



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-4631

Mail Stop 4631

February 17, 2011

**via U.S. mail and facsimile**

Crit S. DeMent, CEO  
LEAF Asset Management, LLC  
110 South Poplar Street, Suite 101  
Wilmington, Delaware 19801

**RE: LEAF Equipment Finance Fund 4, L.P.  
Form 10-K for the Fiscal Year Ended December 31, 2009  
Filed April 2, 2010  
Forms 8-K filed May 24, 2010, August 23, 2010 and February 1, 2011  
File No. 0-53667**

Dear Mr. DeMent:

We have reviewed your response letter dated February 7, 2011, and have the following additional comment. In our comment, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter within ten business days by providing the requested information or by advising us when you will provide the requested response. If you do not believe our comment applies to your facts and circumstances, please tell us why in your response.

After reviewing the information you provide in response to this comment, we may have additional comments.

Form 8-K filed on February 1, 2011

1. We note your disclosure in the Form 8-K filed on February 1, 2011. Please amend the Form 8-K to file a complete, executed copy of the indenture, including all schedules and exhibits.

Mr. DeMent  
LEAF Equipment Finance Fund 4, L.P.  
February 17, 2011  
Page 2

You may contact Tracey Houser, Staff Accountant, at (202) 551-3736, or in her absence, me at (202) 551-3355, if you have questions regarding comments on the financial statements and related matters. Please contact Chambre Malone, Staff Attorney, at (202) 551-3262, or in her absence, Jay Ingram, Legal Branch Chief, at (202) 551-3397, with any other questions.

Sincerely,

Terence O'Brien  
Accounting Branch Chief