

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the period ended June 30, 2001

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission File Number 0-27904

ICON Cash Flow Partners, L.P., Series C
(Exact name of registrant as specified in its charter)

<u>Delaware</u>	<u>13-3575099</u>
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification Number)

<u>111 Church Street, White Plains, New York 10601-1505</u>	
(Address of principal executive offices)	(Zip code)

<u>(914) 993-1700</u>
Registrant's telephone number, including area code

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☒ Yes ☐ No

PART I - FINANCIAL INFORMATION**Item 1. Financial Statements****ICON Cash Flow Partners, L.P., Series C
(A Delaware Limited Partnership)****Balance Sheets
(unaudited)**

	June 30, <u>2001</u>	December 31, <u>2000</u>
<u>Assets</u>		
Cash	\$ <u>2,454</u>	<u>307,709</u>
Investment in financings		
Receivables due in installments	24,157	124,000
Unearned income	-	(2,650)
Allowance for doubtful accounts	<u>(19,157)</u>	<u>(47,847)</u>
	<u>5,000</u>	<u>73,503</u>
Investment in finance leases		
Minimum rents receivable	-	15,172
Unearned income	-	(59)
Allowance for doubtful accounts	<u>-</u>	<u>(8,935)</u>
	<u>-</u>	<u>6,178</u>
Investment in joint venture	53,118	49,619
Other assets	<u>26,787</u>	<u>36,691</u>
Total assets	<u>\$ 87,359</u>	<u>\$ 473,700</u>
<u>Liabilities and Partners' Equity</u>		
Security deposits, deferred credits and other payables	<u>\$ 62,465</u>	<u>\$ 82,645</u>
Partners' equity (deficiency)		
General Partner	(68,080)	(64,419)
Limited partners (198,037 units outstanding, \$100 per unit original issue price)	<u>92,974</u>	<u>455,474</u>
Total partners' equity	<u>24,894</u>	<u>391,055</u>
Total liabilities and partners' equity	<u>\$ 87,359</u>	<u>\$ 473,700</u>

See accompanying notes to financial statements.

ICON Cash Flow Partners, L.P., Series C
(A Delaware Limited Partnership)

Statements of Operations

For the Six Months Ended June 30,

(unaudited)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	<u>2001</u>	<u>2000</u>	<u>2001</u>	<u>2000</u>
Revenues				
Finance income	\$ 1,715	\$ 4,693	\$ 7,721	\$ 13,510
Interest income and other	1,196	7,631	2,645	17,609
Income from investment in joint venture	1,945	1,354	3,499	2,804
Gain (loss) on sales of equipment	<u>13,254</u>	<u>(2,070)</u>	<u>18,010</u>	<u>(1,675)</u>
Total revenues	<u>18,110</u>	<u>11,608</u>	<u>31,875</u>	<u>32,248</u>
Expenses				
General and administrative	31,637	42,874	59,415	69,887
Reversal of provision for bad debts	(37,625)	-	(37,625)	-
Administrative expense reimbursements - General Partner	<u>325</u>	<u>1,925</u>	<u>1,169</u>	<u>4,758</u>
Total expenses	<u>(5,663)</u>	<u>44,799</u>	<u>22,959</u>	<u>74,645</u>
Net income (loss)	<u>\$ 23,773</u>	<u>\$ (33,191)</u>	<u>\$ 8,916</u>	<u>\$ (42,397)</u>
Net income (loss) allocable to:				
Limited partners	\$ 23,535	\$ (32,859)	\$ 8,827	\$ (41,973)
General Partner	<u>238</u>	<u>(332)</u>	<u>89</u>	<u>(424)</u>
	<u>\$ 23,773</u>	<u>\$ (33,191)</u>	<u>\$ 8,916</u>	<u>\$ (42,397)</u>
Weighted average number of limited partnership units outstanding	<u>198,037</u>	<u>198,037</u>	<u>198,037</u>	<u>198,037</u>
Net income (loss) per weighted average limited partnership unit	<u>\$.12</u>	<u>\$ (.17)</u>	<u>\$.04</u>	<u>\$ (.21)</u>

See accompanying notes to financial statements.

ICON Cash Flow Partners, L.P., Series C
(A Delaware Limited Partnership)

Statements of Changes in Partners' Equity

**For the Six Months Ended June 30, 2001 and
the Year Ended December 31, 2000**

(unaudited)

Limited Partner Distributions

	<u>Return of Capital</u> (Per weighted average unit)	<u>Investment Income</u>	<u>Limited Partners</u>	<u>General Partner</u>	<u>Total</u>
Balance at December 31, 1999			\$ 1,396,582	\$ (55,040)	\$ 1,341,542
Cash distributions to partners	\$ 4.50	\$ -	(890,950)	(8,872)	(899,822)
Net loss			<u>(50,158)</u>	<u>(507)</u>	<u>(50,665)</u>
Balance at December 31, 2000			455,474	(64,419)	391,055
Cash distributions to partners	\$ 1.84	\$.04	(371,327)	(3,750)	(375,077)
Net income			<u>8,827</u>	<u>89</u>	<u>8,916</u>
Balance at June 30, 2001			<u>\$ 92,974</u>	<u>\$ (68,080)</u>	<u>\$ 24,894</u>

See accompanying notes to financial statements.

ICON Cash Flow Partners, L.P., Series C
(A Delaware Limited Partnership)

Statements of Cash Flows

For the Six Months Ended June 30,

(unaudited)

	<u>2001</u>	<u>2000</u>
Cash flows from operating activities:		
Net income (loss)	\$ 8,916	\$ (42,397)
Adjustments to reconcile net income to net cash provided by operating activities:		
Net (gain) loss on sales of equipment	(18,010)	1,675
Reversal of provision for bad debts	(37,625)	-
Income from investment in joint venture	(3,499)	(2,804)
Changes in operating assets and liabilities:		
Collection of principal - finance receivables	99,268	111,359
Security deposits, deferred credits and other payables	(20,180)	(6,516)
Other assets	9,904	35,974
Other	<u>-</u>	<u>63,628</u>
Total adjustments	<u>29,858</u>	<u>203,316</u>
Net cash provided by operating activities	<u>38,774</u>	<u>160,919</u>
Cash flows from investing activities:		
Proceeds from sales of equipment	<u>31,048</u>	<u>60,660</u>
Net cash provided by investing activities	<u>31,048</u>	<u>60,660</u>
Cash flows from financing activities:		
Cash distributions to partners	<u>(375,077)</u>	<u>(450,002)</u>
Net cash used in financing activities	<u>(375,077)</u>	<u>(450,002)</u>
Net decrease in cash	(305,255)	(228,423)
Cash at beginning of period	<u>307,709</u>	<u>915,565</u>
Cash at end of period	<u>\$ 2,454</u>	<u>\$ 687,142</u>

See accompanying notes to financial statements.

**ICON Cash Flow Partners, L.P., Series C
(A Delaware Limited Partnership)**

Notes to Financial Statements

June 30, 2001

(unaudited)

1. Basis of Presentation

The financial statements of ICON Cash Flow Partners, L.P., Series C (the "Partnership") have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") and, in the opinion of management, include all adjustments (consisting only of normal recurring accruals) necessary for a fair statement of income for each period shown. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such SEC rules and regulations. Management believes that the disclosures made are adequate to make the information represented not misleading. The results for the interim period are not necessarily indicative of the results for the full year. These financial statements should be read in conjunction with the financial statements and notes included in the Partnership's 2000 Annual Report on Form 10-K.

2. Related Party Transactions

As a result of the approval of amendments to the Partnership Agreement in 1996, the General Partner did not accrue any management fees for the six months ended June 30, 2001 and 2000. The Partnership paid or accrued administrative expense reimbursements of \$1,169 and \$4,758 during the six months ended June 30, 2001 and 2000, respectively, which were charged to operations.

In December 1998 the Partnership and three affiliates, ICON Cash Flow Partners L.P. Six ("L.P. Six"), ICON Cash Flow Partners L.P. Seven ("L.P. Seven") and ICON Income Fund Eight A L.P. ("Eight A") formed ICON Boardman Funding LLC ("ICON BF"), for the purpose of acquiring a lease with Portland General Electric. (See Note 4 for additional information relating to the joint venture.)

3. Future Operations of Partnership

The Partnership has evaluated, in the context of its remaining assets and existing obligations, reasonably possible re-investment opportunities and the level of expenses that would need to be incurred to continue to operate the Partnership. Based upon this evaluation, the Partnership has determined that it is in the best economic interest of its limited partners to commence with the liquidation of its remaining assets, satisfy its remaining obligations and dissolve in an orderly manner. The Partnership projects that it will liquidate and dissolve this year. After satisfying all of its obligations, the Partnership will distribute any remaining cash to partners.

ICON Cash Flow Partners, L.P., Series C
(A Delaware Limited Partnership)

Notes to Financial Statements - Continued

4. Investments in Joint Venture

The Partnership Agreement allows the Partnership to invest in joint ventures with other limited partnerships sponsored by the General Partner provided that the investment objectives of the joint ventures are consistent with that of the Partnership.

In December 1998 the Partnership and three affiliates, L.P. Six, L.P. Seven and Eight A formed ICON BF, for the purpose of acquiring a lease with Portland General Electric. The purchase price totaled \$27,421,810, and was funded with cash and non-recourse debt assumed in the purchase price. The Partnership, L.P. Six, L.P. Seven and Eight A received a .5%, .5%, .5% and 98.5% interest, respectively, in ICON BF. The Partnership's original investment was recorded at cost of \$56,960 and is adjusted by its share of earnings, losses and distributions, thereafter.

Information as to ICON BF is summarized below:

	<u>June 30, 2001</u>	<u>June 30, 2000</u>
Assets	<u>\$ 23,911,926</u>	<u>\$ 25,426,982</u>
Liabilities	<u>\$ 13,287,548</u>	<u>\$ 16,006,365</u>
Equity	<u>\$ 10,624,378</u>	<u>\$ 9,420,617</u>
Partnership's share of equity	<u>\$ 53,118</u>	<u>\$ 47,103</u>
	<u>For the Six Months Ended June 30, 2001</u>	<u>For the Six Months Ended June 30, 2000</u>
Net income	<u>\$ 699,814</u>	<u>\$ 560,899</u>
Partnership's share of net income	<u>\$ 3,499</u>	<u>\$ 2,804</u>

**ICON Cash Flow Partners, L.P., Series C
(A Delaware Limited Partnership)**

June 30, 2001

Item 2. General Partner's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations for the Three Months Ended June 30, 2001 and 2000

Revenues for the three months ended June 30, 2001 were \$18,110, representing an increase of \$6,502 from 2000. The increase in revenues was due primarily to increases in gain on sales of equipment of \$15,324 and income from investment in joint venture of \$591. These increases were partially offset by decreases in finance income of \$2,978 and in interest income and other of \$6,435. The increase in gain on sales of equipment resulted from an increase in the amount of equipment sold in 2001 where sales proceeds exceeded remaining book value. The increase in income from investment in joint venture resulted from a higher level of earnings in 2001 from ICON BF. The decreases in finance income and interest income and other resulted from decreases in the average size of the finance portfolio from 2000 to 2001 and in average cash balances from 2000 to 2001, respectively.

Expenses for the three months ended June 30, 2001 were \$(5,663) representing a decrease of \$50,462. The decrease in expenses was due to a reversal of provision for bad debts of \$37,625 in 2001 and decreases in general and administrative expenses of \$11,237 and administrative expense reimbursements - General Partner of \$1,600. The reversal of provision for bad debts in 2001 was the result of a determination made in 2001 of the level of allowance for doubtful accounts required for the remaining receivables balance. General and administrative expenses and administrative expense reimbursements - General Partner decreased as a result of a lower level of partnership operations in 2001.

Net income (loss) for the three months ended June 30, 2001 and 2000 was \$23,773 and (\$33,191), respectively. The net income (loss) per weighted average limited partnership unit was \$.12 and (\$.17) for 2001 and 2000, respectively.

Results of Operations for the Six Months Ended June 30, 2001 and 2000

Revenues for the six months ended June 30, 2001 were \$31,875, representing a decrease of \$373, from 2000. This decrease was due to decreases in finance income of \$5,789 and interest income and other of \$14,964. These decreases were partially offset by increases in gain on sales of equipment of \$19,685 and income from investment in joint venture of \$695. The decreases in finance income and interest income and other resulted from decreases in the average size of the finance portfolio from 2000 to 2001 and in average cash balances from 2000 to 2001, respectively. The increase in gain on sales of equipment resulted primarily from an increase in the amount of equipment sold in the second quarter of 2001 where sales proceeds exceeded remaining book value. The increase in income from joint venture resulted from a higher level of income in both 2001 quarters from ICON BF.

ICON Cash Flow Partners, L.P., Series C
(A Delaware Limited Partnership)

Expenses for the six month period ended June 30, 2001 were \$22,959, representing a decrease of \$51,686. The decrease in expenses was due to a reversal of provision for bad debts of \$37,625 in the second quarter of 2001 and decreases in general and administrative expenses of \$10,472 and administrative expense reimbursements – General Partner of \$3,589. The reversal of provision for bad debts in 2001 was the result of a determination made in the second quarter of 2001 of the level of allowance for doubtful accounts required for the remaining receivables balance. General and administrative expenses and administrative expense reimbursements – General Partner decreased as a result of a lower level of partnership operations in 2001.

Net income (loss) for the six months ended June 30, 2001 and 2000 was \$8,916 and (\$42,397), respectively. The net income (loss) per weighted average limited partnership unit was \$.04 and (\$.21) for 2001 and 2000, respectively.

Liquidity and Capital Resources

The Partnership's primary sources of funds for the six months ended June 30, 2001 and 2000 were cash provided by operating activities of \$38,774 and \$160,919, respectively, and proceeds from sales of equipment of \$31,048 and \$60,660, respectively. These funds and cash reserves were used to fund cash distributions to partners. Cash distributions to partners for the six months ended June 30, 2001 and 2000 totaled \$375,077 and \$450,002, respectively.

The Partnership has evaluated, in the context of its remaining assets and existing obligations, reasonably possible re-investment opportunities and the level of expenses that would need to be incurred to continue to operate the Partnership. Based upon this evaluation, the Partnership has determined that it is in the best economic interest of its limited partners to commence with the liquidation of its remaining assets, satisfy its remaining obligations and dissolve in an orderly manner. The Partnership projects that it will liquidate and dissolve this year. After satisfying all of its obligations, the Partnership will distribute any remaining cash to partners.

Item 3. Qualitative and Quantitative Disclosures About Market Risk

The Partnership had been exposed to interest rate risks during the periods it had outstanding debt obligations. The Partnership presently does not have any remaining outstanding debt obligations and believes its exposure to other market risks are insignificant to both its financial position and results of operations.

**ICON Cash Flow Partners, L.P., Series C
(A Delaware Limited Partnership)**

PART II - OTHER INFORMATION

Item 6 - Exhibits and Reports on Form 8-K

No reports on Form 8-K were filed by the Partnership during the quarter ended June 30, 2001.

**ICON Cash Flow Partners, L.P., Series C
(A Delaware Limited Partnership)**

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ICON CASH FLOW PARTNERS, L.P., Series C
File No. 33-36376 (Registrant)
By its General Partner,
ICON Capital Corp.

August 10, 2001

Date

/s/ Thomas W. Martin

Thomas W. Martin

Executive Vice President

(Principal financial and accounting officer
of the General Partner of the Registrant)