



DIVISION OF
CORPORATION FINANCE

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

August 16, 2010

John J. Hafferty
Executive Vice President & CFO
Pacer International, Inc.
6805 Perimeter Drive
Dublin, Ohio 43016

Re: Pacer International, Inc.
Form 10-K for fiscal year ended December 31, 2009
Filed February 23, 2010
File No. 000-49828

Dear Mr. Hafferty:

We have completed our review of your filing and do not have any further comments at this time.

Sincerely,

Lyn Shenk
Branch Chief