

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

FORM 10-Q

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

For the quarterly period ended

March 31, 2017

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:

333-185144

ICON ECI Fund Sixteen

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

80-0860084

(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)

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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth 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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Yes No

Number of outstanding Class A and Class I shares of the registrant on May 8, 2017 is 17,189 and 410, respectively.

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PART I - FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements

ICON ECI Fund Sixteen
(A Delaware Statutory Trust)
Consolidated Balance Sheets

	March 31, 2017	December 31, 2016
	(unaudited)	
Assets		
Cash	\$ 4,284,264	\$ 4,925,909
Net investment in notes receivable	3,012,181	2,999,336
Net investment in finance lease	2,948,192	3,463,004
Investment in joint ventures	3,333,308	3,341,725
Other assets	132,183	102,996
Total assets	<u>\$ 13,710,128</u>	<u>\$ 14,832,970</u>
Liabilities and Equity		
Liabilities:		
Due to Investment Manager and affiliates, net	\$ 56,322	\$ 169,137
Accrued expenses and other liabilities	472,686	566,566
Total liabilities	<u>529,008</u>	<u>735,703</u>
Commitments and contingencies (Note 9)		
Equity:		
Shareholders' capital		
Class A	11,906,894	12,004,381
Class I	286,510	288,747
Total shareholders' capital	<u>12,193,404</u>	<u>12,293,128</u>
Noncontrolling interests	987,716	1,804,139
Total equity	<u>13,181,120</u>	<u>14,097,267</u>
Total liabilities and equity	<u>\$ 13,710,128</u>	<u>\$ 14,832,970</u>

See accompanying notes to consolidated financial statements.

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ICON ECI Fund Sixteen
(A Delaware Statutory Trust)
Consolidated Statements of Operations
(unaudited)

	Three Months Ended March 31,	
	2017	2016
Revenue and other income:		
Finance income	\$ 183,871	\$ 218,088
Income from investment in joint ventures	89,560	357,382
Other income	389	—
Total revenue and other income	<u>273,820</u>	<u>575,470</u>
Expenses:		
Management fees	17,920	43,519
Administrative expense reimbursements	133,773	111,011
General and administrative	128,805	91,836
Interest	4,900	13,752
Total expenses	<u>285,398</u>	<u>260,118</u>
Net (loss) income	<u>(11,578)</u>	<u>315,352</u>
Less: net income attributable to noncontrolling interests	31,308	76,583
Net (loss) income attributable to Fund Sixteen	<u>\$ (42,886)</u>	<u>\$ 238,769</u>
Net (loss) income attributable to Fund Sixteen allocable to:		
Additional Class A shareholders and Class I shareholders	\$ (42,457)	\$ 236,381
Managing Owner	(429)	2,388
	<u>\$ (42,886)</u>	<u>\$ 238,769</u>
Additional Class A shares:		
Net (loss) income attributable to Fund Sixteen allocable to additional Class A shareholders	\$ (41,531)	\$ 230,789
Weighted average number of additional Class A shares outstanding	<u>17,189</u>	<u>17,189</u>
Net (loss) income attributable to Fund Sixteen per weighted average additional Class A share	<u>\$ (2.42)</u>	<u>\$ 13.43</u>
Class I shares:		
Net (loss) income attributable to Fund Sixteen allocable to Class I shareholders	\$ (926)	\$ 5,592
Weighted average number of Class I shares outstanding	<u>410</u>	<u>410</u>
Net (loss) income attributable to Fund Sixteen per weighted average Class I share	<u>\$ (2.26)</u>	<u>\$ 13.64</u>

See accompanying notes to consolidated financial statements.

ICON ECI Fund Sixteen
(A Delaware Statutory Trust)
Consolidated Statement of Changes in Equity

	Class A						Class I			Total	
	Managing Owner		Additional Shareholders		Total Class A		Shareholders		Noncontrolling Interests	Shares	Amount
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount			
Balance, December 31, 2016	0.001	\$ (34,623)	17,189	\$ 12,039,004	17,189	\$ 12,004,381	410	\$ 288,747	\$ 1,804,139	17,599	\$ 14,097,267
Net (loss) income	—	(429)	—	(41,531)	—	(41,960)	—	(926)	31,308	—	(11,578)
Distributions	—	(602)	—	(58,235)	—	(58,837)	—	(1,389)	(342,549)	—	(402,775)
Purchase of interests from noncontrolling interests	—	34	—	3,276	—	3,310	—	78	(505,182)	—	(501,794)
Balance, March 31, 2017 (unaudited)	0.001	\$ (35,620)	17,189	\$ 11,942,514	17,189	\$ 11,906,894	410	\$ 286,510	\$ 987,716	17,599	\$ 13,181,120

See accompanying notes to consolidated financial statements.

ICON ECI Fund Sixteen
(A Delaware Statutory Trust)
Consolidated Statements of Cash Flows
(unaudited)

	Three Months Ended March 31,	
	2017	2016
Cash flows from operating activities:		
Net (loss) income	\$ (11,578)	\$ 315,352
Adjustments to reconcile net (loss) income to net cash used in operating activities:		
Finance income	(7,125)	16,526
Income from investment in joint ventures	(89,560)	(357,382)
Interest expense from amortization of debt financing costs	2,162	2,186
Interest expense, other	2,738	3,739
Changes in operating assets and liabilities:		
Other assets	(31,349)	38,256
Due to Investment Manager and affiliates, net	(112,306)	(428,919)
Accrued expenses and other liabilities	(70,947)	(34,927)
Distributions from joint ventures	31,198	334,927
Net cash used in operating activities	(286,767)	(110,242)
Cash flows from investing activities:		
Principal received on finance lease	509,092	429,217
Distributions received from joint ventures in excess of profits	70,797	945,800
Investment in joint ventures	(4,018)	—
Purchase of interests from noncontrolling interests	(501,794)	—
Net cash provided by investing activities	74,077	1,375,017
Cash flows from financing activities:		
Repayment of revolving line of credit, recourse	—	(1,500,000)
Sales and offering expenses paid	(26,180)	(24,158)
Distributions to noncontrolling interests	(342,549)	(288,306)
Distributions to shareholders	(60,226)	(353,919)
Net cash used in financing activities	(428,955)	(2,166,383)
Net decrease in cash	(641,645)	(901,608)
Cash, beginning of period	4,925,909	1,672,868
Cash, end of period	\$ 4,284,264	\$ 771,260
Supplemental disclosure of non-cash investing and financing activities:		
Additional paid in capital from purchase of interests from noncontrolling interests	\$ 3,388	\$ —

See accompanying notes to consolidated financial statements.

ICON ECI Fund Sixteen
(A Delaware Statutory Trust)
Notes to Consolidated Financial Statements
March 31, 2017
(unaudited)

(1) Organization

ICON ECI Fund Sixteen (the “Fund”) was formed on October 11, 2012 as a Delaware statutory trust. When used in these notes to consolidated financial statements, the terms “we,” “us,” “our” or similar terms refer to the Fund and its consolidated subsidiaries.

We are a direct financing fund that primarily makes investments in or that are collateralized by equipment and other corporate infrastructure (collectively, “Capital Assets”). The investments are in companies that utilize Capital Assets to operate their businesses. These investments are primarily structured as debt and debt-like financings such as loans, leases and other structured financing transactions in or that are collateralized by Capital Assets that ICON MT 16, LLC, a Delaware limited liability company and our managing owner (the “Managing Owner”), believes will provide us with a satisfactory, risk-adjusted rate of return. Our Managing Owner makes investment decisions on our behalf and manages our business.

Our investment objectives are to preserve investors’ capital, provide distributions and provide a favorable total return. To meet our investment objectives, we have used the net proceeds from our offering and the cash generated from our investments to originate or acquire a diverse pool of investments described above, as well as other strategic investments collateralized by Capital Assets. ICON Capital, LLC, a Delaware limited liability company and our affiliate, is our investment manager (the “Investment Manager”). Our Investment Manager originates and services our investments. Wilmington Trust, National Association (the “Trustee”) serves as our sole trustee pursuant to our Third Amended and Restated Trust Agreement (the “Trust Agreement”). The Trustee delegated to our Managing Owner all of the power and authority to manage our business and affairs and has only nominal duties and liabilities to us.

Our offering period commenced on July 1, 2013 and ended on December 31, 2014. Our Managing Owner determined to cease our offering period earlier than originally anticipated as a result of lower than expected offering proceeds being raised. Our operating period commenced on January 1, 2015. We offered to sell to the public any combination of two classes of shares, Class A shares and Class I shares (collectively, the “Shares”), on a “best efforts” basis with the intention of raising up to \$250,000,000 of capital, of which \$9,000,000 had been reserved for issuance pursuant to our distribution reinvestment plan (the “DRIP”). Other than differing allocable fees and expenses, Class A shares and Class I shares have identical rights and privileges, such as identical voting and distribution rights.

As of November 12, 2013 (the “Initial Closing Date”), we raised a minimum of \$1,200,000 from the sale of our Shares, at which time shareholders were admitted and we commenced operations. As of June 13, 2014, we raised the \$12,500,000 minimum offering amount for the Commonwealth of Pennsylvania. Subsequent to the Initial Closing Date, we returned the initial capital contribution of \$1,000 to CION Investment Group, LLC (formerly, ICON Investment Group, LLC) (the “Initial Shareholder”). From the commencement of our offering on July 1, 2013 through December 31, 2014, we sold 17,189 Class A shares to 351 Class A shareholders and 410 Class I shares to six Class I shareholders, of which 404 Class A shares and 12 Class I shares were issued pursuant to the DRIP, representing an aggregate of \$17,469,610 of capital contributions. From the Initial Closing Date through December 31, 2014, we incurred sales commissions to third parties of \$1,198,531 and dealer-manager and distribution fees of \$347,547 to CION Securities, LLC, the dealer-manager of our offering and an affiliate of our Investment Manager (“CION Securities”). In addition, organization costs of \$8,418 and offering expenses of \$161,422 were incurred by us during such period. Organization costs were expensed when incurred and offering expenses were recorded as a reduction of shareholders’ equity.

(2) Summary of Significant Accounting Policies

Basis of Presentation and Consolidation

Our accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”) for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”) for Quarterly Reports on Form 10-Q. In the opinion of our Managing Owner, all adjustments, which are of a normal recurring nature, considered necessary for a fair presentation have been included. These consolidated financial statements should be read together with the consolidated financial statements and notes included in our Annual Report on Form 10-K for the year ended December 31, 2016. The results for the interim period are not necessarily indicative of the results for the full year.

ICON ECI Fund Sixteen
(A Delaware Statutory Trust)
Notes to Consolidated Financial Statements
March 31, 2017
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Credit Quality of Notes Receivable and Finance Leases and Credit Loss Reserve

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

Recently Adopted Accounting Pronouncements

In March 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-07, *Investments – Equity Method and Joint Ventures: Simplifying the Transition to the Equity Method of Accounting* ("ASU 2016-07"), which eliminates the retroactive adjustments to an investment upon it qualifying for the equity method of accounting as a result of an increase in the level of ownership interest or degree of influence by the investor. ASU 2016-07 requires that the equity method investor add the cost of acquiring the additional interest in the investee to the current basis of the investor's previously held interest and adopt the equity method of accounting as of the date the investment qualifies for equity method accounting. We adopted ASU 2016-07 on January 1, 2017, which did not have an effect on our consolidated financial statements.

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In October 2016, FASB issued ASU No. 2016-17, *Consolidation* (“ASU 2016-17”), which amends the consolidation guidance on how a reporting entity that is the single decision maker of a variable interest entity should treat indirect interests in such entity held by related parties that are under common control with the reporting entity when determining whether it is the primary beneficiary of that variable interest entity. Under ASU 2016-17, a single decision maker is not required to consider indirect interests held by related parties that are under common control with the single decision maker to be the equivalent of direct interests in their entirety. We adopted ASU 2016-17 on January 1, 2017, which did not have an effect on our consolidated financial statements.

Other Recent Accounting Pronouncements

In May 2014, FASB issued 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. Our evaluation of the impact of the adoption of ASU 2014-09 on our consolidated financial statements is ongoing and our implementation efforts have included the identification of revenue within the scope of the guidance and the evaluation of applicable revenue contracts. We continue to evaluate the timing of recognition of various revenue; however, since a substantial portion of our revenue is recognized from our leasing contracts, which is subject to ASU 2016-02 (as defined below), such revenue is excluded from our evaluation of ASU 2014-09.

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.

In February 2016, FASB issued ASU No. 2016-02, *Leases* (“ASU 2016-02”), which requires lessees to recognize assets and liabilities for leases with lease terms greater than twelve months on the balance sheet and disclose key information about leasing arrangements. ASU 2016-02 implements changes to lessor accounting focused on conforming with certain changes made to lessee accounting and the recently released revenue recognition guidance. The adoption of ASU 2016-02 becomes effective for us on January 1, 2019. Early adoption is permitted. Based on our preliminary assessment, most, if not all, of our leases are subject to lessor accounting and the accounting applied by a lessor is largely unchanged from that applied under current U.S. GAAP. We continue to evaluate the impact of the adoption of ASU 2016-02 on our consolidated financial statements.

In June 2016, FASB issued ASU No. 2016-13, *Financial Instruments - Credit Losses* (“ASU 2016-13”), which modifies the measurement of credit losses by eliminating the probable initial recognition threshold set forth in current guidance, and instead reflects an entity’s current estimate of all expected credit losses. The measurement of expected credit losses is based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. An entity will apply the amendments within ASU 2016-13 through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective. The adoption of ASU 2016-13 becomes effective for us on January 1, 2020, including interim periods within that reporting period. Early adoption is permitted. We are currently in the process of evaluating the impact of the adoption of ASU 2016-13 on our consolidated financial statements.

In August 2016, FASB issued ASU No. 2016-15, *Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments* (“ASU 2016-15”), which provides guidance on how certain cash receipts and cash payments are to be presented and classified in the statement of cash flows. The adoption of ASU 2016-15 becomes effective for us on January 1, 2018, including interim periods within that reporting period. Early adoption is permitted. An entity will apply the

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amendments within ASU 2016-15 using a retrospective transition method to each period presented. We are currently in the process of evaluating the impact of the adoption of ASU 2016-15 on our consolidated financial statements.

In November 2016, FASB issued ASU No. 2016-18, *Statement of Cash Flows* (“ASU 2016-18”), which provides guidance on the presentation of restricted cash or restricted cash equivalents in the statement of cash flows. The adoption of ASU 2016-18 becomes effective for us on January 1, 2018, including interim periods within that reporting period. Early adoption is permitted. An entity will apply the amendments within ASU 2016-18 using a retrospective transition method to each period presented. We are currently in the process of evaluating the impact of the adoption of ASU 2016-18 on our consolidated financial statements.

In January 2017, FASB issued ASU No. 2017-01, *Business Combinations* (“ASU 2017-01”), which clarifies the definition of a business. ASU 2017-01 sets forth requirements to be met for a set to be deemed a business and establishes a practical way to determine when a set is not a business. To be considered a business, a set must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create an output, and removes the evaluation of whether a market participant could replace missing elements. In addition, ASU 2017-01 narrows the definition of outputs and aligns such definition with how outputs are described within the revenue guidance. The adoption of ASU 2017-01 becomes effective for us on January 1, 2018, including interim periods within that reporting period. Early adoption is permitted for transactions that occur before the issuance date or effective date of ASU 2017-01 to the extent that such transactions have not been reported in financial statements that have been issued or made available for issuance. We are currently in the process of evaluating the impact of the adoption of ASU 2017-01 on our consolidated financial statements.

(3) Net Investment in Notes Receivable

As of March 31, 2017 and December 31, 2016, we had no net investment in notes receivable on non-accrual status 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:

	March 31, 2017	December 31, 2016
Principal outstanding	\$ 3,192,000	\$ 3,192,000
Deferred fees	(179,819)	(192,664)
Net investment in notes receivable	<u>\$ 3,012,181</u>	<u>\$ 2,999,336</u>

(4) Net Investment in Finance Lease

As of March 31, 2017 and December 31, 2016, we had no net investment in finance lease on non-accrual status and no net investment in finance lease that was past due 90 days or more and still accruing.

Net investment in finance lease consisted of the following:

	March 31, 2017	December 31, 2016
Minimum rents receivable	\$ 3,036,867	\$ 3,632,897
Initial direct costs	11,665	22,114
Unearned income	(100,340)	(192,007)
Net investment in finance lease	<u>\$ 2,948,192</u>	<u>\$ 3,463,004</u>

On September 4, 2014, ICON Geo, LLC (“ICON Geo”), a joint venture owned 52% by us, 33.5% by ICON Equipment and Corporate Infrastructure Fund Fourteen, L.P. (“Fund Fourteen”) and 14.5% by ICON ECI Partners L.P. (“ECI Partners”), each an entity also managed by our Investment Manager, purchased certain land-based seismic testing equipment for \$10,677,018. Simultaneously, the seismic testing equipment was leased to Geokinetics Inc., Geokinetics USA, Inc. and Geokinetics Acquisition Company (collectively, “Geokinetics”) for three years. On February 15, 2017, we purchased all of

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ECI Partners' limited liability company interests in ICON Geo for a purchase price of \$501,794. As a result, ICON Geo is owned 66.5% by us and 33.5% by Fund Fourteen.

(5) Investment in Joint Ventures

On January 14, 2016, D&T Holdings, LLC ("D&T") satisfied its remaining lease obligations by making a prepayment of \$8,000,000. In addition, D&T exercised its option to repurchase all assets under the lease for \$1, upon which title was transferred. As a result of the prepayment, the joint venture owned 12.5% by us recognized finance income of approximately \$1,400,000, of which our share was approximately \$175,000.

Information as to the results of operations of this joint venture is summarized as follows:

	Three Months Ended March 31,	
	2017	2016
Revenue	\$ —	\$ 1,491,704
Net income	\$ —	\$ 1,484,181
Our share of net income	\$ —	\$ 185,623

On June 8, 2016, an unaffiliated third party purchased 100% of the limited liability company interests of ICON Challenge III, LLC, a joint venture owned 25% by us and 75% by ICON ECI Fund Fifteen, L.P., an entity also managed by our Investment Manager, for net sales proceeds of \$11,551,806. As a result, we recorded a gain on sale of investment in joint venture of \$17,681.

Information as to the results of operations of this joint venture is summarized as follows:

	Three Months Ended March 31,	
	2017	2016
Revenue	\$ —	\$ 344,916
Net income	\$ —	\$ 344,916
Our share of net income	\$ —	\$ 86,229

Information as to the results of operations of a joint venture owned 10% by us that owns mining equipment is summarized as follows:

	Three Months Ended March 31,	
	2017	2016
Revenue	\$ 394,766	\$ 532,656
Net income	\$ 308,078	\$ 399,571
Our share of net income	\$ 31,199	\$ 40,495

Information as to the results of operations of a joint venture owned 10% by us that owns two geotechnical drilling vessels is summarized as follows:

	Three Months Ended March 31,	
	2017	2016
Revenue	\$ 3,343,484	\$ 3,179,870
Net income	\$ 623,791	\$ 186,522
Our share of net income	\$ 62,379	\$ 18,652

(6) Revolving Line of Credit, Recourse

We have an agreement with California Bank & Trust ("CB&T") for a revolving line of credit through May 30, 2017 of up to \$5,000,000 (the "Facility"), which is secured by all of our assets not subject to a first priority lien. Amounts available

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under the Facility are subject to a borrowing base that is determined, subject to certain limitations, by the present value of the future receivables under certain loans and lease agreements in which we have a beneficial interest.

The interest rate for general advances under the Facility is CB&T's prime rate. We may elect to designate up to five advances on the outstanding principal balance of the Facility to bear interest at the London Interbank Offered Rate ("LIBOR") plus 2.5% per year. In all instances, borrowings under the Facility are subject to an interest rate floor of 4.0% per year. In addition, we are obligated to pay an annualized 0.5% fee on unused commitments under the Facility. As of March 31, 2017, there were no obligations outstanding under the Facility and we were in compliance with the covenants related to the Facility.

As of March 31, 2017 and December 31, 2016, we had capitalized net debt financing costs related to our Facility of \$1,441 and \$3,603, respectively, which were included in other assets on our consolidated balance sheets. For the three months ended March 31, 2017 and 2016, we recognized additional interest expense of \$2,162 and \$2,186, respectively, related to the amortization of debt financing costs.

At March 31, 2017, we had \$837,033 available under the Facility pursuant to the borrowing base.

(7) Transactions with Related Parties

We have entered into certain agreements with our Investment Manager and CION Securities whereby we paid or pay certain fees and reimbursements to these parties. We paid or pay CION Securities (i) a dealer-manager fee for Class A shares sold in the offering equal to 2% of gross offering proceeds from sales of such Class A shares for managing the offering and to reimburse the dealer-manager for wholesaling fees and expenses and (ii) a distribution fee equal to 0.55% of gross offering proceeds from Class I shares sold in the offering for managing the distribution of the Class I shares. We will continue to pay the distribution fee with respect to the Class I shares sold in the offering until the earlier to occur of: (i) total distribution fees paid with respect to the Class I shares following the completion of the offering equaling 10% of the gross proceeds received with respect to the issuance of such shares from the primary portion of the offering or (ii) our entry into our wind down period. The distribution fee is paid monthly in arrears. No dealer-manager or distribution fees were or will be paid on any Shares sold pursuant to the DRIP. During the three months ended March 31, 2017, we paid distribution fees of \$509, which were previously accrued in due to Investment Manager and affiliates, net on our consolidated balance sheets. During the three months ended March 31, 2016, we did not pay any distribution fees.

Our Managing Owner also has a 1% interest in our profits, losses, distributions and liquidation proceeds, subject to increase based on our investors achieving a preferred return. In addition, our Investment Manager and its affiliates were reimbursed for a portion of the organization and offering expenses incurred in connection with our organization and offering of Shares and will be reimbursed for administrative expenses incurred in connection with our operations. The reimbursement of organization and offering expenses was capped at the lesser of 1.44% of the maximum primary offering amount of \$241,000,000 and the actual costs and expenses incurred by our Investment Manager and its affiliates. Through the end of our offering period, our Investment Manager and its affiliates incurred organization and offering expenses of \$1,759,237 on our behalf, of which our Investment Manager and its affiliates determined only to seek reimbursement of \$239,758.

We pay our Investment Manager (i) a management fee of up to 3.50% of the gross periodic payments due and paid from our investments and (ii) acquisition fees of up to 2.50% of the total purchase price (including indebtedness incurred or assumed therewith) of, or the value of the Capital Assets secured by or subject to, each of our investments. Effective July 1, 2016, our Investment Manager reduced its management fee by 50% (up to 1.75% of the gross periodic payments due and paid from our investments).

Administrative expense reimbursements are costs incurred by our Investment Manager or its affiliates that are necessary to our operations. These costs include our Investment Manager's and its affiliates' legal, accounting, investor relations and operations personnel, as well as professional fees and other costs that are charged 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 Investment Manager.

We paid distributions to our Managing Owner of \$602 and \$3,539 for the three months ended March 31, 2017 and 2016, respectively. Additionally, our Managing Owner's interest in the net (loss) income attributable to us was \$(429) and \$2,388 for the three months ended March 31, 2017 and 2016, respectively.

ICON ECI Fund Sixteen
(A Delaware Statutory Trust)
Notes to Consolidated Financial Statements
March 31, 2017
(unaudited)

Fees and other expenses incurred by us to our Investment Manager or its affiliates were as follows:

Entity	Capacity	Description	Three Months Ended March 31,	
			2017	2016
ICON Capital, LLC	Investment Manager	Management fees ⁽¹⁾	\$ 17,920	\$ 43,519
ICON Capital, LLC	Investment Manager	Administrative expense reimbursements ⁽¹⁾	133,773	111,011
			<u>\$ 151,693</u>	<u>\$ 154,530</u>

(1) Amount charged directly to operations.

At March 31, 2017, we had a net payable of \$56,322 due to our Investment Manager and affiliates that primarily consisted of administrative expense reimbursements of \$48,773. At December 31, 2016, we had a net payable of \$169,137 due to our Investment Manager and affiliates that primarily consisted of administrative expense reimbursements of \$170,138.

(8) 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.

Assets for which Fair Value is Disclosed

Our fixed-rate notes receivable, for which fair value is required to be disclosed, were valued using inputs that are generally unobservable and are supported by little or no market data and are therefore classified within Level 3. Under U.S. GAAP, we use projected cash flows for fair value measurements of these financial assets. Fair value information with respect to certain of our other 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, including the recorded value of our Facility, approximates fair value due to their short-term maturities and/or variable interest rates.

The estimated fair value of our fixed-rate notes receivable was based on the discounted value of future cash flows related to the loans at inception, adjusted for changes in certain variables, including, but not limited to, credit quality, industry, financial markets and other recent comparables. The fair value of the principal outstanding on our fixed-rate notes receivable was derived using discount rates ranging between 8.0% and 15.1% as of March 31, 2017.

	March 31, 2017	
	Carrying Amount	Fair Value (Level 3)
Principal outstanding on fixed-rate notes receivable	\$ 3,192,000	\$ 3,121,216

(9) Commitments and Contingencies

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

Item 2. Managing Owner's Discussion and Analysis of Financial Condition and Results of Operations

The following is a discussion of our current financial position and results of operations. This discussion should be read together with our unaudited consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q and our audited consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2016. This discussion should also be read in conjunction with the disclosures below regarding "Forward-Looking Statements."

As used in this Quarterly Report on Form 10-Q, references to "we," "us," "our" or similar terms include ICON ECI Fund Sixteen and its consolidated subsidiaries.

Forward-Looking Statements

Certain statements within this Quarterly Report on Form 10-Q 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 of 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.

Overview

We are a direct financing fund that primarily makes investments in domestic and international businesses, which investments are primarily structured as debt and debt-like financings (such as loans, leases and other structured financing transactions) in or that are collateralized by Capital Assets utilized by such companies to operate their businesses, as well as other strategic investments in or collateralized by Capital Assets that our Managing Owner believes will provide us with a satisfactory, risk-adjusted rate of return. We were formed as a Delaware statutory trust and are treated as a partnership for federal income tax purposes.

Our offering period commenced on July 1, 2013 and ended on December 31, 2014. Our Managing Owner determined to cease our offering period earlier than originally anticipated as a result of lower than expected offering proceeds being raised. Our operating period commenced on January 1, 2015. As of the Initial Closing Date, we raised a minimum of \$1,200,000 from the sale of our Shares, at which time shareholders were admitted and we commenced operations. As of June 13, 2014, we raised the \$12,500,000 minimum offering amount for the Commonwealth of Pennsylvania. Subsequent to the Initial Closing Date, we returned the initial capital contribution of \$1,000 to the Initial Shareholder. From the commencement of our offering on July 1, 2013 through December 31, 2014, we sold 17,189 Class A shares to 351 Class A shareholders and 410 Class I shares to six Class I shareholders, of which 404 Class A shares and 12 Class I shares were issued pursuant to the DRIP, representing an aggregate of \$17,469,610 of capital contributions. From the Initial Closing Date through December 31, 2014, we incurred sales commissions to third parties of \$1,198,531 and dealer-manager and distribution fees to CION Securities of \$347,547. In addition, organization costs of \$8,418 and offering expenses of \$161,422 were incurred by us during such period.

After the net offering proceeds were invested, we have been reinvesting the cash generated from our initial investments to the extent that cash is not used for our expenses, reserves and distributions to our shareholders. We currently anticipate investing and reinvesting in Capital Assets from time to time during our five year operating period. After the operating period, we will then sell our assets and/or let our investments mature in the ordinary course of business, during a time frame called the "wind down period."

Our Trustee serves as our sole trustee pursuant to the Trust Agreement and has delegated to our Managing Owner all of the power and authority to manage our business and affairs, including, but not limited to, our investments in Capital

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Assets. Pursuant to the terms of our investment management agreement, our Managing Owner has engaged our Investment Manager to, among other things, originate and service our investments.

Recent Significant Transaction

We engaged in the following significant transaction since December 31, 2016:

Seismic Testing Equipment

On September 4, 2014, ICON Geo purchased certain land-based seismic testing equipment for \$10,677,018. Simultaneously, the seismic testing equipment was leased to Geokinetics for three years. On February 15, 2017, we purchased all of ECI Partners' limited liability company interests in ICON Geo for a purchase price of \$501,794. As a result, ICON Geo is owned 66.5% by us and 33.5% by Fund Fourteen.

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The following table includes additional information on the significant transactions that we engaged in from the Initial Closing Date through March 31, 2017:

Portfolio Company	Structure	Equity Invested	Interest Rate	Expiration/ Maturity Date	Collateral/Priority	Net Carrying Value	Credit Loss Reserve	Current Status
Blackhawk Mining, LLC ⁽¹⁾	Lease	\$1,795,597	N/A	2/28/2018	Ownership of mining equipment	\$721,624 ⁽²⁾	None	Performing
Geokinetics, Inc.	Lease	\$6,192,645	N/A	8/31/2017	Ownership of seismic testing equipment	\$1,957,866 ⁽³⁾	None	Performing
Fugro N.V. ⁽¹⁾	Lease	\$2,377,250	N/A	12/24/2027	Ownership of geotechnical drilling vessels	\$2,610,315 ⁽²⁾	None	Performing
CFL Momentum Beheer B.V. and C.V. CFL Momentum	Loan	\$580,160	8%	12/21/2020	First priority in and earnings from a motor cargo vessel	\$581,880 ⁽⁴⁾	None	Performing
Lubricating Specialties Company	Loan	\$2,418,000	LIBOR, subject to 1% floor, plus 11%	12/30/2020	Second priority in accounts receivable and inventory and first priority in all other assets	\$2,430,301 ⁽⁴⁾	None	Performing
Murray Energy Corporation ⁽¹⁾	Lease	\$2,659,195	N/A	10/29/2015	Ownership of mining equipment	\$1,351 ⁽⁵⁾	None	Expired
D&T Holdings, LLC ⁽¹⁾	Lease	\$1,484,705	N/A	12/31/2018	Ownership of trucks, trailers and equipment	—	None	Prepaid
Challenge Mfg. Company, LLC ⁽¹⁾	Lease	\$998,379	N/A	7/9/2020	Ownership of auxiliary support equipment and robots	—	None	Sold
Challenge Mfg. Company, LLC ⁽¹⁾	Lease	\$3,009,587	N/A	1/9/2021	Ownership of stamping presses and support equipment	\$16 ⁽⁵⁾	None	Sold
Premier Trailer Leasing, Inc.	Loan	\$2,626,471	LIBOR, subject to 1% floor, plus 9%	9/24/2020	Second priority in all assets and equity interests	—	None	Prepaid

(1) Our investment in this portfolio company is or was through a joint venture and is or was included in our consolidated balance sheets as investment in joint ventures.

(2) Net carrying value of our investment in joint ventures is calculated as follows: investment at cost plus/less our share of the cumulative net income/loss of the joint venture and less distributions received since the date of our initial investment.

(3) This investment is through a joint venture that we consolidated and presented on our consolidated balance sheets as net investment in finance lease. Net investment in finance lease is the sum of the remaining minimum lease payments receivable, the estimated residual value of the asset and the unamortized initial direct costs, less unearned income. Net carrying value represents our proportionate share of the investment and includes the recognition of an investment by noncontrolling interests for the share of such investment held by the joint venture's noncontrolling interest holders.

(4) Net carrying value of our investment in note receivable is the sum of the remaining principal outstanding and the unamortized initial direct costs, less deferred fees.

(5) Represents our proportionate share of the remaining cash balance held by the joint venture.

Recently Adopted Accounting Pronouncements

In March 2016, FASB issued ASU 2016-07, *Investments – Equity Method and Joint Ventures: Simplifying the Transition to the Equity Method of Accounting*, which we adopted on January 1, 2017. The adoption of ASU 2016-07 did not have an effect on our consolidated financial statements.

In October 2016, FASB issued ASU 2016-17, *Consolidation*, which we adopted on January 1, 2017. The adoption of ASU 2016-17 did not have an effect on our consolidated financial statements.

Other Recent Accounting Pronouncements

In May 2014, FASB issued ASU 2014-09, *Revenue from Contracts with Customers*. In August 2015, FASB issued ASU 2015-14, *Revenue from Contracts with Customers – Deferral of the Effective Date*, which defers implementation of ASU 2014-09 by one year. ASU 2014-09 will become effective for us on January 1, 2018. Our evaluation of the impact of the adoption of ASU 2014-09 on our consolidated financial statements is ongoing and our implementation efforts have included the identification of revenue within the scope of the guidance and the evaluation of applicable revenue contracts. We continue to evaluate the timing of recognition of various revenue; however, since a substantial portion of our revenue is recognized from our leasing contracts, which is subject to ASU 2016-02, such revenue is excluded from our evaluation of ASU 2014-09.

In January 2016, FASB issued ASU 2016-01, *Financial Instruments – Overall: Recognition and Measurement of Financial Assets and Financial Liabilities*, which will become effective for us on January 1, 2018. We are currently in the process of evaluating the impact of the adoption of ASU 2016-01 on our consolidated financial statements.

In February 2016, FASB issued ASU 2016-02, *Leases*, which will become effective for us on January 1, 2019. Based on our preliminary assessment, most, if not all, of our leases are subject to lessor accounting and the accounting applied by a lessor is largely unchanged from that applied under current U.S. GAAP. We continue to evaluate the impact of the adoption of ASU 2016-02 on our consolidated financial statements.

In June 2016, FASB issued ASU 2016-13, *Financial Instruments – Credit Losses*, which will become effective for us on January 1, 2020. We are currently in the process of evaluating the impact of the adoption of ASU 2016-13 on our consolidated financial statements.

In August 2016, FASB issued ASU 2016-15, *Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments*, which will become effective for us on January 1, 2018. We are currently in the process of evaluating the impact of the adoption of ASU 2016-15 on our consolidated financial statements.

In November 2016, FASB issued ASU 2016-18, *Statement of Cash Flows*, which will become effective for us on January 1, 2018. We are currently in the process of evaluating the impact of the adoption of ASU 2016-18 on our consolidated financial statements.

In January 2017, FASB issued ASU 2017-01, *Business Combinations*, which will become effective for us on January 1, 2018. We are currently in the process of evaluating the impact of the adoption of ASU 2017-01 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.

Results of Operations for the Three Months Ended March 31, 2017 (the “2017 Quarter”) and 2016 (the “2016 Quarter”)

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 or finance 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:

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Asset Type	March 31, 2017		December 31, 2016	
	Net Carrying Value	Percentage of Total Net Carrying Value	Net Carrying Value	Percentage of Total Net Carrying Value
Seismic testing equipment	\$ 2,948,192	49%	\$ 3,463,004	54%
Lubricant manufacturing and blending equipment	2,430,301	41%	2,418,267	37%
Vessel - motor cargo	581,880	10%	581,069	9%
	<u>\$ 5,960,373</u>	<u>100%</u>	<u>\$ 6,462,340</u>	<u>100%</u>

The net carrying value of our financing transactions includes the balance of our net investment in notes receivable and our net investment in finance lease as of each reporting date.

During the 2017 Quarter and the 2016 Quarter, 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	
		2017 Quarter	2016 Quarter
Lubricating Specialties Company	Lubricant manufacturing and blending equipment	49%	—
Geokinetics, Inc.	Seismic testing equipment	44%	74%
Premier Trailer Leasing, Inc.	Trailers	—	26%
		<u>93%</u>	<u>100%</u>

Interest income and prepayment fees from our net investment in notes receivable and finance income from our net investment in finance lease are included in finance income in our consolidated statements of operations.

Revenue and other income for the 2017 Quarter and the 2016 Quarter is summarized as follows:

	Three Months Ended March 31,		Change
	2017	2016	
Finance income	\$ 183,871	\$ 218,088	\$ (34,217)
Income from investment in joint ventures	89,560	357,382	(267,822)
Other income	389	—	389
Total revenue and other income	<u>\$ 273,820</u>	<u>\$ 575,470</u>	<u>\$ (301,650)</u>

Total revenue and other income for the 2017 Quarter decreased \$301,650, or 52.4%, as compared to the 2016 Quarter. The decrease was primarily due to decreases in (i) income from investment in joint ventures as a result of the prepayment by D&T during the 2016 Quarter and the sale of our interests in the joint ventures related to Challenge Mfg. Company, LLC subsequent to the 2016 Quarter, each of which resulted in no income recognition for the 2017 Quarter and (ii) finance income due to (a) lower income recognized from our lease with Geokinetics and (b) the prepayment of the secured term loan by Premier Trailer subsequent to the 2016 Quarter, partially offset by finance income recognized from new secured term loans that we entered into subsequent to the 2016 Quarter.

Expenses for the 2017 Quarter and the 2016 Quarter are summarized as follows:

	Three Months Ended March 31,		Change
	2017	2016	
Management fees	\$ 17,920	\$ 43,519	\$ (25,599)
Administrative expense reimbursements	133,773	111,011	22,762
General and administrative	128,805	91,836	36,969
Interest	4,900	13,752	(8,852)
Total expenses	<u>\$ 285,398</u>	<u>\$ 260,118</u>	<u>\$ 25,280</u>

Total expenses for the 2017 Quarter increased \$25,280, or 9.7%, as compared to the 2016 Quarter. The increase was primarily due to an increase in general and administrative expenses due to higher legal and consulting fees incurred during the 2017 Quarter as compared to the 2016 Quarter and a withholding tax benefit recorded in the 2016 Quarter with no

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comparable benefit recorded in the 2017 Quarter, partially offset by lower management fees incurred during the 2017 Quarter due to the sale and prepayment of several investments during or subsequent to the 2016 Quarter and our Investment Manager reducing its management fee by 50%, effective July 1, 2016.

Net Income Attributable to Noncontrolling Interests

Net income attributable to noncontrolling interests decreased \$45,275, from \$76,583 in the 2016 Quarter to \$31,308 in the 2017 Quarter. The decrease was a result of lower net income generated by our finance lease related to Geokinetics during the 2017 Quarter as compared to the 2016 Quarter.

Net (Loss) Income Attributable to Fund Sixteen

As a result of the foregoing factors, net (loss) income attributable to us for the 2017 Quarter and the 2016 Quarter was \$(42,886) and \$238,769, respectively. Net loss attributable to us per weighted average additional Class A share and Class I share outstanding for the 2017 Quarter was \$2.42 and \$2.26, respectively. Net income attributable to us per weighted average additional Class A share and Class I share outstanding for the 2016 Quarter was \$13.43 and \$13.64, respectively.

Financial Condition

This section discusses the major balance sheet variances at March 31, 2017 compared to December 31, 2016.

Total Assets

Total assets decreased \$1,122,842, from \$14,832,970 at December 31, 2016 to \$13,710,128 at March 31, 2017. The decrease was primarily due to existing cash and cash generated by and returned from our investments being partially used to (i) acquire ECI Partners' noncontrolling interests in ICON Geo, (ii) pay distributions to our noncontrolling interests and shareholders and (iii) repay certain of our previously accrued liabilities and operating expenses, each during the 2017 Quarter.

Total Liabilities

Total liabilities decreased \$206,695, from \$735,703 at December 31, 2016 to \$529,008 at March 31, 2017. The decrease was primarily due to the repayment of certain of our previously accrued liabilities during the 2017 Quarter.

Equity

Equity decreased \$916,147, from \$14,097,267 at December 31, 2016 to \$13,181,120 at March 31, 2017. The decrease was primarily due to distributions to our shareholders and noncontrolling interests and the acquisition of ECI Partners' noncontrolling interests in ICON Geo during the 2017 Quarter.

Liquidity and Capital Resources

Summary

At March 31, 2017 and December 31, 2016, we had cash of \$4,284,264 and \$4,925,909, respectively. Pursuant to the terms of our offering, we have established a cash reserve in the amount of 0.50% of the gross offering proceeds from the sale of our Shares. As of March 31, 2017, the cash reserve was \$87,348. During our operating period, which commenced on January 1, 2015, our main source of cash is typically from operating activities and our main use of cash is in investing and financing activities. 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 make new investments, pay distributions to our shareholders and noncontrolling interests and to the extent that expenses exceed cash flows from operations and proceeds from the sale of our investments.

We believe that cash generated from the expected results of our operations will be sufficient to finance our liquidity requirements for the foreseeable future.

However, our equipment financing business has encountered significant challenges over the past several years. Specifically, we continue to suffer from (i) a lack of significant capital raised in order to execute on our investment objectives; and (ii) increasing competition over the last few years from larger alternative lenders that had not historically competed with us for investment opportunities. These challenges, along with the increasing costs associated with managing a public

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equipment fund, have made it increasingly difficult for us to operate in the same manner that we have operated under since inception. We are currently seeking the consent of our shareholders to amend and restate our Trust Agreement in order to allow for the shortening of our operating period in the sole and absolute discretion of our Managing Owner. If approved by our shareholders, our Managing Owner will end our operating period and commence our wind down period, which will provide our Managing Owner with the ability to begin to orderly liquidate our investment portfolio in order to try to maximize returns and distribute capital to our shareholders.

Our ability to generate cash in the future is subject to general economic, financial, competitive, regulatory and other factors that affect us and our borrowers' and lessees' businesses that are beyond our control.

We have used the net proceeds of our offering and the cash generated from our investments to invest in Capital Assets located in North America and other developed markets, including those in Asia and elsewhere. We have sought and continue to seek to acquire a portfolio of Capital Assets that is comprised of transactions that generate (a) current cash flow from payments of principal and/or interest (in the case of secured loans and other financing transactions) and rental payments (in the case of leases), (b) deferred cash flow by realizing the value of Capital Assets or interests therein at the maturity of the investment, or (c) a combination of both from other structured investments.

Unanticipated or greater than anticipated operating costs or losses (including a borrower's inability to make timely loan payments or a lessee's inability to make timely lease payments) would adversely affect our liquidity. To the extent that working capital may be insufficient to satisfy our cash requirements, we anticipate that we would fund our operations from cash flow generated by investing and financing activities. At March 31, 2017, we had \$837,033 available under a revolving line of credit pursuant to the borrowing base to fund our short-term liquidity needs. For additional information, see "Financings and Borrowings – Revolving Line of Credit, Recourse" below and Note 6 to our consolidated financial statements. Our Managing Owner does not intend to fund any cash flow deficit of ours or provide other financial assistance to us.

Cash Flows

Operating Activities

Cash used in operating activities increased \$176,525, from \$110,242 in the 2016 Quarter to \$286,767 in the 2017 Quarter. The increase was primarily due to (i) the timing of the payment of certain liabilities and the collection of certain receivables and (ii) a decrease in distributions from our joint ventures during the 2017 Quarter as compared to the 2016 Quarter.

Investing Activities

Cash provided by investing activities decreased \$1,300,940, from \$1,375,017 in the 2016 Quarter to \$74,077 in the 2017 Quarter. The decrease was primarily due to a decrease in distributions from our joint ventures in excess of profits and the acquisition of ECI Partners' noncontrolling interests in ICON Geo, each during the 2017 Quarter.

Financing Activities

Cash used in financing activities decreased \$1,737,428, from \$2,166,383 in the 2016 Quarter to \$428,955 in the 2017 Quarter. The decrease was primarily due to the repayment of \$1,500,000 on our Facility during the 2016 Quarter and a decrease in distributions paid to our shareholders during the 2017 Quarter as compared to the 2016 Quarter.

Financings and Borrowings

Revolving Line of Credit, Recourse

We have an agreement with CB&T for our Facility, which is secured by all of our assets not subject to a first priority lien. Amounts available under the Facility are subject to a borrowing base that is determined, subject to certain limitations, by the present value of the future receivables under certain loans and lease agreements in which we have a beneficial interest.

The interest rate for general advances under the Facility is CB&T's prime rate. We may elect to designate up to five advances on the outstanding principal balance of the Facility to bear interest at LIBOR plus 2.5% per year. In all instances, borrowings under the Facility are subject to an interest rate floor of 4.0% per year. In addition, we are obligated to pay an

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annualized 0.5% fee on unused commitments under the Facility. At March 31, 2017, there were no obligations outstanding under the Facility and we were in compliance with the covenants related to the Facility.

At March 31, 2017, we had \$837,033 available under the Facility pursuant to the borrowing base.

Distributions

We paid monthly distributions to our shareholders beginning with the first month after each such shareholder's admission through December 31, 2016. The payment of distributions remains subject to change and are made at our Managing Owner's discretion, with the amount and timing of such distributions based on our overall performance. During the 2017 Quarter, we paid distributions to our Managing Owner, Class A additional shareholders and Class I shareholders of \$602, \$58,235 and \$1,389, respectively. We also paid distributions to our noncontrolling interests of \$342,549 in the 2017 Quarter.

Commitments and Contingencies and Off-Balance Sheet Transactions

Commitments and Contingencies

At the time we acquire or divest of our interest in Capital Assets, we may, under very limited circumstances, agree to indemnify the seller or buyer for specific contingent liabilities. Our Managing Owner believes that any liability of ours that may arise as a result of any such indemnification obligations may or may not have a material adverse effect on our consolidated financial condition or results of operations taken as a whole. We are a party to the Facility, as discussed in "Financings and Borrowings – Revolving Line of Credit, Recourse" above. We had no borrowings under the Facility at March 31, 2017.

Off-Balance Sheet Transactions

None.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

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

Item 4. Controls and Procedures

Evaluation of disclosure controls and procedures

In connection with the preparation of this Quarterly Report on Form 10-Q for the three months ended March 31, 2017, our Managing Owner carried out an evaluation, under the supervision and with the participation of the management of our Managing Owner, including its Co-Chief Executive Officers and the Principal Financial and Accounting Officer, of the effectiveness of the design and operation of our Managing Owner'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 Managing Owner's disclosure controls and procedures were effective.

In designing and evaluating our Managing Owner's disclosure controls and procedures, our Managing Owner 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 Managing Owner'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.

Evaluation of internal control over financial reporting

There have been no changes in our internal control over financial reporting during the three months ended March 31, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

In the ordinary course of conducting our business, we may be subject to certain claims, suits, and complaints filed against us. In our Managing Owner's opinion, the outcome of such matters, if any, will not have a material impact on our consolidated financial position or results of operations. We are not aware of any material legal proceedings that are currently pending against us or against any of our assets.

Item 1A. Risk Factors

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

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

We did not sell or repurchase any Shares during the three months ended March 31, 2017.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Not applicable.

Item 6. Exhibits

- 3.1 Certificate of Trust of Registrant (Incorporated by reference to Exhibit 3.1 to Registrant's Registration Statement on Form S-1 filed with the SEC on November 26, 2012 (File No. 333-185144)).
- 4.1 Form of Third Amended and Restated Trust Agreement of Registrant (Incorporated by reference to Exhibit A to Registrant's Prospectus Supplement No. 4 filed with the SEC on April 2, 2014 (File No.333-185144)).
- 4.2 Form of Fourth Amended and Restated Trust Agreement of Registrant (Incorporated by reference to Appendix A to Registrant's Definitive Proxy Statement on Schedule 14A filed with the SEC on April 24, 2017).
- 10.1 Form of Investment Management Agreement, by and between ICON ECI Fund Sixteen and ICON Capital, LLC (Incorporated by reference to Exhibit 10.2 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 filed with the SEC on February 1, 2013 (File No. 333-185144)).
- 10.2 Commercial Loan Agreement, by and between California Bank & Trust and ICON ECI Fund Sixteen, dated as of December 26, 2013 (Incorporated by reference to Exhibit 10.2 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2013, filed March 28, 2014).
- 10.3 Loan Modification Agreement, by and between California Bank & Trust and ICON ECI Fund Sixteen, dated as of March 31, 2015 (Incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2015, filed on May 8, 2015).
- 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 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 ECI Fund Sixteen
(Registrant)

By: ICON MT 16, LLC
(Managing Owner of the Registrant)

May 10, 2017

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)

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 Quarterly Report on Form 10-Q of ICON ECI Fund Sixteen;
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 MT 16, 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: May 10, 2017

/s/ Michael A. Reisner

Michael A. Reisner

Co-Chief Executive Officer and Co-President

ICON MT 16, 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 Quarterly Report on Form 10-Q of ICON ECI Fund Sixteen;
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 MT 16, 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: May 10, 2017

/s/ Mark Gatto

Mark Gatto

Co-Chief Executive Officer and Co-President

ICON MT 16, 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 Quarterly Report on Form 10-Q of ICON ECI Fund Sixteen;
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 MT 16, 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: May 10, 2017

/s/ Christine H. Yap

Christine H. Yap
Managing Director
(Principal Financial and Accounting Officer)
ICON MT 16, 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 MT 16, LLC, the Managing Owner of the Registrant, in connection with the Quarterly Report of ICON ECI Fund Sixteen (the "Fund") on Form 10-Q for the quarter ended March 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Quarterly Report"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Quarterly 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 Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Fund.

Date: May 10, 2017

/s/ Michael A. Reisner

Michael A. Reisner

Co-Chief Executive Officer and Co-President

ICON MT 16, 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 MT 16, LLC, the Managing Owner of the Registrant, in connection with the Quarterly Report of ICON ECI Fund Sixteen (the "Fund") on Form 10-Q for the quarter ended March 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Quarterly Report"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Quarterly 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 Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Fund.

Date: May 10, 2017

/s/ Mark Gatto

Mark Gatto

Co-Chief Executive Officer and Co-President

ICON MT 16, 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 MT 16, LLC, the Managing Owner of the Registrant, in connection with the Quarterly Report of ICON ECI Fund Sixteen (the "Fund") on Form 10-Q for the quarter ended March 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Quarterly Report"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Quarterly 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 Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Fund.

Date: May 10, 2017

/s/ Christine H. Yap

Christine H. Yap

Managing Director

(Principal Financial and Accounting Officer)

ICON MT 16, LLC
