully diluted basis. Elron's holding percentage is subject to adjustments based on Jordan Valley's future performance. Jordan Valley is also 40% owned (indirectly) by Clal, an approximately then 64% held subsidiary of IDB Development Corporation Ltd. ("IDBD"), which also then owned approximately 67% of DIC. Clal, IDBD, and DIC are publicly traded on the Tel Aviv Stock Exchange. Elron's investment in Jordan Valley was approved by the shareholders of Elron and Clal on October 21, 2004. Since the investment in preferred A shares is not considered to be an investment that is in-substance-common stock, the investment in Jordan Valley is accounted for under the cost method.

(b) Impliant

On December 28, 2004, Elron invested approximately \$7,300 in consideration for 19,962,500 Preferred C shares of Impliant Inc. ("Impliant") as part of a financing round of approximately \$18,000 from new and existing investors of Impliant. Impliant is a privately held medical device company, engaged in the development of a novel posterior motion preservation system for spine surgery and a line of cushion-bearing joint arthroplasty products. Following the investment, Elron holds approximately 20% of Impliant, on a fully diluted basis.

Since the investment in preferred C shares is not considered to be an investment that is in-substance-common stock, the investment in Impliant is accounted for under the cost method.

NOTE 9:- SUPPLEMENTAL PRO FORMA INFORMATION (UNAUDITED)

The pro forma information regarding 2002 presents the results of operations of Elron after giving effect to the merger with Elbit, the share purchase of DEP and the acquisition of a controlling interest in Galil and Mediagate as if they had been in effect at the beginning of 2002, and includes the effect of amortization of intangible assets from these dates.

ELRON ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 9:- SUPPLEMENTAL PRO FORMA INFORMATION (UNAUDITED) (Cont.)

The following pro forma information is based upon the historical financial statements (after reclassification of discontinued operations) of Elron, Elbit, DEP, Galil and Mediagate. The pro forma data does not incorporate, nor does it assume, any benefits from cost savings or synergies of the combined companies.

The pro forma data is presented for comparative purposes only and is not necessarily indicative of the operating results that would have occurred had the merger, the share purchase or the acquisition of a controlling interest in Galil and Mediagate been consummated at the dates indicated, nor are they necessarily indicative of future operating results or financial condition.

Pro forma combined results of operations

	Year ended December 31,		
	2004	2003	2002
	<u>As reported</u>	<u>As reported</u>	<u>Proforma</u>
Net revenues	\$ 16,330	\$ 16,547	\$ 17,608
Equity in losses of affiliated companies	(10,492)	(8,698)	(16,308)
Gain from disposal of businesses and affiliated companies and changes in holdings in affiliated companies, net	132,396	25,754	6,674
Other income, net	4,784	14,665	1,801
Total income	143,018	48,268	9,775
Costs and expenses	39,164	37,497	52,973
Income (loss) before taxes on income	<u>\$ 103,854</u>	<u>\$ 10,771</u>	<u>\$ (43,198)</u>
Income (loss) from continuing operations	<u>\$ 84,587</u>	<u>\$ (6,970)</u>	<u>\$ (34,005)</u>
Net income (loss)	<u>\$ 84,133</u>	<u>\$ (7,205)</u>	<u>\$ (54,649)</u>
Basic net income (loss) from continuing operations per share	<u>\$ 2.89</u>	<u>\$ (0.24)</u>	<u>\$ (1.17)</u>
Diluted net income (loss) from continuing operations per share	<u>\$ 2.88</u>	<u>\$ (0.24)</u>	<u>\$ (1.17)</u>
Basic net income (loss) per share	<u>\$ 2.87</u>	<u>\$ (0.25)</u>	<u>\$ (1.88)</u>
Diluted net income (loss) per share	<u>\$ 2.86</u>	<u>\$ (0.25)</u>	<u>\$ (1.88)</u>
Weighted average number of ordinary shares used in computation of basic net income (loss) per share (thousands)	<u>29,266</u>	<u>29,194</u>	<u>29,131</u>
Weighted average number of ordinary shares used in computation of diluted net income (loss) per share (thousands)	<u>29,385</u>	<u>29,194</u>	<u>29,131</u>

NOTE 10:- LONG-TERM DEBENTURES AND BANK DEPOSITS

As of December 31, 2003 the balance included a \$700 debenture, bearing an interest rate of 5.3% per annum.

ELRON ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 11:- PROPERTY AND EQUIPMENT, NET

	Year ended December 31	
	2004	2003
Land and Building	\$ 10,060	\$ 10,177
Leasehold improvements	2,773	2,279
Computers, furniture and machinery	4,559	2,040
Motor vehicles	611	691
	<u>18,003</u>	<u>15,187</u>
Less - accumulated depreciation	<u>9,939</u>	<u>6,870</u>
Property and equipment, net	<u><u>\$ 8,064</u></u>	<u><u>\$ 8,317</u></u>

Depreciation expenses amounted to approximately \$1,137, \$1,590 and \$2,360 for the years ended December 31, 2004, 2003 and 2002, respectively.

See Note 12(5) for impairment loss recorded in respect of property and equipment.

NOTE 12:- GOODWILL AND OTHER INTANGIBLE ASSETS

	Period of amortization years	December 31	
		2004	2003
Cost:			
Technology and other intangible assets (1)	5-12	\$ 533	\$ 11,801
Goodwill		10,268	14,698
Intangible assets with indefinite useful life		<u>2,629</u>	<u>2,339</u>
		<u>13,430</u>	<u>28,838</u>
Accumulated amortization:			
Technology and other intangible assets (1)		183	4,172
Goodwill		<u>-</u>	<u>2,679</u>
		<u>183</u>	<u>6,851</u>
Amortized cost		<u><u>\$ 13,247</u></u>	<u><u>\$ 21,987</u></u>

1. During 2004, technology and other intangible assets decreased due to the write-off of certain intangible assets (see 5 and 6 below).
2. The annual estimated amortization expense relating to Elron's intangible assets, other than goodwill existing as of December 31, 2004, for each of the five years in the period ending December 31, 2009 is approximately as follows:

	<u>Total amortization</u>	
2005	-	\$ 70
2006	-	\$ 70
2007	-	\$ 80
2008	-	\$ 80
2009	-	\$ 40

ELRON ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 12:- GOODWILL AND OTHER INTANGIBLE ASSETS (Cont.)

3. The changes in the carrying amount of goodwill for the years ended December 31, 2004 and 2003 are as follows:

	Internet products	System and projects	Other Holdings and Corporate operations	Total
Balance as of January 1, 2003	\$ 1,085	\$ 5,591	\$ 14,862	\$ 21,538
Goodwill write-off relating to sale of businesses	(1,085)	-	(781)	(1,866)
Adjustment of goodwill due to reversal of valuation allowance in respect to of deferred tax assets – see Note 3a and 3b	-	-	(7,653)	(7,653)
Balance as of December 31, 2003	\$ -	\$ 5,591	\$ 6,428	\$ 12,019
Impairment losses (5)	-	(1,980)	-	(1,980)
Newly consolidated companies	-	-	229	229
Balance as of December 31, 2004	<u>\$ -</u>	<u>\$ 3,611</u>	<u>\$ 6,657</u>	<u>\$ 10,268</u>

4. Amortization expenses amounted to approximately \$731, \$1,073 and \$1,044 for the years ended December 31, 2004, 2003 and 2002, respectively.
5. The goodwill associated with the Systems and Projects segment (reporting unit) which consists of the operations of the ET group is usually tested for impairment in the fourth quarter. In light of ET group's results of operations, the technology, property and equipment and subsequently the goodwill associated with the Systems and Projects asset group and reporting unit, respectively, were tested for impairment during the third quarter of 2004. As a result of the impairment test, the Company recorded impairment losses of approximately \$2,700 and \$200 relating to technology and property and equipment, respectively and approximately \$2,000 relating to goodwill. These impairment losses are included in separate line items in the statement of operations. The fair value of the aforementioned reporting unit and asset group was estimated using the discounted cash flows approach.

The abovementioned goodwill was subsequently tested for impairment in the fourth quarter of 2004, and no instances of impairment were found.

6. Regarding the write-down of an intangible asset relating to Mediagate - see also Note 3e(2).

ELRON ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 13:- SHORT-TERM LOANS FROM BANKS AND OTHERS

	Weighted Average Interest rate December 31, 2004	December 31	
	%	2004	2003
Short-term loans from banks denominated in NIS	6.39%	\$ 1,699	\$ 82
Short-term loans from banks denominated in U.S. dollars	4.45%	380	11,000
Short-term loans from others		-	904
		<u>\$ 2,079</u>	<u>\$ 11,986</u>

For collateral – see Note 17c.

NOTE 14:- OTHER PAYABLES AND ACCRUED EXPENSES

	December 31	
	2004	2003
Payroll and related expenses ⁽¹⁾	\$ 3,044	\$ 2,752
Provision for income taxes	19,044	521
Accrued expenses	521	1,364
Accrued projects expenses	441	1,323
Deferred revenues	501	-
Employees call options ⁽²⁾	3,835	2,146
Provision for rent	1,007	-
Others	2,940	5,514
	<u>\$ 31,333</u>	<u>\$ 13,620</u>
(1) Includes provision for vacation pay	<u>\$ 1,016</u>	<u>\$ 876</u>

(2) EMPLOYEE CALL OPTIONS

- a. The Company's Chairman of the Board has options to acquire up to 1.5% of any shares or other securities acquired by the Company in Wavion and up to 0.75% of any shares or other securities acquired by the Company or through DEP in Galil. These options shall be exercisable at the weighted average price of investments made by the Company with respect to any of those two companies until the date of exercise of the options. The options shall be exercisable for a period of three years commencing on the later of January 1, 2000 or the date of the latest investment by the Company in the relevant entity.

During 2004, the Company's Chairman of the Board exercised options previously granted to him and purchased 21,751 shares of Given from the company, in consideration for approximately \$49. As a result, Elron recorded a gain of approximately \$600.

- b. During 2001, the Board of directors approved the grant of options to certain officers of the Company to acquire between 1% to 2% of Elron's investments in certain private companies. The options are exercisable at the weighted average price of the investments made by Elron. The options vest ratably over a three year period and are exercisable for an additional three years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 14:- OTHER PAYABLES AND ACCRUED EXPENSES (Cont.)

- c. In 1999, RDC granted two former senior employees with call options to purchase up to 5% of the investments held by RDC at that date at an exercise price as determined in the call option agreement. During 2002, a former senior employee of RDC exercised a call option with respect to 172,800 shares of Given at an exercise price of \$ 0.17 per share.

All aforementioned options were recorded at fair value. The fair value of each option granted (as described in paragraphs a - c above) is estimated using the Black and Scholes option pricing model with the following weighted average assumptions for the years ended December 31, 2004, 2003 and 2002, respectively: (1) expected life of the option of 4, 3.89 and 4.97, respectively; (2) dividend yield of 0% for all periods; (3) expected volatility of the options of 50%, 0% to 65% and 0% to 92%, respectively; and (4) risk-free interest rate of 2.5%, 1% and 1.5%, respectively.

In respect of the aforementioned call options, compensation expense (income) amounted to \$1,414, \$957 and (\$780) for the years ended December 31, 2004, 2003 and 2002, respectively. These compensation expenses are included in General and administrative expenses.

NOTE 15:- LONG-TERM LOANS FROM BANKS AND OTHERS

- a. COMPOSITION

	December 31	
	2004	2003
Long-term loans from banks (1)	\$ 3,420	\$ 59,079
Long-term loans from others (2)	3,626	2,163
	<u>7,046</u>	<u>61,242</u>
Less-current maturities (1)	<u>(2,974)</u>	<u>(44,021)</u>
	<u>\$ 4,072</u>	<u>\$ 17,221</u>

- (1) As of December 31, 2003, mainly bank loans of ESW and ET group in U.S. dollars, bearing an annual interest rate of Libor plus a weighted average of 1.23% (the Libor rate as of December 31, 2003 was 1.16%).

As of December 31, 2004 and 2003, the balance also includes a loan to Mediagate in the amount of approximately \$2,600 bearing an annual interest rate of the Wholesale Interest Rate plus 1% (the Wholesale Interest Rate as of December 31, 2004 and 2003 was approximately 3.3% and 2.2%, respectively). The loan will be repaid from future royalties to be received by Mediagate from Telrad (see Note 3e).

- (2) As of December 31, 2004 and 2003 an amount of \$2,199 and \$2,163, respectively, represents loans from Galram to RDC which are denominated in New Israeli Shekel ("NIS") and do not bear interest or linkage. These amounts are included in current maturities of long term loans.

As of December 31, 2004, the amount also includes a loan of approximately \$1,400 from the minority shareholders of a subsidiary. The loan bears interest at a rate of Libor plus 3% (the Libor rate as of December 31, 2004 is 2.21%).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 15:- LONG-TERM LOANS FROM BANKS AND OTHERS

- b. The maturities of long-term loans for years subsequent to the balance sheet date are as follows:

First year (current maturities)	\$ 2,974
Second year	1,439
Third year	7
Fourth year	6
No specified maturity date (*)	2,620
	\$ 7,046

(*) With respect to Mediagate's loan.

- c. Collateral - see note 17.

NOTE 16:- INCOME TAXES

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

In accordance with the above law, results for tax purposes are measured and reflected in real terms in accordance with the change in the Israeli CPI. As explained in Note 2b, the consolidated financial statements are presented in U.S. dollars. The differences between the change in the Israeli CPI and in the NIS/U.S. dollar exchange rate causes a difference between taxable income or loss and the income or loss before taxes reflected in the consolidated financial statements. In accordance with paragraph 9(f) of SFAS 109, the Company has not provided deferred income taxes on this difference between the reporting currency and the tax bases of assets and liabilities.

- b. Tax benefits under Israel's Law for the Encouragement of Industry (Taxation), 1969:

Certain of the Company's subsidiaries in Israel are "industrial companies", as defined by the Law for the Encouragement of Industry (Taxation), 1969, and as such, are entitled to certain tax benefits, mainly accelerated depreciation and the right to claim public issuance expenses and amortization of costs relating to intangible assets and patents as deductible expenses for tax purposes.

- c. Tax benefits under the Law for the Encouragement of Capital Investments, 1959:

Some of the Company's subsidiaries have been granted an "Approved Enterprise" status for their production facilities in Israel under the Law for the Encouragement of Capital Investments, 1959. The main benefit to which these subsidiaries are entitled, conditional upon the fulfilling of certain conditions stipulated by the above law, is a ten-year exemption from tax on income derived from their production facilities in Israel. The ten-year period is limited to the earlier of twelve years from the commencement of production, or fourteen years from the approval date.

- d. During July 2004, the Israeli Parliament approved an amendment to the Income Tax Ordinance (No. 140 and Temporary Provision) (the "Amendment") which reduces the corporate tax rate from 36% to 35% in 2004 and progressively to a rate of 30% in 2007. Accordingly, Elron recorded a tax benefit as a result of the change in the tax rate in the amount of approximately \$2,900 in 2004.

ELRON ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 16:- INCOME TAXES (Cont.)

e. Taxes on income (tax benefit) are comprised as follows:

	Year ended December 31,		
	2004	2003	2002
Current taxes	\$ 16,394	\$ 423	\$ 99
Adjustments of deferred tax assets and liabilities for enacted changes in tax rates	(2,917)	-	-
Deferred income taxes tax (benefit)	508	6,229	(3,080)
Taxes in respect of prior years	1,147	182	119
	\$ 15,132	\$ 6,834	\$ (2,862)
Domestic	\$ 15,132	\$ 6,834	\$ (2,862)
Foreign	\$ -	\$ -	\$ -

f. Deferred income taxes:

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax liabilities and assets are as follows:

	Deferred Tax Asset		Deferred Tax Liability		Total
	Non current	Current	Current	Non current	
As of December 31, 2004					
Deferred tax assets:					
Provision for doubtful accounts, vacation and others	\$ -	\$ 341	\$ -	\$ -	\$ 341
Accrued severance pay, net	363	-	-	-	363
Trading marketable securities	-	20	-	-	20
Investments in affiliated and other companies, net	39,801	-	-	(1,659)	38,142
Property and equipment and intangible assets	184	-	-	(811)	(627)
Tax loss carryforwards	72,545	-	-	6,473	79,018
Other	-	1,151	-	-	1,151
	\$ 112,893	\$ 1,512	\$ -	\$ 4,003	\$ 118,408
Deferred tax liabilities:					
Available-for-sale marketable securities	-	-	-	(45,236)	(45,236)
	112,893	1,512	-	(41,233)	73,172
Valuation allowance ⁽¹⁾	(107,400)	(1,512)	-	-	(108,912)
	\$ 5,493	\$ -	\$ -	\$ (41,233)	\$ (35,740)

ELRON ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 16:- INCOME TAXES (Cont.)

f. Deferred income taxes: (Cont.)

	<u>Deferred Tax Asset</u>		<u>Deferred Tax Liability</u>		<u>Total</u>
	<u>Non current</u>	<u>Current</u>	<u>Current</u>	<u>Non current</u>	
As of December 31, 2003					
Deferred tax assets:					
Provision for doubtful accounts, vacation and others	\$ -	\$ 309	\$ -	\$ -	\$ 309
Accrued severance pay, net	216	-	-	-	216
Trading marketable securities	-	19	-	-	19
Investments in affiliated and other companies, net	82,607	-	-	-	82,607
Property and equipment and intangible assets	5,218	-	-	(1,509)	3,709
Tax loss carryforwards	63,949	-	-	5,721	69,670
Other	-	729	-	-	729
	<u>\$ 151,990</u>	<u>\$ 1,057</u>	<u>\$ -</u>	<u>\$ 4,212</u>	<u>\$ 157,259</u>
Deferred tax liabilities:					
Available-for-sale marketable securities	(1,450)	-	-	(44,896)	(46,346)
	<u>150,540</u>	<u>1,057</u>	<u>-</u>	<u>(40,684)</u>	<u>110,913</u>
Valuation allowance ⁽¹⁾	<u>(148,669)</u>	<u>(1,057)</u>	<u>-</u>	<u>-</u>	<u>(149,726)</u>
	<u>\$ 1,871</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (40,684)</u>	<u>\$ (38,813)</u>

(1) As of December 31, 2004, the valuation allowance for deferred tax assets, for which their reversal will be allocated to reduce goodwill or other non-current intangible assets, aggregated approximately \$5,700.

Regarding the deferred taxes in respect of tax carryforward losses in Elbit and DEP incurred prior to the acquisition date - see Note 3a and 3b.

g. A reconciliation between the theoretical tax expense, assuming all income is taxed at the statutory tax rate applicable to income of the Company and the actual tax expense as reported in the statement of income, is as follows:

	Year ended December 31,		
	2004	2003	2002
Income (loss) before taxes as reported in the consolidated statements of operations	<u>\$ 103,854</u>	<u>\$ (10,771)</u>	<u>\$ (35,941)</u>
Statutory tax rate	<u>35%</u>	<u>36%</u>	<u>36%</u>
Theoretical tax expense (income)	\$ 36,349	\$ 3,878	\$ (12,939)
Equity in losses of affiliated companies	3,672	3,131	8,708
Tax exempt and reduced tax rate	22	(36)	(637)
Non-deductible expenses	853	1,586	(3,242)
Differences arising from the basis of measurement for tax purposes	(956)	2,233	(3,393)
Deferred taxes on losses for which valuation allowance was provided	6,644	3,124	8,522
Reversal of valuation allowance	(29,682)	(7,264)	-
Taxes in respect of previous years	1,147	182	119
Effect of change in tax rate	(2,917)	-	-
Actual tax expenses (benefits)	<u>\$ 15,132</u>	<u>\$ 6,834</u>	<u>\$ (2,862)</u>
Effective tax rate	<u>14.57%</u>	<u>63.4%</u>	<u>(7.9)%</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 16:- INCOME TAXES (Cont.)

- h. As of December 31, 2004 the Company and its Israeli subsidiaries had tax loss carryforwards of approximately \$260,000 and the Companies U.S subsidiary had tax loss carryforward of approximately \$5,000. Carryforward tax losses in Israel may be carryforward indefinitely and may be set against future taxable income.
- i. Income (loss) before taxes on income is comprised as follows:

	Year ended December 31,		
	2004	2003	2002
Domestic	\$ 103,696	\$ (20,671)	\$ (11,211)
Foreign	158	9,900	(24,730)
	\$ 103,854	\$ (10,771)	\$ (35,941)

NOTE 17:- CONTINGENT LIABILITIES, PLEDGES AND COMMITMENTS

- a. The Company and its subsidiaries have operating lease agreements in respect of their premises for periods ending through 2011. Rent expenses amounted to approximately \$554, \$558 and \$1,675 for the years ended December 31, 2004, 2003 and 2002, respectively. The future minimum rental payments under these agreements in the years following the balance sheet date are as follows:

First year	\$ 645
Second year	518
Third year	274
Fourth year	152
	\$ 1,589

- b. Certain of the Company's subsidiaries are required to pay royalties to the Office of the Chief Scientist of the Israeli Ministry of Industry and Trade and other institutions at the rate of 3%-5% of revenues derived from research and development projects in which the Government of Israel or the other institutions participated in financing up to an amount equal to 100% of the amount received by each company and in certain cases plus interest of Libor. As of December 31, 2004, the aggregate contingent obligation royalty amounted to approximately \$3,100.
- c. Elron provided guarantees to banks of up to approximately \$2,700 to secure bank loans and customer guarantees made available to ET group, of which approximately \$1,700 have been utilized as of December 31, 2004 as bank loans and \$226 as customer guarantees, respectively.

As of December 31, 2004, Elron also provided a letter of comfort in connection with credit lines granted to ET group by a certain bank, pursuant to which Elron undertook not to dilute its holdings in ET group below a certain percentage. The Company also agreed to subordinate any amounts owed to it by ET group, other than interest on outstanding loans and payments in the ordinary course of business.

- d. As of December 31, 2004 all shares of Partner held by Elbit are pledged to the banks providing financing to Partner, pro rata to the other original shareholders of Partner (See also Note 8(2)).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 17:- CONTINGENT LIABILITIES, PLEDGES AND COMMITMENTS (Cont.)

- e. The Company has provided letters of comfort in connection with credit lines granted to NetVision by banks. The aggregate amount borrowed under the credit lines at December 31, 2004, amounted to approximately \$10,800. The comfort letters were jointly provided with the other major shareholder of NetVision, DIC, pursuant to which the Company and DIC undertook not to dilute their holdings in NetVision below a certain percentage.
- f. Mediagate's bank loan in the amount of approximately \$ 2,600 has been secured by a first ranking pledge over the future royalties to be received from Telrad (See also Note 3e).
- g. Legal proceedings:
 - 1. During September 1999, the Company received copies of two claims and a request to approve such claims as a class action on behalf of public shareholders of Elscint (formerly an affiliated company) against the Company and others. The allegation raised by the claimants related to the decision regarding the sale of Elscint's substantial assets. The claim has been stayed pursuant to an arrangement reached by the parties pending the outcome of the appeal in the claim described in paragraph 2 below. The arrangement provides that if the appeal as described in paragraph 2 below is accepted, then the proceedings to recognize the lawsuit as a class action will proceed. Otherwise, the application to recognize the claim as a class action suit will be dismissed.
 - 2. On November 2, 1999, the Company received a copy of a claim, and a request to approve such a claim, as a class action on behalf of some institutional investors and others and those who held shares in Elscint on September 6, 1999. The allegations raised against the Company and certain of its officers including former officers, among others, relate to the period prior to the sale of the Company's holdings in Elbit Medical Imaging ("EMI") (the parent company of Elscint and formerly an affiliated company). The claimants seek a court order pursuant to which EMI would be compelled to execute the alleged buy-out of Elscint's share at \$14 per share or other remedies. On August 16, 2000, the Haifa District court dismissed the application to recognize the claim as a class action. Some of the claimants applied for and have been granted permission to appeal to the Supreme Court in Israel, which appeal is currently pending.

In addition, in February 2001, the claimants submitted a revised claim similar to the previous one but not as a class action. In August 2004, the Haifa District Court issued a decision ordering the cancellation of the requirement of the claimants to pay a twenty million shekels filing fee. Certain of the defendants have requested permission to appeal the said decision of the Haifa District Court. It has not been determined when the defendants are required to file their statements of defense to the claim.

The Company denies all the allegations set forth in the above claims, and based on legal advice received, management is of the opinion that the Company has good defense arguments which, if accepted, will cause dismissal of the above allegations.

- 3. In July 2003, ESW terminated the lease of its premises in the U.S. due to defects in the premises and the lessor's failure to repair the defects. The lessor rejected the termination of the lease and is seeking to enforce the lease and to claim all amounts due under the lease from ESW and Elron, as guarantor of the lease. The balance of the rental under the lease amounts to approximately \$2,000. ESW is counterclaiming damages caused by the lessor. The Company's management is of the opinion that ESW has good defense arguments and that the above claim will not have a significant effect on the Company's results of operations.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 18:- SHAREHOLDERS' EQUITY

- a. Share capital
 1. An ordinary share confers upon its holder voting rights, the right to receive dividends and the right to share in excess assets upon liquidation of the Company.
 2. On May 15, 2002 upon the merger with Elbit, the Company issued 5,617,601 ordinary shares. See Note 3a.
 3. On May 6, 2002, upon the acquisition of DEP shares, the Company issued 2,261,843 ordinary shares. See Note 3b.
- b. Options to employees
 1. Options to Elron's Employees

The Company has various stock option plans under which the Company may grant options to purchase the Company's shares to officers, directors and employees of the Company. Such options have been granted mainly with exercise prices below market price at the date of the grant. Generally, the options vest over a four-year period from the date of grant in four equal annual portions. The options expire after 5 to 9 years from the date of grant.

In May 2003, the Board of directors of the Company approved an option plan (the "2003 Option Plan") providing for the grant of 500,000 options to purchase 500,000 ordinary shares of the Company to eligible employees, directors and officers of the Company or of any subsidiaries of the Company.

As of December 31, 2004, 292,000 options were granted under the 2003 Option Plan at an average exercise price of \$8.3 per share which price is to be adjusted in the event the Company distributes a dividend. The options vest over a period of four years in four equal annual portions and expire after 5 years from date of grant.

	2004		2003		2002	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding-beginning of the year	791,777	\$ 12.01	557,880	\$ 13.92	404,974	\$ 14.84
Granted	20,000	12.41	291,333	8.03	309,244*	10.50
Exercised	(218,290)	10.35	(25,875)	6.84	(87,863)	6.88
Forfeited	(18,785)	13.39	(31,561)	13.10	(68,475)	12.91
Outstanding - end of the year	<u>574,702</u>	<u>\$ 12.44</u>	<u>791,777</u>	<u>\$ 12.01</u>	<u>557,880</u>	<u>\$ 13.92</u>
Options exercisable at the end of the year	<u>259,369</u>	<u>\$ 16.56</u>	<u>313,320</u>	<u>\$ 15.66</u>	<u>207,681</u>	<u>\$ 14.59</u>

* Includes 240,525 options granted to Elbit's employees as a result of the merger (See Note 3a) of which 54,675 were unvested at the date of merger.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 18:- SHAREHOLDERS' EQUITY (Cont.)

b. Options to employees (Cont.)

The weighted average fair values and weighted average exercise prices of options granted during the years ended December 31, 2004, 2003 and 2002 were as follows:

	For options with an exercise price on the grant date that:					
	Exceeds market price			Less than market price		
	Year ended December 31,			Year ended December 31,		
	2004	2003	2002	2004	2003	2002
Weighted average exercise prices	\$ -	\$ 8.44	\$ 14.86	\$ 12.41	\$ 8.00	\$ 9.29
Weighted average fair values on grant date	\$ -	\$ 1.30	\$ 0.91	\$ 5.51	\$ 2.95	\$ 4.01

2. The following table summarizes information regarding outstanding and exercisable options as of December 31, 2004:

Exercise price	Options outstanding			Options exercisable	
	Number outstanding at December 31, 2004	Weighted-average remaining contractual life (years)	Weighted-average exercise price	Number outstanding at December 31, 2004	Weighted-average exercise price
\$ 7.77-8.437	306,333	3.39	\$ 8.02	68,000	\$ 8.00
\$ 10.38-11.69	51,500	2.95	\$ 10.64	5,000	\$ 10.38
\$ 12.41-13.33	42,703	3.42	\$ 12.75	22,703	\$ 13.06
\$ 18.09-19.05	141,166	1.57	\$ 18.64	130,666	\$ 18.62
\$ 29.38	33,000	2.83	\$ 29.38	33,000	\$ 29.38
	<u>574,702</u>			<u>259,369</u>	

3. In December 1999, the Company's shareholders approved a plan whereby the Chairman of the Board and the then Chief Executive Officer of the Company were granted options to purchase up to 58,154 ordinary shares of the Company (the "1999 grant"). The options were granted ratably over a period of 3 years commencing February 2000 and are exercisable for a period of three years, commencing two years after the date of the grant. The exercise prices of the options granted in February 2000, 2001 and 2002 were \$18.76, \$18.76 and \$13.01, respectively, as adjusted for dividends distributed in 2000.

In March 2001, the Company's shareholders approved a plan whereby the Chairman of the Board and the then Chief Executive Officer of the Company were granted options to purchase up to 58,000 ordinary shares of the Company (the "2001 grant"). The options were granted ratably over a period of 3 years commencing June 2001 and are exercisable for a period of three years, from the date of the grant. The exercise prices of the options granted in June 2001, 2002 and 2003 were \$19.05, \$8.34 and \$8.437, respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 18:- SHAREHOLDERS' EQUITY (Cont.)

b. Options to employees (Cont.)

As of grant date, the weighted average fair value of the 1999 grant and the 2001 grant was \$ 7.67 and \$ 3.29 per share, respectively. The fair value was calculated using the Black & Scholes option-pricing model (see Note 2s for the assumptions used in the calculation).

Upon exercise of the options, the option holder will be granted a number of shares reflecting the intrinsic value of the options exercised, as calculated at the exercise date, in consideration for their par value only. These plans are considered to be variable plans as defined in APB 25 (except for the third portion of the 2001 grant which is accounted for under SFAS 123, See Note 2s). For options accounted under APB 25, compensation expense is calculated based on the quoted market price of the Company's stock at the end of each reporting period and is amortized over the remaining vesting period of the options.

In December 2004, 19,333 options at an exercise price per share of \$8.34 from the 2001 grant were exercised into 8,623 shares.

4. Compensation expense recorded during 2004 amounted to \$ 545 (2003- \$ 386, 2002- \$ 222).
5. The balance of deferred compensation as of December 31, 2004 amounted to \$705.

NOTE 19:- INCOME (LOSS) PER SHARE

Income (loss) per share is computed as follows:

	Year Ended December 31								
	2004 Number of shares (in thousands)	Per share amount	2003 Number of shares (in thousands)	Per share amount	2002 Number of shares (in thousands)	Per share amount	2004 income	2003 Loss	2002 Loss
Basic	29,266	\$2.87	29,194	\$(0.25)	26,272	\$(1.58)	\$84,133	\$(7,205)	\$(41,579)
Effect of options of investees	-		-		-		(95)	(200)	(209)
Effect of dilutive stock options	119		-		-		-	-	-
Diluted	29,385	\$2.86	29,194	\$(0.25)	26,272	\$(1.58)	84,038	(7,405)	(41,788)

All stock options issued by Elron were not included in the computation of diluted loss per share for the years 2003 and 2002 because their effect was anti-dilutive. In 2004, 174,165 stock options were excluded from the dilutive income per share calculation due their anti-dilutive effect (see Note 2r).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 20:- EQUITY IN EARNINGS (LOSSES) OF AFFILIATED COMPANIES

	Year ended December 31,		
	2004	2003	2002
Affiliated companies:			
Elbit(1)	\$ -	\$ -	\$ (8,658)
ESL(2)	4,706	9,110	9,469
Given	(2,573)	(3,184)	(4,376)
Others(3)	(12,625)	(14,624)	(20,624)
	<u>\$ (10,492)</u>	<u>\$ (8,698)</u>	<u>\$ (24,189)</u>

(1) Through the merger date, see Note 3a.

(2) Through the sale date, see Note 7d(1).

(3) Including equity in net losses of consolidated entities through the dates of commencement of consolidation.

NOTE 21:- GAIN FROM DISPOSAL OF BUSINESSES AND AFFILIATED COMPANIES AND CHANGES IN HOLDINGS IN AFFILIATED COMPANIES, NET

	Year ended December 31,		
	2004	2003	2002
ESL (See Note 7d(1))	\$ 105,171	\$ (35)	\$ 1,603
Given (See Note 7d(2))	21,667	4,548	5,251
KIT (See Note 7d(4))	5,302	-	-
Galil Medical's urology business (See Note 3c)	-	21,241	-
Others	256	-	34
	<u>\$ 132,396</u>	<u>\$ 25,754</u>	<u>\$ 6,888</u>

NOTE 22:- OTHER INCOME (EXPENSES), NET

	Year ended December 31,		
	2004	2003	2002
Gain (loss) from sale and increase (decrease) in market value of: (see a and b below)			
Partner shares (see Note 8(2))	\$ -	\$ 11,071	\$ -
24/7 shares (see Note 3f)	-	2,019	-
Zix shares (see Note 5(2))	5,360	4,815	-
ArelNet shares	-	-	(27)
Netmanage shares	-	-	632
Kana shares ⁽¹⁾	(5)	4	(34)
Other companies, net	-	19	101
Other than temporary decline in investments (see c below)	(803)	(3,716)	(1,866)
Equity in losses of partnerships	(7)	(547)	(303)
Other income, net	239	1,000	754
	<u>\$ 4,784</u>	<u>\$ 14,665</u>	<u>\$ (743)</u>

⁽¹⁾ Realized and unrealized gains and losses on trading securities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 22:- OTHER INCOME (EXPENSES), NET

- a. Realized gains from sale of available-for-sale securities amounted to approximately \$5,400, \$18,000 and \$700 in the years ended December 31, 2004, 2003 and 2002, respectively. The proceeds from such sales amounted to approximately \$8,000, \$46,100 and \$900 for the years ended December 31, 2004, 2003 and 2002, respectively.
- b. Including an other than temporary decline in value of available-for-sale securities in the amount of approximately \$0, \$0 and \$600 for the years ended December 31, 2004, 2003 and 2002, respectively.

Regarding an other than temporary decline in value of other investments see Note 8 (3).

NOTE 23:- FINANCING INCOME (EXPENSES), NET

	Year ended December 31,		
	2004	2003	2002
Income:			
Interest on cash equivalents, bank deposits and debentures	\$ 2,592	\$ 1,229	\$ 2,314
Foreign currency gains	897	615	1,257
	3,489	1,844	3,571
Expenses:			
Interest on short-term credit and long-term loans	1,286	1,974	3,208
Foreign currency losses	1,560	623	444
	2,846	2,597	3,652
	\$ 643	\$ (753)	\$ (81)

NOTE 24: - RESTRUCTURING COSTS

In response to the economic conditions, and in particular, the slowdown in IT spending, ET group underwent a restructuring program in 2002 in order to focus its operations on core areas of its business, to reduce expenses and improve efficiency ("the 2002 Restructuring Program").

In 2004, in light of ET group's results of operations, ET group underwent an additional restructuring program, in order to further reduce expenses and adjust expenses to the reduced level of revenues ("the 2004 Restructuring Program"). Both the 2002 and 2004 Restructuring Programs included mainly workforce reductions and the 2002 Restructuring Program also included consolidation of excess facilities. Restructuring charges in 2002 were recorded in accordance with EITF Issue 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs in a Restructuring)" and SAB No. 100, "Restructuring and Impairment Charges". Restructuring charges in 2004 were recorded in accordance with SFAS 146, "Accounting for Costs Associated with Exit or Disposal Activities" ("SFAS146").

Employee termination costs in 2004 and 2002 amounted to \$225 and \$934, respectively, relating to the termination of 9 and 77 employees, respectively. Facilities related expenses in 2002 amounted to \$660, which included termination costs of a facility lease contract and write-offs of leasehold improvements.

In 2003 and 2002 ESW underwent several restructuring programs, the results of which have been classified as discontinued operations. See Note 3d.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 24: - RESTRUCTURING COSTS (Cont.)

Components of the restructuring charge for the years ended December 31, 2004 and 2003, amounts paid during the periods and remaining accrued liability as of December 31, 2004 and 2003, are as follows:

	Employee termination and severance costs	Write-off of long-lived assets	Facilities termination charges, future rental losses and other exit costs	Total
Accrued restructuring liability at December 31, 2002	18	-	524	542
Restructuring charges	294	97	46	*437
Payments and write-offs	(290)	(97)	(401)	(788)
Accrued restructuring liability at December 31, 2003	\$ 22	\$ -	\$ 169	\$ 191
Restructuring charges	225	-	-	225
Payments and write-offs	(204)	-	(169)	(373)
Accrued restructuring liability at December 31, 2004	<u>\$ 43</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 43</u>

* An amount of \$437 for the year ended December 31, 2003, relates to ESW, for which the results of operation are included in discontinued operations.

NOTE 25:- DISCONTINUED OPERATIONS

During 2003 and 2002, the Company disposed of certain subsidiaries and businesses, which met the definition of a component under SFAS 144. Accordingly, the results of operations of these subsidiaries and businesses and the gain resulting from the disposals have been classified as discontinued operations in the statement of operations. Comparative data for the businesses and subsidiaries sold have been reclassified accordingly.

The following is the composition of discontinued operations:

	Year ended December 31,		
	2004	2003	2002
Loss from operations of discontinued components			
ESW (see Note 3d) *	\$ (454)	\$ (4,825)	\$ (8,567)
Vflash (see Note 3h) *	-	453	(1,852)
Other**	-	-	(2,895)
	<u>(454)</u>	<u>(4,372)</u>	<u>(13,314)</u>
Gain on disposal			
ESW (see Note 3d)	-	4,137	-
Vflash (see Note 3h)	-	-	1,991
	<u>-</u>	<u>4,137</u>	<u>1,991</u>
	<u>\$ (454)</u>	<u>\$ (235)</u>	<u>\$ (11,323)</u>
* Pre-tax Income (loss) of Vflash	<u>\$ -</u>	<u>\$ 453</u>	<u>\$ (2,405)</u>
*Pre-tax loss of ESW	<u>\$ (454)</u>	<u>\$ (4,829)</u>	<u>\$ (8,560)</u>

** Includes the results of operations of Textology which was sold in consideration for loans, the balance of which was written-down in 2003 (see Note 8(3)).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 25:- DISCONTINUED OPERATIONS (Cont.)

Revenues relating to discontinued operations for the years ended December 31, 2004, 2003 and 2002 were as follows:

	Year ended December 31,		
	2004	2003	2002
ESW	\$ -	\$ 4,740	\$ 8,290
V-flash	-	-	103
Other	-	-	457
	<u>\$ -</u>	<u>\$ 4,740</u>	<u>\$ 8,850</u>

As of December 31, 2004 the consolidated financial statements do not include any material assets or liabilities of the components disposed of.

NOTE 26:- RELATED PARTY TRANSACTIONS

a. Balances with related parties:

	December 31	
	2004	2003
Trade receivables:		
Affiliated companies	\$ 2,271	\$ 1,750
Other companies	663	377
	<u>2,934</u>	<u>2,127</u>
Other receivables:		
Affiliated companies (see note 3c)	21	1,034
Other companies	-	62
	<u>21</u>	<u>1,096</u>
Long-term receivables:		
Other companies	405	461
	<u>405</u>	<u>461</u>
	<u>\$ 3,360</u>	<u>\$ 3,684</u>

b. Income and expenses from affiliated and other companies:

	Year ended December 31,		
	2004	2003	2002
Income:			
Revenues	\$ 8,480	\$ 4,155	\$ 2,487
Interest and commission for guarantees	142	110	75
Participation in Directors' remuneration	38	35	13
Participation in expenses	89	76	308
Costs and Expenses:			
Participation in expenses	40	191	256
Directors' remuneration	30	33	39
Cost of revenue	-	-	-

c. Option to the Chairman of the Board - see Note 18b(3).

ELRON ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 26:- RELATED PARTY TRANSACTIONS (Cont.)

- d. The Company holds certain investments together with DIC as of December 31, 2004, as follows:

	% holding by	
	DIC	Elron and RDC
Galil	22.0	59.1
Netvision	45.7	45.7
Given	12.5	24.7
Avantry	5.7	10.7

NOTE 27:- ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

	Unrealized gains on securities	Foreign currency translation adjustments	Minimum pension liability in an affiliated company	Unrealized loss on derivatives in an affiliated company	Total
Balance as of January 1, 2003 (net of tax effect of \$4,758)	\$ 8,459	\$ (333)	\$ (597)	\$ -	\$ 7,529
Unrealized gains on available for sale securities (net of tax effect of \$31,605)	55,960	-	-	-	55,960
Reclassification adjustment for realized gain included in net loss (net of tax effect of \$6,933)	(11,113)	-	-	-	(11,113)
Unrealized loss on derivative instruments in an affiliated company	-	-	-	(108)	(108)
Foreign currency translation adjustment	-	(304)	-	-	(304)
Minimum pension liability in an affiliated company	-	-	(172)	-	(172)
Balance as of December 31, 2003 (net of tax effect of \$29,430)	<u>\$ 53,306</u>	<u>\$ (637)</u>	<u>\$ (769)</u>	<u>\$ (108)</u>	<u>\$ 51,792</u>
Unrealized gains on available for sale securities (net of tax effect of \$4,049)	8,489	-	-	-	8,489
Reclassification adjustment for realized gain included in net income (net of tax effect of \$1,179)	(3,582)	-	-	-	(3,582)
Unrealized loss on derivative instruments in an affiliated company	-	-	-	84	84
Foreign currency translation adjustments	-	202	-	-	202
Reclassification adjustments for loss on derivative instruments, minimum pension liability and foreign currency translation adjustments, included in net income due to sale of affiliated companies	-	(61)	769	24	732
Balance as of December 31, 2004 (net of tax effect of \$32,300)	<u>\$ 58,213</u>	<u>\$ (496)</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 57,717</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 28:- BUSINESS SEGMENTS

- a. As of December 31, 2004, the Company operates in two business segments: (1) the System and Projects segment through the ET group and (2) "Other Holdings and Corporate Operations" in which the Company is directly engaged and includes corporate headquarters and reflects the investments in companies engaged in various fields of advanced technology.

The operations of the System and Projects segment include development and supply of software solutions for the management of large and complex communication and internet networks.

The Other Holdings and Corporate Operations segment includes holdings in various companies that operate in the fields of telecom, medical devices, semiconductors, advanced materials and other fields and the corporate operations.

Prior to September 2, 2003, the Company operated indirectly through ESW in a third business segment – Internet Products – which has been sold and therefore classified as discontinued operations (see Note 3d).

- b. Segment information is as follows:

	<u>Internet products</u>	<u>System and projects</u>	<u>Other holdings and corporate operations</u>	<u>Adjustments</u>	<u>Total</u>
2004					
Net revenues	\$ -	\$ 5,065	\$ 11,265	\$ -	\$ 16,330
Other income, net	-	35	4,749	-	4,784
Equity in losses of affiliated companies	-	-	(10,492)	-	(10,492)
Gain from disposals of businesses and affiliated companies and changes in holdings in affiliated companies, net	-	-	132,396	-	132,396
Financial income (expenses), net	-	(824)	1,467	-	643
Tax benefit (taxes on income)	-	(31)	(15,101)	-	(15,132)
Net income (loss)	(454)	(7,946)	92,533	-	84,133
Depreciation and amortization	-	713	1,155	-	1,868
Capital expenditures	-	34	694	-	728
Total assets as of December 31, 2004	-	4,557	498,715	(2,116)	501,156
Goodwill as of December 31, 2004	-	3,611	6,657	-	10,268

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 28:- BUSINESS SEGMENTS

b. Segment information is as follows:

	<u>Internet products</u>	<u>System and projects</u>	<u>Other holdings and corporate operations</u>	<u>Adjustments</u>	<u>Total</u>
2003					
Net revenues	\$ -	\$ 7,390	\$ 9,157	\$ -	\$ 16,547
Other income, net	-	27	14,638	-	14,665
Equity in losses of affiliated companies	-	-	(8,698)	-	(8,698)
Gain from disposals of businesses and affiliated companies and changes in holdings in affiliated companies, net	-	-	25,754	-	25,754
Financial income (expenses), net	-	(1,504)	751	-	(753)
Tax benefit (taxes on income)	-	(37)	(6,797)	-	(6,834)
Net loss	(689)	(2,074)	(4,442)	-	(7,205)
Depreciation and amortization	-	254	1,336	-	1,590
Capital expenditures	39	53	14,138	-	14,230
Total assets as of December 31, 2003	75	15,177	450,222	(14,770)	450,704
Goodwill as of December 31, 2003	-	5,591	6,428	-	12,019
	<u>Internet products</u>	<u>System and projects</u>	<u>Other holdings and corporate operations</u>	<u>Adjustments</u>	<u>Total</u>
2002					
Net revenues	\$ -	\$ 10,069	\$ 5,110	\$ -	\$ 15,179
Other expenses, net	-	4	(747)	-	(743)
Equity in losses of affiliated companies	-	-	(24,189)	-	(24,189)
Gain from disposal of businesses and affiliated companies and changes in holdings in affiliated companies, net	-	-	6,888	-	6,888
Financial income (expenses), net	-	(1,562)	1,481	-	(81)
Tax benefit (taxes on income)	-	(99)	2,961	-	2,862
Net loss	(8,567)	(5,912)	(27,100)	-	(41,579)
Depreciation and amortization	-	1,473	1,421	-	2,894
Capital expenditures	247	158	33,698	-	34,103
Total assets as of December 31, 2002	6,057	17,601	383,268	(12,673)	394,253
Goodwill as of December 31, 2002	1,085	5,591	14,862	-	21,538

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 28:- BUSINESS SEGMENTS

c. Revenues according to location of customers are as follows:

	<u>2004</u>	<u>2003</u>	<u>2002</u>
Israel	\$ 4,338	\$ 6,589	\$ 9,042
USA	8,688	6,474	2,572
Europe	1,287	2,223	2,315
Asia	2,017	1,261	1,250
	<u>\$ 16,330</u>	<u>\$ 16,547</u>	<u>\$ 15,179</u>

d. Revenues from major customers were as follows:

	<u>2004</u>	<u>2003</u>	<u>2002</u>
In the Systems and Project segment:			
Customer A	10%	14%	21%
Customer B	8%	4%	16%
Customer C	4%	9%	10%
In the Other Holdings and Corporate Operations segment:			
Oncura (See Note 26)	42%	21%	-

e. The majority of the long-lived assets are located in Israel.

NOTE 29:- RECONCILIATION TO ISRAELI GAAP

The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the U.S. Had the consolidated financial statements been prepared in accordance with accounting principles generally accepted in Israel ("Israeli GAAP"), the effects on the financial statements would have been as follows:

a. Effect on the statement of operations:

	<u>As reported</u>	<u>Adjustments</u>	<u>As per Israeli GAAP</u>
For the year ended December 31, 2004:			
Net income	\$ 84,133	\$ 7,896	\$ 92,029
Basic net income per share	2.89	0.27	3.16
Diluted net income per share	2.88	0.27	3.15
For the year ended December 31, 2003:			
Net loss	\$ (7,205)	\$ 18,436	\$ 11,231
Basic net loss per share	(0.25)	0.63	0.38
Diluted net loss per share	(0.25)	0.63	0.38
For the year ended December 31, 2002:			
Net loss	(41,579)	3,211	(38,368)
Basic net loss per share	(1.58)	0.12	(1.46)
Diluted net loss per share	(1.58)	0.12	(1.46)

ELRON ELECTRONIC INDUSTRIES LTD. AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 29:- RECONCILIATION TO ISRAELI GAAP (Cont.)

b. Effect on the balance sheet:

	<u>As reported</u>	<u>Adjustments</u>	<u>As per Israeli GAAP</u>
As of December 31, 2004:			
Investments in other companies and long term receivables	\$ 155,929	\$ (150,142)	\$ 5,787
Investment in affiliated companies	117,124	(14,684)	102,440
Total assets	501,156	(176,476)	324,680
Deferred taxes	41,233	(46,545)	(5,312)
Accumulated deficit	51,786	29,458	81,244
Total equity	389,080	(113,500)	275,580
As of December 31, 2003:			
Investments in other companies and long term receivables	\$ 128,799	\$ (124,035)	\$ 4,764
Investment in affiliated companies	156,819	(40,454)	116,365
Total assets	450,704	(176,981)	273,723
Deferred taxes	40,684	(44,813)	(4,129)
Accumulated deficit	(32,347)	21,562	(10,785)
Total equity	296,130	(115,692)	180,438

c. Material adjustments:

The abovementioned adjustments result mainly from the differences between U.S. GAAP and Israeli GAAP detailed below:

1. According to U.S. GAAP, the merger of Elron and Elbit and the DEP share purchase as described in Note 3 are accounted for by the purchase method in Elron's financial statements. According to accepted practice in Israel, the merger between Elron and Elbit and the DEP share purchase, are considered transactions with controlling shareholders and accordingly, the assets and liabilities should be recorded according to their carrying values in the transferring company at the dates of the relevant transactions.

In addition, in 2003 and 2002 Elbit and RDC reversed valuation allowances in respect of deferred tax assets of approximately \$9,700 and \$6,600, respectively, relating to carryforward losses. According to U.S. GAAP, when at the acquisition date, a full valuation allowance is recorded to offset deferred tax assets in respect of loss carryforwards and subsequent to that date, the valuation allowance is reduced by recording a tax benefit in respect of those loss carryforwards, the entire tax benefit should be recorded as an adjustment to goodwill and other intangible assets. Under Israeli GAAP, only the portion of the tax benefit relating to the interest acquired was recorded as an adjustment to additional paid-in capital while the portion relating to the interest previously held by the company was recorded as a tax benefit in net income. The effect on net loss in 2003 and 2002 amounted to a reduction in losses of approximately \$3,800 and \$2,900, respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 29:- RECONCILIATION TO ISRAELI GAAP (Cont.)

c. Material adjustments (Cont.)

2. As a result of the purchase of DEP and additional investments in Oren, Elron's aggregate interest in certain companies has increased and enabled Elron to exercise significant influence in these companies. In accordance with U.S. GAAP, Elron's direct holdings in these companies, which had been accounted for by Elron at cost or as available-for-sale securities, were accounted for retroactively under the equity method of accounting ("step-by-step acquisition") which resulted in a restatement of Elron's financial statements for all prior periods. According to Israeli GAAP, the equity method should be applied only from the first time Elron could exercise significant influence in these companies.

As a result, under Israeli GAAP, the excess of the investment over the equity acquired ("excess cost") in Oren in the amount of approximately \$8,800 was assigned to intangible assets and will be amortized over a period of five years. Under U.S GAAP no such excess cost exists. The effect on net income (loss) in 2004, 2003 and 2002 amounted to an increase (decrease) in expenses of approximately \$1,800, \$(400) and \$(300), respectively.

3. As discussed in Note 7d(1), on July 28, 2004 Elron sold its shares in ESL. Due to the difference in the carrying amount of the investment in ESL between Israeli GAAP and U.S. GAAP (resulting mainly from the merger of ESL and EL-OP in 2000, which was accounted for by the purchase method under U.S. GAAP and as a non-monetary exchange of similar assets under Israeli GAAP), the gain resulting from the sale of ESL under U.S. GAAP is different than the aforementioned gain under Israeli GAAP. The gain recorded under Israeli GAAP amounted to \$116,000, which net of tax was \$102,900.
4. As described in Note 8(2), in 2003 Elbit sold 6,278,226 shares of Partner. According to accepted practice in Israel, the merger between Elron and Elbit which occurred in May 2002, is considered a transaction with controlling shareholders and accordingly the assets and liabilities of Elbit were recorded according to their carrying values in Elbit at the date of the merger (see 1 above). The carrying value of the Partner shares was approximately \$15 and therefore the gain after tax recorded in respect of the above sale of Partner shares based on Israeli GAAP amounted to approximately \$18,700, as compared to approximately \$7,100 under US GAAP.
5. As described in Note 7d(2), in 2003 and 2002 RDC sold 753,600 and 500,000 shares of Given, respectively. As described above (see 1 above) the investment in Given was recorded according to its carrying value in DEP at the purchase date. According, the sale of Given shares in 2003 and 2002 resulted in an additional gain of approximately \$2,000 and \$800, respectively.
6. According to U.S. GAAP the transfer of Galil's business in exchange for an interest in Oncura was recorded at fair value and as a result Elron recognized a gain on the transaction (net of minority interest and income taxes) in the amount of \$4,400 and recorded the investment in Oncura at fair value. According to Israeli GAAP, the aforementioned exchange is accounted for as an exchange of similar productive assets. Accordingly, the investment in Oncura was recorded at the carrying value of the assets transferred and no gain was recognized.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 29:- RECONCILIATION TO ISRAELI GAAP (Cont.)

c. Material adjustments (Cont.)

7. According to U.S. GAAP, the gain arising from the initial public offering of Given is accounted for as an equity transaction, as Given was a development stage company at the time. According to Israeli GAAP, this gain is recognized in the statement of operations over three years from the date of the public offering. The effect on net income (loss) in 2004, 2003 and 2002 amounted to an increase in income under Israeli GAAP of approximately \$2,300, \$1,900 and \$3,200, respectively.
8. Pursuant to SFAS 115, marketable securities which are available-for-sale are presented on the basis of their market value and changes in such value are charged (or credited) to other comprehensive income. According to Israeli GAAP non-current investments in marketable securities are presented at cost, while current investments in marketable securities are presented at fair value, with changes in fair value charged (or credited) to the income statement. The effect on net income (loss) in 2004, 2003 and 2002 amounted to an increase (decrease) in income of approximately \$3,000, \$3,700 and \$(900), respectively.
9. Effective January 1, 2002 the Company adopted SFAS 142, according to which goodwill and intangible assets with indefinite lives are no longer amortized periodically but are reviewed annually for impairment (or more frequently if impairment indicators arise). According to Israeli GAAP, all intangibles, including goodwill should be amortized.

As mentioned in Note 12(5), in 2004 the Company tested a part of its goodwill for impairment and as a result, recorded an impairment loss in the amount of approximately \$2,000. Under Israeli GAAP no impairment loss in respect of goodwill was required to be recorded mainly, since the carrying amount of goodwill had already been amortized.
10. According to U.S. GAAP the fair value of options granted to employees to acquire shares of affiliated companies held by Elron and RDC is recorded as a liability. According to Israeli GAAP, no liability should be recorded if the exercise of the options would not result in a loss.
11. As discussed in Note 16d, corporate tax rates were progressively reduced in Israel. The effect of the change in the tax rate under Israeli GAAP amounted to an income taxes charge in 2004 of approximately \$400, while under U.S. GAAP the effect of the change amounted to a tax benefit in 2004 of \$3,000. The difference resulted mainly from the difference between Israeli and U.S. GAAP described in Note c(8) above.
12. Under U.S. GAAP, deferred taxes are provided in respect of all temporary differences relating to equity method investments. Under Israeli GAAP, deferred taxes are not provided in respect of temporary differences relating to taxes arising on disposal of equity method investments, if the disposal is not probable to occur in the foreseeable future. The effect of the aforementioned difference on net income according to U.S. GAAP was an additional tax expense in 2004 in the amount of approximately \$1,300 (net of minority interest).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

NOTE 29:- RECONCILIATION TO ISRAELI GAAP (Cont.)

c. Material adjustments (Cont.)

13. As described in Note 7d(2), under U.S. GAAP the acquisition of the additional interest in RDC was accounted for by the purchase method. Accordingly, Elron recorded the additional interest in RDC at fair value and as a result also recorded its share of the gain in the distribution of Given shares. According to Israeli GAAP, the gain recorded is limited to the effective decrease in the investment in Given in Elron's accounts (subsequent to the distribution and the relating acquisition of the additional interest in RDC) and accordingly only the portion relating to the additional interest acquired in other net assets of RDC (except Given) was recorded at fair value. The effect of the aforementioned difference on net income for 2004 was an increase in net income under U.S. GAAP of approximately \$900.

14. As described in Note 2i, under U.S. GAAP the equity method of accounting is no longer being applied in investments that are not common stock or in-substance common stock, regardless of the Company's ability to significantly influence the investee's operational and financial policies. Under Israeli GAAP, if the investor is able to exercise significant influence over the investee's operational and financial policies, the equity method of accounting shall be applied. The effect of the aforementioned difference on net income for 2004 was a decrease in net income under Israeli GAAP of approximately \$300.

ANNEX TO THE CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands

ANNEX TO THE FINANCIAL STATEMENTS

In thousands of U.S. Dollars

Details relating to major investments as of December 31, 2004:

	% of ownership interest ⁽¹⁾	Carrying value of the investment as of December 31, 2004 ⁽²⁾	Market value of the publicly traded investments as of	
			December 31, 2004	February 25, 2005
<u>Consolidated Companies:</u>				
Elron Telesoft Ltd. and Elron Telesoft Export Ltd.	100%	3,746	\$ -	\$ -
Galil Medical Ltd. ⁽³⁾	39%	545	-	-
3DV Systems Ltd. ⁽³⁾	71%	(254)	-	-
Starling ⁽³⁾	25%	212	-	-
SELA ⁽³⁾	27%	725	-	-
<u>Affiliated Companies (equity):</u>				
Given Imaging Ltd. (Nasdaq: GIVN) ⁽³⁾	20%	67,129	195,583	181,881
NetVision Ltd.	46%	3,542	-	-
ChipX	27%	3,677	-	-
CellAct Ltd.	45%	416	-	-
Oren Semiconductor Inc.	41%	1,513	-	-
Oncura ⁽⁴⁾	10%	11,736	-	-
AMT	40%	4,549	-	-
Wavion, Inc.	38%	1,321	-	-
Pulsicom Israel Technologies Ltd.	18%	293	-	-
Notal Vision, Inc.	26%	803	-	-
<u>Available for sale:</u>				
Partner (Nasdaq: PTNR)	9%	136,208	136,208	143,660
EVS (Nasdaq: EVSNF.OB)	11%	994	1,562	1,215
<u>Partnership:</u>				
Gemini Israel Fund L.P.	5%	68	-	-
InnoMed Ventures L.P.	14%	2,705	-	-
<u>Cost:</u>				
Avantry (formerly: Witcom Ltd.) ⁽³⁾	7%	495	-	-
Jordan Valley	28%	6,707	-	-
Impliant	28%	7,340	-	-

(1) On the basis of the outstanding share capital.

(2) Includes loans and convertible notes.

(3) Represents the carrying value and the ownership interest of the investment in Elron's books and Elron's share in the carrying value and ownership interest of the investment in RDC's books.

(4) Represents Elron's share in the carrying value and the ownership interest of the investment in Galil's books.