

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

FORM 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended

December 31, 2015

or

☐ 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

000-51916

ICON Leasing Fund Eleven, LLC

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

20-1979428

(I.R.S. Employer Identification No.)

3 Park Avenue, 36th Floor
New York, New York

(Address of principal executive offices)

10016

(Zip Code)

(212) 418-4700

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act: **Shares of Limited Liability Company Interests**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes ☐ No ☒

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 ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes ☐ No ☒

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: **Not applicable. There is no established market for the shares of limited liability company interests of the registrant.**

Number of outstanding shares of limited liability company interests of the registrant on March 21, 2016 is 362,656.

DOCUMENTS INCORPORATED BY REFERENCE

None.

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PART I

Forward-Looking Statements

Certain statements within this Annual Report on Form 10-K may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (“PSLRA”). These statements are being made pursuant to the PSLRA, with the intention of obtaining the benefits of the “safe harbor” provisions of the PSLRA, and, other than as required by law, we assume no obligation to update or supplement such statements. Forward-looking statements are those that do not relate solely to historical fact. They include, but are not limited to, any statement that may predict, forecast, indicate or imply future results, performance, achievements or events. You can identify these statements by the use of words such as “may,” “would,” “could,” “anticipate,” “believe,” “estimate,” “expect,” “continue,” “further,” “plan,” “seek,” “intend,” “predict” or “project” and variations of these words or comparable words or phrases of similar meaning. These forward-looking statements reflect our current beliefs and expectations with respect to future events. They are based on assumptions and are subject to risks and uncertainties and other factors outside our control that may cause actual results to differ materially from those projected. We undertake no obligation to update publicly or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

Item 1. Business

Our History

ICON Leasing Fund Eleven, LLC (the “LLC” or “Fund Eleven”) was formed on December 2, 2004 as a Delaware limited liability company. The LLC will continue until December 31, 2024, unless terminated sooner. When used in this Annual Report on Form 10-K, the terms “we,” “us,” “our” or similar terms refer to the LLC and its consolidated subsidiaries.

Our manager is ICON Capital, LLC, a Delaware limited liability company (the “Manager”). Our Manager manages and controls our business affairs, including, but not limited to, our equipment leases and other financing transactions, pursuant to the terms of our amended and restated limited liability company agreement (the “LLC Agreement”).

Our offering period began in April 2005 and ended in April 2007. We initially offered shares of limited liability company interests (“Shares”) with the intention of raising up to \$200,000,000 of capital. On March 8, 2006, we commenced a consent solicitation of our members to amend and restate our LLC Agreement in order to increase the maximum offering amount from up to \$200,000,000 to up to \$375,000,000. The consent solicitation was completed on April 21, 2006 with the requisite consents received from our members. We filed a new registration statement (the “New Registration Statement”) to register up to an additional \$175,000,000 of Shares with the Securities and Exchange Commission (the “SEC”) on May 2, 2006. The New Registration Statement was declared effective by the SEC on July 3, 2006, and we commenced the offering of the additional 175,000 Shares thereafter.

Our initial closing was on May 6, 2005 with the sale of 1,200 Shares, representing \$1,200,000 of capital contributions. Through the end of our offering period on April 21, 2007, we sold 365,199 Shares, representing \$365,198,690 of capital contributions. In addition, pursuant to the terms of our offering, we established a cash reserve in the amount of 0.5% of the gross offering proceeds, or \$1,825,993. Through December 31, 2015, we repurchased 2,543 Shares, bringing the total number of outstanding Shares to 362,656. During the period from May 6, 2005 through December 31, 2007, we paid the following commissions and fees in connection with the offering of Shares: (i) \$29,210,870 of sales commissions to third parties, (ii) \$6,978,355 of organizational and offering expenses to our Manager and (iii) \$7,304,473 of dealer-manager fees to CION Securities, LLC, formerly known as ICON Securities LLC, our dealer-manager in the offering and an affiliate of our Manager.

Our operating period ended on April 30, 2014 after having been extended for two years. On May 1, 2014, we commenced our liquidation period, which has continued for more than one year. During our liquidation period, we have sold and will continue to sell our assets and/or let our investments mature in the ordinary course of business. Our liquidation period will continue if the sale of our remaining assets is not in the best interests of our members due to, among other things, current market conditions.

Our Business

We operated as an equipment leasing and finance program in which the capital our members invested was pooled together to make investments, pay fees and establish a small reserve. We primarily acquired equipment subject to lease, purchased equipment and leased it to third parties, provided equipment and other financing and, to a lesser degree, acquired ownership rights to items of leased equipment at lease expiration. Some of our equipment leases were acquired for cash and were expected

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to provide current cash flow, which we refer to as “income” leases. For our other equipment leases, we financed the majority of the purchase price through borrowings from third parties. We refer to these leases as “growth” leases. These growth leases generated little or no current cash flow because substantially all of the rental payments received from the lessee were used to service the indebtedness associated with acquiring or financing the lease. For these leases, we anticipated that the future value of the leased equipment would exceed our cash portion of the purchase price.

We divide the life of the LLC into three distinct phases:

- (1) *Offering Period:* The period during which we offered and sold Shares to investors. We invested most of the net proceeds from the sale of Shares in equipment leases and other financing transactions.
- (2) *Operating Period:* After the close of the offering period on April 21, 2007, we reinvested the cash generated from our investments to the extent that cash was not needed for our expenses, reserves and distributions to members. The operating period ended on April 30, 2014.
- (3) *Liquidation Period:* On May 1, 2014, we commenced our liquidation period, which has continued for more than one year. During our liquidation period, we have sold and will continue to sell our assets and/or let our investments mature in the ordinary course of business. Our liquidation period will continue if the sale of our remaining assets is not in the best interests of our members due to, among other things, current market conditions.

At December 31, 2015 and 2014, we had total assets of \$5,885,335 and \$33,574,889, respectively. For the year ended December 31, 2015, one lessee accounted for all of our total rental income of \$6,360,041. We had a net loss attributable to us for the year ended December 31, 2015 of \$12,424,431. For the year ended December 31, 2014, one lessee and one borrower accounted for 94.9% of our total rental and finance income of \$9,517,066. We had net income attributable to us for the year ended December 31, 2014 of \$703,275.

At December 31, 2015, our portfolio consisted of a 39% ownership interest in a joint venture that purchased a portion of a subordinated credit facility for Jurong Aromatics Corporation Pte. Ltd. (“JAC”) from Standard Chartered Bank (“Standard Chartered”), which matures in January 2021. The subordinated credit facility is secured by a second priority security interest in all equipment, plant and machinery associated with a condensate splitter and aromatics complex.

For a discussion of the significant transactions that we engaged in during the years ended December 31, 2015 and 2014, please refer to “Item 7. Manager’s Discussion and Analysis of Financial Condition and Results of Operations.”

Segment Information

We engaged in one business segment, the business of purchasing equipment and leasing it to third parties, providing equipment and other financing, acquiring equipment subject to lease and, to a lesser degree, acquiring ownership rights to items of leased equipment at lease expiration.

Competition

The commercial leasing and financing industry is highly competitive and is characterized by competitive factors that vary based upon product and geographic region. When we made our investments we competed, and as we seek to liquidate our portfolio we compete, with a variety of competitors including other equipment leasing and finance funds, hedge funds, private equity funds, captive and independent finance companies, commercial and industrial banks, manufacturers and vendors. Such competitors may have been and/or may be in a position to offer equipment to prospective customers on financial terms that were or are more favorable than those that we could offer or that we can offer in liquidating our portfolio, which may have affected our ability to make our investments and may affect our ability to liquidate our portfolio, in each case, in a manner that would enable us to achieve our investment objectives.

Employees

We have no direct employees. Our Manager has full and exclusive control over our management and operations.

Available Information

Our Annual Report on Form 10-K, our most recent Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K, and any amendments to those reports, are available free of charge on our Manager’s internet website at <http://www.iconinvestments.com> as soon as reasonably practicable after such reports are electronically filed with or furnished

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to the SEC. The information contained on our Manager's website is not deemed part of this Annual Report on Form 10-K. Our reports are also available on the SEC's website at <http://www.sec.gov>.

Financial Information Regarding Geographic Areas

Certain of our investments generate revenue in geographic areas outside of the United States. For additional information, see Note 12 to our consolidated financial statements.

Item 1A. Risk Factors

Smaller reporting companies are not required to provide the information required by this item.

Item 1B. Unresolved Staff Comments

Not applicable.

Item 2. Properties

We neither own nor lease office space or any other real property in our business at the present time.

Item 3. Legal Proceedings

In the ordinary course of conducting our business, we may be subject to certain claims, suits and complaints filed against us. See "Item 7. Manager's Discussion and Analysis of Financial Condition and Results of Operations - Commitments and Contingencies and Off-Balance Sheet Transactions" located elsewhere in this Annual Report on Form 10-K for a complete discussion of the Equipment Acquisition Resources, Inc. ("EAR") matter. Notwithstanding our Manager's belief that the EAR trustee's claims against us are unsupported by the facts, an adverse ruling or settlement may have a material impact on our consolidated financial position or results of operations. We are not aware of any other material legal proceedings that are currently pending against us or against any of our assets.

Item 4. Mine Safety Disclosures

Not applicable.

PART II**Item 5. Market for Registrant's Securities, Related Security Holder Matters and Issuer Purchases of Equity Securities****Overview**

<u>Title of Class</u>	<u>Number of Members as of March 21, 2016</u>
Manager (as a member)	1
Additional members	8,983

We, at our Manager's discretion, paid monthly distributions to each of our additional members beginning the first month after each such member was admitted through May 2012. We did not pay any distributions during our extended operating period. During our liquidation period, we have paid and may continue to pay distributions in accordance with the terms of our LLC Agreement. We expect that distributions paid during the liquidation period will vary, depending on the timing of the sale of our asset and/or the maturity of our investment, and our receipt of finance and other income from our investment. We paid distributions to additional members totaling \$6,999,866 and \$28,004,466 for the years ended December 31, 2015 and 2014, respectively. Additionally, we paid our Manager distributions of \$70,705 and \$282,873 for the years ended December 31, 2015 and 2014, respectively.

Our Shares are not publicly traded and there is no established public trading market for our Shares. Given that it is unlikely that any such market will develop, our Shares are generally considered illiquid. Even if an additional member is able to sell our Shares, the price received may be less than our estimated value ("Value") per Share indicated below.

Our estimated Value per Share as of December 31, 2015 (the "Valuation Date") has been determined to be \$12.70 per Share. The estimated Value per Share is based upon the estimated fair market value of our assets and liabilities as of the Valuation Date, divided by the total number of our Shares outstanding as of the Valuation Date. Since our only remaining investment is owned by a joint venture, we only include our share of assets and liabilities based on our ownership percentage in such joint venture. * The information used to generate the estimated Value per Share, including, but not limited to, market information, investment and asset-level data and other information provided by third parties, was the most recent information practically available as of the Valuation Date. This estimated Value per Share is provided to assist (i) plan fiduciaries in fulfilling their annual valuation obligations as required by The Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and (ii) broker-dealers that participated in our offering of Shares in meeting their customer account statement reporting obligations as required by the Financial Industry Regulatory Authority, Inc. ("FINRA").

The estimated Value per Share was calculated by our Manager partly based on the fair market value provided by Hilco Enterprise Valuation Services, LLC ("Hilco"), a third-party independent valuation and consulting firm engaged by our Manager to provide material assistance related to the valuation of our only remaining investment, as further described below. The engagement of Hilco was approved by our Manager. Hilco is one of the world's largest and most diversified business asset appraisers and valuation advisors, providing valuation opinions across virtually every business asset category.

Process and Methodology

Our Manager established the estimated Value per Share as of the Valuation Date partly based on the fair market value of our only remaining investment provided by Hilco. In arriving at its fair market value, Hilco utilized valuation methodologies that both our Manager and Hilco believe are standard and acceptable in the equipment financing industry for the types of assets held by us. The valuation was performed in accordance with standard industry practice and the provisions of NASD Rule 2340 and FINRA Rule 2310. The valuation was also performed in accordance with the provisions of the guidelines established by the Uniform Standards of Professional Appraisal Practice. The fair market value provided by Hilco is in accordance with Accounting Standards Codification 820.

A summary of the methodology used by Hilco, as well as the assumptions and limitations of their work for us and of our determination of estimated Value, are presented below.

* Our only remaining investment described in this Item 5 is not consolidated and presented on our consolidated balance sheet as of December 31, 2015, but rather included as part of investment in joint ventures on our consolidated balance sheet as of December 31, 2015.

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Discounted Cash Flow

The discounted cash flow (“DCF”) method was used to estimate Value using the concept of the time value of money. All projected future cash flows accruing to the asset were estimated and discounted to give their present values. The sum of all projected future cash flows, both incoming and outgoing, comprises the net present value, which was recognized as the value or price of the cash flows.

Valuation of Note Receivable

The estimated fair market value of our note receivable at the Valuation Date was derived by applying the DCF method to the projected cash flows accruing to the asset using a discount rate reflecting the risks associated with such asset and the time value of money. The discounted projected cash flows included all unpaid principal, interest, and fee payments for the scheduled term period of the asset. An analysis of the borrower was conducted to determine viability of payment and total debt coverage, as well as to ascertain the borrower's risk level, with such considerations reflected in the implied discount rate used in discounting the cash flows.

The discount rate used was 12.3%.

Cash, Other Assets and Other Liabilities

Cash, other assets and other liabilities (collectively, “Other Net Assets”) include our share of items of tangible or monetary value as of the Valuation Date. The fair market values of Other Net Assets as of the Valuation Date were estimated to approximate their carrying values because of their nature or short-term maturities. Excluded from Other Net Assets are our shares of deferred financing costs and deferred revenue, which our Manager estimated as having a minimal fair value as of the Valuation Date.

Assumptions and Limitations

As with any valuation methodology, the methodologies used to determine our estimated Value per Share are based upon a number of estimates and assumptions that may prove later to be inaccurate or incomplete. Further, different market participants using different assumptions and estimates could derive different estimated values. Our estimated Value per Share may also not represent the price that our Shares would trade at on a national securities exchange, the amount realized in a sale, merger or liquidation, or the amount an additional member would realize in a private sale of our Shares.

The estimated Value per Share calculated by our Manager is based on economic, market and other conditions and the information available to us and Hilco as of the Valuation Date. The estimated Value per Share is expected to fluctuate over time in response to future events, including, but not limited to, changes in market interest rates, changes in economic, market and regulatory conditions, the prospects of the asset sectors in general or in particular, or the special purpose vehicle in which the asset is held, rental and growth rates, returns on competing investments, changes in administrative expenses and other costs, and the amount of distributions paid on our Shares. The estimated Value per Share may also change as a result of changes in the circumstances of the risks associated with the investment.

There is no assurance that the methodologies used to calculate the estimated Value per Share would be acceptable to FINRA or in compliance with guidelines promulgated under ERISA with respect to their respective reporting requirements.

Our Manager is ultimately and solely responsible for the establishment of our estimated Value per Share. In arriving at its determination of the estimated Value per Share, our Manager considered all information provided in light of its own familiarity with our assets and liabilities and the estimated fair market value recommended by Hilco.

We currently expect that our next estimated Value per Share will be based upon our assets and liabilities as of December 31, 2016 and such value will be included in our Annual Report on Form 10-K for the year ending December 31, 2016. We intend to publish an updated estimated Value per Share annually in our subsequent Annual Reports on Form 10-K.

Item 6. Selected Financial Data

Smaller reporting companies are not required to provide the information required by this item.

Item 7. Manager's Discussion and Analysis of Financial Condition and Results of Operations

Our Manager's Discussion and Analysis of Financial Condition and Results of Operations relates to our consolidated financial statements and should be read in conjunction with our consolidated financial statements and notes thereto appearing elsewhere in this Annual Report on Form 10-K. Statements made in this section may be considered forward-looking. These statements are not guarantees of future performance and are based on current expectations and assumptions that are subject to risks and uncertainties. Actual results could differ materially because of these risks and assumptions. Please refer to "Part I. Forward-Looking Statements" located elsewhere in this Annual Report on Form 10-K.

Overview

We operated as an equipment leasing and finance program in which the capital our members invested was pooled together to make investments, pay fees and establish a small reserve. We primarily acquired equipment subject to lease, purchased equipment and leased it to third parties, provided equipment and other financing and, to a lesser degree, acquired ownership rights to items of leased equipment at lease expiration. Some of our equipment leases were acquired for cash and were expected to provide current cash flow, which we refer to as "income" leases. For our other equipment leases, we financed the majority of the purchase price through borrowings from third parties. We refer to these leases as "growth" leases. These growth leases generated little or no current cash flow because substantially all of the rental payments received from the lessee were used to service the indebtedness associated with acquiring or financing the lease. For these leases, we anticipated that the future value of the leased equipment would exceed our cash portion of the purchase price.

Our Manager manages and controls our business affairs, including, but not limited to, our equipment leases and other financing transactions, under the terms of our LLC Agreement.

Our operating period ended on April 30, 2014 after having been extended for two years. During our operating period, additional investments were made with the cash generated from our investments to the extent that the cash was not needed for expenses, reserves and distributions to members. On May 1, 2014, we commenced our liquidation period, which has continued for more than one year. During our liquidation period, we have sold and will continue to sell our assets and/or let our investments mature in the ordinary course of business. Our liquidation period will continue if the sale of our remaining assets is not in the best interests of our members due to, among other things, current market conditions.

Current Business Environment

Recent trends indicate that domestic and global equipment financing volume is correlated to overall business investments in equipment, which are typically impacted by general economic conditions. As the economy slows or builds momentum, the demand for productive equipment generally slows or builds and equipment financing volume generally decreases or increases, depending on a number of factors. These factors include the availability of liquidity to provide equipment financing and/or provide it on terms satisfactory to borrowers, lessees, and other counterparties, as well as the desire to upgrade equipment and/or expand operations during times of growth, but also in times of recession in order to, among other things, seize the opportunity to obtain competitive advantage over distressed competitors and/or increase business as the economy recovers.

Our Manager believes the global economic recovery is likely to slow down in 2016, primarily due to a weakness in foreign growth and a reduction of global demand. As of December 31, 2015, our only remaining investment, which we hold through a joint venture, consisted of a 39% ownership interest in a note receivable secured by a second priority security interest in all equipment, plant and machinery associated with a condensate splitter and aromatics complex located in Singapore. A general economic slow-down in China and India leading to lower demand from such countries, as well as the price decline of energy and other commodities, has had, among other things, a negative impact on this investment, which has resulted in the joint venture recording credit losses (see "Significant Transactions" below). These factors may continue to have an impact on the performance of this investment.

Significant Transactions

We engaged in the following significant transactions during the years ended December 31, 2015 and 2014:

Assets Held for Sale

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During 2008, we invested approximately \$13,427,000 in semiconductor manufacturing equipment, partly through our wholly-owned subsidiary, ICON EAR II, LLC (“ICON EAR II”), and partly through a joint venture, ICON EAR, LLC (“ICON EAR”), owned 45% by us and 55% by ICON Leasing Fund Twelve, LLC (“Fund Twelve”), an entity also managed by our Manager. ICON EAR II and ICON EAR are collectively referred to as the “ICON EAR entities.” All of the equipment was leased to EAR. As additional security for the leases, the ICON EAR entities received mortgages on certain parcels of real property located in Jackson Hole, Wyoming.

In October 2009, certain facts came to light that led our Manager to believe that EAR was perpetrating a fraud against EAR’s lenders, including the ICON EAR entities. On October 23, 2009, EAR filed a petition for reorganization under Chapter 11 of the U.S. Bankruptcy Code.

On June 7, 2010, the ICON EAR entities received judgments in the New York State Supreme Court against two principals of EAR who had guaranteed EAR’s lease obligations. The ICON EAR entities have had the New York State Supreme Court judgments recognized in Illinois, where the principals live, but do not currently anticipate being able to collect on such judgments.

On October 21, 2011, the Chapter 11 bankruptcy trustee for EAR filed an adversary complaint against the ICON EAR entities seeking the recovery of the lease payments that the trustee alleged were fraudulently transferred from EAR to the ICON EAR entities. The complaint also sought the recovery of payments made by EAR to the ICON EAR entities during the 90-day period preceding EAR’s bankruptcy filing, alleging that those payments constituted a preference under the U.S. Bankruptcy Code. Additionally, the complaint sought the imposition of a constructive trust over certain real property and the proceeds from the sale that the ICON EAR entities received as security in connection with their investment. Our Manager filed an answer to the complaint that included certain affirmative defenses. Since that time, substantial discovery was completed. Our Manager still believes these claims are unsupported by the facts, but given the risks, costs and uncertainty surrounding litigation in bankruptcy, our Manager would engage in prudent settlement discussions to resolve this matter expeditiously. At this time, we are unable to predict the outcome of this action or loss therefrom, if any; however, an adverse ruling or settlement may have a material impact on our consolidated financial position or results of operations.

Subsequent to the filing of the bankruptcy petition, EAR disclaimed any right to its equipment and such equipment became the subject of an Illinois State Court proceeding. The equipment was subsequently sold as part of the Illinois State Court proceeding. On March 6, 2012, one of the creditors in the Illinois State Court proceeding won a summary judgment motion filed against the ICON EAR entities, thereby dismissing the ICON EAR entities’ claims to the proceeds resulting from the sale of the EAR equipment. The ICON EAR entities appealed this decision. On September 16, 2013, the lower court’s ruling was affirmed by the Illinois Appellate Court. On October 21, 2013, the ICON EAR entities filed a Petition for Leave to Appeal with the Supreme Court of Illinois appealing the decision of the Illinois Appellate Court, which petition was denied on January 29, 2014. During the year ended December 31, 2014, ICON EAR II sold its only remaining asset consisting of the real property for \$84,932. No material gain or loss was recorded as a result of this sale. Prior to the sale, ICON EAR II recognized an impairment charge of \$28,407 based on the then estimated fair value less cost to sell the real property.

On April 8, 2013, Heuliez SA and Heuliez Investissements SNC (collectively, “Heuliez”) filed for “Redressement Judiciaire,” a proceeding under French law similar to Chapter 11 reorganization under the U.S. Bankruptcy Code. During the quarter ended September 30, 2013, we were notified by the French bankruptcy court of the court’s intention to liquidate the companies. Our Manager estimated the amount to be recovered in the liquidation proceedings based on a third-party appraisal and determined that a credit loss reserve in the amount of €1,738,846 (USD \$2,323,655) was required. On October 31, 2013, our finance lease with Heuliez was terminated. Effective as of November 1, 2013, we leased our auto parts manufacturing equipment to a third party who purchased most of Heuliez’s other real estate and movable assets pursuant to the bankruptcy proceeding for an amount of €2,000 per month. The auto parts manufacturing equipment in the amount of \$1,434,445 was reclassified to assets held for sale as of December 31, 2013.

During the year ended December 31, 2014, we sold all the auto parts manufacturing equipment to Heuliez for \$770,908. As a result of the sale, we recorded a loss on sale of equipment of \$425,092. Prior to the sale, we recognized an impairment charge of \$273,928 based on the then estimated fair value less cost to sell the equipment. The loss was offset by a gain on disposition of assets of foreign investment as a result of reclassifying \$178,410 of accumulated gain on currency translation adjustments out of accumulated other comprehensive income (“AOCT”) into gain on disposition of assets of foreign investment within the consolidated statements of comprehensive (loss) income.

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Mining Equipment

On August 5, 2013, we, through our wholly-owned subsidiary ICON Murray V, LLC (“ICON Murray V”), purchased mining equipment for \$1,979,268. The equipment was subject to a 36-month lease with Murray Energy Corporation (“Murray”) and its affiliate that was scheduled to expire on August 31, 2016. On June 30, 2014, we sold 100% of the limited liability company interests of ICON Murray V to Hardwood Partners, LLC for \$1,621,200. As a result, we recorded a gain on sale of \$74,809.

On September 12, 2013, a joint venture owned by us, Fund Twelve and ICON ECI Fund Sixteen (“Fund Sixteen”), an entity also managed by our Manager, purchased mining equipment for \$15,106,570. The equipment was subject to a 24-month lease with Murray and certain of its affiliates. On December 1, 2013 and February 1, 2014, Fund Sixteen contributed capital of \$933,678 and \$1,725,517, respectively, to the joint venture, inclusive of acquisition fees. Subsequent to Fund Sixteen’s second capital contribution, the joint venture was owned 67% by us, 13.2% by Fund Twelve and 19.8% by Fund Sixteen. The lease was scheduled to expire on September 30, 2015, but was extended for one month with an additional lease payment of \$635,512. On October 29, 2015, Murray purchased the equipment pursuant to the terms of the lease for \$2,991,400. As a result, a gain on sale of assets of \$448,710 was recognized by the joint venture. Pursuant to a remarketing agreement with a third party, the joint venture paid an aggregate remarketing fee of \$766,466 as part of the transaction.

Notes Receivable

On November 28, 2012, we made a secured term loan in the amount of \$5,400,000 to SAEExploration, Inc., SAEExploration Seismic Services (US), LLC and NES, LLC (collectively, “SAE”) as part of an \$80,000,000 term loan facility. The loan bore interest at 13.5% per year and was for a period of 48 months. The loan was secured by, among other things, a first priority security interest in all existing and thereafter acquired assets, including seismic testing equipment, of SAE and its parent company, SAEExploration Holdings, Inc. (“SAE Holdings”), and a pledge of all the equity interests in SAE and SAE Holdings. In addition, we acquired warrants, exercisable until December 5, 2022, to purchase 0.0675% of the outstanding common stock of SAE Holdings. On October 31, 2013, we entered into an amendment to the loan agreement with SAE to amend certain provisions and covenant ratios. As a result of the amendment, we received an amendment fee of \$40,915. On July 2, 2014, SAE satisfied its obligation in connection with the loan by making a prepayment of \$6,122,031, comprised of all outstanding principal, accrued interest and prepayment fees of \$599,185. The prepayment fees were recognized as additional finance income. On July 21, 2014, we exercised the warrants and received net cash proceeds of \$18,943, which resulted in a loss of \$57,501 that was recorded in loss on derivative financial instruments.

On February 12, 2013, we made a secured term loan in the amount of \$3,300,000 to NTS Communications, Inc. and certain of its affiliates (collectively, “NTS”) as part of a \$6,000,000 facility. On March 28, 2013, NTS borrowed \$935,000 and on June 27, 2013, NTS drew down the remaining \$2,365,000 from the facility. The loan bore interest at 12.75% per year and was scheduled to mature on July 1, 2017. The loan was secured by a first priority security interest in all equipment and assets of NTS. On June 6, 2014, NTS satisfied their obligations in connection with the loan by making a prepayment of \$3,301,481, comprised of all outstanding principal, accrued interest and a prepayment fee of \$125,400. The prepayment fee was recognized as additional finance income.

On May 15, 2013, a joint venture owned 39% by us, 21% by Fund Twelve and 40% by ICON ECI Fund Fifteen, L.P. (“Fund Fifteen”), an entity also managed by our Manager, purchased a portion of a \$208,038,290 subordinated credit facility for JAC from Standard Chartered for \$28,462,500. The subordinated credit facility initially bore interest at rates ranging between 12.5% and 15.0% per year and matures in January 2021. The subordinated credit facility is secured by a second priority security interest in all of JAC’s assets, which include, among other things, all equipment, plant and machinery associated with a condensate splitter and aromatics complex. Our initial contribution to the joint venture was \$11,100,376.

As of March 31, 2015, JAC was in technical default of the facility as a result of its failure to provide certain financial data to the joint venture. In addition, JAC realized lower than expected operating results caused in part by a temporary shutdown of its manufacturing facility due to technical constraints that have since been resolved. As a result, JAC failed to make the expected payment that was due to the joint venture during the three months ended March 31, 2015. Although this delayed payment did not trigger a payment default under the facility agreement, the interest rate payable by JAC under the facility increased from 12.5% to 15.5%.

During the three months ended June 30, 2015, an expected tolling arrangement did not commence and JAC’s stakeholders were unable to agree upon a restructuring plan. As a result, the manufacturing facility had not yet resumed operations and JAC continued to experience liquidity constraints. Accordingly, our Manager determined that there was doubt regarding the joint

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venture's ultimate collectability of the facility. Our Manager visited JAC's facility and engaged in discussions with JAC's other stakeholders to agree upon a restructuring plan. Based upon such discussions, which included a potential conversion of a portion of the facility to equity and/or a restructuring of the facility, our Manager believed that the joint venture may potentially not be able to recover approximately \$7,200,000 to \$25,000,000 of the outstanding balance due from JAC as of June 30, 2015. During the three months ended June 30, 2015, the joint venture recognized a credit loss of \$17,342,915, which our Manager believed was the most likely outcome based upon the negotiations at the time. Our share of the credit loss for the three months ended June 30, 2015 was \$6,421,388. During the three months ended June 30, 2015, the joint venture placed the facility on non-accrual status and no finance income was recognized.

During the three months ended September 30, 2015, JAC continued to be non-operational and therefore not able to service interest payments under the facility. Discussions between the senior lenders and certain other stakeholders of JAC ended as the senior lenders did not agree to amendments to their credit facilities as part of the broader restructuring that was being contemplated. As a result, JAC entered receivership on September 28, 2015. At September 30, 2015, our Manager reassessed the collectability of the facility by considering the following factors: (i) what a potential buyer may be willing to pay to acquire JAC based on a comparable enterprise value derived from EBITDA multiples and (ii) the average trading price of unsecured distressed debt in comparable industries. Our Manager also considered the proposed plan of converting a portion of the facility to equity and/or restructuring the facility in the event that JAC's stakeholders recommenced discussions. Based upon such reassessment, our Manager believed that the joint venture may potentially not be able to recover approximately \$21,800,000 to \$27,000,000 of the outstanding balance due from JAC prior to recording the initial credit loss. During the three months ended September 30, 2015, the joint venture recognized a credit loss of \$8,928,735, which our Manager believed was the most likely outcome derived from its reassessment. Our share of the credit loss for the three months ended September 30, 2015 was \$3,482,207. In January 2016, our Manager engaged in further discussions with JAC's other subordinated lenders and the Receiver regarding a near term plan for JAC's manufacturing facility. Based upon such discussions, our Manager anticipates that a one-year tolling arrangement with JAC's suppliers will be implemented during the first half of 2016 to allow JAC's facility to recommence operations. Although our Manager believes that the marketability of JAC's facility should improve if and when the facility recommences operations, our Manager does not anticipate that JAC will make any payments to the joint venture while operating under the expected tolling arrangement. Our Manager updated the collectability analysis under the facility as of December 31, 2015 and determined that comparable enterprise values derived from EBITDA multiples and trading prices of unsecured distressed debt in comparable industries each decreased. In addition, our Manager considered that, as of December 31, 2015, (i) a tolling arrangement with JAC's suppliers did not commence as originally anticipated; (ii) no further discussions occurred between JAC, the joint venture, the senior lenders and certain other stakeholders of JAC regarding a restructuring plan and (iii) JAC's manufacturing facility continues to be non-operational. Based upon these factors, our Manager believes that the joint venture's ultimate collectability of the facility may result in less of a recovery from its prior estimate. As a result, our Manager determined to record an additional credit loss of \$5,365,776, which our Manager believes is the most likely outcome derived from its reassessment as of December 31, 2015. Our share of the credit loss for the three months ended December 31, 2015 was \$2,092,652. An additional credit loss may be recorded in future periods based upon future developments of the receivership process or if the joint venture's ultimate collectability of the facility results in less of a recovery from its current estimate. Our Manager has also assessed impairment under the equity method of accounting for our investment in the joint venture and concluded that it is not impaired. For the years ended December 31, 2015 and 2014, the joint venture recognized finance income of \$1,152,580 and \$4,000,314, respectively, prior to the facility being placed on non-accrual status. As of December 31, 2015 and 2014, the net investment in note receivable held by the joint venture was \$5,365,776 and \$35,363,995, respectively, and our investment in the joint venture was \$2,098,529 and \$13,605,567, respectively.

As of December 31, 2014, we had two notes receivable with ZIM Integrated Shipping Services Ltd. ("ZIM") totaling \$5,350,503 that were due in full. The loans bore interest at 15% per year and matured on September 30, 2014. The loans were placed on non-accrual status during 2014. While there was no credit loss reserve recorded for the loans, we recorded a loss on litigation of \$650,503 during the year ended December 31, 2014 to increase our accrued obligation on the seller's credits to \$5,350,503 in light of the denial of the right to appeal the arbitration panel's ruling on August 7, 2014 (see "Commitments and Contingencies and Off-Balance Sheet Transactions" below). On January 19, 2015, we entered into a letter of mutual release with ZIM to release and discharge ZIM's obligation on our notes receivable as well as our accrued obligation on the seller's credits in the same amount.

Foreign Income Taxes

As of December 31, 2013, we had an income tax receivable of \$1,525,563 relating to expected income tax refunds primarily due to carrying back to previous tax years the loss realized for income tax purposes upon Teal Jones Group and Teal Jones Lumber Services, Inc. (collectively, "Teal Jones") satisfying their obligations in connection with the mortgage note

receivable and finance lease during the year ended December 31, 2013. In July 2014, we received the income tax refund of CAD \$1,627,520 (USD \$1,525,563).

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, *Revenue from Contracts with Customers* (“ASU 2014-09”), requiring revenue to be recognized in an amount that reflects the consideration expected to be received in exchange for goods and services. This new revenue standard may be applied retrospectively to each prior period presented, or retrospectively with the cumulative effect recognized as of the date of adoption. In August 2015, FASB issued ASU No. 2015-14, *Revenue from Contracts with Customers – Deferral of the Effective Date* (“ASU 2015-14”), which defers implementation of ASU 2014-09 by one year. Under such deferral, the adoption of ASU 2014-09 becomes effective for us on January 1, 2018, including interim periods within that reporting period. Early adoption is permitted, but not before our original effective date of January 1, 2017. We are currently in the process of evaluating the impact of the adoption of ASU 2014-09 on our consolidated financial statements.

In August 2014, FASB issued ASU No. 2014-15, *Presentation of Financial Statements – Going Concern: Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern* (“ASU 2014-15”), which provides guidance about management’s responsibility to evaluate whether there is substantial doubt about an entity’s ability to continue as a going concern and to provide related footnote disclosures. The adoption of ASU 2014-15 becomes effective for us on our fiscal year ending December 31, 2016, and all subsequent annual and interim periods. Early adoption is permitted. The adoption of ASU 2014-15 is not expected to have a material effect on our consolidated financial statements.

In January 2015, FASB issued ASU No. 2015-01, *Income Statement – Extraordinary and Unusual Items: Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items* (“ASU 2015-01”), which simplifies income statement presentation by eliminating the concept of extraordinary items. The adoption of ASU 2015-01 becomes effective for us on January 1, 2016, including interim periods within that reporting period. Early adoption is permitted. The adoption of ASU 2015-01 is not expected to have a material effect on our consolidated financial statements.

In February 2015, FASB issued ASU No. 2015-02, *Consolidation – Amendments to the Consolidation Analysis* (“ASU 2015-02”), which modifies the evaluation of whether limited partnerships and similar legal entities are variable interest entities or voting interest entities, eliminates the presumption that a general partner should consolidate a limited partnership, and affects the consolidation analysis by reducing the frequency of application of related party guidance and excluding certain fees in the primary beneficiary determination. The adoption of ASU 2015-02 becomes effective for us on January 1, 2016, including interim periods within that reporting period. Early adoption is permitted. The adoption of ASU 2015-02 is not expected to have a material effect on our consolidated financial statements.

In November 2015, FASB issued ASU No. 2015-17, *Balance Sheet Classification of Deferred Taxes* (“ASU 2015-17”), which simplifies the presentation of deferred taxes by requiring deferred tax assets and liabilities to be classified as non-current on a classified balance sheet. The adoption of ASU 2015-17 becomes effective for us on January 1, 2017, including interim periods within that reporting period. ASU 2015-17 may be adopted prospectively or retrospectively and early adoption is permitted. The adoption of ASU 2015-17 is not expected to have a material effect on our consolidated financial statements.

In January 2016, FASB issued ASU No. 2016-01, *Financial Instruments - Overall: Recognition and Measurement of Financial Assets and Financial Liabilities* (“ASU 2016-01”), which provides guidance related to accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments. In addition, FASB clarified guidance related to the valuation allowance assessment when recognizing deferred tax assets resulting from unrealized losses on available-for-sale debt securities. The adoption of ASU 2016-01 becomes effective for us on January 1, 2018, including interim periods within that reporting period. We are currently in the process of evaluating the impact of the adoption of ASU 2016-01 on our consolidated financial statements.

We do not believe any other recently issued, but not yet effective, accounting pronouncements, if currently adopted, would have a material effect on our consolidated financial statements.

Critical Accounting Policies

An understanding of our critical accounting policies is necessary to understand our financial results. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires our Manager to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities as of

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the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Significant estimates primarily include the determination of credit loss reserves, impairment losses, deferred tax valuation allowances, estimated useful lives and residual values. Actual results could differ from those estimates. We applied our critical accounting policies and estimation methods consistently in all periods presented. We consider the following accounting policies to be critical to our business:

- Lease classification and revenue recognition;
- Asset impairments;
- Depreciation;
- Notes receivable and revenue recognition;
- Credit quality of notes receivable and finance leases and credit loss reserve; and
- Valuation allowance on deferred tax assets or liabilities.

Lease Classification and Revenue Recognition

Each equipment lease we enter into is classified as either a finance lease or an operating lease, based upon the terms of each lease. The estimated residual value is a critical component of and can directly influence the determination as to whether a lease is classified as an operating or a finance lease.

Our Manager has an investment committee that approves each new equipment lease and other financing transaction. As part of its process, the investment committee determines the estimated residual value, if any, to be used once the investment has been approved. The factors considered in determining the residual value include, but are not limited to, the creditworthiness of the potential lessee, the type of equipment considered, how the equipment is integrated into the potential lessee's business, the length of the lease and the industry in which the potential lessee operates. Residual values are reviewed for impairment in accordance with our impairment review policy.

The residual value assumes, among other things, that the asset is utilized normally in an open, unrestricted and stable market. Short-term fluctuations in the marketplace are disregarded and it is assumed that there is no necessity either to dispose of a significant number of the assets, if held in quantity, simultaneously or to dispose of the asset quickly. The residual value is calculated using information from various external sources, such as trade publications, auction data, equipment dealers, wholesalers and industry experts, as well as inspection of the physical asset and other economic indicators.

For finance leases, we capitalize, at lease inception, the total minimum lease payments receivable from the lessee, the estimated unguaranteed residual value of the equipment at lease termination and the initial direct costs related to the lease less unearned income. Unearned income represents the difference between the sum of the minimum lease payments receivable, plus the estimated unguaranteed residual value, minus the cost of the leased equipment. Unearned income is recognized as finance income over the term of the lease using the effective interest rate method.

For operating leases, rental income is recognized on a straight-line basis over the lease term. Billed operating lease receivables are included in accounts receivable until collected or written off. We record a reserve if we deem any receivable not collectible. The difference between the timing of the cash received and the income recognized on a straight-line basis is recognized as either deferred revenue or other assets, as appropriate. Initial direct costs are capitalized as a component of the cost of the equipment and depreciated over the lease term.

Asset Impairments

The significant assets in our portfolio are periodically reviewed, no less frequently than annually or when indicators of impairment exist, to determine whether events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. An impairment loss will be recognized only if the carrying value of a long-lived asset is not recoverable and exceeds its fair market value. If there is an indication of impairment, we will estimate the future cash flows (undiscounted and without interest charges) expected from the use of the asset and its eventual disposition. Future cash flows are the future cash inflows expected to be generated by an asset less the future outflows expected to be necessary to obtain those inflows. If an impairment is determined to exist, the impairment loss will be measured as the amount by which the carrying value of a long-lived asset exceeds its fair value and recorded in the consolidated statements of comprehensive (loss) income in the period the determination is made.

The events or changes in circumstances that generally indicate that an asset may be impaired are (i) the estimated fair value of the underlying asset is less than its carrying value or (ii) the lessee is experiencing financial difficulties and it does not appear likely that the estimated proceeds from the disposition of the asset will be sufficient to satisfy the residual position in the asset.

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The preparation of the undiscounted cash flows requires the use of assumptions and estimates, including the level of future rents, the residual value expected to be realized upon disposition of the asset, estimated downtime between re-leasing events and the amount of re-leasing costs. Our Manager's review for impairment includes a consideration of the existence of impairment indicators including third-party appraisals, published values for similar assets, recent transactions for similar assets, adverse changes in market conditions for specific asset types and the occurrence of significant adverse changes in general industry and market conditions that could affect the fair value of the asset.

Depreciation

We record depreciation expense on equipment when the lease is classified as an operating lease. In order to calculate depreciation, we first determine the depreciable base, which is the equipment cost less the estimated residual value at lease termination. Depreciation expense is recorded on a straight-line basis over the lease term.

Notes Receivable and Revenue Recognition

Notes receivable are reported in our consolidated balance sheets at the outstanding principal balance, plus costs incurred to originate the loans, net of any unamortized premiums or discounts on purchased loans. We use the effective interest rate method to recognize finance income, which produces a constant periodic rate of return on the investment. Unearned income, discounts and premiums are amortized to finance income in our consolidated statements of comprehensive (loss) income using the effective interest rate method. Interest receivable related to the unpaid principal is recorded separately from the outstanding balance in our consolidated balance sheets. Upon the prepayment of a note receivable, any prepayment penalties and unamortized loan origination, closing and commitment fees are recorded as part of finance income in our consolidated statements of comprehensive (loss) income. Our notes receivable may contain a paid-in-kind ("PIK") interest provision. Any PIK interest, if deemed collectible, will be added to the principal balance of the note receivable and is recorded as income.

Credit Quality of Notes Receivable and Finance Leases and Credit Loss Reserve

Our Manager monitors the ongoing credit quality of our financing receivables by (i) reviewing and analyzing a borrower's financial performance on a regular basis, including review of financial statements received on a monthly, quarterly or annual basis as prescribed in the loan or lease agreement, (ii) tracking the relevant credit metrics of each financing receivable and a borrower's compliance with financial and non-financial covenants, (iii) monitoring a borrower's payment history and public credit rating, if available, and (iv) assessing our exposure based on the current investment mix. As part of the monitoring process, our Manager may physically inspect the collateral or a borrower's facility and meet with a borrower's management to better understand such borrower's financial performance and its future plans on an as-needed basis.

As our financing receivables, generally notes receivable and finance leases, are limited in number, our Manager is able to estimate the credit loss reserve based on a detailed analysis of each financing receivable as opposed to using portfolio-based metrics. Our Manager does not use a system of assigning internal risk ratings to each of our financing receivables. Rather, each financing receivable is analyzed quarterly and categorized as either performing or non-performing based on certain factors including, but not limited to, financial results, satisfying scheduled payments and compliance with financial covenants. A financing receivable is usually categorized as non-performing only when a borrower experiences financial difficulties and has failed to make scheduled payments. Our Manager then analyzes whether the financing receivable should be placed on a non-accrual status, a credit loss reserve should be established or the financing receivable should be restructured. As part of the assessment, updated collateral value is usually considered and such collateral value can be based on a third party industry expert appraisal or, depending on the type of collateral and accessibility to relevant published guides or market sales data, internally derived fair value. Material events would be specifically disclosed in the discussion of each financing receivable held.

Financing receivables are generally placed in a non-accrual status when payments are more than 90 days past due. Additionally, our Manager periodically reviews the creditworthiness of companies with payments outstanding less than 90 days and based upon our Manager's judgment, these accounts may be placed in a non-accrual status.

In accordance with the cost recovery method, payments received on non-accrual financing receivables are applied to principal if there is doubt regarding the ultimate collectability of principal. If collection of the principal of non-accrual financing receivables is not in doubt, interest income is recognized on a cash basis. Financing receivables in non-accrual status may not be restored to accrual status until all delinquent payments have been received, and we believe recovery of the remaining unpaid receivable is probable.

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When our Manager deems it is probable that we will not be able to collect all contractual principal and interest on a non-performing financing receivable, we perform an analysis to determine if a credit loss reserve is necessary. This analysis considers the estimated cash flows from the financing receivable, and/or the collateral value of the asset underlying the financing receivable when financing receivable repayment is collateral dependent. If it is determined that the impaired value of the non-performing financing receivable is less than the net carrying value, we will recognize a credit loss reserve or adjust the existing credit loss reserve with a corresponding charge to earnings. We then charge off a financing receivable in the period that it is deemed uncollectible by reducing the credit loss reserve and the balance of the financing receivable.

Valuation allowance on deferred tax assets or liabilities

Some of our wholly-owned foreign subsidiaries are taxed as corporations in their local tax jurisdictions. For these entities, we use the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax basis of assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates and laws that will be in effect when the differences are expected to reverse. Valuation allowances are established when it is determined that it is more likely than not that the deferred tax assets will not be realized.

Results of Operations for the Years Ended December 31, 2015 ("2015") and 2014 ("2014")

The following percentages are only as of a stated period and are not expected to be comparable in future periods. Further, these percentages are only representative of the percentage of the carrying value of such assets, finance income or rental income as of each stated period, and as such are not indicative of the concentration of any asset type or customer by the amount of equity invested or our investment portfolio as a whole.

Financing Transactions

The following tables set forth the types of assets securing the financing transactions in our portfolio:

	December 31,			
	2015		2014	
Asset Type	Net Carrying Value	Percentage of Total Net Carrying Value	Net Carrying Value	Percentage of Total Net Carrying Value
Marine - container vessels ⁽¹⁾	\$ -	-	\$ 5,350,503	100%

(1) Subsequent to the sale of the Marine-container vessels in 2011, the remaining notes receivable were unsecured. In addition, the notes receivable were placed on non-accrual status during 2014. On January 19, 2015, we entered into a letter of mutual release with ZIM to release and discharge ZIM's obligation on our notes receivable as well as our accrued obligation on the seller's credits in the same amount.

The net carrying value of our financing transactions represents the balance of our net investment in notes receivable as of each reporting date.

During 2015, we did not recognize any finance income. During 2014, certain customers generated significant portions (defined as 10% or more) of our total finance income as follows:

Customer	Asset Type	Percentage of Total Finance Income	
		2015	2014
SAExploration Inc.	Seismic imaging equipment	-	69%
NTS Communications, Inc.	Telecommunications equipment	-	25%
		-	94%

Interest income from our net investment in notes receivable is included in finance income in our consolidated statements of comprehensive (loss) income.

Non-performing Assets within Financing Transactions

As of December 31, 2014, the net carrying value of our non-accrual loans related to ZIM was \$5,350,503. The loans, which matured on September 30, 2014, were placed on non-accrual status during the three months ended March 31, 2014. While there was no credit loss reserve recorded for the loans, we recorded a total accrued obligation of \$5,350,503 related to

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the seller's credits in light of the denial of the right to appeal the arbitration panel's ruling (see "Commitments and Contingencies and Off-Balance Sheet Transactions" below). No finance income was recognized in 2015. Finance income recognized on the loans in 2014 prior to being placed on non-accrual status was \$128,955. On January 19, 2015, we entered into a letter of mutual release with ZIM to release and discharge ZIM's obligation on our notes receivable as well as our accrued obligation on the seller's credits in the same amount.

Operating Lease Transaction

The following tables set forth the type of equipment subject to the operating lease in our portfolio:

	December 31,			
	2015		2014	
Asset Type	Net Carrying Value	Percentage of Total Net Carrying Value	Net Carrying Value	Percentage of Total Net Carrying Value
Mining equipment	\$ -	-	\$ 7,469,796	100%

The net carrying value of our operating lease transaction represents the balance of our leased equipment at cost as of each reporting date.

During 2015 and 2014, one customer generated all of our total rental income as follows:

Customer	Asset Type	Percentage of Total Rental Income	
		2015	2014
Murray Energy Corporation	Mining equipment	100%	100%

Revenue and other income for 2015 and 2014 is summarized as follows:

	Years Ended December 31,		Change
	2015	2014	
Finance income	\$ -	\$ 1,550,521	\$ (1,550,521)
Rental income	6,360,041	7,966,545	(1,606,504)
(Loss) income from investment in joint ventures	(11,518,496)	1,611,117	(13,129,613)
Gain (loss) on sale of assets, net	448,710	(354,089)	802,799
Gain on litigation	82,298	-	82,298
Total revenue and other (loss) income	\$ (4,627,447)	\$ 10,774,094	\$ (15,401,541)

Total revenue and other (loss) income for 2015 decreased \$15,401,541, or 142.9%, as compared to 2014. The decrease was primarily due to (i) the loss from investment in joint ventures in 2015 as compared to income in 2014 due to the credit loss recorded during 2015 by our joint venture related to JAC (see "Significant Transactions" above), (ii) a decrease in rental income primarily due to the expiration of our lease with Murray during 2015 and (iii) a decrease in finance income primarily due to prepayments of secured term loans by SAE and NTS during 2014. The decrease was partially offset by a gain recognized on the sale of assets previously on lease to Murray during 2015 as compared to a loss recognized on the sale of assets previously on lease to Heuliez during 2014.

Expenses for 2015 and 2014 are summarized as follows:

	Years Ended December 31,		Change
	2015	2014	
General and administrative	\$ 2,345,789	\$ 2,240,217	\$ 105,572
Depreciation	4,927,106	6,506,594	(1,579,488)
Impairment loss	-	302,335	(302,335)
Loss on litigation	-	650,503	(650,503)
Interest	27,481	35,303	(7,822)
Loss on derivative financial instruments	-	61,756	(61,756)
Gain on disposition of assets of foreign investment	-	(178,410)	178,410
Total expenses	\$ 7,300,376	\$ 9,618,298	\$ (2,317,922)

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Total expenses for 2015 decreased \$2,317,922, or 24.1%, as compared to 2014. The decrease in total expenses was primarily due to (i) a decrease in depreciation expense as a result of the sale of assets previously on lease to Murray during 2015, (ii) a loss on litigation recorded during 2014 as a result of the ZIM arbitration ruling and subsequent denial of the right to appeal (see “Commitments and Contingencies and Off-Balance Sheet Transactions” below) and (iii) an impairment loss recognized during 2014 related to equipment previously on lease to Heuliez with no comparable impairment loss recognized during 2015. These decreases were partially offset by the gain on disposition of assets of foreign investment in 2014 due to the sale of equipment previously on lease to Heuliez, with no comparable gain in 2015.

Income Tax Expense

Certain of our direct and indirect wholly-owned subsidiaries are unlimited liability companies and are taxed as corporations under the laws of Canada. Other indirect wholly-owned subsidiaries are taxed as corporations in Barbados. For 2015, income tax expense of \$15,793 was primarily due to state withholding income taxes on income related to Murray, partially offset by a favorable foreign exchange fluctuation on our foreign withholding tax payable. For 2014, income tax expense of \$113,983 was due to withholding taxes related to Teal Jones distributions.

Net Income Attributable to Noncontrolling Interests

Net income attributable to noncontrolling interests increased \$142,277, from \$338,538 in 2014 to \$480,815 in 2015. The increase was primarily due to the gain on sale of equipment previously on lease to Murray during 2015.

Other Comprehensive Loss

Other comprehensive loss for 2015 and 2014 was \$0 and \$279,991, respectively. This change was primarily due to the release of the accumulation of currency translation adjustments in connection with the sale of equipment previously on lease to Heuliez during 2014 and unfavorable movements in foreign currency exchange rates related to Heuliez in 2014.

Net (Loss) Income Attributable to Fund Eleven

As a result of the foregoing factors, net (loss) income attributable to us for 2015 and 2014 was \$(12,424,431) and \$703,275, respectively. Net (loss) income attributable to us per weighted average additional Share outstanding for 2015 and 2014 was \$(33.92) and \$1.92, respectively.

Financial Condition

This section discusses the major balance sheet variances at December 31, 2015 compared to December 31, 2014.

Total Assets

Total assets decreased \$27,689,554, from \$33,574,889 at December 31, 2014 to \$5,885,335 at December 31, 2015. The decrease was primarily the result of (i) the use of existing cash and cash generated from our investments to pay distributions to our members and noncontrolling interests, (ii) our share of the net loss from our joint venture related to JAC, (iii) our release and discharge during 2015 of ZIM’s obligation on the notes receivable that was due in full as of December 31, 2014 (see “Commitments and Contingencies and Off-Balance Sheet Transactions” below) and (iv) depreciation recognized in 2015 related to the equipment previously on lease to Murray.

Current Assets

Current assets decreased \$8,620,398, from \$12,407,204 at December 31, 2014 to \$3,786,806 at December 31, 2015. The decrease was primarily due to our release and discharge during 2015 of ZIM’s obligation on the notes receivable that was due in full as of December 31, 2014 (see “Commitments and Contingencies and Off-Balance Sheet Transactions” below) and a decrease in cash to pay distributions and operating expenses during 2015.

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Total Liabilities

Total liabilities decreased \$5,858,400, from \$6,439,526 at December 31, 2014 to \$581,126 at December 31, 2015. The decrease was primarily a result of ZIM's release and discharge during 2015 of our accrued obligation on the seller's credits (see "Commitments and Contingencies and Off-Balance Sheet Transactions" below) and satisfying the remarketing liability associated with the equipment previously on lease to Murray in 2015.

Equity

Equity decreased \$21,831,154, from \$27,135,363 at December 31, 2014 to \$5,304,209 at December 31, 2015. The decrease was due to our net loss during 2015 and distributions paid to our members and noncontrolling interests.

Liquidity and Capital Resources

Summary

At December 31, 2015 and 2014, we had cash and cash equivalents of \$3,459,766 and \$7,056,701, respectively. During the year ended December 31, 2015, our main source of cash was from collections on our operating lease and proceeds from the sale of leased equipment. Our main use of cash was distributions to our members and noncontrolling interests. During our liquidation period, which commenced on May 1, 2014, we expect our main sources of cash will be from the collection of income and proceeds from the sale of assets held directly by us or indirectly by our joint ventures and our main use of cash will be for distributions to our members and noncontrolling interests. Our liquidity will vary in the future, increasing to the extent cash flows from investments and proceeds from the sale of our investments exceed expenses and decreasing as we pay distributions and to the extent that expenses exceed cash flows from operations and the proceeds from the sale of our investments.

We anticipate being able to meet our liquidity requirements into the foreseeable future using cash on hand as of December 31, 2015. Our ability to generate cash in the future is subject to general economic, financial, competitive, regulatory and other factors that affect us and our lessees' and borrowers' businesses that are beyond our control.

Pursuant to the terms of our offering, we established a cash reserve in the amount of 0.5% of the gross offering proceeds. As of December 31, 2015, the cash reserve was \$1,825,993.

As we previously indicated to our members, we experienced liquidity pressures in our portfolio after the U.S. economy entered into a recession in December 2007, coupled with our prior investment strategy that, among other things, relied significantly on third parties to originate investments, used a substantial amount of long-term debt to make investments, and was highly dependent on the residual value of equipment to achieve investment returns. As a result, we reduced our distribution rate from 9.1% per year to 4.0% per year effective January 1, 2011 through April 2012. We extended our operating period two years and did not pay any distributions during this extended operating period. We commenced our liquidation period on May 1, 2014, which has continued for more than one year. While we believe that these actions taken by our Manager have improved our financial position, we will be unable to meet our investment objectives.

Cash Flows

The following table sets forth summary cash flow data:

	Years Ended December 31,	
	2015	2014
Net cash provided by (used in):		
Operating activities	\$ 3,316,700	\$ 8,716,290
Investing activities	2,973,903	12,609,638
Financing activities	(9,887,538)	(30,750,618)
Effects of exchange rates on cash and cash equivalents	-	(145,281)
Net decrease in cash and cash equivalents	<u>\$ (3,596,935)</u>	<u>\$ (9,569,971)</u>

Note: See the Consolidated Statements of Cash Flows included in "Item 8. Consolidated Financial Statements and Supplementary Data" of this Annual Report on Form 10-K for additional information.

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Operating Activities

Cash provided by operating activities decreased \$5,399,590, from \$8,716,290 in 2014 to \$3,316,700 in 2015. This decrease was primarily a result of (i) the collection of an income tax receivable related to Teal Jones in 2014, (ii) a decrease in rental receipts due to the expiration of an operating lease in 2015 and the sale of our interest in an operating lease in 2014, (iii) a decrease in finance income receipts due to the prepayment of two notes receivable in 2014 and (iv) the timing of payments of our liabilities.

Investing Activities

Cash provided by investing activities decreased \$9,635,735, from \$12,609,638 in 2014 to \$2,973,903 in 2015. This decrease was primarily due to the prepayment of two notes receivable in 2014, partially offset by higher proceeds received from the sale of leased equipment during 2015 as compared to 2014.

Financing Activities

Cash used in financing activities decreased \$20,863,080, from \$30,750,618 in 2014 to \$9,887,538 in 2015. This decrease was due to lower distributions paid to our members during 2015 as compared to 2014.

Financing and Borrowings

Revolving Line of Credit, Recourse

We entered into an agreement with California Bank & Trust ("CB&T") for a revolving line of credit through March 31, 2015 of up to \$5,000,000 (the "Facility"), which was secured by all of our assets not subject to a first priority lien. Amounts available under the Facility were subject to a borrowing base that was determined, subject to certain limitations, by the present value of future receivables under certain loans and lease agreements in which we had a beneficial interest.

The interest rate for general advances under the Facility was CB&T's prime rate. We could have elected to designate up to five advances on the outstanding principal balance of the Facility to bear interest at the current London Interbank Offered Rate plus 2.5% per year. In all instances, borrowings under the Facility were subject to an interest rate floor of 4.0% per year. In addition, we were obligated to pay an annualized 0.5% fee on unused commitments under the Facility.

On January 8, 2014, the Facility with CB&T was terminated. There were no obligations outstanding as of the date of the termination.

Distributions

We, at our Manager's discretion, paid monthly distributions to our members and noncontrolling interests starting with the first month after each member's admission and the commencement of our joint venture operations, respectively. We paid distributions to our additional members of \$6,999,866 and \$28,004,466 for the years ended December 31, 2015 and 2014, respectively. We paid distributions to our Manager of \$70,705 and \$282,873 for the years ended December 31, 2015 and 2014, respectively. Additionally, we paid distributions to our noncontrolling interests of \$2,816,967 and \$2,463,279 for the years ended December 31, 2015 and 2014, respectively. Distributions paid during the liquidation period will vary, depending on the timing of the sale of our asset and/or the maturity of our investment and our receipt of finance and other income from our investment.

Commitments and Contingencies and Off-Balance Sheet Transactions

Commitments and Contingencies

At the time we acquire or divest of our interest in an equipment lease or other financing transaction, we may, under very limited circumstances, agree to indemnify the seller or buyer for specific contingent liabilities. Our Manager believes that any liability of ours that may arise as a result of any such indemnification obligations will not have a material adverse effect on our consolidated financial condition or results of operations taken as a whole.

From November 2010 through March 2011, we, through our wholly-owned subsidiaries, sold four container vessels

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previously on bareboat charter to ZIM to unaffiliated third parties. During June 2011, we received notices from ZIM claiming it was allegedly owed various amounts for unpaid seller's credits in the aggregate amount of approximately \$7,300,000. Our Manager believed any obligation to repay the seller's credits was extinguished when ZIM defaulted by failing to fulfill certain of its obligations under the bareboat charters. On August 8, 2011, our Manager agreed to a three party arbitration panel to hear such claims. On April 19, 2012, ZIM filed arbitration claim submissions. On June 26, 2012, our Manager filed a defense and counterclaim. On February 21, 2014, the arbitration panel ruled that the seller's credits were forfeited by virtue of ZIM's default but that such forfeiture was not proved to be an accurate representation of genuine loss suffered from such default and thus, could not be enforced under English law. Taking into consideration the arbitration panel's ruling, we accrued \$4,700,000 during the year ended December 31, 2013. We filed for the right to appeal the arbitration panel's ruling, which was denied on August 7, 2014. In light of such denial, we increased our accrual to \$5,350,503 during the year ended December 31, 2014, which is included in accrued expenses and other liabilities on the consolidated balance sheets. On January 19, 2015, we entered into a letter of mutual release with ZIM to release and discharge ZIM's obligation on our notes receivable that was due in full as of December 31, 2014, as well as our accrued obligation on the seller's credits in the same amount.

During 2008, ICON EAR purchased and simultaneously leased semiconductor manufacturing equipment to EAR for \$15,729,500. In addition, ICON EAR II purchased and simultaneously leased semiconductor manufacturing equipment to EAR for a purchase price of \$6,347,500. On October 23, 2009, EAR filed a petition for reorganization under Chapter 11 of the U.S. Bankruptcy Code. On October 21, 2011, the Chapter 11 bankruptcy trustee for EAR filed an adversary complaint against the ICON EAR entities seeking the recovery of the lease payments that the trustee alleged were fraudulently transferred from EAR to the ICON EAR entities. The complaint also sought the recovery of payments made by EAR to the ICON EAR entities during the 90-day period preceding EAR's bankruptcy filing, alleging that those payments constituted a preference under the U.S. Bankruptcy Code. Additionally, the complaint sought the imposition of a constructive trust over certain real property and the proceeds from the sale that the ICON EAR entities received as security in connection with their investment. Our Manager filed an answer to the complaint that included certain affirmative defenses. Since that time, substantial discovery was completed. Our Manager still believes these claims are unsupported by the facts, but given the risks, costs and uncertainty surrounding litigation in bankruptcy, our Manager would engage in prudent settlement discussions to resolve this matter expeditiously. At this time, we are unable to predict the outcome of this action or loss therefrom, if any; however, an adverse ruling or settlement may have a material impact on our consolidated financial position or results of operations.

Subsequent to the filing of the bankruptcy petition, EAR disclaimed any right to its equipment and such equipment became the subject of an Illinois State Court proceeding. The equipment was subsequently sold as part of the Illinois State Court proceeding. On March 6, 2012, one of the creditors in the Illinois State Court proceeding won a summary judgment motion filed against the ICON EAR entities, thereby dismissing the ICON EAR entities' claims to the proceeds resulting from the sale of the EAR equipment. The ICON EAR entities appealed this decision. On September 16, 2013, the lower court's ruling was affirmed by the Illinois Appellate Court. On October 21, 2013, the ICON EAR entities filed a Petition for Leave to Appeal with the Supreme Court of Illinois appealing the decision of the Illinois Appellate Court, which petition was denied on January 29, 2014.

On January 4, 2012, MW Universal, Inc. ("MWU") and certain of its subsidiaries satisfied their obligations relating to two of the three lease schedules. On August 20, 2012, we sold the automotive manufacturing equipment subject to lease with LC Manufacturing, LLC, a wholly-owned subsidiary of MWU ("LC Manufacturing"), and terminated warrants issued to us for aggregate proceeds of approximately \$8,300,000. As a result, based on our 6.33% ownership interest in ICON MW, LLC ("ICON MW"), our joint venture with Fund Twelve, we received proceeds in the amount of approximately \$525,000 and recognized a loss on the sale of approximately \$6,000. In addition, our Manager evaluated the collectability of the personal guaranty of a previous owner of LC Manufacturing and, based on the findings, ICON MW recorded a credit loss of approximately \$5,411,000, of which our portion was approximately \$343,000. In February 2013, ICON MW commenced an action against the guarantor. On October 5, 2015, ICON MW received summary judgment against the guarantor on the issue of liability. A hearing to determine damages is scheduled for May 2016.

In 2011, Kreif Group ("Kreif") entered into an agreement with ICON French Equipment I, LLC, our wholly owned subsidiary ("ICON French Equipment"), to acquire certain assets from ICON French Equipment. Subsequently, Kreif breached its purchase obligation to acquire such assets, which resulted in ICON French Equipment filing a legal claim against Kreif. In 2013, a court awarded ICON French Equipment €1,484,956 to be paid over a period of 10 years. Gain on litigation will be recognized to the extent cash is received. We received our first payment of €74,248 (USD \$82,298) on April 1, 2015.

Off-Balance Sheet Transactions

None.

Inflation and Interest Rates

As of December 31, 2015, we have one investment in a note receivable held through a joint venture that contains a fixed interest rate. If interest rates increase or decrease, our note receivable held through this joint venture would not be affected.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Smaller reporting companies are not required to provide the information required by this item.

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Item 8. Consolidated Financial Statements and Supplementary Data

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Members
ICON Leasing Fund Eleven, LLC

We have audited the accompanying consolidated balance sheets of ICON Leasing Fund Eleven, LLC (the “Company”) as of December 31, 2015 and 2014, and the related consolidated statements of comprehensive (loss) income, changes in equity and cash flows for each of the two years in the period ended December 31, 2015. Our audits also included the financial statement schedule listed in the Index at Item 15(a)(2). These financial statements and schedule are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

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. We were not engaged to perform an audit of the Company’s internal control over financial reporting. Our audits included 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 provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of ICON Leasing Fund Eleven, LLC at December 31, 2015 and 2014, and the consolidated results of its operations and its cash flows for each of the two years in the period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

/s/ ERNST & YOUNG LLP

New York, New York
March 25, 2016

ICON Leasing Fund Eleven, LLC
(A Delaware Limited Liability Company)
Consolidated Balance Sheets

	December 31,	
	2015	2014
Assets		
Current assets:		
Cash and cash equivalents	\$ 3,459,766	\$ 7,056,701
Current portion of net investment in notes receivable	-	5,350,503
Other current assets	327,040	-
Total current assets	3,786,806	12,407,204
Non-current assets:		
Leased equipment at cost (less accumulated depreciation of \$0 and \$8,168,854, respectively)	-	7,469,796
Investment in joint ventures	2,098,529	13,697,889
Total non-current assets	2,098,529	21,167,685
Total assets	\$ 5,885,335	\$ 33,574,889
Liabilities and Equity		
Current liabilities:		
Due to Manager and affiliates, net	-	228,736
Accrued expenses and other liabilities	581,126	6,210,790
Total liabilities	581,126	6,439,526
Commitments and contingencies (Note 13)		
Equity:		
Members' equity:		
Additional members	8,436,982	27,737,035
Manager	(3,142,740)	(2,947,791)
Total members' equity	5,294,242	24,789,244
Noncontrolling interests	9,967	2,346,119
Total equity	5,304,209	27,135,363
Total liabilities and equity	\$ 5,885,335	\$ 33,574,889

See accompanying notes to consolidated financial statements.

ICON Leasing Fund Eleven, LLC
(A Delaware Limited Liability Company)
Consolidated Statements of Comprehensive (Loss) Income

	Years Ended December 31,	
	2015	2014
Revenue and other income:		
Finance income	\$ -	\$ 1,550,521
Rental income	6,360,041	7,966,545
(Loss) income from investment in joint ventures	(11,518,496)	1,611,117
Gain (loss) on sale of assets, net	448,710	(354,089)
Gain on litigation	82,298	-
Total revenue and other (loss) income	(4,627,447)	10,774,094
Expenses:		
General and administrative	2,345,789	2,240,217
Depreciation	4,927,106	6,506,594
Impairment loss	-	302,335
Loss on litigation	-	650,503
Interest	27,481	35,303
Loss on derivative financial instruments	-	61,756
Gain on disposition of assets of foreign investment	-	(178,410)
Total expenses	7,300,376	9,618,298
(Loss) income before income taxes	(11,927,823)	1,155,796
Income tax expense	(15,793)	(113,983)
Net (loss) income	(11,943,616)	1,041,813
Less: net income attributable to noncontrolling interests	480,815	338,538
Net (loss) income attributable to Fund Eleven	(12,424,431)	703,275
Other comprehensive loss:		
Currency translation adjustments during the period	-	(101,581)
Currency translation adjustments reclassified to net loss	-	(178,410)
Total other comprehensive loss	-	(279,991)
Comprehensive (loss) income	(11,943,616)	761,822
Less: comprehensive income attributable to noncontrolling interests	480,815	338,538
Comprehensive (loss) income attributable to Fund Eleven	\$ (12,424,431)	\$ 423,284
Net (loss) income attributable to Fund Eleven allocable to:		
Additional members	\$ (12,300,187)	\$ 696,242
Manager	(124,244)	7,033
	\$ (12,424,431)	\$ 703,275
Weighted average number of additional shares of limited liability company interests outstanding	362,656	362,656
Net (loss) income attributable to Fund Eleven per weighted average additional share of limited liability company interests outstanding	\$ (33.92)	\$ 1.92

See accompanying notes to consolidated financial statements.

ICON Leasing Fund Eleven, LLC
(A Delaware Limited Liability Company)
Consolidated Statements of Changes in Equity

	Members' Equity						
	Additional Shares of Limited Liability Company Interests	Additional Members	Manager	Accumulated Other Comprehensive Income (Loss)	Total Members' Equity	Noncontrolling Interests	Total Equity
Balance, December 31, 2013	362,656	\$ 55,045,259	\$ (2,671,951)	\$ 279,991	\$ 52,653,299	\$ 4,470,860	\$ 57,124,159
Net income	-	696,242	7,033	-	703,275	338,538	1,041,813
Disposition of assets of foreign investment	-	-	-	(178,410)	(178,410)	-	(178,410)
Currency translation adjustments	-	-	-	(101,581)	(101,581)	-	(101,581)
Distributions	-	(28,004,466)	(282,873)	-	(28,287,339)	(2,463,279)	(30,750,618)
Balance, December 31, 2014	362,656	27,737,035	(2,947,791)	-	24,789,244	2,346,119	27,135,363
Net (loss) income	-	(12,300,187)	(124,244)	-	(12,424,431)	480,815	(11,943,616)
Distributions	-	(6,999,866)	(70,705)	-	(7,070,571)	(2,816,967)	(9,887,538)
Balance, December 31, 2015	362,656	\$ 8,436,982	\$ (3,142,740)	\$ -	\$ 5,294,242	\$ 9,967	\$ 5,304,209

See accompanying notes to consolidated financial statements.

ICON Leasing Fund Eleven, LLC
(A Delaware Limited Liability Company)
Consolidated Statements of Cash Flows

	Years Ended December 31,	
	2015	2014
Cash flows from operating activities:		
Net (loss) income	\$ (11,943,616)	\$ 1,041,813
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Finance income	-	(236,164)
Loss on litigation	-	650,503
Loss (income) from investment in joint ventures	11,518,496	(1,611,117)
Depreciation	4,927,106	6,506,594
Impairment loss	-	302,335
(Gain) loss on sale of assets, net	(448,710)	354,089
Loss on derivative financial instruments	-	61,756
Other loss	-	8,802
Interest expense, other	27,481	33,893
Gain on disposition of assets of foreign investment	-	(178,410)
Changes in operating assets and liabilities:		
Other assets	(327,040)	60,690
Accrued expenses and other liabilities	(306,642)	(211,422)
Due to Manager and affiliates, net	(228,736)	313,668
Distributions from joint venture	98,361	93,697
Income tax receivable	-	1,525,563
Net cash provided by operating activities	3,316,700	8,716,290
Cash flow from investing activities:		
Principal received on notes receivable	-	10,235,890
Proceeds from sales of leased equipment	2,991,400	2,391,524
Investment in joint venture	(17,497)	(17,776)
Net cash provided by investing activities	2,973,903	12,609,638
Cash flow from financing activities:		
Distributions to members	(7,070,571)	(28,287,339)
Distributions to noncontrolling interests	(2,816,967)	(2,463,279)
Net cash used in financing activities	(9,887,538)	(30,750,618)
Effects of exchange rates on cash and cash equivalents	-	(145,281)
Net decrease in cash and cash equivalents	(3,596,935)	(9,569,971)
Cash and cash equivalents, beginning of year	7,056,701	16,626,672
Cash and cash equivalents, end of year	<u>\$ 3,459,766</u>	<u>\$ 7,056,701</u>
Supplemental disclosure of non-cash investing and financing activities:		
Mutual release of notes receivable and seller's credits obligations	\$ 5,350,503	\$ -
Adjustment to remarketing liability	\$ -	\$ 224,355
Receivable due from an affiliate on the sale of asset	\$ -	\$ 84,932

See accompanying notes to consolidated financial statements.

ICON Leasing Fund Eleven, LLC
(A Delaware Limited Liability Company)
Notes to Consolidated Financial Statements
December 31, 2015

(1) Organization

ICON Leasing Fund Eleven, LLC (the “LLC”) was formed on December 2, 2004 as a Delaware limited liability company. When used in these notes to consolidated financial statements, the terms “we,” “us,” “our” or similar terms refer to the LLC and its consolidated subsidiaries.

We operated as an equipment leasing and finance program in which the capital our members invested was pooled together to make investments, pay fees and establish a small reserve. We primarily acquired equipment subject to lease, purchased equipment and leased it to third parties, provided equipment and other financing and, to a lesser degree, acquired ownership rights to items of leased equipment at lease expiration.

Our principal investment objective is to obtain the maximum economic return from our investments for the benefit of our members. To achieve this objective, we: (i) acquired a diversified portfolio by making investments in leases, notes receivable and other financing transactions; (ii) paid distributions, at our Manager’s (as defined below) discretion, to our members commencing the month after each member’s admission to the LLC; (iii) reinvested substantially all undistributed cash from operations and cash from sales of equipment and other financing transactions during the operating period; and (iv) will dispose of our remaining investments and distribute the excess cash from such dispositions to our members during the liquidation period.

Our manager is ICON Capital, LLC, a Delaware limited liability company (the “Manager”). Our Manager manages and controls our business affairs, including, but not limited to, our equipment leases and other financing transactions, pursuant to the terms of our amended and restated limited liability company agreement (the “LLC Agreement”). Additionally, our Manager has a 1% interest in our profits, losses, distributions and liquidation proceeds.

We commenced business operations on our initial closing date, May 6, 2005, with the admission of investors holding 1,200 shares of limited liability company interests (“Shares”) representing \$1,200,000 of capital contributions. Through April 21, 2007, the final closing date, we admitted investors holding 365,199 Shares, representing \$365,198,690 of capital contributions. Through December 31, 2015, we repurchased 2,543 Shares, bringing the total number of Shares outstanding to 362,656.

We invested most of the net proceeds from our offering in equipment subject to leases, other financing transactions and residual ownership rights in leased equipment. After the net offering proceeds were invested, additional investments were made with the cash generated from our investments to the extent that cash was not needed for expenses, reserves, and distributions to members. During our liquidation period, we have paid and may continue to pay distributions in accordance with the terms of our LLC Agreement. We expect that distributions paid during the liquidation period will vary, depending on the timing of the sale of our asset and/or maturity of our investment and our receipt of finance and other income from our investment.

Our operating period ended on April 30, 2014 after having been extended for two years. On May 1, 2014, we commenced our liquidation period, which has continued for more than one year. During our liquidation period, we have sold and will continue to sell our assets and/or let our investments mature in the ordinary course of business. Our liquidation period will continue if the sale of our remaining assets is not in the best interests of our members due to, among other things, current market conditions.

Members’ capital accounts are increased for their initial capital contribution plus their proportionate share of earnings and decreased by their proportionate share of losses and distributions. Profits, losses, distributions and liquidation proceeds are allocated 99% to our additional members and 1% to our Manager until each additional member has (a) received distributions and liquidation proceeds sufficient to reduce its adjusted capital account to zero and (b) received, in addition, other distributions and allocations that would provide an 8% per year cumulative return, compounded daily, on its outstanding adjusted capital account. After such time, distributions will be allocated 90% to our additional members and 10% to our Manager.

(2) Summary of Significant Accounting Policies

Basis of Presentation and Consolidation

ICON Leasing Fund Eleven, LLC
(A Delaware Limited Liability Company)
Notes to Consolidated Financial Statements
December 31, 2015

Our accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"). In the opinion of our Manager, all adjustments, which are of a normal recurring nature, considered necessary for a fair presentation have been included.

The consolidated financial statements include our accounts and the accounts of our majority-owned subsidiaries and other controlled entities. All intercompany accounts and transactions have been eliminated in consolidation. In joint ventures where we have a controlling financial interest, the financial condition and results of operations of the joint venture are consolidated. Noncontrolling interest represents the minority owner's proportionate share of its equity in the joint venture. The noncontrolling interest is adjusted for the minority owner's share of the earnings, losses, investments and distributions of the joint venture.

We account for our noncontrolling interests in joint ventures where we have influence over financial and operational matters, generally 50% or less ownership interest, under the equity method of accounting. In such cases, our original investments are recorded at cost and adjusted for our share of earnings, losses and distributions. We account for investments in joint ventures where we have virtually no influence over financial and operational matters using the cost method of accounting. In such cases, our original investments are recorded at cost and any distributions received are recorded as revenue. All of our investments in joint ventures are subject to our impairment review policy.

We report noncontrolling interests as a separate component of consolidated equity, and net income attributable to noncontrolling interests is included in net (loss) income. The attribution of net (loss) income and comprehensive (loss) income between controlling and noncontrolling interests is disclosed on our accompanying consolidated statements of comprehensive (loss) income.

Net (loss) income attributable to us per weighted average additional Share outstanding is based upon the weighted average number of additional Shares outstanding during the year.

Cash and Cash Equivalents

Cash and cash equivalents include cash in banks and highly liquid investments with original maturity dates of three months or less.

Our cash and cash equivalents are held principally at two financial institutions and at times may exceed insured limits. We have placed these funds in high quality institutions in order to minimize risk relating to exceeding insured limits.

Leased Equipment at Cost

Investments in leased equipment are stated at cost less accumulated depreciation. Leased equipment is depreciated on a straight-line basis over the lease term to the asset's residual value.

Our Manager has an investment committee that approves each new equipment lease and other financing transaction. As part of its process, the investment committee determines the estimated residual value, if any, to be used once the investment has been approved. The factors considered in determining the estimated residual value include, but are not limited to, the creditworthiness of the potential lessee, the type of equipment considered, how the equipment is integrated into the potential lessee's business, the length of the lease and the industry in which the potential lessee operates. Residual values are reviewed for impairment in accordance with our impairment review policy.

The residual value assumes, among other things, that the asset is utilized normally in an open, unrestricted and stable market. Short-term fluctuations in the marketplace are disregarded and it is assumed that there is no necessity either to dispose of a significant number of the assets, if held in quantity, simultaneously or to dispose of the asset quickly. The residual value is calculated using information from various external sources, such as trade publications, auction data, equipment dealers, wholesalers and industry experts, as well as inspection of the physical asset and other economic indicators.

Depreciation

ICON Leasing Fund Eleven, LLC
(A Delaware Limited Liability Company)
Notes to Consolidated Financial Statements
December 31, 2015

We record depreciation expense on equipment when the lease is classified as an operating lease. In order to calculate depreciation, we first determine the depreciable base, which is the equipment cost less the estimated residual value at lease termination. Depreciation expense is recorded on a straight-line basis over the lease term.

Asset Impairments

The significant assets in our portfolio are periodically reviewed, no less frequently than annually or when indicators of impairment exist, to determine whether events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. An impairment loss will be recognized only if the carrying value of a long-lived asset is not recoverable and exceeds its fair market value. If there is an indication of impairment, we will estimate the future cash flows (undiscounted and without interest charges) expected from the use of the asset and its eventual disposition. Future cash flows are the future cash inflows expected to be generated by an asset less the future outflows expected to be necessary to obtain those inflows. If an impairment is determined to exist, the impairment loss will be measured as the amount by which the carrying value of a long-lived asset exceeds its fair value and recorded in our consolidated statements of comprehensive (loss) income in the period the determination is made.

The events or changes in circumstances that generally indicate that an asset may be impaired are (i) the estimated fair value of the underlying asset is less than its carrying value or (ii) the lessee is experiencing financial difficulties and it does not appear likely that the estimated proceeds from the disposition of the asset will be sufficient to satisfy the residual position in the asset. The preparation of the undiscounted cash flows requires the use of assumptions and estimates, including the level of future rents, the residual value expected to be realized upon disposition of the asset, estimated downtime between re-leasing events and the amount of re-leasing costs. Our Manager's review for impairment includes a consideration of the existence of impairment indicators including third-party appraisals, published values for similar assets, recent transactions for similar assets, adverse changes in market conditions for specific asset types and the occurrence of significant adverse changes in general industry and market conditions that could affect the fair value of the asset.

Lease Classification and Revenue Recognition

We lease equipment to third parties and each such lease is classified as either a finance lease or an operating lease, based upon the terms of each lease. The estimated residual value is a critical component of and can directly influence the determination as to whether a lease is classified as an operating or a finance lease.

For finance leases, we capitalize, at lease inception, the total minimum lease payments receivable from the lessee, the estimated unguaranteed residual value of the equipment at lease termination and the initial direct costs related to the lease less unearned income. Unearned income represents the difference between the sum of the minimum lease payments receivable, plus the estimated unguaranteed residual value, minus the cost of the leased equipment. Unearned income is recognized as finance income over the term of the lease using the effective interest rate method.

For operating leases, rental income is recognized on a straight-line basis over the lease term. Billed operating lease receivables are included in accounts receivable until collected or written off. We record a reserve if we deem any receivable not collectible. The difference between the timing of the cash received and the income recognized on a straight-line basis is recognized as either deferred revenue or other assets, as appropriate. Initial direct costs are included as a component of the cost of the equipment and depreciated over the lease term.

For notes receivable, we use the effective interest rate method to recognize finance income, which produces a constant periodic rate of return on the investment.

Income Taxes

We are taxed as a partnership for federal and state income tax purposes. Therefore, no provision for federal and state income taxes has been recorded since the liability for such taxes is the responsibility of each of the individual members rather than us. We are potentially subject to New York City unincorporated business tax ("UBT"), which is imposed on the taxable income of any active trade or business carried on in New York City. The UBT is imposed for each taxable year at a rate of approximately 4% of taxable income that is allocable to New York City. Our federal, state and local income tax returns for tax years for which the applicable statutes of limitations have not expired are subject to examination by the applicable taxing

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authorities. All penalties and interest associated with income taxes are included in general and administrative expense on the consolidated statements of comprehensive (loss) income. Conclusions regarding tax positions are subject to review and may be adjusted at a later date based on factors including, but not limited to, on-going analyses of tax laws, regulations and interpretations thereof.

Some of our wholly-owned foreign subsidiaries are taxed as corporations in their local tax jurisdictions. For these entities, we use the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax basis of assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates and laws that will be in effect when the differences are expected to reverse. Valuation allowances are established when it is determined that it is more likely than not that the deferred tax assets will not be realized.

We record a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in a tax return. We did not have any material liabilities recorded related to uncertain tax positions nor did we have any material unrecognized tax benefits as of the periods presented herein.

Notes Receivable and Revenue Recognition

Notes receivable are reported in our consolidated balance sheets at the outstanding principal balance, plus costs incurred to originate the loans, net of any unamortized premiums or discounts on purchased loans. We use the effective interest rate method to recognize finance income, which produces a constant periodic rate of return on the investment. Unearned income, discounts and premiums are amortized to finance income in our consolidated statements of comprehensive (loss) income using the effective interest rate method. Interest receivable related to the unpaid principal is recorded separately from the outstanding balance in our consolidated balance sheets. Upon the prepayment of a note receivable, any prepayment penalties and unamortized loan origination, closing and commitment fees are recorded as part of finance income in our consolidated statements of comprehensive (loss) income. Our notes receivable may contain a paid-in-kind ("PIK") interest provision. Any PIK interest, if deemed collectible, will be added to the principal balance of the note receivable and is recorded as income.

Credit Quality of Notes Receivable and Finance Leases and Credit Loss Reserve

Our Manager monitors the ongoing credit quality of our financing receivables by (i) reviewing and analyzing a borrower's financial performance on a regular basis, including review of financial statements received on a monthly, quarterly or annual basis as prescribed in the loan or lease agreement, (ii) tracking the relevant credit metrics of each financing receivable and a borrower's compliance with financial and non-financial covenants, (iii) monitoring a borrower's payment history and public credit rating, if available, and (iv) assessing our exposure based on the current investment mix. As part of the monitoring process, our Manager may physically inspect the collateral or a borrower's facility and meet with a borrower's management to better understand such borrower's financial performance and its future plans on an as-needed basis.

As our financing receivables, generally notes receivable and finance leases, are limited in number, our Manager is able to estimate the credit loss reserve based on a detailed analysis of each financing receivable as opposed to using portfolio-based metrics. Our Manager does not use a system of assigning internal risk ratings to each of our financing receivables. Rather, each financing receivable is analyzed quarterly and categorized as either performing or non-performing based on certain factors including, but not limited to, financial results, satisfying scheduled payments and compliance with financial covenants. A financing receivable is usually categorized as non-performing only when a borrower experiences financial difficulties and has failed to make scheduled payments. Our Manager then analyzes whether the financing receivable should be placed on a non-accrual status, a credit loss reserve should be established or the financing receivable should be restructured. As part of the assessment, updated collateral value is usually considered and such collateral value can be based on a third party industry expert appraisal or, depending on the type of collateral and accessibility to relevant published guides or market sales data, internally derived fair value. Material events would be specifically disclosed in the discussion of each financing receivable held.

Financing receivables are generally placed in a non-accrual status when payments are more than 90 days past due. Additionally, our Manager periodically reviews the creditworthiness of companies with payments outstanding less than 90 days and based upon our Manager's judgment, these accounts may be placed in a non-accrual status.

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In accordance with the cost recovery method, payments received on non-accrual financing receivables are applied to principal if there is doubt regarding the ultimate collectability of principal. If collection of the principal of non-accrual financing receivables is not in doubt, interest income is recognized on a cash basis. Financing receivables in non-accrual status may not be restored to accrual status until all delinquent payments have been received, and we believe recovery of the remaining unpaid receivable is probable.

When our Manager deems it is probable that we will not be able to collect all contractual principal and interest on a non-performing financing receivable, we perform an analysis to determine if a credit loss reserve is necessary. This analysis considers the estimated cash flows from the financing receivable, and/or the collateral value of the asset underlying the financing receivable when financing receivable repayment is collateral dependent. If it is determined that the impaired value of the non-performing financing receivable is less than the net carrying value, we will recognize a credit loss reserve or adjust the existing credit loss reserve with a corresponding charge to earnings. We then charge off a financing receivable in the period that it is deemed uncollectible by reducing the credit loss reserve and the balance of the financing receivable.

Initial Direct Costs

We capitalize initial direct costs, including acquisition fees, associated with the origination and funding of leased assets and other financing transactions. We paid acquisition fees through the end of our operating period to our Manager of 3% of the purchase price of an investment made by us or on our behalf, including, but not limited to, the cash paid, indebtedness incurred or assumed, and the excess of the collateral value of the long-lived asset over the amount of the investment, if any. The costs of each transaction are amortized over the transaction term using the straight-line method for operating leases and the effective interest rate method for finance leases and notes receivable in our consolidated statements of comprehensive (loss) income. Costs related to leases or other financing transactions that are not consummated are expensed.

Warrants

Warrants held by us are not registered for public sale and are revalued on a quarterly basis. The revaluation of warrants is calculated using the Black-Scholes-Merton option pricing model. The assumptions utilized in the Black-Scholes-Merton option pricing model include share price, strike price, expiration date, risk-free rate and the volatility percentage. The change in the fair value of warrants is recognized as a component of loss (gain) on derivative financial instruments in our consolidated statements of comprehensive (loss) income.

Foreign Currency Translation

Assets and liabilities having non-U.S. dollar functional currencies are translated at month-end exchange rates. Contributed capital accounts are translated at the historical rate of exchange when the capital was contributed or distributed. Revenues, expenses and cash flow items are translated at the average exchange rate for the period. Resulting translation adjustments are recorded as a separate component of accumulated other comprehensive income (loss) ("AOCI") in our consolidated balance sheets.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires our Manager to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Significant estimates primarily include the determination of credit loss reserves, impairment losses, deferred tax valuation allowances, estimated useful lives and residual values. Actual results could differ from those estimates.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, *Revenue from Contracts with Customers* ("ASU 2014-09"), requiring revenue to be recognized in an amount that reflects the consideration expected to be received in exchange for goods and services. This new revenue standard may be applied retrospectively to each prior period presented, or retrospectively with the cumulative effect recognized as of the date of

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adoption. In August 2015, FASB issued ASU No. 2015-14, *Revenue from Contracts with Customers – Deferral of the Effective Date* (“ASU 2015-14”), which defers implementation of ASU 2014-09 by one year. Under such deferral, the adoption of ASU 2014-09 becomes effective for us on January 1, 2018, including interim periods within that reporting period. Early adoption is permitted, but not before our original effective date of January 1, 2017. We are currently in the process of evaluating the impact of the adoption of ASU 2014-09 on our consolidated financial statements.

In August 2014, FASB issued ASU No. 2014-15, *Presentation of Financial Statements – Going Concern: Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern* (“ASU 2014-15”), which provides guidance about management’s responsibility to evaluate whether there is substantial doubt about an entity’s ability to continue as a going concern and to provide related footnote disclosures. The adoption of ASU 2014-15 becomes effective for us on our fiscal year ending December 31, 2016, and all subsequent annual and interim periods. Early adoption is permitted. The adoption of ASU 2014-15 is not expected to have a material effect on our consolidated financial statements.

In January 2015, FASB issued ASU No. 2015-01, *Income Statement – Extraordinary and Unusual Items: Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items* (“ASU 2015-01”), which simplifies income statement presentation by eliminating the concept of extraordinary items. The adoption of ASU 2015-01 becomes effective for us on January 1, 2016, including interim periods within that reporting period. Early adoption is permitted. The adoption of ASU 2015-01 is not expected to have a material effect on our consolidated financial statements.

In February 2015, FASB issued ASU No. 2015-02, *Consolidation – Amendments to the Consolidation Analysis* (“ASU 2015-02”), which modifies the evaluation of whether limited partnerships and similar legal entities are variable interest entities or voting interest entities, eliminates the presumption that a general partner should consolidate a limited partnership, and affects the consolidation analysis by reducing the frequency of application of related party guidance and excluding certain fees in the primary beneficiary determination. The adoption of ASU 2015-02 becomes effective for us on January 1, 2016, including interim periods within that reporting period. Early adoption is permitted. The adoption of ASU 2015-02 is not expected to have a material effect on our consolidated financial statements.

In November 2015, FASB issued ASU No. 2015-17, *Balance Sheet Classification of Deferred Taxes* (“ASU 2015-17”), which simplifies the presentation of deferred taxes by requiring deferred tax assets and liabilities to be classified as non-current on a classified balance sheet. The adoption of ASU 2015-17 becomes effective for us on January 1, 2017, including interim periods within that reporting period. ASU 2015-17 may be adopted prospectively or retrospectively and early adoption is permitted. The adoption of ASU 2015-17 is not expected to have a material effect on our consolidated financial statements.

In January 2016, FASB issued ASU No. 2016-01, *Financial Instruments - Overall: Recognition and Measurement of Financial Assets and Financial Liabilities* (“ASU 2016-01”), which provides guidance related to accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments. In addition, FASB clarified guidance related to the valuation allowance assessment when recognizing deferred tax assets resulting from unrealized losses on available-for-sale debt securities. The adoption of ASU 2016-01 becomes effective for us on January 1, 2018, including interim periods within that reporting period. We are currently in the process of evaluating the impact of the adoption of ASU 2016-01 on our consolidated financial statements.

(3) Net Investment in Notes Receivable

As of December 31, 2015 and 2014, we had net investment in notes receivable on non-accrual status of \$0 and \$5,350,503, respectively, and no net investment in notes receivable that was past due 90 days or more and still accruing.

Net investment in notes receivable consisted of the following:

	December 31,	
	2015	2014
Principal outstanding	\$ -	\$ 5,350,503
Net investment in notes receivable	-	5,350,503
Less: current portion of net investment in notes receivable	-	5,350,503
Net investment in notes receivable, less current portion	\$ -	\$ -

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Subsequent to the arbitration panel's ruling in February 2014 (see Note 13), ZIM Integrated Shipping Services Ltd. ("ZIM") ceased making scheduled repayments on our notes receivable. Our Manager believed that ZIM was not entitled to offset its obligations under the notes receivable by the seller's credits. As a result, our Manager believed that ZIM was in default of its obligations and that it was unlikely that ZIM would make any past due or future repayments on the notes receivable, if at all, until we and ZIM resolved our dispute regarding the seller's credits. Accordingly, we placed the notes receivable on non-accrual status during the three months ended March 31, 2014. While there was no credit loss reserve recorded for the notes receivable, we recorded a loss on litigation of \$650,503 during the year ended December 31, 2014 to increase our accrued obligation on the seller's credits to \$5,350,503 in light of the denial of the right to appeal the arbitration panel's ruling on August 7, 2014. On January 19, 2015, we entered into a letter of mutual release with ZIM to release and discharge each other's obligations related to the notes receivable and the seller's credits.

(4) Leased Equipment at Cost

Leased equipment at cost consisted of the following:

	December 31,	
	2015	2014
Mining equipment	\$ -	\$ 15,638,650
Less: accumulated depreciation	-	8,168,854
Leased equipment at cost, less accumulated depreciation	\$ -	\$ 7,469,796

Depreciation expense was \$4,927,106 and \$6,506,594 for the years ended December 31, 2015 and 2014, respectively.

Mining Equipment

On September 12, 2013, a joint venture owned by us, ICON Leasing Fund Twelve, LLC ("Fund Twelve") and ICON ECI Fund Sixteen ("Fund Sixteen"), each an entity also managed by our Manager, purchased mining equipment for \$15,106,570. The equipment was subject to a 24-month lease with Murray Energy Corporation ("Murray") and certain of its affiliates. On December 1, 2013 and February 1, 2014, Fund Sixteen contributed capital of \$933,678 and \$1,725,517, respectively, to the joint venture, inclusive of acquisition fees. Subsequent to Fund Sixteen's second capital contribution, the joint venture was owned 67% by us, 13.2% by Fund Twelve and 19.8% by Fund Sixteen. The lease was scheduled to expire on September 30, 2015, but was extended for one month with an additional lease payment of \$635,512. On October 29, 2015, Murray purchased the equipment pursuant to the terms of the lease for \$2,991,400. As a result, a gain on sale of assets of \$448,710 was recognized by the joint venture. Pursuant to a remarketing agreement with a third party, the joint venture paid an aggregate remarketing fee of \$766,466 as part of the transaction.

(5) Investment in Joint Ventures

We and certain of our affiliates, entities also managed by our Manager, formed one joint venture, discussed below, for the purpose of acquiring and managing various assets. We and these affiliates have substantially identical investment objectives and participate on the same terms and conditions. We each have a right of first refusal to purchase the equipment, on a pro-rata basis, if any of the other joint venture members desire to sell their interests in the equipment or joint venture.

The joint venture described below is minority owned and accounted for under the equity method.

ICON Mauritius II, LLC

On May 15, 2013, a joint venture owned 39% by us, 21% by Fund Twelve and 40% by ICON ECI Fund Fifteen, L.P. ("Fund Fifteen"), an entity also managed by our Manager, purchased a portion of a \$208,038,290 subordinated credit facility for Jurong Aromatics Corporation Pte. Ltd. ("JAC") from Standard Chartered Bank ("Standard Chartered") for \$28,462,500. The subordinated credit facility initially bore interest at rates ranging between 12.5% and 15.0% per year and matures in January 2021. The subordinated credit facility is secured by a second priority security interest in all JAC's assets, which

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include, among other things, all equipment, plant and machinery associated with a condensate splitter and aromatics complex. Our initial contribution to the joint venture was \$11,100,376.

As of March 31, 2015, JAC was in technical default of the facility as a result of its failure to provide certain financial data to the joint venture. In addition, JAC realized lower than expected operating results caused in part by a temporary shutdown of its manufacturing facility due to technical constraints that have since been resolved. As a result, JAC failed to make the expected payment that was due to the joint venture during the three months ended March 31, 2015. Although this delayed payment did not trigger a payment default under the facility agreement, the interest rate payable by JAC under the facility increased from 12.5% to 15.5%.

During the three months ended June 30, 2015, an expected tolling arrangement did not commence and JAC's stakeholders were unable to agree upon a restructuring plan. As a result, the manufacturing facility had not yet resumed operations and JAC continued to experience liquidity constraints. Accordingly, our Manager determined that there was doubt regarding the joint venture's ultimate collectability of the facility. Our Manager visited JAC's facility and engaged in discussions with JAC's other stakeholders to agree upon a restructuring plan. Based upon such discussions, which included a potential conversion of a portion of the facility to equity and/or a restructuring of the facility, our Manager believed that the joint venture may potentially not be able to recover approximately \$7,200,000 to \$25,000,000 of the outstanding balance due from JAC as of June 30, 2015. During the three months ended June 30, 2015, the joint venture recognized a credit loss of \$17,342,915, which our Manager believed was the most likely outcome based upon the negotiations at the time. Our share of the credit loss for the three months ended June 30, 2015 was \$6,421,388. During the three months ended June 30, 2015, the joint venture placed the facility on non-accrual status and no finance income was recognized.

During the three months ended September 30, 2015, JAC continued to be non-operational and therefore not able to service interest payments under the facility. Discussions between the senior lenders and certain other stakeholders of JAC ended as the senior lenders did not agree to amendments to their credit facilities as part of the broader restructuring that was being contemplated. As a result, JAC entered receivership on September 28, 2015. At September 30, 2015, our Manager reassessed the collectability of the facility by considering the following factors: (i) what a potential buyer may be willing to pay to acquire JAC based on a comparable enterprise value derived from EBITDA multiples and (ii) the average trading price of unsecured distressed debt in comparable industries. Our Manager also considered the proposed plan of converting a portion of the facility to equity and/or restructuring the facility in the event that JAC's stakeholders recommenced discussions. Based upon such reassessment, our Manager believed that the joint venture may potentially not be able to recover approximately \$21,800,000 to \$27,000,000 of the outstanding balance due from JAC prior to recording the initial credit loss. During the three months ended September 30, 2015, the joint venture recognized a credit loss of \$8,928,735, which our Manager believed was the most likely outcome derived from its reassessment. Our share of the credit loss for the three months ended September 30, 2015 was \$3,482,207. In January 2016, our Manager engaged in further discussions with JAC's other subordinated lenders and the Receiver regarding a near term plan for JAC's manufacturing facility. Based upon such discussions, our Manager anticipates that a one-year tolling arrangement with JAC's suppliers will be implemented during the first half of 2016 to allow JAC's facility to recommence operations. Although our Manager believes that the marketability of JAC's facility should improve if and when the facility recommences operations, our Manager does not anticipate that JAC will make any payments to the joint venture while operating under the expected tolling arrangement. Our Manager updated the collectability analysis under the facility as of December 31, 2015 and determined that comparable enterprise values derived from EBITDA multiples and trading prices of unsecured distressed debt in comparable industries each decreased. In addition, our Manager considered that, as of December 31, 2015, (i) a tolling arrangement with JAC's suppliers did not commence as originally anticipated; (ii) no further discussions occurred between JAC, the joint venture, the senior lenders and certain other stakeholders of JAC regarding a restructuring plan and (iii) JAC's manufacturing facility continues to be non-operational. Based upon these factors, our Manager believes that the joint venture's ultimate collectability of the facility may result in less of a recovery from its prior estimate. As a result, our Manager determined to record an additional credit loss of \$5,365,776, which our Manager believes is the most likely outcome derived from its reassessment as of December 31, 2015. Our share of the credit loss for the three months ended December 31, 2015 was \$2,092,652. An additional credit loss may be recorded in future periods based upon future developments of the receivership process or if the joint venture's ultimate collectability of the facility results in less of a recovery from its current estimate. Our Manager has also assessed impairment under the equity method of accounting for our investment in the joint venture and concluded that it is not impaired. For the years ended December 31, 2015 and 2014, the joint venture recognized finance income of \$1,152,580 and \$4,000,314, respectively, prior to the facility being placed on non-accrual status. As of December 31, 2015 and 2014, the total net investment in notes receivable held by the joint venture was \$5,365,776

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and \$35,363,995, respectively, and our total investment in the joint venture was \$2,098,529 and \$13,605,567, respectively.

The results of operations of the joint venture are summarized below:

	Years Ended December 31,	
	2015	2014
Revenue	\$ 1,152,580	\$ 4,000,314
Net (loss) income	\$ (30,495,021)	\$ 3,954,250
Our share of net (loss) income	\$ (11,524,537)	\$ 1,652,320

(6) Revolving Line of Credit, Recourse

We entered into an agreement with California Bank & Trust ("CB&T") for a revolving line of credit through March 31, 2015 of up to \$5,000,000 (the "Facility"), which was secured by all of our assets not subject to a first priority lien. Amounts available under the Facility were subject to a borrowing base that was determined, subject to certain limitations, by the present value of future receivables under certain loans and lease agreements in which we had a beneficial interest.

The interest rate for general advances under the Facility was CB&T's prime rate. We could have elected to designate up to five advances on the outstanding principal balance of the Facility to bear interest at the current London Interbank Offered Rate plus 2.5% per year. In all instances, borrowings under the Facility were subject to an interest rate floor of 4.0% per year. In addition, we were obligated to pay an annualized 0.5% fee on unused commitments under the Facility.

On January 8, 2014, the Facility with CB&T was terminated. There were no obligations outstanding as of the date of the termination.

(7) Income Taxes

We are taxed as a partnership for federal and state income tax purposes. Therefore, no provision for federal and state income taxes has been recorded since the liability for these taxes is the responsibility of each of the individual members rather than us. However, certain of our direct and indirect wholly-owned subsidiaries are unlimited liability companies and are taxed as corporations under the laws of Canada. Other indirect wholly-owned subsidiaries are taxed as corporations in Barbados. The statutory Canadian tax rate was 26.0% for 2015 and 2014. Under the laws of Canada, our subsidiaries are subject to income tax examination for the 2011 tax year and subsequent tax years. For the year ended December 31, 2015, income tax expense of \$15,793 was primarily related to state withholding taxes on income related to Murray. For the year ended December 31, 2014, income tax expense of \$113,983 was due to withholding taxes related to Teal Jones Group and Teal Jones Lumber Services, Inc. (collectively, "Teal Jones") distributions.

The components of (loss) income before income taxes were:

	Years ended December 31,	
	2015	2014
Non-taxable ⁽¹⁾	\$ (11,841,139)	\$ 1,396,128
Taxable ⁽¹⁾	(86,684)	(240,332)
(Loss) income before income taxes	\$ (11,927,823)	\$ 1,155,796

(1) The distinction between the taxable and non-taxable activities was determined based on the location of the taxing authorities.

The components of income tax expense were as follows:

	Years ended December 31,	
	2015	2014
Current:		
Foreign national and provincial benefit (expense)	\$ 34,387	\$ (113,983)
Domestic state withholding tax expense	(50,180)	-
Income tax expense	\$ (15,793)	\$ (113,983)

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As of December 31, 2013, we had an income tax receivable of \$1,525,563 relating to expected income tax refunds primarily due to carrying back to previous tax years the loss realized for income tax purposes upon Teal Jones satisfying their obligations in connection with the mortgage note receivable and finance lease during the year ended December 31, 2013. In July 2014, we received the income tax refund of CAD \$1,627,520 (USD \$1,525,563).

As of December 31, 2015 and 2014, we recorded a full valuation allowance against our deferred tax asset of CAD \$2,606,811 (translated to USD as of the respective balance sheet dates) in relation to unused net operating losses. We believe it is more likely than not that our wholly-owned subsidiaries, ICON Teal Jones, LLC and ICON Teal Jones, ULC, will not realize this deferred tax asset.

The significant components of deferred taxes consisted of the following:

	December 31,	
	2015	2014
Deferred tax assets:		
Net operating loss carryforward, net of current portion	\$ 1,879,250	\$ 2,243,566
Total deferred tax assets before valuation allowance	1,879,250	2,243,566
Valuation allowance	(1,879,250)	(2,243,566)
Total deferred tax assets	\$ -	\$ -

We have not identified any material uncertain tax positions as of December 31, 2015.

(8) Transactions with Related Parties

In accordance with the terms of our LLC Agreement, we pay or paid our Manager (i) management fees ranging from 1% to 7% based on a percentage of the rentals and other contractual payments recognized either directly by us or through our joint ventures and (ii) acquisition fees, through the end of the operating period (but not during our extended operating period), of 3% of the purchase price of our investments. In addition, our Manager was reimbursed for administrative expenses incurred in connection with our operations. Our Manager also has a 1% interest in our profits, losses, distributions and liquidation proceeds.

Our Manager performs certain services relating to the management of our equipment leasing and other financing activities. Such services include, but are not limited to, the collection of lease payments from the lessees of the equipment or loan payments from borrowers, re-leasing services in connection with equipment that is off-lease, inspections of the equipment, liaising with and general supervision of lessees and borrowers to ensure that the equipment is being properly operated and maintained, monitoring performance by the lessees of their obligations under the leases and the payment of operating expenses.

Administrative expense reimbursements are costs incurred by our Manager or its affiliates on our behalf that are necessary to our operations. These costs include our Manager's and its affiliates' legal, accounting, investor relations and operations personnel costs, as well as professional fees and other costs that are charged to us based upon the percentage of time such personnel dedicate to us. Excluded are salaries and related costs, office rent, travel expenses and other administrative costs incurred by individuals with a controlling interest in our Manager.

We paid distributions to our Manager of \$70,705 and \$282,873 for the years ended December 31, 2015 and 2014, respectively. Additionally, our Manager's interest in the net (loss) income attributable to us was \$(124,244) and \$7,033 for the years ended December 31, 2015 and 2014, respectively.

Our Manager has waived the following fees and administrative expense reimbursements in relation to services provided during the years ended December 31, 2015 and 2014:

Entity	Capacity	Description	Years Ended December 31,	
			2015	2014
ICON Capital, LLC	Manager	Management fees	\$ 212,897	\$ 430,352
ICON Capital, LLC	Manager	Administrative expense reimbursements	408,093	547,635
			\$ 620,990	\$ 977,987

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At December 31, 2015, we had no related party balances. At December 31, 2014, we had a net payable due to our Manager and affiliates of \$228,736 that primarily related to professional fees paid on our behalf.

(9) Other Comprehensive Loss

During the year ended December 31, 2014, we sold all auto parts manufacturing equipment held by our foreign subsidiaries to Heuliez SA and Heuliez Investissements SNC (collectively, "Heuliez") for \$770,908. As a result of the sale, we recognized a gain due to reclassifying \$178,410 of accumulated gain on currency translation adjustments out of AOCI into gain on disposition of assets on foreign investment within the consolidated statements of comprehensive (loss) income.

(10) Fair Value Measurements

Assets and liabilities carried at fair value are classified and disclosed in one of the following three categories:

- Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
- Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.
- Level 3: Pricing inputs that are generally unobservable and are supported by little or no market data.

As of December 31, 2015, we had no assets or liabilities that were required to be measured at fair value on a recurring or nonrecurring basis. As of December 31, 2014, we had no assets or liabilities that were required to be measured at fair value on a recurring basis.

Assets Measured at Fair Value on a Nonrecurring Basis

We are required, on a nonrecurring basis, to adjust the carrying value or provide valuation allowances for certain assets using fair value measurements. Assets classified as held for sale are required to be recorded at the lower of carrying value or fair value less any costs to sell such assets. The following table summarizes the valuation of our material non-financial asset measured at fair value on a nonrecurring basis, which is presented as of the date the impairment or credit loss was recorded, while the carrying value of the asset is presented as of December 31, 2014:

	Carrying Value at December 31, 2014	Fair Value at Impairment Date			Impairment Loss For the Year Ended December 31, 2014
		Level 1	Level 2	Level 3	
Asset held for sale ⁽¹⁾	\$ -	\$ -	\$ -	\$ 1,044,959	\$ 273,928

(1) Related to equipment previously on lease to Heuliez. The equipment was reclassified to asset held for sale as of December 31, 2013 and sold during the year ended December 31, 2014.

Our asset held for sale was valued using the agreed upon sales price. The sales price was a quoted price in an inactive market, which was supported by little or no market data and therefore classified within Level 3.

Fair value information with respect to certain of our assets and liabilities is not separately provided since (i) U.S. GAAP does not require fair value disclosures of lease arrangements and (ii) the carrying value of financial assets and liabilities, other than lease-related investments, approximates fair value due to their short-term maturities.

ICON Leasing Fund Eleven, LLC
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(11) Concentrations of Risk

In the normal course of business, we are exposed to two significant types of economic risk: credit and market. Credit risk is the risk of a lessee, borrower or other counterparty's inability or unwillingness to make contractually required payments. Concentrations of credit risk with respect to lessees, borrowers or other counterparties are dispersed across different industry segments within the United States and throughout the world.

Market risk reflects the change in the value of debt instruments due to changes in interest rate spreads or other market factors. We believe that the carrying value of our investments is reasonable, taking into consideration these risks, along with estimated collateral values, payment history, and other relevant information.

At times, our cash and cash equivalents may exceed insured limits. We have placed these funds in high quality institutions in order to minimize the risk of loss relating to exceeding insured limits.

For the year ended December 31, 2015, we had one lessee that accounted for all of our total rental income. For the year ended December 31, 2014, we had one lessee and one borrower that accounted for 94.9% of our total rental and finance income. No other lessees or borrowers accounted for more than 10% of rental and finance income.

At December 31, 2015, no lessees or borrowers accounted for more than 10% of total assets. As of December 31, 2015, our only remaining investment, which we hold through a joint venture, consisted of a 39% ownership interest in a note receivable.

At December 31, 2014, we had one lessee and one borrower that accounted for 38.2% of total assets.

(12) Geographic Information

Geographic information for revenue and other income, long-lived assets and other assets deemed relatively illiquid, based on the country of origin, was as follows:

Year Ended December 31, 2015				
	North America	Asia	Total	
Revenue:				
Rental income	\$ 6,360,041	\$ -	\$ 6,360,041	
Loss from investment in joint ventures	\$ -	\$ (11,518,496)	\$ (11,518,496)	
At December 31, 2015				
	North America	Asia	Total	
Long-lived assets:				
Investment in joint ventures	\$ -	\$ 2,098,529	\$ 2,098,529	
Year Ended December 31, 2014				
	North America	Europe	Asia	Total
Revenue:				
Rental income	\$ 7,966,545	\$ -	\$ -	\$ 7,966,545
Finance income	\$ 1,405,124	\$ 16,442	\$ 128,955	\$ 1,550,521
(Loss) income from investment in joint ventures	\$ (41,398)	\$ -	\$ 1,652,515	\$ 1,611,117
At December 31, 2014				
	North America	Europe	Asia	Total
Long-lived assets:				
Leased equipment at cost, net	\$ 7,469,796	\$ -	\$ -	\$ 7,469,796
Investment in joint ventures	\$ 92,320	\$ -	\$ 13,605,569	\$ 13,697,889
Net investment in notes receivable	\$ -	\$ -	\$ 5,350,503	\$ 5,350,503

ICON Leasing Fund Eleven, LLC
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(13) Commitments and Contingencies

At the time we acquire or divest of our interest in an equipment lease or other financing transaction, we may, under very limited circumstances, agree to indemnify the seller or buyer for specific contingent liabilities. Our Manager believes that any liability of ours that may arise as a result of any such indemnification obligations will not have a material adverse effect on our consolidated financial condition or results of operations taken as a whole.

From November 2010 through March 2011, we, through our wholly-owned subsidiaries, sold four container vessels previously on bareboat charter to ZIM to unaffiliated third parties. During June 2011, we received notices from ZIM claiming it was allegedly owed various amounts for unpaid seller's credits in the aggregate amount of approximately \$7,300,000. Our Manager believed any obligation to repay the seller's credits was extinguished when ZIM defaulted by failing to fulfill certain of its obligations under the bareboat charters. On August 8, 2011, our Manager agreed to a three party arbitration panel to hear such claims. On April 19, 2012, ZIM filed arbitration claim submissions. On June 26, 2012, our Manager filed a defense and counterclaim. On February 21, 2014, the arbitration panel ruled that the seller's credits were forfeited by virtue of ZIM's default but that such forfeiture was not proved to be an accurate representation of genuine loss suffered from such default and thus, could not be enforced under English law. Taking into consideration the arbitration panel's ruling, we accrued \$4,700,000 during the year ended December 31, 2013. We filed for the right to appeal the arbitration panel's ruling, which was denied on August 7, 2014. In light of such denial, we increased our accrual to \$5,350,503 during the year ended December 31, 2014, which is included in accrued expenses and other liabilities on the consolidated balance sheets. On January 19, 2015, we entered into a letter of mutual release with ZIM to release and discharge ZIM's obligation on our notes receivable that was due in full as of December 31, 2014, as well as our accrued obligation on the seller's credits in the same amount.

During 2008, ICON EAR purchased and simultaneously leased semiconductor manufacturing equipment to EAR for \$15,729,500. In addition, ICON EAR II purchased and simultaneously leased semiconductor manufacturing equipment to EAR for a purchase price of \$6,347,500. On October 23, 2009, EAR filed a petition for reorganization under Chapter 11 of the U.S. Bankruptcy Code. On October 21, 2011, the Chapter 11 bankruptcy trustee for EAR filed an adversary complaint against the ICON EAR entities seeking the recovery of the lease payments that the trustee alleged were fraudulently transferred from EAR to the ICON EAR entities. The complaint also sought the recovery of payments made by EAR to the ICON EAR entities during the 90-day period preceding EAR's bankruptcy filing, alleging that those payments constituted a preference under the U.S. Bankruptcy Code. Additionally, the complaint sought the imposition of a constructive trust over certain real property and the proceeds from the sale that the ICON EAR entities received as security in connection with their investment. Our Manager filed an answer to the complaint that included certain affirmative defenses. Since that time, substantial discovery was completed. Our Manager still believes these claims are unsupported by the facts, but given the risks, costs and uncertainty surrounding litigation in bankruptcy, our Manager would engage in prudent settlement discussions to resolve this matter expeditiously. At this time, we are unable to predict the outcome of this action or loss therefrom, if any; however, an adverse ruling or settlement may have a material impact on our consolidated financial position or results of operations.

Subsequent to the filing of the bankruptcy petition, EAR disclaimed any right to its equipment and such equipment became the subject of an Illinois State Court proceeding. The equipment was subsequently sold as part of the Illinois State Court proceeding. On March 6, 2012, one of the creditors in the Illinois State Court proceeding won a summary judgment motion filed against the ICON EAR entities, thereby dismissing the ICON EAR entities' claims to the proceeds resulting from the sale of the EAR equipment. The ICON EAR entities appealed this decision. On September 16, 2013, the lower court's ruling was affirmed by the Illinois Appellate Court. On October 21, 2013, the ICON EAR entities filed a Petition for Leave to Appeal with the Supreme Court of Illinois appealing the decision of the Illinois Appellate Court, which petition was denied on January 29, 2014.

On January 4, 2012, MW Universal, Inc. ("MWU") and certain of its subsidiaries satisfied their obligations relating to two of the three lease schedules. On August 20, 2012, we sold the automotive manufacturing equipment subject to lease with LC Manufacturing, LLC, a wholly-owned subsidiary of MWU ("LC Manufacturing"), and terminated warrants issued to us for

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aggregate proceeds of approximately \$8,300,000. As a result, based on our 6.33% ownership interest in ICON MW, LLC ("ICON MW"), our joint venture with Fund Twelve, we received proceeds in the amount of approximately \$525,000 and recognized a loss on the sale of approximately \$6,000. In addition, our Manager evaluated the collectability of the personal guaranty of a previous owner of LC Manufacturing and, based on the findings, ICON MW recorded a credit loss of approximately \$5,411,000, of which our portion was approximately \$343,000. In February 2013, ICON MW commenced an action against the guarantor. On October 5, 2015, ICON MW received summary judgment against the guarantor on the issue of liability. A hearing to determine damages is scheduled for May 2016.

In 2011, Kreif Group ("Kreif") entered into an agreement with ICON French Equipment I, LLC, our wholly owned subsidiary ("ICON French Equipment"), to acquire certain assets from ICON French Equipment. Subsequently, Kreif breached its purchase obligation to acquire such assets, which resulted in ICON French Equipment filing a legal claim against Kreif. In 2013, a court awarded ICON French Equipment €1,484,956 to be paid over a period of 10 years. Gain on litigation will be recognized to the extent cash is received. We received our first payment of €74,248 (USD \$82,298) on April 1, 2015.

(14) Income Tax Reconciliation (unaudited)

At December 31, 2015 and 2014, the members' equity included in the consolidated financial statements totaled \$5,294,242 and \$24,789,244, respectively. The members' capital for federal income tax purposes at December 31, 2015 and 2014 totaled \$(4,730,679) and \$1,587,488, respectively. The difference arises primarily from sales and offering expenses reported as a reduction in the additional members' capital accounts for financial reporting purposes, but not for federal income tax purposes, and the differences in gain (loss) on sale of investments, depreciation and amortization, state income tax and loss from investment in joint ventures between financial reporting purposes and federal income tax purposes.

The following table reconciles net (loss) income attributable to us for financial statement reporting purposes to net income (loss) attributable to us for federal income tax purposes for the years ended December 31, 2015 and 2014:

	Years Ended December 31,	
	2015	2014
Net (loss) income attributable to Fund Eleven per consolidated financial statements	\$ (12,424,431)	\$ 703,275
Depreciation and amortization	(16,916)	(653,742)
Finance income	-	61,756
Rental income	-	1,074,689
Loss from investment in joint ventures	12,856,836	3,009,482
Gain (loss) on sale of investments	102,120	(5,891,764)
Impairment loss	-	273,928
State income tax	(327,035)	-
Loss on litigation	-	650,503
Other	561,959	64,088
Net income (loss) attributable to Fund Eleven for federal income tax purposes	\$ 752,533	\$ (707,785)

Schedule II – Valuation and Qualifying Accounts

Description	Balance at Beginning of Year	Additions Charged to Costs and Expenses	Additions Charged to Asset	Deductions	Other Charges Additions (Deductions)	Balance at End of Year
Deducted from asset accounts:						
Year ended December 31, 2015						
Valuation allowance for deferred tax assets	\$ 2,243,566	\$ -	\$ -	\$ -	\$ (364,316) ^(a)	\$ 1,879,250
Year ended December 31, 2014						
Valuation allowance for deferred tax assets	\$ 2,431,434	\$ -	\$ -	\$ -	\$ (187,868) ^(a)	\$ 2,243,566

(a) Foreign currency exchange adjustment.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of disclosure controls and procedures

In connection with the preparation of this Annual Report on Form 10-K for the year ended December 31, 2015, our Manager carried out an evaluation, under the supervision and with the participation of the management of our Manager, including its Co-Chief Executive Officers and the Principal Financial and Accounting Officer, of the effectiveness of the design and operation of our Manager's disclosure controls and procedures as of the end of the period covered by this report pursuant to the Securities Exchange Act of 1934, as amended. Based on the foregoing evaluation, the Co-Chief Executive Officers and the Principal Financial and Accounting Officer concluded that our Manager's disclosure controls and procedures were effective.

In designing and evaluating our Manager's disclosure controls and procedures, our Manager recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Our Manager's disclosure controls and procedures have been designed to meet reasonable assurance standards. Disclosure controls and procedures cannot detect or prevent all error and fraud. Some inherent limitations in disclosure controls and procedures include costs of implementation, faulty decision-making, simple error and mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based, in part, upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all anticipated and unanticipated future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with established policies or procedures.

Our Manager's Co-Chief Executive Officers and Principal Financial and Accounting Officer have determined that no weakness in disclosure controls and procedures had any material effect on the accuracy and completeness of our financial reporting and disclosure included in this Annual Report on Form 10-K.

Evaluation of internal control over financial reporting

Our Manager is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended, as a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our Manager assessed the effectiveness of its internal control over financial reporting as of December 31, 2015. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in "Internal Control — Integrated Framework" as issued in 2013.

Based on its assessment, our Manager believes that, as of December 31, 2015, its internal control over financial reporting is effective.

Changes in internal control over financial reporting

There were no changes in our Manager's internal control over financial reporting during the quarter ended December 31, 2015 that materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

Item 9B. Other Information

Not applicable.

PART III**Item 10. Directors, Executive Officers of the Registrant's Manager and Corporate Governance**

Our Manager, ICON Capital, LLC, a Delaware limited liability company ("ICON"), was formed in 1985. Our Manager's principal office is located at 3 Park Avenue, 36th Floor, New York, New York 10016, and its telephone number is (212) 418-4700.

In addition to the primary services related to our disposing of investments, our Manager provides services relating to the day-to-day management of our investments. These services include collecting payments due from lessees, borrowers, and other counterparties; remarketing equipment that is off-lease; inspecting equipment; serving as a liaison with lessees, borrowers, and other counterparties; supervising equipment maintenance; and monitoring performance by lessees, borrowers, and other counterparties of their obligations, including payment of contractual payments and all operating expenses.

Name	Age	Title
Michael A. Reisner	45	Co-Chairman, Co-Chief Executive Officer, Co-President and Director
Mark Gatto	43	Co-Chairman, Co-Chief Executive Officer, Co-President and Director
Christine H. Yap	45	Managing Director and Principal Financial and Accounting Officer
Harry Giovani	41	Managing Director and Chief Credit Officer

Michael A. Reisner, Co-Chairman, Co-CEO, Co-President and Director, joined ICON in 2001. Prior to purchasing the company in 2008, Mr. Reisner held various positions in the firm, including Executive Vice President and Chief Financial Officer, General Counsel and Executive Vice President of Acquisitions. Before his tenure with ICON, Mr. Reisner was an attorney from 1996 to 2001 with Brodsky Altman & McMahon, LLP in New York, concentrating on commercial transactions. Mr. Reisner received a J.D. from New York Law School and a B.A. from the University of Vermont.

Mark Gatto, Co-Chairman, Co-CEO, Co-President and Director, originally joined ICON in 1999. Prior to purchasing the company in 2008, Mr. Gatto held various positions in the firm, including Executive Vice President and Chief Acquisitions Officer, Executive Vice President - Business Development and Associate General Counsel. Before his tenure with ICON, he was an attorney with Cella & Goldstein in New Jersey, concentrating on commercial transactions and general litigation matters. Additionally, he was Director of Player Licensing for the Topps Company and in 2003, he co-founded a specialty business consulting firm in New York City, where he served as managing partner before re-joining ICON in 2005. Mr. Gatto received an M.B.A. from the W. Paul Stillman School of Business at Seton Hall University, a J.D. from Seton Hall University School of Law, and a B.S. from Montclair State University.

Christine H. Yap, Managing Director and Principal Financial and Accounting Officer, joined ICON in May 2013 as a Senior Director of Accounting and Finance and was promoted to Principal Financial and Accounting Officer in September 2014. Ms. Yap was previously a Vice President and Fund Controller at W.P. Carey Inc. from October 2011 to December 2012. Prior to W.P. Carey, from June 1997 to October 2011, Ms. Yap was employed by PricewaterhouseCoopers LLP, rising to the level of Director. Ms. Yap received a B.S. in Accounting from Meredith College and an M.S. in Accounting from the University of Rhode Island and is a certified public accountant.

Harry Giovani, Managing Director and Chief Credit Officer, joined ICON in 2008. Most recently, from March 2007 to January 2008, he was Vice President for FirstLight Financial Corporation, responsible for underwriting and syndicating middle market leveraged loan transactions. Previously, he spent three years at GE Commercial Finance, initially as an Assistant Vice President in the Intermediary Group, where he was responsible for executing middle market transactions in a number of industries including manufacturing, steel, paper, pharmaceutical, technology, chemicals and automotive, and later as a Vice President in the Industrial Project Finance Group, where he originated highly structured project finance transactions. He started his career at Citigroup's Citicorp Securities and CitiCapital divisions, where he spent six years in a variety of roles of increasing responsibility including underwriting, origination and strategic marketing / business development. Mr. Giovani graduated from Cornell University in 1996 with a B.S. in Finance.

Code of Ethics

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Our Manager, on our behalf, has adopted a code of ethics for its Co-Chief Executive Officers and Principal Financial and Accounting Officer. The Code of Ethics is available free of charge by requesting it in writing from our Manager. Our Manager's address is 3 Park Avenue, 36th Floor, New York, New York 10016.

Item 11. Executive Compensation

We have no directors or officers. We did not pay any costs or expenses to our Manager or its affiliates during the years ended December 31, 2015 and 2014.

Our Manager also has a 1% interest in our profits, losses, distributions and liquidation proceeds. We paid distributions to our Manager of \$70,705 and \$282,873 for the years ended December 31, 2015 and 2014, respectively. Additionally, our Manager's interest in the net (loss) income attributable to us was \$(124,244) and \$7,033 for the years ended December 31, 2015 and 2014, respectively.

Item 12. Security Ownership of Certain Beneficial Owners and the Manager and Related Security Holder Matters

- (a) We do not have any securities authorized for issuance under any equity compensation plan. No person of record owns, or is known by us to own, beneficially more than 5% of any class of our securities.
- (b) As of March 21, 2016, no directors or officers of our Manager own any of our equity securities.
- (c) Neither we nor our Manager are aware of any arrangements with respect to our securities, the operation of which may at a subsequent date result in a change of control of us.

Item 13. Certain Relationships and Related Transactions, and Director Independence

See "Item 11. Executive Compensation" for a discussion of our related party transactions. See Notes 5 and 8 to our consolidated financial statements for a discussion of our investment in joint ventures and transactions with related parties, respectively.

Because we are not listed on any national securities exchange or inter-dealer quotation system, we have elected to use the Nasdaq Stock Market's definition of "independent director" in evaluating whether any of our Manager's directors are independent. Under this definition, the board of directors of our Manager has determined that our Manager does not have any independent directors, nor are we required to have any.

Item 14. Principal Accounting Fees and Services

During the years ended December 31, 2015 and 2014, our auditors provided audit services relating to our Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q. Additionally, our auditors provided other services in the form of tax compliance work.

The following table presents the fees for both audit and non-audit services rendered by Ernst & Young LLP for the years ended December 31, 2015 and 2014:

	2015	2014
Audit fees	\$ 268,985	\$ 355,869
Tax fees	201,739	196,314
	<u>\$ 470,724</u>	<u>\$ 552,183</u>

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) 1. Financial Statements

See index to consolidated financial statements included as Item 8 to this Annual Report on Form 10-K hereof.

2. Financial Statement Schedules

Financial Statement Schedule II – Valuation and Qualifying Accounts is filed with this Annual Report on Form 10-K. Schedules not listed above have been omitted because they are not applicable or the information required to be set forth therein is included in the financial statements or notes thereto.

3. Exhibits:

- 3.1 Certificate of Formation of Registrant (Incorporated by reference to Exhibit 3.1 to Amendment No. 1 to the Registration Statement on Form S-1 filed with the SEC on February 15, 2005 (File No. 333-121790)).
- 4.1 Amended and Restated Limited Liability Company Agreement of Registrant (Incorporated by reference to Exhibit 4.1 to Amendment No. 1 to the Registration Statement on Form S-1 filed with the SEC on June 29, 2006 (File No. 333-133730)).
- 4.2 Amendment No. 1 to the Amended and Restated Limited Liability Company Agreement of Registrant (Incorporated by reference to Exhibit 4.3 to Registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2006, filed August 23, 2006).
- 10.1 Commercial Loan Agreement, by and between California Bank & Trust and ICON Leasing Fund Eleven, LLC, dated as of May 10, 2011 (Incorporated by reference to Exhibit 10.7 to Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2011, filed May 16, 2011).
- 10.2 Loan Modification Agreement, dated as of March 31, 2013, by and between California Bank & Trust and ICON Leasing Fund Eleven, LLC (Incorporated by reference to Exhibit 10.2 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2012, filed March 21, 2013).
- 31.1 Rule 13a-14(a)/15d-14(a) Certification of Co-Chief Executive Officer.
- 31.2 Rule 13a-14(a)/15d-14(a) Certification of Co-Chief Executive Officer.
- 31.3 Rule 13a-14(a)/15d-14(a) Certification of Principal Financial and Accounting Officer.
- 32.1 Certification of Co-Chief Executive Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Co-Chief Executive Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.3 Certification of Principal Financial and Accounting Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101.INS XBRL Instance Document.
- 101.SCH XBRL Taxonomy Extension Schema Document.
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document.
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document.
- 101.LAB XBRL Taxonomy Extension Labels Linkbase Document.
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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 Leasing Fund Eleven, LLC
(Registrant)

By: ICON Capital, LLC
(Manager of the Registrant)

March 25, 2016

By: /s/ Michael A. Reisner
Michael A. Reisner
Co-Chief Executive Officer and Co-President
(Co-Principal Executive Officer)

By: /s/ Mark Gatto
Mark Gatto
Co-Chief Executive Officer and Co-President
(Co-Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

ICON Leasing Fund Eleven, LLC
(Registrant)

By: ICON Capital, LLC
(Manager of the Registrant)

March 25, 2016

By: /s/ Michael A. Reisner
Michael A. Reisner
Co-Chief Executive Officer, Co-President and Director
(Co-Principal Executive Officer)

By: /s/ Mark Gatto
Mark Gatto
Co-Chief Executive Officer, Co-President and Director
(Co-Principal Executive Officer)

By: /s/ Christine H. Yap
Christine H. Yap
Managing Director
(Principal Financial and Accounting Officer)

**CERTIFICATION OF CO-CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Michael A. Reisner, certify that:

1. I have reviewed this Annual Report on Form 10-K of ICON Leasing Fund Eleven, LLC;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the board of directors of ICON Capital, LLC (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 25, 2016

/s/ Michael A. Reisner

Michael A. Reisner

Co-Chief Executive Officer and Co-President

ICON Capital, LLC

**CERTIFICATION OF CO-CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Mark Gatto, certify that:

1. I have reviewed this Annual Report on Form 10-K of ICON Leasing Fund Eleven, LLC;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the board of directors of ICON Capital, LLC (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 25, 2016

/s/ Mark Gatto

Mark Gatto

Co-Chief Executive Officer and Co-President

ICON Capital, LLC

**CERTIFICATION OF PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Christine H. Yap, certify that:

1. I have reviewed this Annual Report on Form 10-K of ICON Leasing Fund Eleven, LLC;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the board of directors of ICON Capital, LLC (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 25, 2016

/s/ Christine H. Yap

Christine H. Yap

Managing Director

(Principal Financial and Accounting Officer)

ICON Capital, LLC

**CERTIFICATION OF CO-CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Michael A. Reisner, Co-Chief Executive Officer and Co-President of ICON Capital, LLC, the Manager of the Registrant, in connection with the Annual Report of ICON Leasing Fund Eleven, LLC (the "LLC") on Form 10-K for the year ended December 31, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Annual Report"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Annual Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Annual Report fairly presents, in all material respects, the financial condition and results of operations of the LLC.

Date: March 25, 2016

/s/ Michael A. Reisner

Michael A. Reisner

Co-Chief Executive Officer and Co-President

ICON Capital, LLC

**CERTIFICATION OF CO-CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Mark Gatto, Co-Chief Executive Officer and Co-President of ICON Capital, LLC, the Manager of the Registrant, in connection with the Annual Report of ICON Leasing Fund Eleven, LLC (the "LLC") on Form 10-K for the year ended December 31, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Annual Report"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Annual Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Annual Report fairly presents, in all material respects, the financial condition and results of operations of the LLC.

Date: March 25, 2016

/s/ Mark Gatto

Mark Gatto

Co-Chief Executive Officer and Co-President

ICON Capital, LLC

**CERTIFICATION OF PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Christine H. Yap, Principal Financial and Accounting Officer of ICON Capital, LLC, the Manager of the Registrant, in connection with the Annual Report of ICON Leasing Fund Eleven, LLC (the “LLC”) on Form 10-K for the year ended December 31, 2015, as filed with the Securities and Exchange Commission on the date hereof (the “Annual Report”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Annual Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Annual Report fairly presents, in all material respects, the financial condition and results of operations of the LLC.

Date: March 25, 2016

/s/ Christine H. Yap

Christine H. Yap

Managing Director

(Principal Financial and Accounting Officer)

ICON Capital, LLC
