

April 25, 2011

Securities and Exchange Commission
Division of Corporate Finance
100 F Street, N.E.
Washington, D.C. 20549
Attention: Michael McTiernan
Assistant Director

**Re: AG Mortgage Investment Trust, Inc.
Registration Statement on Form S-11 (SEC File No. 333-172656)**

Ladies and Gentlemen:

In connection with the above-referenced Registration Statement, and pursuant to Rule 461 under the Securities Act of 1933, as amended (the “Act”), we hereby join in the request of AG Mortgage Investment Trust, Inc. that the effective date of the Registration Statement be accelerated so that it will be declared effective at 4:00 p.m., Eastern time, on April 27, 2011 or as soon thereafter as practicable.

Pursuant to Rule 460 under the Act, please be advised that the undersigned effected the following approximate distribution of copies of the Preliminary Prospectus dated April 18, 2011 (the “Preliminary Prospectus”):

	<u>No. of Copies</u>
Prospective Underwriters	3,960
Dealers	1,937
Institutions	686
Others	1,843
Total	<u>8,426</u>

In connection with the Preliminary Prospectus distribution for the above-reference issue, the prospective underwriters have confirmed that they are complying with the 48-hour requirement as promulgated by Rule 15c2-8 under the Securities Exchange Act of 1934, as amended.

Very truly yours,

MERRILL LYNCH, PIERCE, FENNER & SMITH
INCORPORATED

J.P. MORGAN SECURITIES LLC

UBS SECURITIES LLC

As Representatives of the several Underwriters

MERRILL LYNCH, PIERCE, FENNER & SMITH
INCORPORATED

By: /s/ Richard A. Diaz

Name: Richard A. Diaz

Title: Authorized Signatory

J.P. MORGAN SECURITIES LLC

By: /s/ Ray Craig

Name: Ray Craig

Title: Executive Director

UBS SECURITIES LLC

By: /s/ Andrew Platt

Name: Andrew Platt

Title: Executive Director

By: /s/ Justin P. Nance

Name: Justin P. Nance

Title: Associate Director