



2009 Tax Return Guide

Dear Investor:

This 2009 Tax Return Guide has been prepared to assist you or your tax advisor in reporting the operations of your ICON sponsored investment on your federal and state income tax returns. The results of your investment in your ICON Fund (the "Fund") are found on the accompanying Federal Schedule K-1 "Partner's Share of Income, Deductions, Credits, etc.," and if applicable, the California Schedule K-1 (Form 565/568) and the New Jersey Schedule K-1 (Form NJK-1). **The amount appearing on line L of Part II, "Partner's capital account analysis" represents an adjusted tax capital account. It may reflect tax deductions for accelerated depreciation and other items that differ from the Fund's financial statements. It is normal for this figure to decline over the life of the Fund. This tax capital account does not represent the fair market value of your investment or your capital account for financial statement purposes.** Do not file the Federal or State Schedule K-1's with your tax return. Copies have been filed with the IRS and state taxing authorities. For further information regarding Schedule K-1, you may obtain the instructions for Schedule K-1 by visiting www.irs.gov. The state allocation percentages for states where the Fund conducted business during 2009, if any, are attached to your Federal Schedule K-1.

The Fund, unlike a corporation, is not treated as a separate taxpaying entity for federal and state income tax purposes. Instead, your share of the Fund's income or loss passes through to you, the limited partners or members. As a limited partner or member you are responsible for reporting your share of the taxable income or losses of the Fund on your federal and state income tax returns.

The information in this booklet is intended to provide general guidelines and is solely for the purpose of providing you or your tax advisor with assistance. Many complex provisions of the Internal Revenue Code affect partnerships and limited liability companies and the related federal income tax reporting requirements for their investors. These provisions are constantly changing. The application and impact of tax laws can vary widely based upon specific or unique facts involved. Because of the complexity and the changing nature of the tax law, this booklet is not intended to be all-inclusive or serve as legal, accounting or tax advice. **For advice concerning specific tax situations, you should consult with your own professional advisor(s).**

The 2009 tax returns for the Funds have not been examined by any tax authorities. Accordingly, the amounts reported to you could be subject to audit by the appropriate tax authorities. As a result, the amounts being reported to you could change. Under federal and state income tax laws, many types of transactions are subject to varying interpretations and no assurance can be given that adjustments will not be made in the event of a tax audit of the Fund.

For detailed tax instructions please contact your tax advisor or the relevant IRS publications available at your local IRS office or from the IRS website. If you have any questions regarding your investment, please telephone our Investor Relations Department at (800) 343-3736, between 8:30 a.m. and 5:30 p.m. Eastern time, Monday through Friday.

**Schedule K-1
(Form 1065)**

Department of the Treasury
Internal Revenue Service

2009

For calendar year 2009, or tax
year beginning _____, 2009
ending _____, 20__

**Partner's Share of Income, Deductions,
Credits, etc.**

▶ See back of form and separate instructions.

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Final K-1 Amended K-1 OMB No. 1545-0099

**Part III Partner's Share of Current Year Income,
Deductions, Credits, and Other Items**

1	Ordinary business income (loss)	15	Credits
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)		
		19	Distributions
12	Section 179 deduction		
13	Other deductions	20	Other information
14	Self-employment earnings (loss)		
*See attached statement for additional information.			

For IRS Use Only

Part I Information About the Partnership

A Partnership's employer identification number _____

B Partnership's name, address, city, state, and ZIP code _____

C IRS Center where partnership filed return _____

D Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number _____

F Partner's name, address, city, state, and ZIP code _____

G General partner or LLC member-manager Limited partner or other LLC member

H Domestic partner Foreign partner

I What type of entity is this partner? _____

J Partner's share of profit, loss, and capital (see instructions):

Beginning		Ending	
Profit	%		%
Loss	%		%
Capital	%		%

K Partner's share of liabilities at year end:

Nonrecourse \$ _____

Qualified nonrecourse financing . . . \$ _____

Recourse \$ _____

L Partner's capital account analysis:

Beginning capital account \$ _____

Capital contributed during the year . . . \$ _____

Current year increase (decrease) . . . \$ _____

Withdrawals & distributions . . . \$ (_____)

Ending capital account \$ _____

Tax basis GAAP Section 704(b) book

Other (explain) _____

M Did the partner contribute property with a built-in gain or loss?

Yes No

If "Yes", attach statement (see instructions)

Line 3 and 10
Amounts to
Form 8582.
Worksheet 3
Column a or b

Line 5 Amount
to Form 1040,
Line 8a

Line 6a Amount
to Form 1040, Line
9a

Line 6b Amount
to Form 1040, Line
9b

Line 8 Amount
to Schedule D,
Line 5,
Column (f)

Line 9a Amount
to Schedule D,
Line 12,
Column (f)

Line 16,
Codes A - K to
Form 1116, Part I
Codes L - N to
Form 1116,
Part II

Line 17,
Code A to
Form 6251,
Line 19,
Code B
Amount to
Form 6251,
Line 18

Line 20,
Code A
Amount to
Form 4952,
Line 4a

Line 10
Amount to
Form 4797
Part I, Line 2(g)

GENERAL INFORMATION

As an investor of the Fund, you may be required to file a number of additional federal income tax forms in connection with your usual filing of Form 1040, Form 1041, Form 1065 or Form 1120. These special filings include one or more of the following:

- 1) Form 6198 if you are subject to the “At-risk” limitations;
- 2) Form 8582 if you are subject to the “Passive Activity Loss” limitations;
- 3) Form 4797 to report any gains or losses from the sale of business property;
- 4) Form 4952 if you are subject to the investment interest expense limitations;
- 5) Form 6251 with respect to the alternative minimum tax; and
- 6) Form 1116 if you are entitled to claim a foreign tax credit.

Regarding your 2009 Schedule K-1, please note the following:

The amount appearing on line L of Part II “Partner’s capital account analysis”; “Ending capital account” is an adjusted tax capital account. It may reflect tax deductions for accelerated depreciation and other items that differ from the Fund’s financial statements. It is normal for this figure to decline over the life of the Fund. This tax capital account does not represent the fair market value of your investment or your capital account for financial statement purposes.

Line L, Part II “Partner’s capital account analysis”; “Withdrawals & distributions” - Cash distributions received during 2009 generally should not be reported on your tax returns.

Line L, Part II “Partner’s capital account analysis”; “Capital contributed during the year,” will be blank unless you acquired units or shares of interest in the Fund during 2009, or transferred your units to a new registration. If you purchased shares as an original investor in an ICON Fund during 2009, the amount shown will be equal to the amount you paid for your shares. If you acquired your units or shares as a substitute investor or transferred your units or shares, the amount will represent your beginning capital account balance.

If a line item discussed on any of the following pages is blank on your Schedule K-1, then your share of the line item is less than \$1.00 and you do not have to report that line item to the IRS or State taxing authorities.

Line 3 - Other net rental income (loss)

Net income (loss) from other rental activities is usually reported on Form 1040, Schedule E “Supplemental Income and Loss.” However, under the Internal Revenue Code, limited partnerships, as well as the Fund, are usually classified as passive activities and are subject to the passive loss rules.

If you have passive income for 2009 (i.e., the sum of the amounts on lines 3, 10 and 11 of the K-1 form is positive) and you had suspended passive losses in prior years (losses you could not use due to the passive loss limitations) you may deduct the suspended losses in 2009 to the extent they do not exceed your 2009 passive income.

You have a passive loss for 2009 if the sum of the amounts on lines 3, 10 and 11 is negative. Before reporting any loss on Schedule E, investors must first complete Form 8582, “Passive Activity Loss Limitations” to calculate the amount of passive activity loss which can be claimed.

Lines 5 through 11, Code A

Line 5 through Line 11, Code A on your K-1 represents your share of the portfolio income earned on the Fund's lending activity and its operating reserve in 2009. This amount is considered portfolio income and does not enter into the passive activity loss computation. The most common types of portfolio income earned by the Fund other than Net Section 1231 Gain (Loss) is interest income, dividend income, net short-term capital gain (loss) and net long-term capital gain (loss).

Interest income on Line 5 is reported on Form 1040, Line 8a, Taxable Interest.

Ordinary dividends, Line 6a is reported on Form 1040, Line 9a, Ordinary Dividends.

Qualified dividends, Line 6b is reported on Form 1040, Line 9b, Qualified Dividends.

Net short-term capital gain (loss) on Line 8 is reported on Schedule D, Line 5, column (f).

Net long-term capital gain (loss) on Line 9a is reported on Schedule D, Line 12, column (f).

Line 10 - Net section 1231 gain (loss)

The amount, if any, on line 10 of Schedule K-1 "Section 1231 gain (loss)," is your share of the Fund's Section 1231 gain (loss) from sales and exchanges of certain property used in a trade or business. Generally, this item is passive income (loss). Section 1231 gain (loss) is reported on Form 4797, "Sales of Business Property," Part 1, line 2(g). In general, if your total Section 1231 gains and losses from all sources result in a net gain, the net gain will generally be characterized as a long-term capital gain to the extent that you did not have section 1231 losses treated as ordinary losses during the previous five years. If the total of Section 1231 gains and losses result in a net loss, each gain or loss will be treated separately as an ordinary gain or loss. Generally, the Section 1231 gain or loss from the Fund is considered passive activity income or loss and must be used in calculating the amount of your deductible passive activity losses on Form 8582.

Line 16, Code A through N - Foreign transactions

The amounts on line 16 represents US taxable income, deductions and losses already included in Schedule K-1, Part III, Lines 1 through 11 that are from the Fund's leasing activity conducted outside the United States. This information is provided only to enable you to determine whether you can claim a foreign tax credit or deduction for income taxes the Fund paid or accrued during the year to a foreign country or U.S. possession as a credit against your U.S. income tax. In order to claim a foreign tax credit, these amounts are required to be reported on Form 1116 "Foreign Tax Credit." Amounts included on line 16, A through Code K are reported on Form 1116, Part I and Losses L through Code N are reported on Form 1116, Part II.

Line 17, Codes A and B - Alternative minimum tax (AMT) items

All investors must complete Form 6251 "Alternative Minimum Tax - Individuals," to determine if they are subject to the alternative minimum tax. The two tax preference items, which could affect your alternative minimum tax situation, that may appear on your federal K-1 pertaining to the Fund are: (1) Code A, "Post-1986 depreciation adjustment" and (2) Code B, "Adjusted gain or loss." Enter these two amounts directly onto Form 6251, lines 18 and 19.

Continued

Line 20, Code A

Your share of the Fund's investment income, if any, is shown on line 20, Code A of Schedule K-1. This amount may affect your deduction for investment interest expense from other sources. The amount on line 20, Code A should be carried to Form 4952, "Investment Interest Expense Deduction," and reported on line 4a. The deduction for interest expense incurred to purchase or carry investments may be limited. Investment interest expense is generally deductible only to the extent of net investment income.

Line 20, Code V - Unrelated Business Income (Tax-Exempt Entities Only)

If you invested in the Fund through a tax-exempt entity (pension fund, Keogh plan, IRA, charity, labor union, trade association, etc.) you may be subject to tax on your portion of the Fund's Unrelated Business Income (UBI). Generally, UBI is income from a business enterprise that is not related to a tax exempt investor's tax-exempt purpose and should be reported on Form 990-T "Exempt Organization Business Income Tax Return" each year. Refer to the 990-T instructions for details. Please note that the amount reported to you on Schedule K-1 does not include any exception that may be afforded to you under the tax code.

At-Risk Limitations

Certain taxpayers are required to file Form 6198 "At-Risk Limitations." An investor's amount at risk in the Fund is generally the sum of (1) amount paid for the units and (2) cumulative profits of the Fund: less the sum of (a) cumulative cash distributions and (b) cumulative losses of the Fund.

Any loss disallowed as a result of the at-risk limitation is treated as if it had occurred in the first succeeding tax year in which the taxpayer has a sufficient amount at risk. If at-risk limitations apply in 2009, see your tax advisor for related Schedule K-1 adjustments.

STATE INCOME TAX FILING

Most states require that income or losses derived from an investment in the Fund be included in the resident taxpayer's state income tax return. Some states require that a nonresident partner file a nonresident income tax return with that state reflecting the partner's share of income or losses resulting from Fund operations in that state. We have enclosed information allocating the Fund's operations on a state-by-state basis.

California and New Jersey require us to report to you on their own form. We have enclosed their Schedule K-1 for reporting your distributive share of the Fund's activities in their states. This should be used in the reporting of income or losses on a state level. We have not attempted to determine whether nonresident state income tax returns should be filed for each individual. Since some states do not follow the Internal Revenue Code, we encourage you to consult your tax advisor or the applicable state regulatory agency.

REPORT OF SALE OR EXCHANGE

As a result of regulations issued by the Internal Revenue Service, we are required to send to investors who sold or exchanged fund interests in the Fund after December 31, 2008 a Form 8308, "Report of a Sale or Exchange of Certain Partnership Interests." Additionally, an investor who purchased or to whom fund interests were transferred is also to receive a Form 8308. You should have already received this form under separate cover if you have sold, exchanged or transferred your fund interest during 2009. This form should not be mailed with your return. The Fund will furnish a copy of this information to the Internal Revenue Service.

Continued

The purpose of Form 8308 is to alert transferors that they may be required to treat a portion of the gain realized from sale or exchange of their fund interest as ordinary income. To the extent of the gain you have recognized on the sale of your units, or shares, the applicable cumulative depreciation amount would be treated fully as ordinary income. In general, the amounts to be recaptured are dependent upon your personal tax situation. **Investors should consult their tax advisor with respect to the amounts to be reported upon sale, transfer, or other disposition of your units in the Fund.**

Pursuant to U.S. Treasury Department Circular 230, we are informing you that any U.S. federal tax advice contained in this communication was not intended or written to be used, and it cannot be used, by any taxpayer for the purpose of avoiding tax penalties that may be imposed on the taxpayer or referred to in promoting, marketing or recommending any corporation, partnership or other entity, investment plan, concept, structure or arrangement or any other matter addressed herein.