



DIVISION OF
CORPORATION FINANCE

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

July 11, 2011

Via E-mail
Jeffrey Stolt
Chief Financial Officer
Two Harbors Investment Corp.
601 Carlson Parkway
Suite 330
Minnetonka, MN

**Re: Two Harbors Investment Corp.
Form 10-K for Fiscal Year Ended
December 31, 2010
Filed March 4, 2011
File No. 001-34506**

Dear Mr. Stolt:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Kevin Woody

Kevin Woody
Branch Chief