



DIVISION OF
CORPORATION FINANCE

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

July 28, 2010

Carmine T. Oliva
Chairman of the Board and Chief Executive Officer
EMRISE Corporation
611 Industrial Way
Eatontown, NJ 07724

Re: EMRISE Corporation
Form 10-K for the Fiscal Year Ended December 31, 2009
Filed April 15, 2010
Preliminary Proxy Statement on Schedule 14A
Filed June 18, 2010
File No. 001-10346

Dear Mr. Oliva:

We have completed our limited review of your filings and do not have any further comments at this time. If you have any questions please contact Alicia Lam at (202) 551-3316.

Sincerely,

Russell Mancuso
Branch Chief

cc (by facsimile): Jennifer L. Miller
Ballard Spahr LLP