

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 0-28136

ICON Cash Flow Partners L.P. Six

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

13-3723089

(IRS Employer
Identification Number)

111 Church Street, White Plains, New York 10601-1505

(Address of principal executive offices)

(Zip code)

(914) 993-1700

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. Six
(A Delaware Limited Partnership)****Consolidated Balance Sheets****(unaudited)**

	June 30, <u>2001</u>	December 31, <u>2000</u>
<u>Assets</u>		
Cash	\$ <u>132,156</u>	\$ <u>838,897</u>
Investment in finance leases		
Minimum rents receivable	5,747,416	7,289,853
Estimated unguaranteed residual values	1,748,300	3,829,489
Initial direct costs	49,629	61,740
Unearned income	(891,431)	(1,304,117)
Allowance for doubtful accounts	<u>(277,068)</u>	<u>(277,068)</u>
	<u>6,376,846</u>	<u>9,599,897</u>
Investment in operating leases		
Equipment, at cost	23,767,289	26,416,885
Accumulated depreciation	<u>(5,078,738)</u>	<u>(4,217,602)</u>
	<u>18,688,551</u>	<u>22,199,283</u>
Investments in unconsolidated joint ventures	<u>2,443,459</u>	<u>3,011,244</u>
Investment in financings		
Receivables due in installments	1,873,062	20,340
Unearned income	(52,568)	(445)
Allowance for doubtful accounts	<u>(4,018)</u>	<u>(4,018)</u>
	<u>1,816,476</u>	<u>15,877</u>
Other assets	<u>812,734</u>	<u>672,615</u>
Total assets	<u>\$ 30,270,222</u>	<u>\$ 36,337,813</u>

(continued on next page)

ICON Cash Flow Partners L.P. Six
(A Delaware Limited Partnership)

Consolidated Balance Sheets (Continued)

(unaudited)

	June 30, <u>2001</u>	December 31, <u>2000</u>
<u>Liabilities and Partners' Equity</u>		
Notes payable - non-recourse	\$ 17,797,582	\$ 21,194,679
Security deposits and deferred credits	1,236,020	1,463,719
Accounts payable	398,396	278,253
Minority interest in consolidated joint venture	<u>69,089</u>	<u>66,398</u>
	<u>19,501,087</u>	<u>23,003,049</u>
Partners' equity (deficiency)		
General Partner	(220,049)	(194,393)
Limited partners (378,168.47 units outstanding, \$100 per unit original issue price)	<u>10,989,184</u>	<u>13,529,157</u>
Total partners' equity	<u>10,769,135</u>	<u>13,334,764</u>
Total liabilities and partners' equity	<u>\$ 30,270,222</u>	<u>\$ 36,337,813</u>

See accompanying notes to consolidated financial statements.

**ICON Cash Flow Partners L.P. Six
(A Delaware Limited Partnership)**

Consolidated Statements of Operations

(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				
Rental income	\$ 931,489	\$ 615,000	\$ 1,928,915	\$ 1,231,500
Finance income	241,673	981,390	498,333	1,349,794
Gains on sales of equipment	166,898	83,170	701,461	165,770
(Loss) income from equity investment in joint ventures	(581,483)	89,589	(567,785)	179,860
Interest income and other	<u>85,003</u>	<u>48,868</u>	<u>184,097</u>	<u>87,090</u>
Total revenues	<u>843,580</u>	<u>1,818,017</u>	<u>2,745,021</u>	<u>3,014,014</u>
Expenses				
Interest	523,205	412,535	1,067,070	831,553
Depreciation	430,568	156,300	861,136	312,600
Management fees- General Partner	113,061	109,943	219,239	235,649
General and administrative	56,117	134,164	137,345	208,343
Administrative expense reimbursements - General Partner	55,587	55,214	100,654	120,299
Amortization of initial direct costs	6,210	11,705	12,111	26,634
Minority interest in joint ventures	<u>1,354</u>	<u>2,548</u>	<u>2,691</u>	<u>5,098</u>
Total expenses	<u>1,186,102</u>	<u>882,409</u>	<u>2,400,246</u>	<u>1,740,176</u>
Net (loss) income	<u>\$ (342,522)</u>	<u>\$ 935,608</u>	<u>\$ 344,775</u>	<u>\$ 1,273,838</u>
Net (loss) income allocable to:				
Limited partners	\$ (339,097)	\$ 926,252	\$ 341,327	\$ 1,261,100
General Partner	<u>(3,425)</u>	<u>9,356</u>	<u>3,448</u>	<u>12,738</u>
	<u>\$ (342,522)</u>	<u>\$ 935,608</u>	<u>\$ 344,775</u>	<u>\$ 1,273,838</u>
Weighted average number of limited partnership units outstanding	<u>378,168</u>	<u>378,288</u>	<u>378,168</u>	<u>378,338</u>
Net (loss) income per weighted average limited partnership unit	<u>\$ (.90)</u>	<u>\$ 2.45</u>	<u>\$.90</u>	<u>\$ 3.33</u>

See accompanying notes to consolidated financial statements.

ICON Cash Flow Partners L. P. Six
(A Delaware Limited Partnership)

Consolidated 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

	Return of <u>Capital</u>	Investment <u>Income</u>	Limited <u>Partners</u>	General <u>Partner</u>	<u>Total</u>
	(Per weighted average unit)				
Balance at December 31, 1999			\$ 15,129,339	\$ (178,293)	\$ 14,951,046
Cash distributions to partners	\$ 4.21	\$ 5.99	(3,858,906)	(38,995)	(3,897,901)
Limited partnership units redeemed (200 units)			(7,832)	-	(7,832)
Net income			<u>2,266,556</u>	<u>22,895</u>	<u>2,289,451</u>
Balance at December 31, 2000			13,529,157	(194,393)	13,334,764
Cash distributions to partners	\$ 6.72	\$.90	(2,881,300)	(29,104)	(2,910,404)
Net income			<u>341,327</u>	<u>3,448</u>	<u>344,775</u>
Balance at June 30, 2001			<u>\$ 10,989,184</u>	<u>\$ (220,049)</u>	<u>\$ 10,769,135</u>

See accompanying notes to consolidated financial statements.

ICON Cash Flow Partners L. P. Six
(A Delaware Limited Partnership)

Consolidated 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	\$ 344,775	\$ 1,273,838
Adjustments to reconcile net income to net cash provided by operating activities:		
Rental income - paid directly to lenders by lessees	(1,928,915)	(1,231,500)
Interest expense on non-recourse financing paid directly by lessees	1,002,498	828,854
Finance income portion of receivables paid directly to lenders by lessees	(399,182)	(698,074)
Amortization of initial direct costs	12,111	26,634
Loss (income) from investments in unconsolidated joint ventures	567,785	(179,860)
Depreciation	861,136	312,600
Gain on sales of equipment	(701,461)	(165,770)
Minority interest in consolidated joint venture	2,691	5,098
Change in operating assets and liabilities:		
Other assets	(140,119)	(379,288)
Collection of principal - non-financed receivables	220,915	446,223
Security deposits and deferred credits	(227,699)	336,085
Accounts payable	120,143	134,738
Other	<u>5,119</u>	<u>(301,319)</u>
Total adjustments	<u>(604,978)</u>	<u>(865,579)</u>
Net cash (used in) provided by operating activities	<u>(260,203)</u>	<u>408,259</u>
Cash flows from investing activities:		
Proceeds from sales of equipment	3,652,921	885,631
Investment in unconsolidated joint ventures	-	(2,250,000)
Distributions received from unconsolidated joint ventures	<u>-</u>	<u>136,926</u>
Net cash provided by (used in) investing activities	<u>3,652,921</u>	<u>(1,227,443)</u>

(continued on next page)

ICON Cash Flow Partners L. P. Six
(A Delaware Limited Partnership)

Consolidated Statements of Cash Flows (Continued)

For the Six Months Ended June 30,

	<u>2001</u>	<u>2000</u>
Cash flows from financing activities:		
Proceeds from non-recourse debt	-	11,752,147
Cash distributions to partners	(2,910,404)	(2,054,296)
Principal payments on non-recourse secured financing	-	(103,145)
Principal payments on notes payable - non-recourse	(1,189,055)	(9,582,906)
Redemption of limited partnership units	<u>-</u>	<u>(7,832)</u>
Net cash used in financing activities	<u>(4,099,459)</u>	<u>3,968</u>
Net decrease in cash	(706,741)	(815,216)
Cash at beginning of period	<u>838,897</u>	<u>3,991,527</u>
Cash at end of period	<u>\$ 132,156</u>	<u>\$ 3,176,311</u>

See accompanying notes to consolidated financial statements.

ICON Cash Flow Partners L. P. Six
(A Delaware Limited Partnership)

Consolidated Statements of Cash Flows (continued)

Supplemental Disclosures of Cash Flow Information

For the six months ended June 30, 2001 and 2000, non-cash activities included the following:

	<u>2001</u>	<u>2000</u>
Principal and interest on direct finance		
receivables paid directly to lenders by lessees	\$ 1,281,625	\$ 2,299,881
Rental income assigned operating lease receivable	1,928,915	1,231,500
Principal and interest on non-recourse		
financing paid directly to lenders by lessees	<u>(3,210,540)</u>	<u>(3,531,381)</u>
	<u>\$ -</u>	<u>\$ -</u>

Interest expense of \$1,067,070 and \$831,553 for the six months ended June 30, 2001 and 2000 consisted of interest expense on non-recourse financing accrued or paid directly to lenders by lessees of \$1,002,498 and \$828,854, respectively, and other interest of \$64,572 and \$2,699, respectively.

ICON Cash Flow Partners L. P. Six
(A Delaware Limited Partnership)

Notes to Consolidated Financial Statements

June 30, 2001

(unaudited)

1. Basis of Presentation

The consolidated financial statements of ICON Cash Flow Partners L.P. Six (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 consolidated 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 presented not misleading. The results for the interim period are not necessarily indicative of the results for the full year. These consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in the Partnership's 2000 Annual Report on Form 10-K.

2. Related Party Transactions

Fees paid or accrued by the Partnership to the General Partner or its affiliates for the six months ended June 30, 2001 and 2000 are as follows:

	<u>2001</u>	<u>2000</u>	
Management fees	\$ 219,239	\$ 235,649	Charged to operations
Administrative expense reimbursements	<u>100,654</u>	<u>120,299</u>	Charged to operations
Total	<u>\$ 319,893</u>	<u>\$ 355,948</u>	

The Partnership has investments in seven joint ventures with other partnerships sponsored by the General Partner. See Note 3 for information relating to the current joint ventures.

See Note 4 for information relating to the Partnership's first quarter 2000 investment in, and subsequent sale, to a partnership sponsored by the General Partner of the Partnership's interest in another joint venture.

3. Investment in Joint Ventures

The Partnership and affiliates have investments in seven joint ventures involved in acquiring and managing various assets.

ICON Cash Flow Partners L. P. Six
(A Delaware Limited Partnership)

Notes to Consolidated Financial Statements (continued)

The joint venture described below is majority owned and is consolidated with the Partnership.

ICON Cash Flow Partners L.L.C. II

In March 1995 the Partnership and an affiliate, ICON Cash Flow Partners, L.P., Series E ("Series E"), formed a joint venture, ICON Cash Flow Partners L.L.C. II ("ICON Cash Flow LLC II"), for the purpose of acquiring and managing an aircraft which was on lease to Alaska Airlines, Inc. The Partnership and Series E contributed 99% and 1% of the cash required for such acquisition, respectively, to ICON Cash Flow LLC II. ICON Cash Flow LLC II acquired the aircraft, assuming non-recourse debt and utilizing contributions received from the Partnership and Series E. The lease is an operating lease. Profits, losses, excess cash and disposition proceeds are allocated 99% to the Partnership and 1% to Series E. The Partnership's consolidated financial statements include 100% of ICON Cash Flow LLC II. Series E's investment in ICON Cash Flow LLC II has been reflected as "Minority interest in joint venture." The original lease term expired in April 1997 and Alaska Airlines, Inc. returned the aircraft. In June 1997 ICON Cash Flow LLC II released the aircraft to Aero Mexico. The new lease is an operating lease which expires in September 2002.

The six joint ventures described below are less than 50% owned and are accounted for following the equity method.

ICON Cash Flow Partners L.L.C. I

In September 1994 the Partnership and an affiliate, Series E, formed a joint venture, ICON Cash Flow Partners L.L.C. I ("ICON Cash Flow LLC I"), for the purpose of acquiring and managing an aircraft, which was on lease to Alaska Airlines, Inc. The Partnership and Series E contributed 1% and 99% of the cash required for such acquisition, respectively, to ICON Cash Flow LLC. ICON Cash Flow LLC acquired the aircraft, assuming non-recourse debt and utilizing contributions received from the Partnership and Series E. The lease is an operating lease. Profits, losses, excess cash and disposition proceeds are allocated 1% to the Partnership and 99% to Series E. The Partnership's investment in the joint venture is accounted for under the equity method. The original lease term expired in April 1997 and Alaska Airlines, Inc. returned the aircraft. In June 1997 ICON Cash Flow LLC released the aircraft to Aero Mexico. The new lease is an operating lease which expires in October 2002.

**ICON Cash Flow Partners L. P. Six
(A Delaware Limited Partnership)**

Notes to Consolidated Financial Statements (continued)

Information as to the financial position and results of operations of ICON Cash Flow LLC I as of and for the six months ended June 30, 2001 and 2000 is summarized below:

	<u>June 30, 2001</u>	<u>June 30, 2000</u>
Assets	\$ <u>18,149,947</u>	\$ <u>16,431,356</u>
Liabilities	\$ <u>10,711,220</u>	\$ <u>9,470,874</u>
Equity	\$ <u>7,438,727</u>	\$ <u>6,960,482</u>
Partnership's share of equity	\$ <u>74,387</u>	\$ <u>69,604</u>
	Six Months Ended June 30, 2001	Six Months Ended <u>June 30, 2000</u>
Net income	\$ <u>275,570</u>	\$ <u>490,352</u>
Partnership's share of net income	\$ <u>2,756</u>	\$ <u>4,903</u>

ICON Receivables 1997-A L.L.C.

In March 1997 the Partnership, ICON Cash Flow Partners, L.P., Series D ("Series D"), and ICON Cash Flow Partners L.P. Seven ("L.P. Seven"), contributed and assigned equipment lease and finance receivables and residuals to ICON Receivables 1997-A L.L.C. ("1997-A"), a special purpose entity created for the purpose of originating leases, managing existing contributed assets and securitizing its portfolio. In September 1997 the Partnership, Series E and L.P. Seven contributed and assigned additional equipment lease and finance receivables and residuals to 1997-A. The Partnership, Series D, Series E and L.P. Seven received a 31.03%, 17.81% 31.19% and 19.97% interest, respectively, in 1997-A based on the value of their related contributions. In September 1997, 1997-A securitized substantially all of its equipment leases and finance receivables and residuals. 1997-A became the beneficial owner of a trust. The Partnership accounts for its investment in 1997-A under the equity method of accounting. The Partnership's original investment was recorded at cost and is adjusted by its share of earnings, losses and distributions thereafter.

**ICON Cash Flow Partners L. P. Six
(A Delaware Limited Partnership)**

Notes to Consolidated Financial Statements (continued)

Information as to the financial position and results of operations of 1997-A as of and for the six months ended June 30, 2001 and 2000 is summarized below:

	<u>June 30, 2001</u>	<u>June 30, 2000</u>
Assets	\$ <u>5,196,836</u>	\$ <u>13,201,640</u>
Liabilities	\$ <u>4,872,966</u>	\$ <u>10,160,355</u>
Equity	\$ <u>323,870</u>	\$ <u>3,041,285</u>
Partnership's share of equity	\$ <u>100,508</u>	\$ <u>982,770</u>
	<u>Six Months Ended June 30, 2001</u>	<u>Six Months Ended June 30, 2000</u>
Net (loss) income	\$ <u>(1,868,675)</u>	\$ <u>186,848</u>
Partnership's share of net income (loss)	\$ <u>(618,829)</u>	\$ <u>58,010</u>
Distributions	\$ <u>-</u>	\$ <u>450,866</u>
Partnership's share of distributions	\$ <u>-</u>	\$ <u>136,926</u>

1997-A recorded a provision for bad debt of \$1,825,000 during the six month period ended June 30, 2001.

ICON Receivables 1997-B L.L.C.

In August 1997 the Partnership, Series E and L.P. Seven formed ICON Receivables 1997-B L.L.C. ("1997-B"), for the purpose of originating leases and securitizing its portfolio. The Partnership, Series E and L.P. Seven contributed cash and received an 8.33%, 75% and 16.67% interest, respectively, in 1997-B. The Partnership's cash contributions amounted to \$250,000 in 1997 and \$163,978 in 1998 and \$30,260 in 1999. In October 1998, 1997-B completed an equipment securitization. The net proceeds from the securitization of these assets were used to pay-off the remaining 1997-B Warehouse Facility balance and any remaining proceeds were distributed to the 1997-B members in accordance with their membership interests. The Partnership accounts for its investment in 1997-B under the equity method of accounting. The Partnership's original investment was recorded at cost and is adjusted by its share of earnings, losses and distributions thereafter.

**ICON Cash Flow Partners L. P. Six
(A Delaware Limited Partnership)**

Notes to Consolidated Financial Statements (continued)

Information as to the financial position and results of operations of 1997-B as of and for the six months ended June 30, 2001 and 2000 is summarized below:

	<u>June 30, 2001</u>	<u>June 30, 2000</u>
Assets	\$ <u>13,597,728</u>	\$ <u>24,484,347</u>
Liabilities	\$ <u>11,652,865</u>	\$ <u>22,186,671</u>
Equity	\$ <u>1,944,863</u>	\$ <u>2,297,676</u>
Partnership's share of equity	\$ <u>162,006</u>	\$ <u>203,773</u>
	<u>Six Months Ended June 30, 2001</u>	<u>Six Months Ended June 30, 2000</u>
Net (loss) income	\$ <u>(311,245)</u>	\$ <u>461,992</u>
Partnership's share of net (loss) income	\$ <u>(25,927)</u>	\$ <u>38,484</u>

1997-B recorded a provision for bad debts of \$275,000 during the six month period ended June 30, 2001.

ICON Boardman Funding L.L.C.

In December 1998 the Partnership and three affiliates, Series C, L.P. Seven and ICON Income Fund Eight A L.P. ("Eight A") formed ICON Boardman Funding L.L.C. ("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, Series C, 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. Simultaneously with the acquisition of the Portland General Electric lease by ICON BF, a portion of the rent receivable in excess of the senior debt payments was acquired by the Partnership from ICON BF for \$3,801,108. On March 30, 1999, ICON BF acquired the Partnership's investment in the portion of the rent in excess of the senior debt payments for \$3,097,637 and financed, with a third party, all of the rent receivable in excess of the senior debt payments. ICON BF received \$7,643,867 from the financings. There was no gain or loss to the Partnership on this transaction. The proceeds from the financing were then distributed to the members of ICON BF.

**ICON Cash Flow Partners L. P. Six
(A Delaware Limited Partnership)**

Notes to Consolidated Financial Statements (continued)

Information as to the financial position and results of operations of ICON BF as of and for the six months ended June 30, 2001 and 2000 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>Six Months Ended June 30, 2001</u>	<u>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>2,805</u>

AIC Trust

During 1999, L.P. Seven, an affiliate of the Partnership, acquired a portfolio of equipment leases for \$6,854,830. Subsequently, L.P. Seven sold interests in this portfolio at various dates in 1999 to Eight A, an affiliate of the Partnership, for \$3,000,000 and to the Partnership for \$1,750,000. These sales were made at book value, which approximated fair market value at the dates of sale. L.P. Seven recognized no gain or loss on the sales of these interests.

As a result of the sales of these interests, the Partnership and Eight A own interests aggregating 25.51% and 43.73% in the lease portfolio with L.P. Seven owning a 30.76% interest at that date. The lease portfolio is owned and operated as a joint venture ("AIC Trust"). Profits, losses, excess cash and disposition proceeds are allocated based upon the Partnerships' percentage ownership interests in the venture during the respective periods the Partnerships held such interests. The Partnership accounts for its investment under the equity method of accounting.

**ICON Cash Flow Partners L. P. Six
(A Delaware Limited Partnership)**

Notes to Consolidated Financial Statements (continued)

Information as to the unaudited financial position and results of operations of AIC Trust as of and for the six months ended June 30, 2001 and 2000 is summarized below:

	<u>June 30, 2001</u>	<u>June 30, 2000</u>
Assets	\$ <u>13,804,295</u>	\$ <u>18,050,244</u>
Liabilities	\$ <u>6,185,052</u>	\$ <u>10,910,913</u>
Equity	\$ <u>7,619,243</u>	\$ <u>7,139,331</u>
Partnership's share of equity	\$ <u>1,933,223</u>	\$ <u>1,812,194</u>
	<u>For the Six Months Ended June 30, 2001</u>	<u>For the Six Months Ended June 30, 2000</u>
Net income	\$ <u>252,958</u>	\$ <u>302,631</u>
Partnership's share of net income	\$ <u>64,504</u>	\$ <u>75,658</u>

ICON Cheyenne LLC

In 2000, the Partnership and three affiliates, L.P. Seven, Fund Eight A and ICON Income Fund Eight B L. P. ("Fund Eight B") formed ICON Cheyenne LLC ("ICON Cheyenne") for the purpose of acquiring a portfolio of lease investments. The purchase price totaled \$29,705,716 and was funded with cash and non-recourse debt assumed. The Partnership, Fund Eight A, L.P. Seven and Fund Eight B received 1%, 1%, 10.31%, and 87.69% interests, respectively, in ICON Cheyenne. The Partnership accounts for this investment under the equity method of accounting.

Information as to the financial position and results of operations of ICON Cheyenne as of and for the six months ended June 30, 2001 is summarized below:

	<u>June 30, 2001</u>
Assets	\$ <u>26,577,444</u>
Liabilities	\$ <u>14,555,068</u>
Equity	\$ <u>12,022,376</u>
Partnership's share of equity	\$ <u>120,217</u>
	<u>For the Six Months Ended June 30, 2001</u>
Net income	\$ <u>621,225</u>
Partnership's share of net income	\$ <u>6,212</u>

**ICON Cash Flow Partners L. P. Six
(A Delaware Limited Partnership)**

Notes to Consolidated Financial Statements (continued)

4. Acquisition and Disposition of Investment in Joint Venture

In December 1996, ICON Cash Flow Partners L.P. Seven (“L.P. Seven”) purchased for \$12,325,000 a 50% share of an option to acquire the 100% interest in a drilling rig, currently on lease to Rowan Companies, Inc.

In March 2000, L.P. Seven formed a joint venture for the purpose of owning the 50% share of the option to acquire the residual interest in the drilling rig. L.P. Seven contributed its investment in the option with a book value of \$12,394,328 to the joint venture (“Rowan Joint Venture”). Simultaneously, the Partnership acquired an interest in this joint venture for \$2,250,000. This transaction was recorded at cost, which approximated fair market value. L.P. Seven recognized no gain or loss on the sale of this interest to the Partnership. The Partnership had the right to put its interest in the joint venture back to L.P. Seven at any time on or after September 15, 2000 for 110% of the purchase price. L.P. Seven had the right to repurchase the interest in the joint venture from the Partnership at any time prior to September 15, 2000 for an amount equal to 105% of the Partnership’s purchase price.

In the third quarter of 2000, L.P. Seven exercised its right to repurchase the Partnership’s interest in the joint venture. As a result of this transaction, the Partnership recognized income from equity investment in joint ventures of \$112,500 in the third quarter of 2000.

5. Investment in Financings

In the second quarter of 2001, the original lease term of a production facility accounted for as a direct finance lease expired. The residual value at the end of the original lease term was \$1,810,085. The underlying equipment was financed under a five-year note agreement. The note received as a result of the financing is included in investment in financings. There was no gain or loss recognized when the underlying equipment residual value was financed under the note agreement.

**ICON Cash Flow Partners L.P. Six
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June 30, 2001

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

The Partnership's portfolio consisted of a net investment in finance leases, operating leases, investments in unconsolidated joint ventures and investments in financings of 22%, 64%, 8% and 6% of total investments at June 30, 2001, respectively, and 38%, 45%, 16% and 1% of total investments at June 30, 2000, respectively.

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

Revenues for the three months ended June 30, 2001 were \$843,580 representing a decrease of \$974,437 from 2000. The decrease in revenues was due primarily to decreases in finance income of \$739,717 and in income from equity investments in joint ventures of \$671,072. These decreases were partially offset by increases in rental income of \$316,489, and gain on sales of equipment of \$83,728. The decrease in finance income resulted primarily from a high level of renewal rent received in the second quarter of 2000 on certain leases which were in excess of the remaining residual values and to a lesser extent from a decrease in the average size of the finance lease portfolio from 2000 to 2001. The loss from equity investment in joint ventures of \$581,483 in 2001 compared to income of \$89,589 in 2000 was the result of provisions for bad debts recorded by two of the underlying joint ventures, 1997-A and 1997-B of \$1,700,000 and \$150,000, respectively, in the 2001 period. Rental income increased as a result of the Partnership's acquisition of a portfolio of operating lease equipment in the fourth quarter of 2000. The increase in gain on sales of equipment was due to an increase in the number of leases maturing for which the proceeds received were in excess of the carrying value of the equipment.

Expenses for the three months ended June 30, 2001 were \$1,186,102 representing an increase of \$303,693 from 2000. The increase in expenses was primarily the result of increases in depreciation expense of \$274,268 and interest expense of \$110,670. These increases were partially offset by decreases in general and administrative expenses of \$78,047 and amortization of initial direct costs of \$5,495. Depreciation expense and interest expense increased as a result of the Partnership's acquisition of a portfolio of operating lease equipment in the fourth quarter of 2000, which was funded with cash and non-recourse borrowings assumed in the purchase price. Interest expense also increased due to a higher average effective interest rate on overall borrowings in 2001. The decreases in general and administrative expenses and amortization of initial direct costs resulted primarily from lower professional fee levels in 2001 and a decrease in the average size of the finance lease portfolio from 2000 to 2001.

Net (loss) income for the three months ended June 30, 2001 and 2000 was (\$342,522) and \$935,608 respectively. The net (loss) income per weighted average limited partnership unit outstanding was (\$.90) and \$2.45 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 \$2,745,021 representing a decrease of \$268,993 from 2000. The decrease in revenues was due primarily to decreases in finance income of \$851,461 and in income from equity investment in joint ventures of \$747,645. These decreases were partially offset by increases in rental income of \$697,415 and gain on sales of equipment of \$535,691. The decrease in

finance income resulted primarily from a high level of renewal rent received in the second quarter of 2000

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on certain leases which were in excess of the remaining residual values and to a lesser extent from a decrease in the average size of the finance lease portfolio from 2000 to 2001. The loss from equity investment in joint ventures of \$567,785 in 2001 compared to income of \$179,860 in 2000 was the result of provisions for bad debts recorded by two of the underlying joint ventures, 1997-A and 1997-B of \$1,825,000 and \$275,000, respectively, in the 2001 period. Rental income increased as a result of the Partnership's acquisition of a portfolio of operating lease equipment in the fourth quarter of 2000. Gain on sale of equipment increased primarily from the first quarter sale of equipment to National Broadcasting Company in the first quarter of 2001, which generated a gain of approximately \$470,000.

Expenses for the six months ended June 30, 2001 were \$2,400,246 representing an increase of \$660,070 from 2000. The increase in expenses resulted primarily from increases in depreciation expense of \$548,536 and interest expense of \$235,517. These increases were partially offset by a decrease in general and administrative expenses of \$70,998. Depreciation expense and interest expense increased as a result of the Partnership's acquisition of a portfolio of operating lease equipment in the fourth quarter of 2000 which was funded with cash and non-recourse borrowings assumed in the purchase price. Interest expense also increased due to a higher average effective interest rate on overall borrowings in 2001. The decrease in general and administrative expenses resulted primarily from lower professional fee levels in 2001.

Net income for the six months ended June 30, 2001 and 2000 was \$ 344,775 and \$ 1,273,838, respectively. The net income per weighted average limited partnership unit outstanding was \$.90 and \$ 3.33 for 2001 and 2000, respectively.

Liquidity and Capital Resources

The Partnership's primary source of funds for the six months ended June 30, 2001 and 2000 was proceeds from the sale of equipment of \$3,652,921 in 2001 and proceeds from borrowings of \$11,752,147 in 2000. These funds were used to fund cash distributions to partners, make scheduled payments on borrowings and, in 2000, to fund an investment in unconsolidated joint ventures. The Partnership intends to fund its future debt servicing requirements and cash distributions utilizing cash from operations and proceeds from sales of equipment. Cash distributions to limited partners for the six months ended June 30, 2001 and 2000 totaled \$2,881,300 and \$2,033,752, respectively.

As of June 30, 2001, except as noted above, there were no known trends or demands, commitments, events or uncertainties which are likely to have a material effect on liquidity. As cash is realized from operations and sales of equipment, the Partnership will distribute substantially all available cash, after retaining sufficient cash to meet its reserve requirements and recurring obligations.

Item 3. Qualitative and Quantitative Disclosures About Market Risk

The Partnership is exposed to certain market risks, primarily changes in interest rates. The Partnership believes its exposure to other market risks are insignificant to both its financial position and results of operations.

The Partnership manages its interest rate risk by obtaining fixed rate debt. The fixed rate debt service obligation streams are generally matched by fixed rate lease receivable streams generated by the Partnership's lease investments.

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PART II - OTHER INFORMATION

Item 6 - Exhibits and Reports on Form 8-K

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

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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. Six
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)