



DIVISION OF  
CORPORATION FINANCE

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

December 20, 2012

Via E-mail

Jeremiah J. Silkowski  
President and Chief Executive Officer  
SQN Capital Management, LLC  
110 William Street, 26<sup>th</sup> Floor  
New York, New York 10038

**Re: SQN AIF IV, L.P.**  
**Amendment No. 1 to Registration Statement on Form S-1**  
**Filed December 5, 2012**  
**File No. 333-184550**

Dear Mr. Silkowski:

We have reviewed your registration statement and have the following comments.

Principal Investment Strategies, page 49

1. Please clarify how much of the investment strategy will be geared towards investments in financings and how much will constitute investments in physical assets.

Legal Opinion, Exhibit 5.1

2. Please have counsel delete the phrase in the last sentence of the legal opinion beginning "or furnished to or quoted..." Investors should be able to rely on the opinion.

Please contact Sherry Haywood, Staff Attorney at (202) 551-3345 or, in her absence, Craig Slivka, Special Counsel, at (202) 551-3729 with any questions.

Sincerely,

/s/ Craig Slivka, for

Pamela Long  
Assistant Director

Cc: Via E-mail  
John T. Bradley, Esq.