



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-7010

Mail Stop 3561

December 1, 2008

Lawrence C. Yarberry  
Executive Vice President and Chief Financial Officer  
Pacer International, Inc.  
2300 Clayton Road, Suite 1200  
Concord, CA 94520

**Re: Pacer International, Inc.  
Form 10-K for the fiscal year ended December 28, 2007  
Filed February 19, 2008  
Schedule 14A  
Filed March 12, 2008  
File No. 000-49828**

Dear Mr. Yarberry:

We have completed our review of your Form 10-K and related filings and have no further comments at this time.

Regards,

Rolaine S. Bancroft  
Special Counsel