

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2011

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-31458

Newcastle Investment Corp.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of
incorporation or organization)

1345 Avenue of the Americas, New York, NY
(Address of principal executive offices)

81-0559116
(I.R.S. Employer
Identification No.)

10105
(Zip Code)

(212) 798-6100

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulations S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer (Do not check if a smaller reporting company)
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the last practicable date.

Common stock, \$0.01 par value per share: 79,277,184 shares outstanding as of May 1, 2011.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This report contains certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements relate to, among other things, the operating performance of our investments, the stability of our earnings, and our financing needs. Forward-looking statements are generally identifiable by use of forward-looking terminology such as “may,” “will,” “should,” “potential,” “intend,” “expect,” “endeavor,” “seek,” “anticipate,” “estimate,” “overestimate,” “underestimate,” “believe,” “could,” “project,” “predict,” “continue” or other similar words or expressions. Forward-looking statements are based on certain assumptions, discuss future expectations, describe future plans and strategies, contain projections of results of operations or of financial condition or state other forward-looking information. Our ability to predict results or the actual outcome of future plans or strategies is inherently uncertain. Although we believe that the expectations reflected in such forward-looking statements are based on reasonable assumptions, our actual results and performance could differ materially from those set forth in the forward-looking statements. These forward-looking statements involve risks, uncertainties and other factors that may cause our actual results in future periods to differ materially from forecasted results. Factors that could have a material adverse effect on our operations and prospects include, but are not limited to:

- reductions in cash flows received from our investments;
- our ability to take advantage of opportunities in additional asset classes or types of assets, at attractive risk-adjusted prices;
- our ability to deploy capital accretively;
- the risks that default and recovery rates on our real estate securities and loan portfolios exceed our underwriting estimates;
- the relationship between yields on assets which are paid off and yields on assets in which such monies can be reinvested;
- the relative spreads between the yield on the assets we invest in and the cost of financing;
- changes in economic conditions generally and the real estate and bond markets specifically;
- adverse changes in the financing markets we access affecting our ability to finance our investments, or in a manner that maintains our historic net spreads;
- changing risk assessments by lenders that potentially lead to increased margin calls, not extending our repurchase agreements or other financings in accordance with their current terms or entering into new financings with us;
- changes in interest rates and/or credit spreads, as well as the success of any hedging strategy we may undertake in relation to such changes;
- the quality and size of the investment pipeline and the rate at which we can invest our cash, including cash inside our CDOs;
- impairments in the value of the collateral underlying our investments and the relation of any such impairments to our judgments as to whether changes in the market value of our securities, loans or real estate are temporary or not and whether circumstances bearing on the value of such assets warrant changes in carrying values;
- legislative/regulatory changes, including, but not limited to, any modification of the terms of loans;
- the availability and cost of capital for future investments;
- competition within the finance and real estate industries; and
- other risks detailed from time to time below, particularly under the heading “Risk Factors,” and in our other SEC reports.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. The factors noted above could cause our actual results to differ significantly from those contained in any forward-looking statement.

Readers are cautioned not to place undue reliance on any of these forward-looking statements, which reflect our management’s views only as of the date of this report. We are under no duty to update any of the forward-looking statements after the date of this report to conform these statements to actual results.

SPECIAL NOTE REGARDING EXHIBITS

In reviewing the agreements included as exhibits to this Quarterly Report on Form 10-Q, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about the Company or the other parties to the agreements. The agreements contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

- should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to the parties if those statements prove to be inaccurate;
- have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;
- may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and
- were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. Additional information about the Company may be found elsewhere in this Quarterly Report on Form 10-Q and the Company's other public filings, which are available without charge through the SEC's website at <http://www.sec.gov>.

The Company acknowledges that, notwithstanding the inclusion of the foregoing cautionary statements, it is responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this report not misleading.

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NEWCASTLE INVESTMENT CORP.
FORM 10-Q

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

NEWCASTLE INVESTMENT CORP. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(dollars in thousands, except share data)

	March 31, 2011 (Unaudited)	December 31, 2010
Assets		
<u>Non-Recourse VIE Financing Structures</u>		
Real estate securities, available for sale	\$ 1,994,079	\$ 1,859,984
Real estate related loans, held for sale, net	764,254	750,130
Residential mortgage loans, held for investment, net	121,661	124,974
Residential mortgage loans, held for sale, net	246,298	252,915
Subprime mortgage loans subject to call option	404,011	403,793
Operating real estate, held for sale	8,339	8,776
Other investments	18,883	18,883
Restricted cash	131,540	157,005
Derivative assets	7,535	7,067
Receivables and other assets	31,420	29,206
	<u>3,728,020</u>	<u>3,612,733</u>
<u>Recourse Financing Structures and Unlevered Assets</u>		
Real estate securities, available for sale	94,587	600
Real estate related loans, held for sale, net	4,608	32,475
Residential mortgage loans, held for sale, net	277	298
Other investments	6,024	6,024
Cash and cash equivalents	160,594	33,524
Receivables and other assets	3,586	1,457
	<u>269,676</u>	<u>74,378</u>
	<u>\$ 3,997,696</u>	<u>\$ 3,687,111</u>
Liabilities and Stockholders' Equity (Deficit)		
Liabilities		
<u>Non-Recourse VIE Financing Structures</u>		
CDO bonds payable	\$ 2,944,193	\$ 3,010,868
Other bonds payable	246,561	256,809
Notes payable		
	4,296	4,356
Repurchase agreements	12,527	14,049
Financing of subprime mortgage loans subject to call option	404,011	403,793
Derivative liabilities	153,944	176,861
Accrued expenses and other liabilities	11,745	8,445
	<u>3,777,277</u>	<u>3,875,181</u>
<u>Recourse Financing Structures and Other Liabilities</u>		
Repurchase agreements	83,276	4,683
Junior subordinated notes payable	51,252	51,253
Dividends payable	930	—
Due to affiliates	1,351	1,419
Accrued expenses and other liabilities	7,656	2,160
	<u>144,465</u>	<u>59,515</u>
	<u>3,921,742</u>	<u>3,934,696</u>
Stockholders' Equity (Deficit)		
Preferred stock, \$0.01 par value, 100,000,000 shares authorized, 1,347,321 shares of 9.75% Series B Cumulative Redeemable Preferred Stock, 496,000 shares of 8.05% Series C Cumulative Redeemable Preferred Stock, and 620,000 shares of 8.375% Series D Cumulative Redeemable Preferred Stock, liquidation preference \$25.00 per share, issued and outstanding as of March 31, 2011 and December 31, 2010	61,583	61,583
Common stock, \$0.01 par value, 500,000,000 shares authorized, 79,277,184 and 62,027,184 shares issued and outstanding at March 31, 2011 and December 31, 2010, respectively	793	620
Additional paid-in capital	1,163,604	1,065,377
Accumulated deficit	(1,224,429)	(1,328,987)
Accumulated other comprehensive income (loss)	74,403	(46,178)
	<u>75,954</u>	<u>(247,585)</u>
	<u>\$ 3,997,696</u>	<u>\$ 3,687,111</u>

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NEWCASTLE INVESTMENT CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME (Unaudited)

(dollars in thousands, except share data)

	Three Months Ended March 31,	
	2011	2010
Interest income	\$ 72,203	\$ 70,092
Interest expense	38,165	45,589
Net interest income	34,038	24,503
Impairment (Reversal)		
Valuation allowance (reversal) on loans	(41,307)	(95,774)
Other-than-temporary impairment on securities	3,112	64,856
Portion of other-than-temporary impairment on securities recognized in other comprehensive income (loss), net of the reversal of other comprehensive loss into net income (loss)	989	(37,114)
	<u>(37,206)</u>	<u>(68,032)</u>
Net interest income after impairment	71,244	92,535
Other Income (Loss)		
Gain (loss) on settlement of investments, net	34,092	9,677
Gain on extinguishment of debt	11,042	48,346
Other income (loss), net	335	(1,480)
	<u>45,469</u>	<u>56,543</u>
Expenses		
Loan and security servicing expense	1,060	1,035
General and administrative expense	1,601	3,101
Management fee to affiliate	4,189	4,477
	<u>6,850</u>	<u>8,613</u>
Income from continuing operations	109,863	140,465
Income (loss) from discontinued operations	(190)	(40)
Net Income	109,673	140,425
Preferred dividends	(1,395)	(3,268)
Excess of carrying amount of exchanged preferred stock over fair value of consideration paid	—	43,043
Income Available for Common Stockholders	<u>\$ 108,278</u>	<u>\$ 180,200</u>
Income Per Share of Common Stock		
Basic	<u>\$ 1.73</u>	<u>\$ 3.36</u>
Diluted	<u>\$ 1.73</u>	<u>\$ 3.36</u>
Income from continuing operations per share of common stock, after preferred dividends and excess of carrying amount of exchanged preferred stock over fair value of consideration paid		
Basic	<u>\$ 1.73</u>	<u>\$ 3.36</u>
Diluted	<u>\$ 1.73</u>	<u>\$ 3.36</u>
Income (loss) from discontinued operations per share of common stock		
Basic	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Diluted	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted Average Number of Shares of Common Stock Outstanding		
Basic	<u>62,602,184</u>	<u>53,619,643</u>
Diluted	<u>62,611,070</u>	<u>53,619,643</u>
Dividends Declared per Share of Common Stock	<u>\$ —</u>	<u>\$ —</u>

See notes to consolidated financial statements

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NEWCASTLE INVESTMENT CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT) (Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2011

(dollars in thousands)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accum. Other Comp. Income (Loss)	Total Stock-holders' Equity (Deficit)
	Shares	Amount	Shares	Amount				
Stockholders' equity (deficit) - December 31, 2010	2,463,321	\$61,583	62,027,184	\$ 620	\$1,065,377	\$(1,328,987)	\$ (46,178)	\$ (247,585)
Preferred dividends declared	—	—	—	—	—	(5,115)	—	(5,115)
Issuance of common stock	—	—	17,250,000	173	98,227	—	—	98,400
Comprehensive income:								
Net income	—	—	—	—	—	109,673	—	109,673
Net unrealized gain on securities	—	—	—	—	—	—	126,143	126,143
Reclassification of net realized (gain) on securities into earnings	—	—	—	—	—	—	(28,271)	(28,271)
Net unrealized gain on derivatives designated as cash flow hedges	—	—	—	—	—	—	18,411	18,411
Reclassification of net realized loss on derivatives designated as cash flow hedges into earnings	—	—	—	—	—	—	4,298	4,298
Total comprehensive income	—	—	—	—	—	—	—	230,254
Stockholders' equity (deficit) - March 31, 2011	<u>2,463,321</u>	<u>\$61,583</u>	<u>79,277,184</u>	<u>\$ 793</u>	<u>\$1,163,604</u>	<u>\$(1,224,429)</u>	<u>\$ 74,403</u>	<u>\$ 75,954</u>

See notes to consolidated financial statements

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NEWCASTLE INVESTMENT CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

(dollars in thousands)

	Three Months Ended March 31,	
	2011	2010
Cash Flows From Operating Activities		
Net income	\$ 109,673	\$ 140,425
Adjustments to reconcile net income to net cash provided by (used in) operating activities (inclusive of amounts related to discontinued operations):		
Depreciation and amortization	46	63
Accretion of discount and other amortization	(10,771)	(1,181)
Interest income in CDOs redirected for reinvestment or CDO bonds paydown	(3,724)	(9,101)
Interest income on investments accrued to principal balance	(4,535)	—
Interest expense on debt accrued to principal balance	410	930
Deferred interest received	1,027	—
Reversal of valuation allowance on loans	(41,307)	(95,774)
Other-than-temporary impairment on securities	4,101	27,742
Impairment on real estate held for sale	433	—
Gain on settlement of investments, net	(33,158)	(9,677)
Unrealized loss on non-hedge derivatives and hedge ineffectiveness	201	1,749
Gain on extinguishment of debt	(11,042)	(48,346)
Change in:		
Restricted cash	109	(695)
Receivables and other assets	(40)	2,346
Due to affiliates	(68)	(15)
Accrued expenses and other liabilities	(61)	744
Net cash provided by (used in) operating activities	<u>11,294</u>	<u>9,210</u>
Cash Flows From Investing Activities		
Purchase of real estate securities	(89,601)	(3)
Proceeds from sale of real estate securities	—	26,022
Acquisition of servicing rights	(2,082)	—
Repayments of principal on loans and securities	37,605	15,770
Repayments of principal from repurchased CDO debt	9,726	25
Margin received on derivative instruments	—	5,073
Payments on settlement of derivative instruments	—	(3,668)
Distributions of capital from equity method investees	—	152
Net cash provided by (used in) investing activities	<u>(44,352)</u>	<u>43,371</u>
Cash Flows From Financing Activities		
Repurchases of CDO bonds payable	(1,083)	(144)
Repayments of other bonds payable	(10,460)	(11,346)
Borrowings under repurchase agreements	79,978	—
Repayments of repurchase agreements	(2,907)	(58,420)
Issuance of common stock	98,843	—
Costs related to issuance of common stock	(58)	—
Cash consideration paid in exchange for junior subordinated notes	—	(9,715)
Cash consideration paid to redeem preferred stock	—	(16,001)
Dividends paid	(4,185)	(18,942)
Restricted cash returned from refinancing activities	—	5,525
Net cash provided by (used in) financing activities	<u>160,128</u>	<u>(109,043)</u>
Net Increase (Decrease) in Cash and Cash Equivalents	<u>127,070</u>	<u>(56,462)</u>
Cash and Cash Equivalents, Beginning of Period	<u>33,524</u>	<u>68,300</u>
Cash and Cash Equivalents, End of Period	<u>\$ 160,594</u>	<u>\$ 11,838</u>
Supplemental Disclosure of Cash Flow Information		
Cash paid during the period for interest expense	\$ 28,759	\$ 32,506
Supplemental Schedule of Non-Cash Investing and Financing Activities		
Preferred stock dividends declared but not paid	\$ 930	\$ 78
Common stock issued to redeem preferred stock	\$ —	\$ 28,457
Face amount of CDO bonds issued in exchange for previously issued junior subordinated notes of \$52,094	\$ —	\$ 37,625

See notes to consolidated financial statements

NEWCASTLE INVESTMENT CORP. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

MARCH 31, 2011

(dollars in tables in thousands, except share data)

1. GENERAL

Newcastle Investment Corp. (and its subsidiaries, "Newcastle") is a Maryland corporation that was formed in 2002. Newcastle conducts its business through the following segments: (i) investments financed with non-recourse collateralized debt obligations ("CDOs"), (ii) investments financed with other non-recourse debt, (iii) investments and debt repurchases financed with recourse debt, (iv) unlevered investments, and (v) corporate. With respect to the first two nonrecourse segments, subject to the passing of certain periodic coverage tests, Newcastle is generally entitled to receive the net cash flows from these structures on a periodic basis.

Newcastle is organized and conducts its operations to qualify as a real estate investment trust ("REIT") for U.S. federal income tax purposes. As such, Newcastle will generally not be subject to U.S. federal corporate income tax on that portion of its net income that is distributed to stockholders if it distributes at least 90% of its REIT taxable income to its stockholders by prescribed dates and complies with various other requirements.

Newcastle is party to a management agreement (the "Management Agreement") with FIG LLC (the "Manager"), a subsidiary of Fortress Investment Group LLC ("Fortress"), under which the Manager advises Newcastle on various aspects of its business and manages its day-to-day operations, subject to the supervision of Newcastle's board of directors. For its services, the Manager receives an annual management fee and incentive compensation, both as defined in the Management Agreement.

In March 2011, Newcastle issued 17,250,000 million shares of its common stock in a public offering at a price to the public of \$6.00 per share for net proceeds of approximately \$98.4 million. For the purpose of compensating the Manager for its successful efforts in raising capital for Newcastle, in connection with this offering, Newcastle granted options to the Manager to purchase 1,725,000 shares of Newcastle's common stock at the public offering price, which were valued at approximately \$7.0 million.

Approximately 3.8 million shares of Newcastle's common stock were held by Fortress, through its affiliates, and its principals at March 31, 2011. In addition, Fortress, through its affiliates, held options to purchase approximately 3.4 million shares of Newcastle's common stock at March 31, 2011.

The FASB has recently issued or discussed a number of proposed standards on such topics as consolidation, financial statement presentation, revenue recognition, leases, financial instruments, hedging and fair value. Some of the proposed changes are significant and could have a material impact on Newcastle's reporting. Newcastle has not yet fully evaluated the potential impact of these proposals, but will make such an evaluation as the standards are finalized.

The accompanying consolidated financial statements and related notes of Newcastle have been prepared in accordance with accounting principles generally accepted in the United States for interim financial reporting and the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared under U.S. generally accepted accounting principles have been condensed or omitted. In the opinion of management, all adjustments considered necessary for a fair presentation of Newcastle's financial position, results of operations and cash flows have been included and are of a normal and recurring nature. The operating results presented for interim periods are not necessarily indicative of the results that may be expected for any other interim period or for the entire year. These financial statements should be read in conjunction with Newcastle's consolidated financial statements for the year ended December 31, 2010 and notes thereto included in Newcastle's Annual Report on Form 10-K filed with the Securities and Exchange Commission. Capitalized terms used herein, and not otherwise defined, are defined in Newcastle's consolidated financial statements for the year ended December 31, 2010.

Certain prior period amounts have been reclassified to conform to the current period's presentation.

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NEWCASTLE INVESTMENT CORP. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

MARCH 31, 2011

(dollars in tables in thousands, except share data)

2. INFORMATION REGARDING BUSINESS SEGMENTS

Newcastle conducts its business through the following segments: (i) investments financed with non-recourse collateralized debt obligations (“CDOs”), (ii) investments financed with other non-recourse debt, (iii) investments and debt repurchases financed with recourse debt, (iv) unlevered investments, and (v) corporate. With respect to the first two nonrecourse segments, subject to the passing of certain periodic coverage tests, Newcastle is generally entitled to receive the net cash flows from these structures on a periodic basis.

The corporate segment consists primarily of interest income on short term investments, general and administrative expenses, interest expense on the junior subordinated notes payable and management fees pursuant to the management agreement.

Summary financial data on Newcastle’s segments is given below, together with a reconciliation to the same data for Newcastle as a whole:

	Non-Recourse (A)		Recourse (C)	Unlevered (D)	Corporate	Inter-segment Elimination (E)	Total
	CDOs	Other Non-Recourse (B)					
Three Months Ended March 31, 2011							
Interest income	\$ 54,828	\$ 17,481	\$ 147	\$ 493	\$ 20	\$ (766)	\$ 72,203
Interest expense	24,613	13,155	98	—	952	(653)	38,165
Net interest income (expense)	30,215	4,326	49	493	(932)	(113)	34,038
Impairment (reversal)	(38,245)	1,154	—	(115)	—	—	(37,206)
Other income (loss)	43,107	1,827	—	535	—	—	45,469
Expenses	313	744	—	45	5,748	—	6,850
Income (loss) from continuing operations	111,254	4,255	49	1,098	(6,680)	(113)	109,863
Income (loss) from discontinued operations	—	(282)	—	(21)	—	113	(190)
Net income (loss)	111,254	3,973	49	1,077	(6,680)	—	109,673
Preferred dividends	—	—	—	—	(1,395)	—	(1,395)
Income (loss) applicable to common stockholders	\$ 111,254	\$ 3,973	\$ 49	\$ 1,077	\$ (8,075)	\$ —	\$ 108,278
March 31, 2011							
Investments	\$ 2,861,595	\$ 730,214	\$ 88,475	\$ 17,021	\$ —	\$ (34,284)	\$ 3,663,021
Cash and restricted cash	131,540	—	—	5	160,589	—	292,134
Derivative assets	7,535	—	—	—	—	—	7,535
Other assets	31,199	221	256	2,192	1,138	—	35,006
Total assets	3,031,869	730,435	88,731	19,218	161,727	(34,284)	3,997,696
Debt	(2,961,016)	(684,856)	(83,276)	—	(51,252)	34,284	(3,746,116)
Derivative liabilities	(139,584)	(14,360)	—	—	—	—	(153,944)
Other liabilities	(9,990)	(1,755)	(4,562)	(92)	(5,283)	—	(21,682)
Total liabilities	(3,110,590)	(700,971)	(87,838)	(92)	(56,535)	34,284	(3,921,742)
Preferred stock	—	—	—	—	(61,583)	—	(61,583)
GAAP book value	\$ (78,721)	\$ 29,464	\$ 893	\$ 19,126	\$ 43,609	\$ —	\$ 14,371

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NEWCASTLE INVESTMENT CORP. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

MARCH 31, 2011

(dollars in tables in thousands, except share data)

	Non-recourse (A)		Recourse	Unlevered	Corporate	Total
	CDOs	Other Non-Recourse (B)				
Three Months Ended March 31, 2010						
Interest income	\$ 50,943	\$ 18,046	\$ 859	\$ 223	\$ 21	\$ 70,092
Interest expense	28,866	15,039	627	—	1,057	45,589
Net interest income (expense)	22,077	3,007	232	223	(1,036)	24,503
Impairment (reversal)	(30,846)	(37,292)	(60)	166	—	(68,032)
Other income (loss)	59,722	(1,398)	(663)	(1,118)	—	56,543
Expenses	352	678	4	1	7,578	8,613
Income (loss) from continuing operations	112,293	38,223	(375)	(1,062)	(8,614)	140,465
Income (loss) from discontinued operations	—	—	—	(40)	—	(40)
Net income (loss)	112,293	38,223	(375)	(1,102)	(8,614)	140,425
Preferred dividends	—	—	—	—	(3,268)	(3,268)
Excess of carrying amount of exchanged preferred stock over fair value of consideration paid	—	—	—	—	43,043	43,043
Income (loss) applicable to common stockholders	<u>\$ 112,293</u>	<u>\$ 38,223</u>	<u>\$ (375)</u>	<u>\$ (1,102)</u>	<u>\$ 31,161</u>	<u>\$ 180,200</u>

- (A) Assets held within CDOs and other non-recourse structures are not available to satisfy obligations outside of such financings, except to the extent Newcastle receives net cash flow distributions from such structures. Furthermore, creditors or beneficial interest holders of these structures have no recourse to the general credit of Newcastle. Therefore, Newcastle's exposure to the economic losses from such structures is limited to its invested equity in them and economically their book value cannot be less than zero. Therefore, impairment recorded in excess of Newcastle's investment, which results in negative GAAP book value for a given non-recourse financing structure, cannot economically be incurred and will eventually be reversed through amortization, sales at gains, or as gains at the deconsolidation or termination of such non-recourse financing structure.
- (B) Included in the other non-recourse segment were \$404.0 million of Investments and Debt, at March 31, 2011, representing the loans subject to call option of the two subprime securitizations and the corresponding financing.
- (C) The \$83.3 million recourse debt was secured by \$83.9 million carrying value of FNMA/FHLMC securities and \$41.2 million face amount of notes issued by Newcastle CDO VI, which was repurchased by Newcastle in December 2010 and eliminated in consolidation. \$4.6 million of Investments and Other Liabilities represents a security purchased but not yet settled at March 31, 2011.
- (D) The following table summarizes the investments in the unlevered segment:

	March 31, 2011		
	Outstanding Face Amount	Carrying Value	Number of Investments
Real estate securities	\$ 215,812	\$ 6,112	27
Real estate related loans	69,106	4,608	4
Residential mortgage loans	1,055	277	26
Other investments	N/A	6,024	1
	<u>\$ 285,973</u>	<u>\$ 17,021</u>	<u>58</u>

- (E) Represents the elimination of investments and financings and their related income and expenses between segments as the corresponding inter-segment investments and financings are presented on a gross basis within each segment.

Variable Interest Entities ("VIEs")

The VIEs in which Newcastle has a significant interest include (i) Newcastle's CDOs, in which Newcastle has been determined to be the primary beneficiary and therefore consolidates them (with the exception of CDO VII as described below), since it has the power to direct the activities that most significantly impact the CDOs' economic performance and would absorb a significant portion of their expected losses and receive a significant portion of their expected residual returns, and (ii) the manufactured housing loan financing structures, which are similar to the CDOs in analysis. Newcastle's CDOs and manufactured housing loan financings are held in special purpose entities whose debt is treated as non-recourse secured borrowings of Newcastle. Newcastle's subprime securitizations are also considered VIE's, but Newcastle does not control their activities and no longer receives a significant portion of their returns. These subprime securitizations were not consolidated under the current or prior guidance.

In addition, Newcastle's investments in CMBS, CDO securities and loans may be deemed to be variable interests in VIEs, depending on their structure. Newcastle is not obligated to provide, nor has it provided, any financial support to these VIEs. Newcastle monitors these investments and, to the extent Newcastle determines that it potentially owns a majority of the currently controlling class, it analyzes them for potential consolidation. As of March 31, 2011, Newcastle has not consolidated these potential VIEs due to the determination that, based on the nature of Newcastle's investments and the provisions governing these structures, Newcastle does not have the power to direct the activities that most significantly impact their economic performance.

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On January 1, 2010, as a result of the adoption of new guidance, Newcastle deconsolidated a non-recourse financing structure, CDO VII. Newcastle determined that it does not have the current power to direct the relevant activities of CDO VII as an event of default had occurred and we may be removed as the collateral manager by a single party.

Newcastle has variable interests in the following unconsolidated VIE at March 31, 2011, in addition to the subprime securitizations which are described in Note 4:

<u>Entity</u>	<u>Gross Assets (A)</u>	<u>Debt (B)</u>	<u>Carrying Value of Newcastle's Investment (C)</u>
Newcastle CDO VII	\$ 479,354	\$468,914	\$ 475

(A) Face amount.

(B) Includes \$82.3 million face amount of debt owned by Newcastle at March 31, 2011.

(C) Represents Newcastle's maximum exposure to loss from these entities.

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3. REAL ESTATE SECURITIES

The following is a summary of Newcastle's real estate securities at March 31, 2011, all of which are classified as available for sale and are, therefore, reported at fair value with changes in fair value recorded in other comprehensive income, except for securities that are other-than-temporarily impaired.

Asset Type	Outstanding Face Amount	Amortized Cost Basis			Gross Unrealized		Carrying Value (B)	Number of Securities	Weighted Average			Maturity (Years) (D)	Principal Subordination (E)
		Before Impairment	Other-Than-Temporary Impairment (A)	After Impairment	Gains	Losses			Rating (C)	Coupon	Yield		
CMBS-Conduit	\$1,449,705	\$1,236,527	\$ (335,259)	\$ 901,268	\$219,440	\$ (57,023)	\$1,063,685	186	BB	5.71%	11.24%	3.9	10.1%
CMBS- Single Borrower	412,952	401,885	(12,364)	389,521	8,353	(41,531)	356,343	57	BB	4.14%	5.78%	3.0	8.6%
CMBS-Large Loan	27,798	27,795	—	27,795	—	(3,875)	23,920	5	BBB-	1.69%	1.74%	0.9	19.1%
REIT Debt	299,523	298,122	—	298,122	19,745	(2,986)	314,881	38	BBB-	6.13%	5.99%	3.4	N/A
ABS-Subprime (F)	326,093	317,066	(160,241)	156,825	25,762	(3,132)	179,455	82	B-	1.43%	11.39%	5.7	26.4%
ABS-Manufactured Housing	34,141	33,148	—	33,148	1,842	(367)	34,623	7	BBB+	6.64%	7.37%	4.4	39.9%
ABS-Franchise	36,885	34,741	(19,413)	15,328	1,302	(765)	15,865	14	B+	3.16%	10.61%	6.6	24.8%
FNMA/FHLMC	87,453	91,371	—	91,371	410	(134)	91,647	13	AAA	3.13%	2.02%	4.7	N/A
CDO (G)	168,613	20,451	(14,877)	5,574	44	—	5,618	12	C	2.21%	34.74%	0.2	N/A
Debt Security Total /Average (H)	<u>2,843,163</u>	<u>2,461,106</u>	<u>(542,154)</u>	<u>1,918,952</u>	<u>276,898</u>	<u>(109,813)</u>	<u>2,086,037</u>	<u>414</u>	<u>BB</u>	<u>4.69%</u>	<u>8.75%</u>	<u>3.7</u>	
Equity Securities		<u>1,388</u>	<u>(276)</u>	<u>1,112</u>	<u>1,517</u>	<u>—</u>	<u>2,629</u>	<u>2</u>					
Total		<u>\$2,462,494</u>	<u>\$ (542,430)</u>	<u>\$1,920,064</u>	<u>\$278,415</u>	<u>\$ (109,813)</u>	<u>\$2,088,666</u>	<u>\$ 416</u>					

- (A) Represents the cumulative impairment against amortized cost basis recorded through earnings, net of the effect of the cumulative adjustment as a result of the adoption of new accounting guidance on impairment in 2009.
- (B) See Note 6 regarding the estimation of fair value, which is equal to carrying value for all securities.
- (C) Represents the weighted average of the ratings of all securities in each asset type, expressed as an S&P equivalent rating. For each security rated by multiple rating agencies, the lowest rating is used. FNMA/FHLMC securities have an implied AAA rating. Ratings provided were determined by third party rating agencies as of a particular date, may not be current and are subject to change (including a "negative watch" assignment) at any time.
- (D) The weighted average maturity is based on the timing of expected principal reduction on the assets.
- (E) Percentage of the outstanding face amount of securities that is subordinate to Newcastle's investments.
- (F) Includes the retained bonds with a face amount of \$12.6 million and a carrying value of \$1.1 million from Securitization Trust 2006 and Securitization Trust 2007 (Note 4). The residual interests were fully written off in the first quarter of 2010.
- (G) Includes seven CDO bonds issued by C-BASS, a CDO bond issued by a third party and four CDO bonds issued by CDO VII, which has been deconsolidated, held as investments by Newcastle.
- (H) The total outstanding face amount of fixed rate securities was \$2.0 billion, and of floating rate securities was \$0.8 billion.

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Unrealized losses that are considered other-than-temporary are recognized currently in earnings. During the three months ended March 31, 2011, Newcastle recorded other-than-temporary impairment charges (“OTTI”) of \$3.1 million (gross of (\$1.0) million of other-than-temporary impairment recognized in other comprehensive income) with respect to real estate securities. Based on management’s analysis of these securities, the performance of the underlying loans and changes in market factors, Newcastle noted adverse changes in the expected cash flows on certain of these securities and concluded that they were other-than-temporarily impaired. Any remaining unrealized losses on Newcastle’s securities were primarily the result of changes in market factors, rather than issue-specific credit impairment. The following table summarizes Newcastle’s securities in an unrealized loss position as of March 31, 2011.

Securities in an Unrealized Loss Position	Outstanding Face Amount	Amortized Cost Basis			Gross Unrealized		Carrying Value	Number of Securities	Weighted Average			Maturity (Years)
		Before Impairment	Other-than-Temporary Impairment	After Impairment	Gains	Losses			Rating	Coupon	Yield	
Less Than Twelve Months	\$ 162,599	\$ 159,485	\$ (26,788)	\$ 132,697	\$—	\$ (1,672)	131,025	29	BBB+	3.66%	4.81%	5.6
Twelve or More Months	695,626	691,502	(12,580)	678,922	—	(108,141)	570,781	110	BB-	4.70%	5.26%	2.6
Total	\$ 858,225	\$ 850,987	\$ (39,368)	\$ 811,619	\$—	\$ (109,813)	\$701,806	139	BB	4.50%	5.19%	3.2

Newcastle performed an assessment of all of its debt securities that are in an unrealized loss position (unrealized loss position exists when a security’s amortized cost basis, excluding the effect of OTTI, exceeds its fair value) and determined the following:

	March 31, 2011			
	Fair Value	Amortized Cost Basis	Unrealized Losses	
			Credit (B)	Non-Credit (C)
Securities Newcastle intends to sell	\$ —	\$ —	\$ —	N/A
Securities Newcastle is more likely than not to be required to sell (A)	—	—	—	N/A
Securities Newcastle has no intent to sell and is not more likely than not to be required to sell:				
Credit impaired securities	44,765	50,722	(34,120)	(5,957)
Non credit impaired securities	657,041	760,897	—	(103,856)
Total debt securities in an unrealized loss position	\$701,806	\$811,619	\$ (34,120)	\$ (109,813)

- (A) Newcastle may, at times, be more likely than not to be required to sell certain securities for liquidity purposes. While the amount of the securities to be sold may be an estimate, and the securities to be sold have not yet been identified, Newcastle must make its best estimate, which is subject to significant judgment regarding future events, and may differ materially from actual future sales.
- (B) This amount is required to be recorded as other-than-temporary impairment through earnings. In measuring the portion of credit losses, Newcastle’s management estimates the expected cash flow for each of the securities. This evaluation includes a review of the credit status and the performance of the collateral supporting those securities, including the credit of the issuer, key terms of the securities and the effect of local, industry and broader economic trends. Significant inputs in estimating the cash flows include management’s expectations of prepayment speeds, default rates and loss severities. Credit losses are measured as the decline in the present value of the expected future cash flows discounted at the investment’s effective interest rate.
- (C) This amount represents unrealized losses on securities that are due to non-credit factors and is required to be recorded through other comprehensive income.

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The following table summarizes the activity related to credit losses on debt securities for the three months ended March 31, 2011:

Beginning balance of credit losses on debt securities for which a portion of an OTTI was recognized in other comprehensive income	\$(60,688)
Additions for credit losses on securities for which an OTTI was not previously recognized	—
Increases to credit losses on securities for which an OTTI was previously recognized and a portion of an OTTI was recognized in other comprehensive income	(2,738)
Additions for credit losses on securities for which an OTTI was previously recognized without any portion of OTTI recognized in other comprehensive income	(18,533)
Reduction for credit losses on securities for which no OTTI was recognized in other comprehensive income at the current measurement date	27,702
Reduction for securities sold during the period	17,912
Reduction for increases in cash flows expected to be collected that are recognized over the remaining life of the security	2,225
Ending balance of credit losses on debt securities for which a portion of an OTTI was recognized in other comprehensive income	<u>\$ (34,120)</u>

As of March 31, 2011, Newcastle had \$127.6 million of restricted cash held in CDO financing structures pending its reinvestment in real estate securities and loans.

The table below summarizes the geographic distribution of the collateral securing Newcastle's CMBS and ABS at March 31, 2011 (in thousands):

Geographic Location	CMBS		ABS	
	Outstanding Face Amount	Percentage	Outstanding Face Amount	Percentage
Western U.S.	\$ 529,568	28.0%	\$ 106,702	26.9%
Northeastern U.S.	433,213	22.9%	77,249	19.4%
Southeastern U.S.	338,208	17.9%	86,087	21.7%
Midwestern U.S.	295,882	15.6%	55,518	14.0%
Southwestern U.S.	237,954	12.6%	42,564	10.7%
Other	8,913	0.5%	28,995	7.3%
Foreign	46,717	2.5%	4	0.0%
	<u>\$ 1,890,455</u>	<u>100.0%</u>	<u>\$ 397,119</u>	<u>100.0%</u>

Geographic concentrations of investments expose Newcastle to the risk of economic downturns within the relevant regions, particularly given the current unfavorable market conditions. These market conditions may make regions more vulnerable to downturns in certain market factors. Any such downturn in a region where Newcastle holds significant investments could have a material, negative impact on Newcastle.

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4. REAL ESTATE RELATED LOANS, RESIDENTIAL MORTGAGE LOANS, SUBPRIME MORTGAGE LOANS AND SERVICING RIGHTS

All of Newcastle's loan investments, other than the Manufactured Housing Loans Portfolio I as described below, were classified as held for sale as of March 31, 2011 and December 31, 2010 and marked to the lower of carrying value or fair value.

The following is a summary of real estate related loans, residential mortgage loans and subprime mortgage loans at March 31, 2011. The loans contain various terms, including fixed and floating rates, self-amortizing and interest only. They are generally subject to prepayment.

Loan Type	Outstanding Face Amount	Carrying Value (A)	Loan Count	Wtd. Avg. Yield	Weighted Average Coupon	Weighted Average Maturity (Years) (B)	Floating Rate Loans as a % of Face Amount	Delinquent Face Amount (C)
Mezzanine Loans	\$ 530,664	\$394,656	16	13.22%	4.77%	2.3	84.4%	\$ 51,615
Corporate Bank Loans	277,660	184,265	7	15.96%	8.68%	3.4	56.4%	—
B-Notes	233,132	159,069	9	14.85%	4.01%	1.6	74.1%	45,091
Whole Loans	30,872	30,872	3	5.27%	3.95%	3.0	94.3%	—
Total Real Estate Related Loans Held for Sale, Net	\$1,072,328	\$768,862	35	13.89%	5.59%	2.4	75.2%	\$ 96,706
Manufactured Housing Loans Portfolio I, Held for Investment, Net (D)	\$ 146,882	\$121,661	3,830	9.56%	8.70%	7.7	1.1%	\$ 1,246
Residential Loans	\$ 62,695	\$ 50,095	221	5.41%	2.42%	6.5	100.0%	\$ 6,541
Manufactured Housing Loans	1,055	277	26	47.61%	8.38%	0.7	0.0%	406
Manufactured Housing Loans Portfolio II	204,675	196,203	6,882	8.01%	9.69%	6.1	17.3%	3,568
Total Residential Mortgage Loans Held for Sale, Net	\$ 268,425	\$246,575	7,129	7.53%	7.99%	6.1	36.5%	\$ 10,515
Subprime Mortgage Loans Subject to Call Option	\$ 406,217	\$404,011						

- (A) Carrying value includes interest receivable of \$0.1 million for the residential housing loans and principal and interest receivable of \$7.0 million for the manufactured housing loans.
- (B) The weighted average maturity is based on the timing of expected principal reduction on the assets.
- (C) Includes loans that are 60 or more days past due, in foreclosure, under bankruptcy, or considered real estate owned. As of March 31, 2011, \$134.0 million face amount of real estate related loans was on non-accrual status.
- (D) The following is an aging analysis of past due residential loans held-for-investment as of March 31, 2011:

	30-59 Days Past Due	60-89 Days Past Due	Over 90 Days Past Due	Repossessed	Total Past Due	Current	Total Outstanding Face Amount
Manufactured Housing Loans Portfolio I	\$ 579	\$ 412	\$ 161	\$ 673	\$ 1,825	\$145,057	\$ 146,882

Newcastle's management monitors the credit quality of the Manufactured Housing Loans Portfolio I primarily by using the ageing analysis, current trends in delinquencies and the actual loss incurrence rate.

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The following is a summary of real estate related loans by maturities at March 31, 2011:

Year of Maturity ⁽¹⁾	Outstanding Face Amount	Carrying Value	Number of Loans
Delinquent ⁽²⁾	\$ 96,706	\$ 45,417	4
Period from April 1, 2011 to December 31, 2011	168,997	140,581	6
2012	142,810	73,736	5
2013	29,474	21,683	3
2014	295,273	230,561	8
2015	209,465	165,847	6
2016	111,678	75,349	2
Thereafter	17,925	15,688	1
Total	\$1,072,328	\$768,862	35

(1) Based on the final extended maturity date of each loan investment as of March 31, 2011.

(2) Includes loans that are non-performing, in foreclosure, or under bankruptcy.

Activities relating to the carrying value of our real estate loans and residential mortgage loans are as follows:

	Held for Sale		Held for Investment
	Real Estate Related Loans	Residential Mortgage Loans	Residential Mortgage Loans
December 31, 2010	\$ 782,605	\$ 253,213	\$ 124,974
Purchases / additional fundings	111,667	—	—
Interest accrued to principal balance	4,535	—	—
Principal paydowns	(172,271)	(6,704)	(3,326)
Valuation (allowance) reversal on loans	41,539	153	(385)
Accretion of loan discount and other amortization	—	—	343
Other	787	(87)	55
March 31, 2011	\$ 768,862	\$ 246,575	\$ 121,661

The following is a rollforward of the related loss allowance.

	Held For Sale		Held For Investment
	Real Estate Related Loans	Residential Mortgage Loans	Residential Mortgage Loans (B)
Balance at December 31, 2010	\$ (321,591)	\$ (25,193)	\$ (21,350)
Charge-offs (A)	25,344	1,313	1,072
Valuation (allowance) reversal on loans	41,539	153	(385)
Balance at March 31, 2011	\$ (254,708)	\$ (23,727)	\$ (20,663)

(A) The charge-offs for real estate related loans represent a loan which was written off during the period.

(B) The allowance for credit losses was determined based on the guidance for loans acquired with deteriorated credit quality.

Securitization of Subprime Mortgage Loans

The following table presents information on the retained interests in Newcastle's securitizations of subprime mortgage loans at March 31, 2011:

	Subprime Portfolio	
	I	II
Total securitized loans (unpaid principal balance) (A)	\$512,691	\$679,180
Loans subject to call option (carrying value)	\$299,176	\$104,835
Retained interests (fair value) (B)	\$ 1,087	\$ —

(A) Average loan seasoning of 68 months and 50 months for Subprime Portfolios I and II, respectively, at March 31, 2011.

(B) The retained interests include retained bonds of the securitizations. Their fair value is estimated based on pricing models. Newcastle's residual interests were written off in the first quarter of 2010. The weighted average yield of the retained bonds was 8.08% as of March 31, 2011.

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Newcastle has no obligation to repurchase any loans from either of its subprime securitizations. Therefore, it is expected that its exposure to loss is limited to the carrying amount of its retained interests in the securitization entities, as described above. A subsidiary of Newcastle gave limited representations and warranties with respect to Subprime Portfolio II; however, it has no assets and does not have recourse to the general credit of Newcastle.

The following table summarizes certain characteristics of the underlying subprime mortgage loans, and related financing, in the securitizations as of March 31, 2011:

	Subprime Portfolio	
	I	II
Loan unpaid principal balance (UPB)	\$512,691	\$679,180
Weighted average coupon rate of loans	5.76%	5.24%
Delinquencies of 60 or more days (UPB) (A)	\$110,526	\$196,958
Net credit losses for the three months ended March 31, 2011	\$ 8,071	\$ 12,588
Cumulative net credit losses	\$171,480	\$180,224
Cumulative net credit losses as a % of original UPB	11.42%	16.57%
Percentage of ARM loans (B)	52.9%	65.6%
Percentage of loans with original loan-to-value ratio >90%	10.70%	17.20%
Percentage of interest-only loans	22.6%	4.2%
Face amount of debt (C)	\$507,499	\$671,756
Weighted average funding cost of debt (D)	1.37%	1.47%

(A) Delinquencies include loans 60 or more days past due, in foreclosure, under bankruptcy filing or real estate owned.

(B) ARM loans are adjustable-rate mortgage loans. An option ARM is an adjustable-rate mortgage that provides the borrower with an option to choose from several payment amounts each month for a specified period of the loan term. None of the loans in the subprime portfolios are option ARMs.

(C) Excludes face amount of \$5.2 million and \$7.4 million of retained notes for Subprime Portfolios I and II, respectively, at March 31, 2011.

(D) Includes the effect of applicable hedges.

Newcastle received negligible cash inflows from the retained interests of Subprime Portfolios I and II, during the three months ended March 31, 2011 and \$0.1 million and \$0.2 million from I and II, respectively, during the three months ended March 31, 2010.

The loans subject to call option and the corresponding financing recognize interest income and expense based on the expected weighted average coupons of the loans subject to call option at the call date of 9.24% and 8.68% for Subprime Portfolio's I and II, respectively.

Servicing Rights

In February 2011, Newcastle, through one of its subsidiaries, purchased the management rights with respect to certain CBASS Investment Management LLC ("C-BASS") CDOs pursuant to a bankruptcy proceeding for \$2.2 million. Newcastle initially recorded the cost of acquiring the collateral management rights as a servicing asset and subsequently amortized this asset in proportion to, and over the period of, estimated net servicing income. Servicing assets are assessed for impairment on a quarterly basis, with impairment recognized as a valuation allowance. Key economic assumptions used in measuring any potential impairment of the servicing assets include the prepayment speeds of the underlying loans, default rates, loss severities and discount rates. During the three months ended March 31, 2011, Newcastle recorded \$41,767 of servicing rights amortization and no servicing rights impairment. As of March 31, 2011, Newcastle's servicing asset had a carrying value of \$2.1 million recorded in Receivables and Other Assets.

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5. DEBT OBLIGATIONS

The following table presents certain information regarding Newcastle's debt obligations and related hedges at March 31, 2011:

Debt Obligation/Collateral	Month Issued	Outstanding Face Amount	Carrying Value	Unhedged Weighted Average Funding Cost (A)	Final Stated Maturity	Weighted Average Funding Cost (B)	Weighted Average Maturity (Years)	Face Amount of Floating Rate Debt	Collateral			Weighted Average Maturity (Years)	Floating Rate Face Amount (C)	Aggregate Notional Amount of Current Hedges (D)
									Outstanding Face Amount (C)	Amortized Cost Basis (C)	Carrying Value (C)			
CDO Bonds Payable														
CDO IV (E)	Mar 2004	\$ 243,416	\$ 242,885	1.20%	Mar 2039	3.20%	1.9	\$ 230,648	\$ 303,186	\$ 271,545	\$ 256,566	3.3	\$ 103,174	\$ 131,500
CDO V (E)	Sep 2004	336,884	335,977	1.03%	Sep 2039	3.29%	2.7	324,506	372,390	288,362	278,502	3.6	139,722	187,080
CDO VI (E)	Apr 2005	90,822	90,822	0.88%	Apr 2040	5.35%	4.1	88,073	344,963	189,022	219,680	3.2	110,410	88,073
CDO VIII	Nov 2006	618,313	617,371	0.85%	Nov 2052	2.11%	2.7	610,713	778,005	548,242	599,376	3.6	461,955	161,655
CDO IX	May 2007	480,125	483,739	0.67%	May 2052	1.57%	2.8	480,125	655,623	526,614	543,001	2.8	427,285	91,498
CDO X	Jul 2007	1,175,000	1,173,399	0.61%	Jul 2052	3.72%	4.5	1,175,000	1,296,177	969,157	1,063,961	4.3	220,418	912,801
		<u>2,944,560</u>	<u>2,944,193</u>			<u>2.99%</u>	<u>3.4</u>	<u>2,909,065</u>	<u>3,750,344</u>	<u>2,792,942</u>	<u>2,961,086</u>	<u>3.7</u>	<u>1,462,964</u>	<u>1,572,607</u>
Other Bonds Payable														
MH loans Portfolio I (F)	Apr 2010	82,097	80,930	4.76%	Jul 2035	5.38%	3.4	—	146,882	121,661	121,661	7.7	1,617	—
MH loans Portfolio II	Aug 2006	165,768	165,631	LIBOR+ 0.88%	Aug 2011	5.26%	0.4	165,768	204,675	196,203	196,203	6.1	35,401	124,135
		<u>247,865</u>	<u>246,561</u>			<u>5.30%</u>	<u>1.3</u>	<u>165,768</u>	<u>351,557</u>	<u>317,864</u>	<u>317,864</u>	<u>6.7</u>	<u>37,018</u>	<u>124,135</u>
Notes Payable														
Residential Mortgage Loans (G)														
	Aug 2004	4,296	4,296	LIBOR+ 0.90%	Dec 2034	1.14%	6.7	4,296	4,296	4,296	4,296	6.7	4,296	—
		<u>4,296</u>	<u>4,296</u>			<u>1.14%</u>	<u>6.7</u>	<u>4,296</u>	<u>4,296</u>	<u>4,296</u>	<u>4,296</u>	<u>6.7</u>	<u>4,296</u>	<u>—</u>
Repurchase Agreements														
Real estate securities, loans and properties (H)														
	Dec 2010	16,703	16,703	LIBOR+ 1.50%	Dec 2011	1.74%	0.7	16,703	—	—	—	—	—	—
FNMA/FHLMC securities (I)														
	Various	79,100	79,100	0.29%	Jun 2011	0.29%	0.3	—	80,177	83,688	83,911	4.7	80,177	—
		<u>95,803</u>	<u>95,803</u>			<u>0.54%</u>	<u>0.3</u>	<u>16,703</u>	<u>80,177</u>	<u>83,688</u>	<u>83,911</u>	<u>4.7</u>	<u>80,177</u>	<u>—</u>
Corporate														
Junior subordinated notes payable														
	Mar 2006	51,004	51,252	7.57%(K)	Apr 2035	7.42%	24.1	—	—	—	—	—	—	—
		<u>51,004</u>	<u>51,252</u>			<u>7.42%</u>	<u>24.1</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Subtotal debt obligations		<u>3,343,528</u>	<u>3,342,105</u>			<u>3.15%</u>	<u>3.5</u>	<u>\$3,095,832</u>	<u>\$ 4,186,374</u>	<u>\$3,198,790</u>	<u>\$3,367,157</u>	<u>4.0</u>	<u>\$1,584,455</u>	<u>\$1,696,742</u>
Financing on subprime mortgage loans subject to call option (J)														
		<u>406,217</u>	<u>404,011</u>											
Total debt obligations		<u>\$ 3,749,745</u>	<u>\$3,746,116</u>											

(A) Weighted average, including floating and fixed rate classes and including the amortization of deferred financing costs.

(B) Including the effect of applicable hedges.

(C) Including restricted cash held for reinvestment in CDOs.

(D) Including a \$36.4 million notional amount of interest rate cap agreements in CDO X and a \$88.1 million, \$40.6 million and \$124.1 million notional amount of interest rate swap agreements in CDO VI, CDO X and MH loans portfolio II, respectively, which were economic hedges not designated as hedges for accounting purposes.

(E) These CDOs were not in compliance with their applicable over collateralization tests as of March 31, 2011. Newcastle is not receiving cash flows from these CDOs (other than senior management fees and cash flows on senior classes of bonds which were repurchased) and expects these CDOs to remain out of compliance for the foreseeable future.

(F) Excluding \$36.9 million of debt sold to certain Newcastle CDOs, which was eliminated in consolidation.

(G) Notes payable issued to CDO VII, which is eliminated in consolidation.

(H) The counterparty of this repurchase agreement is Bank of America. It is secured by \$41.2 million face amount of notes issued by Newcastle CDO VI, which is eliminated on consolidation. The maximum recourse to Newcastle is \$4.2 million.

(I) The counterparty on these repurchase agreements is Bank of America.

(J) Issued in April 2006 and July 2007. See Note 4 regarding the securitizations of Subprime Portfolios I and II.

(K) LIBOR + 2.25% after April 2016.

In the first three months of 2011, Newcastle repurchased \$12.1 million face amount of CDO bonds for \$1.1 million. As a result, Newcastle extinguished \$12.1 million face amount of CDO debt and recorded a gain on extinguishment of debt of \$11.0 million.

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6. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair Value Summary Table

Newcastle held the following financial instruments at March 31, 2011:

	Principal Balance or Notional Amount	Carrying Value	Fair Value	Fair Value Method (A)	Weighted Average Yield/Funding Cost	Weighted Average Maturity (Years)
Assets						
<u>Non-Recourse VIE Financing Structures (F)</u>						
Financial instruments:						
Real estate securities, available for sale*	\$2,542,817	\$1,994,079	\$1,994,079	Broker quotations, counterparty quotations, pricing services, pricing models	8.99%	4.0
Real estate related loans, held for sale, net	1,003,222	764,254	769,362	Broker quotations, counterparty quotations, pricing services, pricing models	13.70%	2.5
Residential mortgage loans, held for investment, net	146,882	121,661	126,457	Pricing models	9.56%	7.7
Residential mortgage loans, held for sale, net	267,370	246,298	246,298	Pricing models	7.48%	6.2
Subprime mortgage loans subject to call option (B)	406,217	404,011	404,011	(B)	9.09%	(B)
Restricted cash*	131,540	131,540	131,540			
Derivative assets, treated as hedges (C) (E)*	104,205	4,829	4,829	Counterparty quotations	N/A	(C)
Non-hedge derivative assets (D)(E)*	36,428	2,706	2,706	Counterparty quotations	N/A	(D)
Operating real estate, held for sale		8,339	8,339			
Other investments		18,883	18,883			
Receivables and other assets		31,420	31,420			
		<u>\$3,728,020</u>	<u>\$3,737,924</u>			
<u>Recourse Financing Structures and Unlevered Assets</u>						
Financial instruments:						
Real estate securities, available for sale*	\$ 300,346	\$ 94,587	\$ 94,587	Broker quotations, counterparty quotations, pricing services, pricing models	4.11%	1.5
Real estate related loans, held for sale, net	69,106	4,608	4,608	Broker quotations, counterparty quotations, pricing services, pricing models	45.41%	0.8
Residential mortgage loans, held for sale, net	1,055	277	277	Pricing models	47.61%	0.7
Cash and cash equivalents*	160,594	160,594	160,594			
Other investments		6,024	6,024			
Receivables and other assets		3,586	3,586			
		<u>\$ 269,676</u>	<u>\$ 269,676</u>			

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	Principal Balance or Notional Amount	Carrying Value	Fair Value	Fair Value Method (A)	Weighted Average Yield/Funding Cost	Weighted Average Maturity (Years)
Liabilities						
Non-Recourse VIE Financing Structures (F) (G)						
Financial instruments:						
CDO bonds payable	\$2,944,560	\$2,944,193	\$1,887,700	Pricing models	2.99%	3.4
Other bonds payable	247,865	246,561	240,145	Pricing models	5.30%	1.3
Notes payable	4,296	4,296	3,589	Broker quotation	1.14%	6.7
Repurchase agreements	12,527	12,527	12,527	Market comparables	1.74%	0.7
Financing of subprime mortgage loans subject to call option (B)	406,217	404,011	404,011	(B)	9.09%	(B)
Interest rate swaps, treated as hedges (C) (E)*	1,303,301	113,001	113,001	Counterparty quotations	N/A	(C)
Non-hedge derivatives (D)(E)*	378,987	40,943	40,943	Counterparty quotations	N/A	(D)
Accrued expenses and other liabilities		11,745	11,745			
		<u>\$3,777,277</u>	<u>\$2,713,661</u>			
Recourse Financing Structures and Other Liabilities						
(G)						
Financial instruments:						
Repurchase agreements	\$ 83,276	\$ 83,276	\$ 83,276	Market comparables	0.36%	0.3
Junior subordinated notes payable	51,004	51,252	35,067	Pricing models	7.42%	24.1
Due to affiliates		1,351	1,351			
Accrued expenses and other liabilities		8,586	8,586			
		<u>\$ 144,465</u>	<u>\$ 128,280</u>			

* Measured at fair value on a recurring basis.

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- (A) Methods are listed in order of priority. In the case of real estate securities and real estate related loans, broker quotations are obtained if available and practicable, otherwise counterparty quotations or pricing service valuations are obtained or, finally, internal pricing models are used. Internal pricing models are only used for (i) securities and loans that are not traded in an active market, and, therefore, have little or no price transparency, and for which significant unobservable inputs must be used in estimating fair value, or (ii) loans or debt obligations which are private and untraded.
- (B) These two items result from an option, not an obligation, to repurchase loans from Newcastle's subprime mortgage loan securitizations (Note 4), are noneconomic until such option is exercised, and are equal and offsetting.
- (C) Represents derivative agreements as follows:

<u>Year of Maturity</u>	<u>Weighted Average Month of Maturity</u>	<u>Aggregate Notional Amount</u>	<u>Weighted Average Fixed Pay Rate / Cap Rate</u>	<u>Aggregate Fair Value Asset / (Liability)</u>
Interest rate cap agreements which receive 1-Month LIBOR:				
2015	Sep	\$ 21,000	2.26%	\$ 783
2016	Jul	77,905	2.66%	3,696
2017	Jan	5,300	1.86%	350
		<u>\$ 104,205</u>		<u>\$ 4,829</u>
Interest rate swap agreements which receive 1-Month LIBOR:				
2011	Dec	\$ 91,498	5.00%	\$ (2,869)
2014	Nov	15,604	5.09%	(1,760)
2015	Apr	564,030	5.44%	(43,975)
2016	May	180,155	5.04%	(19,728)
2017	Aug	133,434	5.24%	(20,028)
Interest rate swap agreements which receive 3-Month LIBOR:				
2014	Jul	318,580	4.22%	(24,641)
		<u>\$ 1,303,301</u>		<u>\$(113,001)</u>

- (D) This represents eight interest rate swap agreements with a total notional balance of \$379.0 million, maturing between June 2016 and September 2017, and three interest rate cap agreements with a total notional balance of \$36.4 million, maturing in August 2017 and January 2019. Newcastle entered into these hedge agreements to reduce its exposure to interest rate changes on the floating rate financings of its Manufactured Housing Loan Portfolio II and on the floating rate financings of CDO X. These derivative agreements were not designated as hedges for accounting purposes as of March 31, 2011.
- (E) Newcastle's derivatives fall into two categories. As of March 31, 2011, all derivatives were held within Newcastle's nonrecourse debt structures (primarily CDOs). An aggregate notional balance of \$1.7 billion, which were liabilities at period end, are not subject to Newcastle's credit risk as they are senior to all the debt obligations of the related CDO. An aggregate notional balance of \$140.6 million were assets at period end and therefore are subject to the counterparty's credit risk. No adjustments have been made to the fair value quotations received related to credit risk as a result of the counterparty's "AA" credit rating. Newcastle's significant derivative counterparties include Bank of America, Credit Suisse, Wells Fargo and Deutsche Bank.
- (F) Assets held within CDOs and other non-recourse structures are not available to satisfy obligations outside of such financings, except to the extent Newcastle receives net cash flow distributions from such structures. Furthermore, creditors or beneficial interest holders of these structures have no recourse to the general credit of Newcastle. Therefore, Newcastle's exposure to the economic losses from such structures is limited to its invested equity in them and economically their book value cannot be less than zero. As a result, the fair value of Newcastle's net investments in these non-recourse financing structures is equal to the present value of their expected future net cash flows.
- (G) Newcastle notes that the unrealized gain on the liabilities within such structures cannot be fully realized.

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Valuation Hierarchy

The methodologies used for valuing such instruments have been categorized into three broad levels which form a hierarchy.

Level 1 – Quoted prices in active markets for identical instruments.

Level 2 – Valuations based principally on other observable market parameters, including

- Quoted prices in active markets for similar instruments,
- Quoted prices in less active or inactive markets for identical or similar instruments,
- Other observable inputs (such as interest rates, yield curves, volatilities, prepayment speeds, loss severities, credit risks and default rates), and
- Market corroborated inputs (derived principally from or corroborated by observable market data).

Level 3 – Valuations based significantly on unobservable inputs.

- Level 3A – Valuations based on third party indications (broker quotes, counterparty quotes or pricing services) which were, in turn, based significantly on unobservable inputs or were otherwise not supportable as Level 2 valuations.
- Level 3B – Valuations based on internal models with significant unobservable inputs.

Newcastle follows this hierarchy for its financial instruments measured at fair value on a recurring basis. The classifications are based on the lowest level of input that is significant to the fair value measurement.

The following table summarizes such financial assets and liabilities measured at fair value on a recurring basis at March 31, 2011:

	Principal Balance or Notional Amount	Carrying Value	Fair Value			Total
			Level 2	Level 3A (1)	Level 3B (2)	
Assets:						
Real estate securities, available for sale:						
CMBS	\$ 1,890,455	\$ 1,443,948	\$ —	\$ 1,274,921	\$ 169,027	\$ 1,443,948
REIT debt	299,523	314,881	314,881	—	—	314,881
ABS - subprime	326,093	179,455	—	78,869	100,586	179,455
ABS - other real estate	71,026	50,488	—	43,121	7,367	50,488
FNMA / FHLMC	87,453	91,647	91,647	—	—	91,647
CDO	168,613	5,618	—	—	5,618	5,618
Debt security total	<u>\$ 2,843,163</u>	<u>2,086,037</u>	<u>406,528</u>	<u>1,396,911</u>	<u>282,598</u>	<u>2,086,037</u>
Equity securities		2,629	—	—	2,629	2,629
Real estate securities total		<u>\$ 2,088,666</u>	<u>\$ 406,528</u>	<u>\$ 1,396,911</u>	<u>\$ 285,227</u>	<u>\$ 2,088,666</u>
Derivative assets:						
Interest rate caps, treated as hedges	\$ 104,205	\$ 4,829	\$ 4,829	\$ —	\$ —	\$ 4,829
Interest rate caps, not treated as hedges	36,428	2,706	2,706	—	—	2,706
Derivative assets total	<u>\$ 140,633</u>	<u>\$ 7,535</u>	<u>\$ 7,535</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 7,535</u>
Liabilities:						
Derivative Liabilities:						
Interest rate swaps, treated as hedges	\$ 1,303,301	\$ 113,001	\$ 113,001	\$ —	\$ —	\$ 113,001
Interest rate swaps, not treated as hedges	378,987	40,943	40,943	—	—	40,943
Derivative liabilities total	<u>\$ 1,682,288</u>	<u>\$ 153,944</u>	<u>\$ 153,944</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 153,944</u>

(1) Third party pricing sources with significant unobservable inputs.

(2) Internal models with significant unobservable inputs.

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Newcastle's investments in instruments measured at fair value on a recurring basis using Level 3 inputs changed during the three months ended March 31, 2011 as follows:

	Level 3A					Total
	CMBS		ABS		Equity/Other Securities	
	Conduit	Other	Subprime	Other		
Balance at December 31, 2010	\$840,227	\$331,904	\$ 83,582	\$36,193	\$ —	\$1,291,906
Transfers (A)						
Transfers from Level 3B	5,032	—	6,806	—	—	11,838
Transfers into Level 3B	—	—	(14,794)	—	—	(14,794)
Total gains (losses) (B)						
Included in net income (C)	16,928	(1,590)	(1,179)	—	—	14,159
Included in other comprehensive income (loss)	18,425	22,715	128	367	—	41,635
Amortization included in interest income	6,494	1,151	1,665	54	—	9,364
Purchases, sales and settlements						
Purchases	84,193	25,146	8,365	7,548	—	125,252
Proceeds from sales	(23,415)	(10,609)	—	—	—	(34,024)
Proceeds from repayments	(31,861)	(9,819)	(5,704)	(1,041)	—	(48,425)
Balance at March 31, 2011	<u>\$916,023</u>	<u>\$358,898</u>	<u>\$ 78,869</u>	<u>\$43,121</u>	<u>\$ —</u>	<u>\$1,396,911</u>

	Level 3B					Total
	CMBS		ABS		Equity/Other Securities	
	Conduit	Other	Subprime	Other		
Balance at December 31, 2010	\$107,457	\$ 21,146	\$ 94,424	\$ 8,985	\$ 4,282	\$ 236,294
Transfers (A)						
Transfers from Level 3A	—	—	14,794	—	—	14,794
Transfers into Level 3A	(5,032)	—	(6,806)	—	—	(11,838)
Total gains (losses) (B)						
Included in net income (C)	12,557	722	824	27	—	14,130
Included in other comprehensive income (loss)	48,642	206	5,961	(1,058)	(1,609)	52,142
Amortization included in interest income	4,719	28	3,220	399	187	8,553
Purchases, sales and settlements						
Purchases	—	—	25	—	5,387	5,412
Proceeds from sales	(16,051)	(721)	(8,219)	(348)	—	(25,339)
Proceeds from repayments	(4,630)	(16)	(3,637)	(638)	—	(8,921)
Balance at March 31, 2011	<u>\$147,662</u>	<u>\$ 21,365</u>	<u>\$100,586</u>	<u>\$ 7,367</u>	<u>\$ 8,247</u>	<u>\$ 285,227</u>

(A) Transfers are assumed to occur at the beginning of the quarter.

(B) None of the gains (losses) recorded in earnings during the period is attributable to the change in unrealized gains (losses) relating to Level 3 assets still held at the reporting dates.

(C) These gains (losses) are recorded in the following line items in the consolidated statement of income:

	Three Months Ended March 31, 2011	
	Level 3A	Level 3B
Gain (loss) on settlement of investments, net	\$15,566	\$16,824
Other income (loss), net	—	—
OTTI	(1,407)	(2,694)
Total	<u>\$14,159</u>	<u>\$14,130</u>
Gain (loss) on settlement of investments, net, from investments transferred into Level 3 during the period	\$ —	\$ —

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Securities Valuation

As of March 31, 2011, Newcastle's securities valuation methodology and results are further detailed as follows:

Asset Type	Outstanding Face Amount	Amortized Cost Basis (A)	Fair Value			Total
			Multiple Quotes (B)	Single Quote (C)	Internal Pricing Models (D)	
CMBS	\$1,890,455	\$1,318,584	\$ 861,331	\$413,590	\$169,027	\$1,443,948
REIT debt	299,523	298,122	228,942	85,939	—	314,881
ABS – subprime	326,093	156,825	58,169	20,700	100,586	179,455
ABS – other real estate	71,026	48,476	43,121	—	7,367	50,488
FNMA / FHLMC	87,453	91,371	58,865	32,782	—	91,647
CDO	168,613	5,574	—	—	5,618	5,618
Debt security total	<u>\$2,843,163</u>	1,918,952	1,250,428	553,011	282,598	2,086,037
Equity securities		1,112	—	—	2,629	2,629
Total		<u>\$1,920,064</u>	<u>\$1,250,428</u>	<u>\$553,011</u>	<u>\$285,227</u>	<u>\$2,088,666</u>

- (A) Net of discounts (or gross of premiums) and after OTTI, including impairment taken during the period ended March 31, 2011.
- (B) Management generally obtained pricing service quotations or broker quotations from two sources, one of which was generally the seller (the party that sold us the security). Management selected one of the quotes received as being most representative of fair value and did not use an average of the quotes. Newcastle's methodology is to not use quotes from selling brokers, unless those quotes are the only marks available, or unless the quotes provided by other (non-selling) brokers or pricing services are, in management's judgment, not representative of fair value. Even if Newcastle receives two or more quotes on a particular security that come from non-selling brokers or pricing services, it does not use an average because management believes using an actual quote more closely represents a transactable price for the security than an average level. Furthermore, in some cases there is a wide disparity between the quotes Newcastle receives. Management believes using an average of the quotes in these cases would generally not represent the fair value of the asset. Based on Newcastle's own fair value analysis using internal models, management selects one of the quotes which is believed to more accurately reflect fair value. Newcastle never adjusts quotes received.
- (C) Management was unable to obtain quotations from more than one source on these securities. The one source was generally the seller (the party that sold us the security) or a pricing service.
- (D) Securities whose fair value was estimated based on internal pricing models are further detailed as follows:

	Amortized Cost Basis (A)	Fair Value	Impairment Recorded In Current Period	Unrealized Gains (Losses) in Accumulated OCI	Assumption Ranges			
					Discount Rate	Prepayment Speed (E)	Cumulative Default Rate	Loss Severity
CMBS – Conduit	\$ 80,320	\$147,662	\$ 223	\$ 67,342	12%	N/A	3% - 82%	23% - 100%
CMBS – Large loan / Single borrower	22,908	21,365	—	(1,543)	8% - 15%	N/A	0% - 100%	0% - 100%
ABS – subprime	81,735	100,586	2,471	18,851	8%	0% - 7%	24% - 90%	60% - 100%
ABS – other RE	6,184	7,367	—	1,183	8%	0% - 3%	40% - 75%	55% - 95%
CDO	5,574	5,618	—	44	N/A	N/A	100%	100%
Debt security total	\$ 196,721	\$282,598	\$ 2,694	\$ 85,877				
Equity securities	1,112	2,629	—	1,517				
Total	<u>\$ 197,833</u>	<u>\$285,227</u>	<u>\$ 2,694</u>	<u>\$ 87,394</u>				

All of the assumptions listed have some degree of market observability, based on Newcastle's knowledge of the market, relationships with market participants, and use of common market data sources. Collateral prepayment, default and loss severity projections are in the form of "curves" or "vectors" that vary for each monthly collateral cash flow projection. Methods used to develop these projections vary by asset class (e.g., CMBS projections are developed differently than home equity ABS projections) but conform to industry conventions. Newcastle uses assumptions that generate its best estimate of future cash flows of each respective security.

The prepayment vector specifies the percentage of the collateral balance that is expected to voluntarily pay off at each point in the future. The prepayment vector is based on projections from a widely published investment bank model which considers factors such as collateral FICO score, loan-to-value ratio, debt-to-income ratio, and vintage on a loan level basis. This vector is scaled up or down to match recent collateral-specific prepayment experience, as obtained from remittance reports and market data services.

Loss severities are based on recent collateral-specific experience with additional consideration given to collateral characteristics. Collateral age is taken into consideration because severities tend to initially increase with collateral age before eventually stabilizing. Newcastle typically uses projected severities that are higher than the historic experience for collateral that is relatively new to account for this effect. Collateral characteristics such as loan size, lien position, and location (state) also effect loss severity. Newcastle considers whether a collateral pool has experienced a significant change in its composition with respect to these factors when assigning severity projections.

Default rates are determined from the current "pipeline" of loans that are more than 90 days delinquent, in foreclosure, or are real estate owned (REO). These significantly delinquent loans determine the first 24 months of the default vector. Beyond month 24, the default vector transitions to a steady-state value that is generally equal to or greater than that given by the widely published investment bank model.

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The discount rates Newcastle uses are derived from a range of observable pricing on securities backed by similar collateral and offered in a live market. As the markets in which Newcastle transacts have become less liquid, Newcastle has had to rely on fewer data points in this analysis.

(E) Projected annualized average prepayment rate.

Loan Valuation

Loans which Newcastle does not have the ability to hold into the foreseeable future are classified as held-for-sale. As a result, these held-for-sale loans are carried at the lower of amortized cost or fair value and are therefore recorded at fair value on a non-recurring basis. During the three months ended March 31, 2011, Newcastle recorded (\$41.5) million and \$0.2 million of valuation allowance (reversal) on real estate related loans and residential mortgage loans (Note 4), respectively. These loans were written down to fair value at the time of the impairment, based on broker quotations, pricing service quotations or internal pricing models. All the loans were within Level 3 of the fair value hierarchy. For real estate related loans, the most significant inputs used in the valuations are the amount and timing of expected future cash flows, market yields and the estimated collateral value of such loan investments. For residential mortgage loans, significant inputs include management's expectations of prepayment speeds, default rates, loss severities and discount rates that market participants would use in determining the fair values of similar pools of residential mortgage loans.

The following tables summarize the fair value information for real estate related loans and residential mortgage loans held-for-sale as of March 31, 2011:

Loan Type	Outstanding Face Amount	Carrying Value	Fair Value	Valuation Allowance/ (Reversal) In Current Period	Significant Input Ranges	
					Discount Rate	Loss Severity
Mezzanine	\$ 530,664	\$394,656	\$398,699	\$ (30,317)	8.0% - 45.4%	0.0% - 100.0%
Bank Loan	277,660	184,265	185,310	(6,914)	5.4% - 24.9%	0.0% - 60.0%
B-Note	233,132	159,069	159,069	(4,308)	12.0% - 15.0%	0.0% - 100.0%
Whole Loan	30,872	30,872	30,892	—	5.2% - 7.8%	0.0% - 0.0%
Total Real Estate Related Loans Held for Sale, Net	<u>\$1,072,328</u>	<u>\$768,862</u>	<u>\$773,970</u>	<u>\$ (41,539)</u>		

Loan Type	Outstanding Face Amount	Carrying Value	Fair Value	Valuation Allowance/ (Reversal) In Current Period	Significant Input Ranges			
					Discount Rate	Prepayment Speed	Cumulative Default Rate	Loss Severity
Residential Loans	\$ 62,695	\$ 50,095	\$ 50,095	\$ (941)	5% - 5.7%	0% - 6%	0.0% - 3.3%	0% - 4%
Manufactured Housing Loans I	1,055	277	277	18	47.6%	3.0%	4.0%	75.0%
Manufactured Housing Loans II	204,675	196,203	196,203	770	8.0%	5.0%	3.5%	80.0%
Total Residential Mortgage Loans Held for Sale, Net	<u>\$ 268,425</u>	<u>\$246,575</u>	<u>\$246,575</u>	<u>\$ (153)</u>				

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(dollars in tables in thousands, except share data)

Derivatives

Newcastle's derivative instruments are valued using counterparty quotations. These quotations are generally based on valuation models with model inputs that can generally be verified and which do not involve significant judgment. The significant observable inputs used in determining the fair value of our Level 2 derivative contracts are contractual cash flows and market based interest rate curves. Newcastle's derivatives are recorded on its balance sheet as follows:

	Balance sheet location	Fair Value	
		March 31, 2011	December 31, 2010
Derivative Assets			
Interest rate caps, designated as hedges	Derivative Assets	\$ 4,829	\$ 4,537
Interest rate caps, not designated as hedges	Derivative Assets	2,706	2,530
		<u>\$ 7,535</u>	<u>\$ 7,067</u>
Derivative Liabilities			
Interest rate swaps, designated as hedges	Derivative Liabilities	\$ 113,001	\$ 136,575
Interest rate swaps, not designated as hedges	Derivative Liabilities	40,943	40,286
		<u>\$ 153,944</u>	<u>\$ 176,861</u>

The following table summarizes information related to derivatives:

	March 31, 2011	December 31, 2010
Cash flow hedges		
Notional amount of interest rate swap agreements	\$1,303,301	\$1,473,669
Notional amount of interest rate cap agreements	104,205	104,205
Amount of (loss) recognized in OCI on effective portion	(95,166)	(118,608)
Deferred hedge gain (loss) related to anticipated financings, which have subsequently occurred, net of amortization	343	357
Deferred hedge gain (loss) related to dedesignation, net of amortization	624	1,343
Expected reclassification of deferred hedges from AOCI into earnings over the next 12 months	2,034	2,289
Expected reclassification of current hedges from AOCI into earnings over the next 12 months	(57,591)	(63,541)
Non-hedge Derivatives		
Notional amount of interest rate swap agreements	378,987	343,570
Notional amount of interest rate cap agreements	36,428	36,428

The following table summarizes gains (losses) recorded in relation to derivatives:

	Income statement location	Three Months Ended March 31,	
		2011	2010
Cash flow hedges			
Gain (loss) on the ineffective portion	Other income (loss)	\$ 283	\$ (1)
Gain (loss) immediately recognized at dedesignation	Gain (loss) on sale of investments;		
	Other income (loss)	(5,315)	(3,279)
Amount of gain (loss) reclassified from AOCI into income, related to effective portion	Interest expense	(21,191)	(25,320)
Deferred hedge gain reclassified from AOCI into income, related to anticipated financings	Interest expense	14	434
Deferred hedge gain (loss) reclassified from AOCI into income, related to effective portion of dedesignated hedges	Interest expense	719	(2,033)
Non-hedge derivatives gain (loss)	Other income (loss)	4,831	(1,748)

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7. EQUITY AND EARNINGS PER SHARE

Newcastle is required to present both basic and diluted earnings per share (“EPS”). Basic EPS is calculated by dividing net income available for common stockholders by the weighted average number of shares of common stock outstanding during each period. Diluted EPS is calculated by dividing net income available for common stockholders by the weighted average number of shares of common stock outstanding plus the additional dilutive effect of common stock equivalents during each period. Newcastle’s common stock equivalents are its outstanding stock options. During the three months ended March 31, 2011, based on the treasury stock method, Newcastle had 8,886 dilutive common stock equivalents resulting from its outstanding options. During the three months ended March 31, 2010, Newcastle had no dilutive common stock equivalents (common stock equivalents are not dilutive in periods of net loss or when all of the exercise prices exceed the current average market price). Net income available for common stockholders is equal to net income less preferred dividends plus the excess of the carrying amount of exchanged preferred stock over the fair value of consideration paid.

In March 2011, Newcastle filed a shelf registration statement with the SEC covering common stock, preferred stock, depositary shares, debt securities and warrants.

In March 2011, Newcastle issued 17,250,000 million shares of its common stock in a public offering at a price to the public of \$6.00 per share for net proceeds of approximately \$98.4 million. For the purpose of compensating the Manager for its successful efforts in raising capital for Newcastle, in connection with this offering, Newcastle granted options to the Manager to purchase 1,725,000 shares of Newcastle’s common stock at the public offering price, which were valued at approximately \$7.0 million.

As of March 31, 2011, Newcastle’s outstanding options were summarized as follows:

Held by the Manager	3,411,447
Issued to the Manager and subsequently transferred to certain of the Manager’s employees	798,162
Held by the independent directors	<u>14,000</u>
Total	<u>4,223,609</u>

8. COMMITMENTS AND CONTINGENCIES

Litigation — Newcastle is, from time to time, a defendant in legal actions from transactions conducted in the ordinary course of business. Management, after consultation with legal counsel, believes the ultimate liability arising from such actions which existed at March 31, 2011, if any, will not materially affect Newcastle’s consolidated results of operations or financial position.

Contingent Gain in CDOs — Newcastle cannot economically lose more than its investment amount in any given non-recourse financing structure. Therefore, impairment recorded in excess of such investment, which results in negative GAAP book value for a given non-recourse financing structure, cannot economically be incurred. For non-recourse financing structures with negative GAAP book value, the aggregate negative GAAP book value will eventually be recorded as an increase to GAAP book value. As of March 31, 2011, Newcastle has recorded \$297.8 million of losses in its CDOs in excess of its economic exposure which must eventually be reversed through amortization, sales at gains, or as reductions to accumulated deficit at the deconsolidation or termination of the CDOs.

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9. GAIN (LOSSES) ON SETTLEMENT OF INVESTMENTS, NET AND OTHER INCOME (LOSS), NET

These items are comprised of the following:

	Three Months Ended March 31,	
	2011	2010
Gain (loss) on settlement of investments, net		
Gain on settlement of real estate securities	\$ 34,157	\$ 13,817
Loss on settlement of real estate securities	(1,785)	(861)
Gain on repayment/disposition of loans held for sale	1,720	—
Realized gain (loss) on termination of derivative instruments	—	(3,279)
	<u>\$ 34,092</u>	<u>\$ 9,677</u>
Other income (loss), net		
Gain (loss) on non-hedge derivative instruments	\$ 4,831	\$ (1,748)
Unrealized (loss) recognized at de-designation of hedges	(5,315)	—
Hedge ineffectiveness	283	(1)
Equity in earnings of equity method investees	—	85
Collateral management fee income	536	134
Other income (loss)	—	50
	<u>\$ 335</u>	<u>\$ (1,480)</u>

10. COMPREHENSIVE INCOME

The following table summarizes our comprehensive income for the interim periods presented:

	Three Months Ended March 31,	
	2011	2010
Net income	\$ 109,673	\$ 140,425
Net unrealized gain on securities	126,143	117,928
Reclassification of net realized (gain) loss on securities into earnings	(28,271)	14,786
Net unrealized gain (loss) on derivatives designated as cash flow hedges	18,411	(8,528)
Reclassification of net realized (gain) loss on derivatives designated as cash flow hedges into earnings	4,298	4,879
	<u>\$ 230,254</u>	<u>\$ 269,490</u>

11. SUPPLEMENTAL NON-CASH INVESTING AND FINANCING ACTIVITIES RELATED TO CDOs

Newcastle considers all activity in its CDOs' restricted cash accounts to be non-cash activity for purposes of its consolidated statement of cash flows since transactions conducted with restricted cash have no effect on its cash and cash equivalents. Supplemental non-cash investing and financing activities relating to CDOs are disclosed below:

	Three Months Ended March 31,	
	2011	2010
Restricted cash generated from sale of securities	\$ 61,052	\$ 57,964
Restricted cash generated from sale of real estate related loans	\$ —	\$ 3,420
Restricted cash generated from paydowns on securities and loans	\$ 211,786	\$ 82,330
Restricted cash used for purchases of real estate securities	\$ 126,163	\$ 99,216
Restricted cash used for purchases of real estate related loans	\$ 111,667	\$ —
Restricted cash used for repayments of CDO bonds payable	\$ 54,104	\$ 14,167

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12. RECENT ACTIVITIES

These financial statements include a discussion of material events which have occurred subsequent to March 31, 2011 (referred to as “subsequent events”) through the issuance of these consolidated financial statements. Events subsequent to that date have not been considered in these financial statements.

In January 2011, Newcastle, through two of its CDOs, made a cash investment of approximately \$47 million in a portion of a new secured loan to a portfolio company of a private equity fund managed by Newcastle’s manager. Newcastle’s chairman and secretary are officers or directors of the borrower. The terms of the loan were negotiated by a third party bank who acted as agent for the creditors on the loan. At closing, Newcastle received an origination fee on the loan equal to 2% of the amount of cash it loaned to the portfolio company, which was the same fee received by other creditors on the loan. In February 2011, the portfolio company repaid the loan in full.

In February 2011, Newcastle, through one of its subsidiaries, purchased the management rights with respect to certain C-BASS Investment Management LLC (“C-BASS”) CDOs pursuant to a bankruptcy proceeding for \$2.2 million. As a result, Newcastle became the collateral manager of certain CDOs previously managed by C-BASS and will earn, on average, a 20 basis point annual senior management fee on a portion of the total collateral, which was \$1.3 billion at acquisition.

In February 2011, two mezzanine loan investments with a total outstanding principal balance of \$88.8 million were paid off in full. The payoff increased Newcastle’s restricted cash available for reinvestment in two CDOs by \$60.8 million and its unrestricted cash by \$28.0 million.

In the first three months of 2011, Newcastle settled purchases of \$80.6 million principal balance of FNMA/FHLMC securities (primarily one-year ARM) for approximately \$84.2 million, using \$4.2 million of unrestricted cash and financed with \$80.0 million of repurchase agreements. These repurchase agreements bear interest between 0.28% to 0.29%, mature in May 2011 and June 2011, and are subject to customary margin call provisions.

In April 2011, Newcastle entered into an agreement to sell its retained interests in Newcastle CDO VII for an initial cash consideration of \$1.5 million and a contingent consideration to be determined subject to the subsequent liquidation of CDO VII. Newcastle expects to record a gain of approximately \$1.0 million in the second quarter of 2011, representing the excess of the initial cash consideration over the carrying value of its retained interests. However, at the time of this filing, Newcastle cannot estimate the amount of the contingent consideration or the amount of contingent gain in excess of the initial cash consideration.

On May 4, 2011, Newcastle completed a securitization transaction to refinance its Manufactured Housing Loans Portfolio II (the “Portfolio”). Newcastle sold approximately \$197.0 million outstanding principal balance of manufactured housing loans to Newcastle Investment Trust 2011-MH 1 (the “Issuer”), an indirect wholly-owned subsidiary of Newcastle. The Issuer issued approximately \$159.8 million aggregate principal amount of investment grade notes of which \$142.8 million was sold to third parties and \$17.0 million was sold to one of the CDOs managed and consolidated by Newcastle. In addition, Newcastle retained the below investment grade notes and residual interest. As a result, Newcastle invested approximately \$20.0 million of its unrestricted cash in the new securitization structure. The notes issued to third parties have an average expected maturity of 3.8 years and bear interest at an average rate of 3.23% per annum. At the closing of the securitization transaction, Newcastle used the gross proceeds received from the issuance of the notes to repay the previously existing debt in full, terminate the related interest rate swap contracts and pay the related transaction costs. Newcastle is currently evaluating the impact of this transaction on its financial results, which will be recorded in the second quarter of 2011.

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ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following should be read in conjunction with the unaudited consolidated financial statements and notes thereto included herein, and with Part II, Item 1A, “Risk Factors.”

GENERAL

Newcastle Investment Corp. is a real estate investment and finance company. We invest in, and actively manage, a portfolio of real estate securities, loans and other real estate related assets. Our objective is to maximize the difference between the yield on our investments and the cost of financing these investments while hedging our interest rate risk. We emphasize portfolio management, asset quality, liquidity, diversification, match funded financing and credit risk management.

We currently own a diversified portfolio of credit sensitive real estate debt investments, including securities and loans. Our portfolio of real estate securities includes commercial mortgage backed securities (CMBS), senior unsecured debt issued by REITs, real estate related asset backed securities (ABS), and FNMA/FHLMC securities. Mortgage backed securities are interests in or obligations secured by pools of mortgage loans. We generally target investments rated A through BB, except for our FNMA/FHLMC securities, which have an implied AAA rating. We also own, directly and indirectly, interests in loans and pools of loans, including real estate related loans, commercial mortgage loans, residential mortgage loans, manufactured housing loans, and subprime mortgage loans.

We employ leverage as part of our investment strategy. We do not have a predetermined target debt to equity ratio as we believe the appropriate leverage for the particular assets we are financing depends on the credit quality of those assets. As of March 31, 2011, we have complied with the general investment guidelines adopted by our board of directors that limit total leverage. We utilize leverage for the sole purpose of financing our portfolio and not for the purpose of speculating on changes in interest rates.

We strive to maintain access to a broad array of capital resources in an effort to insulate our business from potential fluctuations in the availability of capital. We seek to utilize multiple forms of financing including collateralized debt obligations (CDOs), other securitizations, term loans, and trust preferred securities, as well as short term financing in the form of loans and repurchase agreements. As we discuss in more detail under “–Market Considerations” below, while market conditions have improved meaningfully since 2008, the current conditions continue to reduce the array of capital resources available to us and have made the terms of capital resources we are able to obtain generally less favorable to us relative to the terms we were able to obtain prior to the onset of challenging conditions. That said, credit and liquidity conditions have continued to improve during 2010 and early 2011, and, as a result, we have recently been able to access more types of capital – and on better terms – than we had been able to access during 2008 and 2009.

We seek to match fund our investments with respect to interest rates and maturities in order to reduce the impact of interest rate fluctuations on earnings and reduce the risk of refinancing our liabilities prior to the maturity of the investments. We seek to finance a substantial portion of our real estate securities and loans through the issuance of term debt, which generally represents obligations issued in multiple classes secured by an underlying portfolio of assets. Specifically, our CDO financings offer us the structural flexibility to buy and sell certain investments to manage risk and, subject to certain limitations, to optimize returns.

We conduct our business through following segments: (i) investments financed with non-recourse collateralized debt obligations (“CDOs”), (ii) investments financed with other non-recourse debt, (iii) investments and debt repurchases financed with recourse debt, (iv) unlevered investments and (v) corporate. With respect to the first two nonrecourse segments, Newcastle is generally entitled to receive the net cash flows from these structures on a periodic basis. Revenues attributable to each segment are disclosed below (in thousands).

For the Three Months Ended March 31,	Non-recourse		Recourse	Unlevered	Corporate	Intersegment Elimination	Total
	CDOs	Other Non-Recourse					
2011	\$54,828	\$ 17,481	\$ 147	\$ 493	\$ 20	\$ (766)	\$72,203
2010	\$50,943	\$ 18,046	\$ 859	\$ 223	\$ 21	\$ —	\$70,092

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Market Considerations

Financial Markets in which We Operate

Our ability to generate income is dependent on our ability to invest our capital on a timely basis at attractive levels. The two primary market factors that affect this ability are (1) credit spreads and (2) the availability of financing on favorable terms.

Generally speaking, widening credit spreads reduce any unrealized gains on our current investments (or cause or increase unrealized losses) and increase our costs for new financings, but increase the yields available on potential new investments, while tightening credit spreads increase the unrealized gains (or reduce unrealized losses) on our current investments and reduce our costs for new financings, but reduce the yields available on potential new investments. By reducing unrealized gains (or causing unrealized losses), widening credit spreads also impact our ability to realize gains on existing investments if we were to sell such assets.

From mid-2007 through early 2009, credit spreads widened substantially. One of the key drivers of the widening of credit spreads over these years was the continued disruption and liquidity concerns throughout the credit markets. The severity and scope of the disruption intensified meaningfully during the fourth quarter of 2008 and the first quarter of 2009. In the latter part of 2009, credit spreads tightened substantially. This trend continued in 2010 and early 2011. This tightening of credit spreads caused the net unrealized gains on our securities to increase during the first quarter of 2011. Despite signs of meaningful improvement, market conditions remain challenging, could change rapidly, and we cannot predict how recent or future changes in market conditions will affect our business.

Liquidity

Credit and liquidity conditions have continued to improve during 2010 and early 2011, but such conditions are still less favorable than those we experienced prior to 2007. Recent challenging credit and liquidity conditions have adversely affected us and the markets in which we operate in a number of other ways. For example, they have reduced the market trading activity for many real estate securities and loans, resulting in less liquid markets for those securities and loans. As the securities held by us and many other companies in our industry are marked to market at the end of each quarter, the decreased liquidity and concern over market conditions have resulted in significant reductions in mark to market valuations of many real estate securities and loans and the collateral underlying them, as well as volatility and uncertainty with respect to such valuations. These lower valuations, and decreased expectations of future cash flows, have affected us by, among other things:

- decreasing our net book value;
- contributing to our decision to record significant impairment charges;
- prompting us to negotiate the removal of certain financial covenants from our non-CDO financings;
- reducing the amount, which we refer to as cushion, by which we satisfy the over collateralization and interest coverage tests of our CDOs (sometimes referred to as CDO “triggers”) or contributing to several of our CDOs failing their over collateralization tests (see “– Liquidity and Capital Resources” and “– Debt Obligations” below); and
- requiring us to pay additional amounts under certain financing arrangements.

Failed CDO triggers, impairments resulting from incurred losses, and asset sales made at prices significantly below face amount while the related debt is being repaid at its full face amount, as well as the retention of cash, could further contribute to reductions in future earnings, cash flow and liquidity.

With respect to dividends, we have paid all dividends on our preferred stock as of April 30, 2011. We have elected not to declare any dividends on our common stock since the third quarter of 2008. We may elect to adjust or not to pay any future dividend payments to reflect our current and expected cash from operations or to satisfy future liquidity needs.

Extent of Market Disruption

Market conditions have meaningfully improved over the last two years, but it is not clear whether a sustained recovery will occur or, if so, for how long it will last. We do not currently know the full extent to which the continuing challenging market conditions will affect us or the markets in which we operate. If such conditions continue, particularly with respect to commercial real estate, we may experience additional impairment charges, potential reductions in cash flows from our investments and additional challenges in raising capital and obtaining investment or other financing on attractive terms.

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Moreover, we will likely need to continue to place a high priority on managing our liquidity. Certain aspects of these effects are more fully described in Part I, Item 2, “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Interest Rate, Credit and Spread Risk” and “– Liquidity and Capital Resources” as well as in Part I, Item 3, “Quantitative and Qualitative Disclosures About Market Risk.”

APPLICATION OF CRITICAL ACCOUNTING POLICIES

Management’s discussion and analysis of financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). The preparation of financial statements in conformity with GAAP requires the use of estimates and assumptions that could affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities and the reported amounts of revenue and expenses. Actual results could differ from these estimates. Management believes that the estimates and assumptions utilized in the preparation of the consolidated financial statements are prudent and reasonable. Actual results have been in line with management’s estimates and judgments used in applying each of the accounting policies described below, as modified periodically to reflect current market conditions. The following is a summary of our accounting policies that are most effected by judgments, estimates and assumptions.

Variable Interest Entities

Variable interest entities (“VIEs”) are defined as entities in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. A VIE is required to be consolidated by its primary beneficiary, and only by its primary beneficiary, which is defined as the party who has the power to direct the activities of a VIE that most significantly impact its economic performance and who has the obligation to absorb losses or the right to receive benefits from the VIE that could potentially be significant to the VIE.

The VIEs in which we have a significant interest include (i) our CDOs, and (ii) our manufactured housing loan financing structures. Our CDOs were all consolidated under prior guidance; however, under current guidance we do not have the power to direct the relevant activities of CDO VII, as a result of the event of default which allows us to be removed as collateral manager of CDO VII and prevents us from purchasing or selling collateral within CDO VII, and therefore we have deconsolidated CDO VII as of January 1, 2010. Similar events of default in the future, if they occur, could cause us to deconsolidate additional financing structures. Our manufactured housing loan financing structures were consolidated under prior guidance and continue to be consolidated under the current guidance. However, we completed a securitization transaction to refinance our Manufactured Housing Loans Portfolio I. We analyzed the securitization under the applicable accounting guidance and concluded that the securitization transaction should be accounted for as a secured borrowing. As a result, we continue to recognize the portfolio of manufactured housing loans as pledged assets, which have been classified as loans held for investment at securitization, and recorded the notes issued to third parties as a secured borrowing.

Our subprime securitizations are also considered VIEs, but we do not control their activities and no longer receive a significant portion of their returns. These subprime securitizations were not consolidated under the current or prior guidance.

In addition, our investments in CMBS, CDO securities and loans may be deemed to be variable interests in VIEs, depending on their structure. We are not obligated to provide, nor have we provided, any financial support to these VIEs. We monitor these investments and, to the extent we determine that we potentially own a majority of the currently controlling class, analyze them for potential consolidation. As of March 31, 2011, we have not consolidated these potential VIEs due to the determination that, based on the nature of Newcastle’s investments and the provisions governing these structures, we do not have the power to direct the activities that most significantly impact their economic performance.

We will continue to analyze future investments, as well as reconsideration events in existing entities, pursuant to the VIE requirements. These analyses require considerable judgment in determining the primary beneficiary of a VIE since they involve subjective determinations of significance, with respect to both power and economics. The result could be the consolidation of an entity that would otherwise not have been consolidated or the de-consolidation of an entity that would otherwise have been consolidated.

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Valuation and Impairment of Securities

We have classified all our real estate securities as available for sale. As such, they are carried at fair value with net unrealized gains or losses reported as a component of accumulated other comprehensive income, to the extent impairment losses are considered temporary as described below. Fair value may be based upon broker quotations, counterparty quotations or pricing services quotations, which provide valuation estimates based upon reasonable market order indications or a good faith estimate thereof and are subject to significant variability based on market conditions, such as interest rates, credit spreads and market liquidity. A significant portion of our securities are currently not traded in active markets and therefore have little or no price transparency. For a further discussion of this trend, see “– Market Considerations” above. As a result, we have estimated the fair value of these illiquid securities based on internal pricing models rather than the sources described above. The determination of estimated cash flows used in pricing models is inherently subjective and imprecise. Changes in market conditions, as well as changes in the assumptions or methodology used to determine fair value, could result in a significant and immediate increase or decrease in our book equity. For securities valued with pricing models, these inputs include the discount rate, assumptions relating to prepayments, default rates and loss severities, as well as other variables.

See Note 6 to our consolidated financial statements in Part I, Item 1, “Financial Statements and Supplementary Data” for information regarding the fair value of our investments, and its estimation methodology, as of March 31, 2011.

Our securities must be categorized by the “level” of inputs used in estimating their fair values. Level 1 would be assets valued based on quoted prices for identical instruments in active markets. We have no level 1 assets. Level 2 would be assets valued based on quoted prices in active markets for similar instruments, on quoted prices in less active or inactive markets, or on other “observable” market inputs. Level 3 would be assets valued based significantly on “unobservable” market inputs. We have further broken level 3 into level 3A, third party indications, and level 3B, internal models. Fair value under GAAP represents an exit price in the normal course of business, not a forced liquidation price. If we were forced to sell assets in a short period to meet liquidity needs, the prices we receive could be substantially less than the recorded fair values.

We generally classify the broker and pricing service quotations we receive as level 3A inputs, except for certain liquid securities. They are quoted prices in generally inactive and illiquid markets for identical or similar securities. These quotations are generally received via email and contain disclaimers which state that they are “indicative” and not “actionable” – meaning that the party giving the quotation is not bound to actually purchase the security at the quoted price. These quotations are generally based on models prepared by the brokers and we have little visibility into the inputs they use. Based on quarterly procedures we have performed with respect to quotations received from these brokers, including comparison to the outputs generated from our internal pricing models and transactions we have completed with respect to these securities, as well as on our knowledge and experience of these markets, we have generally determined that these quotes represent a reasonable estimate of fair value. For the \$1.8 billion carrying value of securities valued using quotations as of March 31, 2011, a 100 basis point change in credit spreads would impact estimated fair value by approximately \$53.2 million.

Our estimation of the fair value of level 3B assets (as described below) involves significant judgment. We validated the inputs and outputs of our models by comparing them to available independent third party market parameters and models for reasonableness. We believe the assumptions we used are within the range that a market participant would use and factor in the relative illiquidity, but slight improvement in liquidity, currently in the markets. In the first three months of 2011, we have generally used lower discount rates as inputs to our models for ABS securities in order to reflect current market conditions. The other inputs to our models, including prepayment speeds, default rates and severity assumptions, have generally remained consistent with the assumptions used at year-end, other than certain modifications we have made to the assumptions to reflect conditions relevant to specific assets.

For CMBS and ABS securities valued with internal models, which have an aggregate fair value of \$277.0 million as of March 31, 2011, a 10% unfavorable change in our assumptions would result in the following decreases in such aggregate fair value (in thousands):

	CMBS	ABS
Outstanding face amount	\$431,675	\$255,354
Fair value	\$169,027	\$107,953
Effect on fair value with 10% unfavorable change in:		
Discount rate	\$ (5,631)	\$ (4,390)
Prepayment rate	N/A	\$ (1,385)
Default rate	\$ (27,925)	\$ (6,200)
Loss severity	\$ (12,952)	\$ (10,277)

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The sensitivity analysis is hypothetical and should be used with caution. In particular, the results are calculated by stressing a particular economic assumption independent of changes in any other assumption; in practice, changes in one factor may result in changes in another, which might counteract or amplify the sensitivities. Also, changes in the fair value based on a 10% variation in an assumption generally may not be extrapolated because the relationship of the change in the assumption to the change in fair value may not be linear.

We must also assess whether unrealized losses on securities, if any, reflect a decline in value which is other-than-temporary and, if so, write the impaired security down to its fair value through earnings. A decline in value is deemed to be other-than-temporary if (i) it is probable that we will be unable to collect all amounts due according to the contractual terms of a security which was not impaired at acquisition (there is an expected credit loss), or (ii) if we have the intent to sell a security in an unrealized loss position or it is more likely than not we will be required to sell a security in an unrealized loss position prior to its anticipated recovery (if any). For the purposes of performing this analysis, we assume the anticipated recovery period is until the respective security's expected maturity. Also, for certain securities which represent "beneficial interests in securitized financial assets," whenever there is a probable adverse change in the timing or amounts of estimated cash flows of a security from the cash flows previously projected, an other-than-temporary impairment is considered to have occurred. These securities are also analyzed for other-than-temporary impairment under the guidelines applicable to all securities as described herein. We note that primarily all of our securities, except our FNMA/FHLMC securities, fall within the definition of beneficial interests in securitized financial assets.

Temporary declines in value generally result from changes in market factors, such as market interest rates and credit spreads, or from certain macroeconomic events, including market disruptions and supply changes, which do not directly impact our ability to collect amounts contractually due. We continually evaluate the credit status of each of our securities and the collateral supporting our securities. This evaluation includes a review of the credit of the issuer of the security (if applicable), the credit rating of the security, the key terms of the security (including credit support), debt service coverage and loan to value ratios, the performance of the pool of underlying loans and the estimated value of the collateral supporting such loans, including the effect of local, industry and broader economic trends and factors. These factors include loan default expectations and loss severities, which are analyzed in connection with a particular security's credit support, as well as prepayment rates. These factors are also analyzed in relation to the amount of the unrealized loss and the period elapsed since it was incurred. The result of this evaluation is considered when determining management's estimate of cash flows, particularly with respect to developing the necessary inputs and assumptions. Each security is impacted by different factors and in different ways; generally the more negative factors which are identified with respect to a given security, the more likely we are to determine that we do not expect to receive all contractual payments when due with respect to that security. Significant judgment is required in this analysis.

As of March 31, 2011, we had 49 securities, with a carrying amount of \$137.2 million, that had been downgraded during the three months ended March 31, 2011, and recorded a net other-than-temporary impairment charge of \$2.4 million on these securities in 2011. However, we do not depend on credit ratings in underwriting our securities, either at acquisition or on an ongoing basis. As mentioned above, a credit rating downgrade is one factor that we monitor and consider in our analysis regarding other-than-temporary impairment, but it is not determinative. Our securities generally benefit from the support of one or more subordinate classes of securities or equity or other forms of credit support. Therefore, credit rating downgrades, even to the extent they relate to an expectation that a securitization we have invested in, on an overall basis, has credit issues, may not ultimately impact cash flow estimates for the class of securities in which we are invested.

Furthermore, the analysis of whether it is more likely than not that we will be required to sell securities in an unrealized loss position prior to an expected recovery in value (if any), the amount of such expected required sales, and the projected identification of which securities would be sold is also subject to significant judgment, particularly in times of market illiquidity such as we are currently experiencing.

Revenue Recognition on Securities

Income on these securities is recognized using a level yield methodology based upon a number of cash flow assumptions that are subject to uncertainties and contingencies. Such assumptions include the rate and timing of principal and interest receipts (which may be subject to prepayments and defaults). These assumptions are updated on at least a quarterly basis to reflect changes related to a particular security, actual historical data, and market changes. These uncertainties and contingencies are difficult to predict and are subject to future events, and economic and market conditions, which may alter the assumptions. For securities acquired at a discount for credit losses, we recognize the excess of all cash flows expected over our investment in the securities as Interest Income on a "loss adjusted yield" basis. The loss-adjusted yield is determined based on an evaluation of the credit status of securities, as described in connection with the analysis of impairment above.

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Valuation of Derivatives

Similarly, our derivative instruments are carried at fair value. Fair value is based on counterparty quotations. Newcastle reports the fair value of derivative instruments gross of cash paid or received pursuant to credit support agreements and fair value is reflected on a net by counterparty basis when Newcastle believes a legal right of offset exists under an enforceable netting agreement. To the extent they qualify as cash flow hedges, net unrealized gains or losses are reported as a component of accumulated other comprehensive income; otherwise, the net unrealized gains and losses are reported currently in income. To the extent they qualify as fair value hedges, net unrealized gains or losses on both the derivative and the related portion of the hedged item are reported currently in income. Fair values of such derivatives are subject to significant variability based on many of the same factors as the securities discussed above, including counterparty credit risk. The results of such variability, the effectiveness of our hedging strategies and the extent to which a forecasted hedged transaction remains probable of occurring, could result in a significant increase or decrease in our GAAP equity and/or earnings.

Impairment of Loans

We own, directly and indirectly, real estate related, commercial mortgage and residential mortgage loans, including manufactured housing loans and subprime mortgage loans. To the extent that they are classified as held for investment, we must periodically evaluate each of these loans or loan pools for possible impairment. Impairment is indicated when it is deemed probable that we will be unable to collect all amounts due according to the contractual terms of the loan, or, for loans acquired at a discount for credit losses, when it is deemed probable that we will be unable to collect as anticipated. Upon determination of impairment, we would establish a specific valuation allowance with a corresponding charge to earnings. We continually evaluate our loans receivable for impairment. Our residential mortgage loans, including manufactured housing loans, are aggregated into pools for evaluation based on like characteristics, such as loan type and acquisition date. Individual loans are evaluated based on an analysis of the borrower's performance, the credit rating of the borrower, debt service coverage and loan to value ratios, the estimated value of the underlying collateral, the key terms of the loan, and the effect of local, industry and broader economic trends and factors. Pools of loans are also evaluated based on similar criteria, including historical and anticipated trends in defaults and loss severities for the type and seasoning of loans being evaluated. This information is used to estimate specific impairment charges on individual loans as well as provisions for estimated unidentified incurred losses on pools of loans. Significant judgment is required both in determining impairment and in estimating the resulting loss allowance. Furthermore, we must assess our intent and ability to hold our loan investments on a periodic basis. If we do not have the intent to hold a loan for the foreseeable future or until its expected payoff, the loan must be classified as "held for sale" and recorded at the lower of cost or estimated fair value.

Revenue Recognition on Loans Held for Investment

Income on these loans is recognized similarly to that on our securities and is subject to similar uncertainties and contingencies, which are also analyzed on at least a quarterly basis. For loans acquired at a discount for credit losses, the net income recognized is based on a "loss adjusted yield" whereby a gross interest yield is recorded to Interest Income, offset by a provision for probable, incurred credit losses which is accrued on a periodic basis to Valuation Allowance. The provision is determined based on an evaluation of the loans as described under "Impairment of Loans" above.

Revenue Recognition on Loans Held for Sale

Real estate related, commercial mortgage and residential mortgage loans that are considered held for sale are carried at the lower of amortized cost or market value determined on either an individual method basis, or in the aggregate for pools of similar loans. Interest income is recognized based on the loan's coupon rates to the extent management believes it is collectible. Purchase discounts are not amortized as interest income during the period the loans are held for sale. A change in the market value of the loans, to the extent that the value is not above the cost basis, is recorded in Valuation Allowance.

Recent Accounting Pronouncements

The FASB has recently issued or discussed a number of proposed standards on such topics as consolidation, financial statement presentation, revenue recognition, leases, financial instruments, hedging, contingencies and fair value. Some of the proposed changes are significant and could have a material impact on Newcastle's reporting. Newcastle has not yet fully evaluated the potential impact of these proposals, but will make such an evaluation as the standards are finalized.

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RESULTS OF OPERATIONS

The following table summarizes the changes in our results of operations for the three months ended March 31, 2011 compared to the three months ended March 31, 2010 (dollars in thousands):

	Three Months Ended		Increase (Decrease)	
	March 31,		Amount	%
	2011	2010		
Interest income	\$ 72,203	\$ 70,092	\$ 2,111	3.0%
Interest expense	38,165	45,589	(7,424)	(16.3%)
Net interest income	34,038	24,503	9,535	38.9%
Impairment (Reversal)				
Valuation allowance (reversal) on loans	(41,307)	(95,774)	54,467	56.9%
Other-than-temporary impairment on securities, net	4,101	27,742	(23,641)	(85.2%)
	(37,206)	(68,032)	30,826	45.3%
Net interest income after impairment	71,244	92,535	(21,291)	(23.0%)
Other Income (Loss)				
Gain (loss) on settlement of investments, net	34,092	9,677	24,415	252.3%
Gain on extinguishment of debt	11,042	48,346	(37,304)	(77.2%)
Other income (loss), net	335	(1,480)	1,815	122.6%
	45,469	56,543	(11,074)	(19.6%)
Expenses				
Loan and security servicing expense	1,060	1,035	25	2.4%
General and administrative expense	1,601	3,101	(1,500)	(48.4%)
Management fee to affiliate	4,189	4,477	(288)	(6.4%)
	6,850	8,613	(1,763)	(20.5%)
Income from continuing operations	\$109,863	\$140,465	\$(30,602)	(21.8%)

Interest Income

Interest income increased by \$2.1 million primarily due to a net increase in interest income in our CDOs as a result of new investments made, partially offset by paydowns and changes in interest rates.

Interest Expense

Interest expense decreased by \$7.4 million primarily due to (i) a \$1.6 million decrease in interest expense as a result of the paydowns and repurchases of our CDO debt obligations, (ii) a \$3.9 million decrease in derivative interest expense as a result of a decrease in swap notional amounts and changes in interest rates and (iii) a \$2.3 million decrease in the amortization of deferred hedge losses. The decreases described in (i) to (iii) above were partially offset by a \$0.4 million increase in interest expense on our junior subordinated notes due to the resumption of the original stated interest rate subsequent to the interest modification period.

Valuation Allowance (Reversal) on Loans

The valuation allowance (reversal) on loans changed by \$54.5 million primarily due to a significantly larger net increase in fair values of our real estate related loans and residential mortgage loans during the three months ended March 31, 2010 compared to the three months ended March 31, 2011 as a result of improved market conditions. This change in fair values impacted the amount of valuation allowance we were able to reverse during those periods.

Other-than-temporary Impairment on Securities, Net

The other-than-temporary impairment on securities decreased by \$23.6 million primarily due to improved market conditions.

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Gain (Loss) on Settlement of Investments, Net

The net gain on settlement of investments increased by \$24.4 million as a result of the increased volume of sales and repayments of investments at a gain.

Gain (Loss) on Extinguishment of Debt

The gain on extinguishment of debt decreased by \$37.3 million primarily due to the significantly lower amounts of debt repurchased in the three months ended March 31, 2011 compared to the three months ended March 31, 2010. We repurchased \$12.1 million face amount of CDO bonds at an average price of 8.9% of par during the three months ended March 31, 2011 compared to \$56.3 million face amount of CDO bonds at an average price of 13.4% of par during the three months ended March 31, 2010.

Other Income (Loss), Net

Other income increased by \$1.8 million primarily due to the recognition of a net unrealized loss on certain interest rate swap agreements in the three months ended March 31, 2010.

Loan and Security Servicing Expense

Loan and security servicing expense has remained relatively stable during the three months ended March 31, 2011 compared to the three months ended March 31, 2010.

General and Administrative Expense

General and administrative expense decreased by \$1.5 million primarily due (i) a \$1.2 million decrease in legal and professional fees which was incurred in connection with the preferred stock exchange and the restructuring of our junior subordinated notes during the three months ended March 31, 2010 and (ii) a \$0.3 million decrease in directors and officers liability insurance expense.

Management Fee to Affiliate

Management fees decreased by \$0.3 million primarily due to a reduction in gross equity as a result of the return of capital distributions made on our preferred stock in 2010.

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LIQUIDITY AND CAPITAL RESOURCES

Overview

Liquidity is a measurement of our ability to meet potential cash requirements, including ongoing commitments to repay borrowings, fund and maintain investments, and other general business needs. Additionally, to maintain our status as a REIT under the Code, we must distribute annually at least 90% of our REIT taxable income. We note that up to 90% of this requirement may be met in future years through stock dividends, rather than cash, subject to limitations based on the value of our stock. Our primary sources of funds for liquidity consist of net cash provided by operating activities, sales or repayments of investments, potential refinancing of existing debt and the issuance of equity securities, when feasible. We have an effective shelf registration statement with the SEC, which allows us to issue common stock, preferred stock, depository shares, debt securities and warrants. Our debt obligations are generally secured directly by our investment assets, except for the junior subordinated notes payable.

Sources of Liquidity and Uses of Capital

As of the date of this filing, we have sufficient liquid assets to satisfy all of our recourse liabilities other than our junior subordinated notes payable, which are long-term obligations. With respect to the next twelve months, we expect that our cash on hand combined with our cash flow provided by operations will be sufficient to satisfy our anticipated liquidity needs with respect to our current investment portfolio, including related financings, hedging activity, potential margin calls and operating expenses. While it is inherently more difficult to forecast beyond the next twelve months, we currently expect to meet our long term liquidity requirements, specifically the repayment of our recourse debt obligations, through our cash on hand and, if needed, additional borrowings, proceeds received from repurchase agreements and similar financings, and the liquidation or refinancing of our assets.

These short-term and long-term expectations are forward-looking and subject to a number of uncertainties and assumptions, which are described below under “– Factors That Could Impact Our Liquidity” as well as Part II, Item 1A, “Risk Factors.” If our assumptions about our liquidity prove to be incorrect, we could be subject to a shortfall in liquidity in the future, and this short-fall may occur rapidly and with little or no notice, which would limit our ability to address the shortfall on a timely basis.

Cash flow provided by operations constitutes a critical component of our liquidity. Essentially, our cash flow provided by operations is equal to (i) the net cash flow from our CDOs that have not failed their over collateralization or interest coverage tests, plus (ii) the net cash flow from our non-CDO investments that are not subject to mandatory debt repayment, including principal and sales proceeds, less (iii) operating expenses (primarily management fees, professional fees and insurance), less (iv) interest on the junior subordinated notes payable and less (v) preferred dividends.

Our cash flow provided by operations differs from our net income due to these primary factors: (i) accretion of discount or premium on our real estate securities and loans (including the accrual of interest and fees payable at maturity), discount on our debt obligations, deferred financing costs, and deferred hedge gains and losses, (ii) gains and losses from sales of assets financed with CDOs, (iii) the valuation allowance recorded in connection with our loan assets, as well as other-than-temporary impairment on our securities, (iv) unrealized gains or losses on our non-hedge derivatives, (v) the non-cash charges associated with our early extinguishment of debt, and (vi) net income (loss) generated within CDOs that have failed their over collateralization or interest coverage tests. Proceeds from the sale of assets which serve as collateral for our CDO financings, including gains thereon, are required to be retained in the CDO structure until the related bonds are retired and are, therefore, not available to fund current cash needs outside of these structures.

Update on Liquidity, Capital Resources and Capital Obligations

In the first three months of 2011, we settled purchases of \$80.6 million principal balance of FNMA/FHLMC securities (primarily one-year ARM) using \$4.2 million of unrestricted cash and financed with \$80.0 million of new repurchase agreements.

In March 2011, we raised approximately \$98 million through a public offering of our common shares.

On May 4, 2011, we completed a securitization transaction to refinance our Manufactured Housing Loans Portfolio II and invested approximately \$20.0 million of our unrestricted cash in the new securitization structure.

Certain details regarding our liquidity, current financings and capital obligations as of May 4, 2011 are set forth below:

- *Cash* – We had a total of \$281.1 million of cash, comprised of unrestricted cash of \$128.7 million and \$152.4 million of restricted cash held for reinvestment in our CDOs;
- *Margin Exposure and Recourse Financings* – We have margin exposure on a \$16.7 million repurchase agreement

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related to the financing of the Newcastle Class-I MM notes (of which only \$4.2 million is recourse) and a \$106.5 million repurchase agreement related to the financing of FNMA/FHLMC securities. The following table compares our recourse financings excluding the junior subordinated notes:

Recourse Financings	May 4, 2011	March 31, 2011	December 31, 2010
CDO Securities	\$ 4,163	\$ 4,176	\$ 4,683
Non-FNMA/FHLMC recourse financings	4,163	4,176	4,683
FNMA/FHLMC securities	106,454	79,100	—
Total recourse financings	\$ 110,617	\$ 83,276	\$ 4,683

The non-FNMA/FHLMC recourse financings and the FNMA/FHLMC recourse financing will mature in December 2011 and May 2011, respectively.

It is important for readers to understand that our liquidity, available capital resources and capital obligations could change rapidly due to a variety of factors, many of which are beyond our control. Set forth below is a discussion of some of the factors that could impact our liquidity, available capital resources and capital obligations.

Factors That Could Impact Our Liquidity, Capital Resources and Capital Obligations

We refer readers to our discussions in other sections of this report for the following information:

- For a further discussion of recent trends and events affecting our liquidity, see “– Market Considerations” above;
- As described above, under “– Update on Liquidity, Capital Resources and Capital Obligations,” we are subject to margin calls in connection with our repurchase agreements;
- Our match funded investments are financed long term, and their credit status is continuously monitored, which is described under “Quantitative and Qualitative Disclosures About Market Risk — Interest Rate Exposure” below. Our remaining investments, generally financed with short term debt or short term repurchase agreements, are also subject to refinancing risk upon the maturity of the related debt. See “Debt Obligations” below; and
- For a further discussion of a number of risks that could affect our liquidity, access to capital resources and our capital obligations, see Part II, Item 1A, “Risk Factors” above.

In addition to the information referenced above, the following factors could affect our liquidity, access to capital resources and our capital obligations. As such, if their outcomes do not fall within our expectations, changes in these factors could negatively affect our liquidity.

- *Access to Financing from Counterparties*—Decisions by investors, counterparties and lenders to enter into transactions with us will depend upon a number of factors, such as our historical and projected financial performance, compliance with the terms of our current credit and derivative arrangements, industry and market trends, the availability of capital and our investors’, counterparties’ and lenders’ policies and rates applicable thereto, and the relative attractiveness of alternative investment or lending opportunities. Recent conditions and events have limited the array of capital resources available to us and made the terms of capital resources we are able to obtain generally less favorable to us relative to the terms we were able to obtain prior to the onset of challenging conditions. Our core business strategy is dependent upon our ability to finance our real estate securities, loans and other real estate related assets with match funded debt at rates that provide a positive net spread. Currently, spreads for such liabilities have widened relative to historical levels and demand for such liabilities remains lower than the demand prior to the onset of challenging market conditions.
- *Impact of Rating Downgrades on CDO Cash Flows*—Ratings downgrades of assets in our CDOs can negatively impact compliance with the CDOs’ over collateralization tests. Generally, the over collateralization test measures the principal balance of the specified pool of assets in a CDO against the corresponding liabilities issued by the CDO. However, based on ratings downgrades, the principal balance of an asset or of a specified percentage of assets in a CDO may be deemed to be reduced below their current balance to levels set forth in the related CDO documents for purposes of calculating the over collateralization test. As a result, ratings downgrades can reduce the assumed principal balance of the assets used in the over collateralization test relative to the corresponding liabilities in the test, thereby reducing the over collateralization percentage. In addition, actual defaults of assets would also negatively impact compliance with the over collateralization tests. Failure to satisfy an over collateralization test could result in the redirection of cashflows, or, in certain cases, in the potential removal of Newcastle as collateral manager of the affected CDO. See “Debt Obligations” below for a summary of assets on negative watch for possible downgrade in our CDOs.

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NEWCASTLE INVESTMENT CORP. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

MARCH 31, 2011

(dollars in tables in thousands, except share data)

- *Impact of Expected Repayment or Forecasted Sale on Cash Flows*— The timing of and proceeds from the repayment or sale of certain investments may be different than expected or may not occur as expected. Proceeds from sales of assets in the current illiquid market environment are unpredictable and may vary materially from their estimated fair value and their carrying value.

Investment Portfolio

The following summarizes our investment portfolio at March 31, 2011 (dollars in millions).

	Outstanding Face Amount	Amortized Cost Basis (1)	Percentage of Total Amortized Cost Basis	Carrying Value	Number of Investments	Credit (2)	Weighted Average Life (years) (3)
Investment (7)							
Commercial (4)							
CMBS	\$ 1,890	\$ 1,319	43.0%	\$ 1,444	248	BB	3.7
Mezzanine Loans	531	395	12.9%	395	16	62%	2.3
B-Notes	233	159	5.2%	159	9	77%	1.6
Whole Loans	31	31	1.0%	31	3	48%	3.0
Other Investments (5)	25	25	0.8%	25	1	—	—
Total Commercial Assets	<u>2,710</u>	<u>1,929</u>	<u>62.9%</u>	<u>2,054</u>			<u>3.2</u>
Residential							
Manufactured Housing and Residential Mortgage Loans	415	361	11.7%	361	10,959	703	6.7
Subprime Securities	326	157	5.1%	179	82	B-	5.7
Real Estate ABS	71	48	1.6%	50	21	BB+	5.5
	812	566	18.4%	590			6.2
FNMA/FHLMC securities	88	91	3.0%	92	13	AAA	4.7
Total Residential Assets	<u>900</u>	<u>657</u>	<u>21.4%</u>	<u>682</u>			<u>6.0</u>
Corporate							
REIT Debt	299	298	9.7%	315	38	BBB-	3.4
Corporate Bank Loans	278	184	6.0%	184	7	CC	3.4
Total Corporate Assets	<u>577</u>	<u>482</u>	<u>15.7%</u>	<u>499</u>			<u>3.4</u>
TOTAL / WA	<u>\$ 4,187</u>	<u>\$ 3,068</u>	<u>100.0%</u>	<u>\$ 3,235</u>			<u>3.9</u>
Reconciliation to GAAP total assets:							
Other assets							
Subprime mortgage loans subject to call option (6)				404			
Real estate held for sale				8			
Cash and restricted cash				292			
Other				59			
GAAP total assets				<u>\$ 3,998</u>			

WA – Weighted average, in all tables.

- (1) Net of impairment.
- (2) Credit represents the weighted average of minimum rating for rated assets, the loan-to-value ratio (based on the appraised value at the time of purchase or refinancing) for non-rated commercial assets, or the FICO score for non-rated residential assets and an implied AAA rating for FNMA/FHLMC securities. Ratings provided above were determined by third party rating agencies as of a particular date, may not be current and are subject to change (including a “negative watch” assignment) at any time.
- (3) Weighted average life is based on the timing of expected principal reduction on the asset.
- (4) Excludes twelve unconsolidated CDO securities with an aggregate face amount of \$168.6 million and a carrying value of \$5.6 million.
- (5) Represents an equity investment in a real estate owned property.
- (6) Our subprime mortgage loans subject to call option are excluded from the statistics because they result from an option, not an obligation, to repurchase such loans, are noneconomic until such option is exercised, and are offset by an equal liability on the consolidated balance sheet.
- (7) The following tables summarize certain supplemental data relating to our investments (dollars in tables in thousands):

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NEWCASTLE INVESTMENT CORP. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

MARCH 31, 2011

(dollars in tables in thousands, except share data)

CMBS

Deal Vintage (A)	Average Minimum Rating (B)	Number	Outstanding Face Amount	Amortized Cost Basis	Percentage of Total Amortized Cost Basis	Carrying Value	Delinquency 60+/FC/REO (C)	Principal Subordination (D)	Weighted Average Life (years) (E)
Pre 2004	BB+	78	\$ 398,584	\$ 368,674	28.0%	\$ 353,819	5.2%	10.7%	2.3
2004	BB-	51	344,700	252,062	19.1%	222,352	2.8%	6.7%	3.3
2005	BB-	35	376,324	207,958	15.8%	279,530	4.6%	8.6%	4.1
2006	BB+	52	487,365	347,370	26.3%	406,930	5.0%	12.1%	3.7
2007	B	23	195,684	58,778	4.5%	95,582	11.6%	11.8%	3.8
2010	BBB-	5	56,798	53,166	4.0%	55,254	0.0%	5.5%	9.6
2011	BBB+	4	31,000	30,576	2.3%	30,481	0.0%	10.0%	9.8
Total / WA	BB	248	\$ 1,890,455	\$ 1,318,584	100.0%	\$ 1,443,948	5.0%	9.9%	3.7

- (A) The year in which the securities were issued.
 (B) Ratings provided above were determined by third party rating agencies as of a particular date, may not be current and are subject to change (including a “negative watch” assignment) at any time. We had approximately \$25 million of CMBS assets that were on negative watch for possible downgrade by at least one rating agency as of March 31, 2011.
 (C) The percentage of underlying loans that are 60+ days delinquent, in foreclosure or considered real estate owned (REO).
 (D) The percentage of the outstanding face amount of securities that is subordinate to our investments.
 (E) Weighted average life is based on the timing of expected principal reduction on the asset.

Mezzanine Loans, B-Notes and Whole Loans

Asset Type	Number	Outstanding Face Amount	Amortized Cost Basis	Percentage of Total Amortized Cost Basis	Carrying Value	Weighted Average First Dollar Loan to Value (A)	Weighted Average Last Dollar to Loan Value (A)	Delinquency (B)
Mezzanine Loans	16	\$ 530,664	\$394,656	67.5%	\$394,656	50.5%	62.0%	9.7%
B-Notes	9	233,132	159,069	27.2%	159,069	62.1%	76.6%	19.3%
Whole Loans	3	30,872	30,872	5.3%	30,872	0.0%	48.2%	0.0%
Total/WA	28	\$ 794,668	\$584,597	100.0%	\$584,597	52.0%	65.7%	12.2%

- (A) Loan to value is based on the appraised value at the time of purchase or refinancing.
 (B) The percentage of underlying loans that are non-performing, in foreclosure, under bankruptcy filing or considered real estate owned.

Manufactured Housing and Residential Loans

Deal	Average FICO Score (A)	Outstanding Face Amount	Amortized Cost Basis	Percentage of Total Amortized Cost Basis	Carrying Value	Average Loan Age (months)	Original Balance	Delinquency 90+/FC/REO (B)	Cumulative Loss to Date
Manufactured Housing Loans									
Portfolio I	700	\$ 147,937	\$119,647	33.1%	\$119,647	111	\$ 327,855	0.8%	7.1%
Manufactured Housing Loans									
Portfolio II	701	204,675	191,515	53.1%	191,515	143	434,743	1.5%	5.2%
Residential Loans Portfolio I	715	58,900	46,614	12.9%	46,614	94	646,357	8.4%	0.3%
Residential Loans Portfolio II	737	3,795	3,352	0.9%	3,352	74	83,950	0.0%	0.0%
Total / WA	703	\$ 415,307	\$361,128	100.0%	\$361,128	124	\$1,492,905	2.2%	5.2%

- (A) Based on updated FICO scores provided by the loan servicer of the manufactured housing loan portfolios and original FICO scores for the residential loan portfolios as the loan servicers of the residential loan portfolios do not provide updated FICO scores.
 (B) The percentage of loans that are 90+ days delinquent, or in foreclosure or considered real estate owned (REO).

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Subprime Securities (A)

Vintage (B)	Security Characteristics							
	Average Minimum Rating (C)	Number of Securities	Outstanding Face Amount	Amortized Cost Basis	Percentage of Total Amortized Cost Basis	Carrying Value	Principal Subordination (D)	Excess Spread (E)
2003	CCC+	15	\$ 16,589	\$ 8,151	5.2%	\$ 8,721	22.6%	4.1%
2004	CCC+	23	69,390	21,406	13.6%	28,455	17.6%	3.7%
2005	B-	26	99,481	35,595	22.7%	42,151	31.0%	4.5%
2006	CCC+	9	73,701	45,621	29.1%	49,858	34.8%	4.7%
2007 and later	B+	9	66,932	46,052	29.4%	50,270	20.3%	2.9%
Total / WA	B-	82	\$ 326,093	\$ 156,825	100.0%	\$ 179,455	26.4%	4.0%

Vintage (B)	Collateral Characteristics				
	Average Loan Age (months)	Collateral Factor (F)	3 month CPR (G)	Delinquency (H)	Cumulative Losses to Date
2003	99	0.09	9.0%	16.1%	3.6%
2004	83	0.14	8.4%	21.1%	3.9%
2005	72	0.18	9.4%	32.7%	8.4%
2006	59	0.37	12.2%	28.6%	18.0%
2007 and later	42	0.41	8.0%	19.0%	13.7%
Total / WA	66	0.26	9.5%	25.6%	10.4%

Real Estate ABS

Asset Type	Security Characteristics							
	Average Minimum Rating (C)	Number	Outstanding Face Amount	Amortized Cost Basis	Percentage of Total Amortized Basis	Carrying Value	Principal Subordination (D)	Excess Spread (E)
Manufactured Housing	BBB+	7	\$ 34,141	\$ 33,148	68.4%	\$ 34,623	39.9%	1.5%
Small Business Loans	B+	14	36,885	15,328	31.6%	15,865	24.8%	2.1%
Total / WA	BB+	21	\$ 71,026	\$ 48,476	100.0%	\$ 50,488	32.1%	1.8%

Asset Type	Collateral Characteristics				
	Average Loan Age (months)	Collateral Factor (F)	3 Month CPR (G)	Delinquency (H)	Cumulative Loss to Date
Manufactured Housing	140	0.27	5.7%	2.5%	12.9%
Small Business Loans	70	0.60	9.2%	27.9%	8.0%
Total / WA	104	0.44	7.5%	15.7%	10.4%

- (A) Includes subprime retained securities in the securitizations of Subprime Portfolios I and II. For further information on these securitizations, see Note 4 to our consolidated financial statements included herein.
- (B) The year in which the securities were issued.
- (C) Ratings provided above were determined by third party rating agencies as of a particular date, may not be current and are subject to change (including a “negative watch” assignment) at any time. We had approximately \$54 million of ABS assets that were on negative watch for possible downgrade by at least one rating agency as of March 31, 2011.
- (D) The percentage of the outstanding face amount of securities and residual interests that is subordinate to our investments.
- (E) The annualized amount of interest received on the underlying loans in excess of the interest paid on the securities, as a percentage of the outstanding collateral balance.
- (F) The ratio of original unpaid principal balance of loans still outstanding.
- (G) Three month average constant prepayment rate.
- (H) The percentage of underlying loans that are 90+ days delinquent, or in foreclosure or considered real estate owned (REO).

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NEWCASTLE INVESTMENT CORP. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

MARCH 31, 2011

(dollars in tables in thousands, except share data)

REIT Debt

Industry	Average Minimum Rating (A)	Number	Outstanding Face Amount	Amortized Cost Basis	Percentage of Total Amortized Cost Basis	Carrying Value
Retail	BBB+	9	\$ 66,025	\$ 62,453	20.9%	\$ 72,523
Diversified	B	7	65,036	65,573	22.0%	63,315
Office	BBB	8	76,877	77,941	26.1%	81,420
Multifamily	BBB	4	13,765	13,838	4.7%	14,566
Hotel	BBB-	3	29,220	29,555	9.9%	31,054
Healthcare	BBB	5	41,600	41,656	14.0%	44,574
Storage	A-	1	5,000	5,046	1.7%	5,388
Industrial	BB-	1	2,000	2,060	0.7%	2,041
Total / WA	BBB-	38	\$ 299,523	\$298,122	100.0%	\$314,881

Corporate Bank Loans

Industry	Average Minimum Rating (A)	Number	Outstanding Face Amount	Amortized Cost Basis	Percentage of Total Amortized Cost Basis	Carrying Value
Real Estate	CC	2	\$ 27,654	\$ 26,373	14.2%	\$ 26,373
Media	CCC-	2	110,710	49,847	27.1%	49,847
Resorts	NR	1	121,184	91,184	49.5%	91,184
Restaurant	B-	2	18,112	16,861	9.2%	16,861
Total / WA	CC	7	\$ 277,660	\$184,265	100.0%	\$184,265

(A) Ratings provided above were determined by third party rating agencies as of a particular date, may not be current and are subject to change (including a "negative watch" assignment) at any time. We had no REIT assets or bank loans that were on negative watch for possible downgrade by at least one rating agency as of March 31, 2011.

Debt Obligations

Our debt obligations, as summarized in Note 5 to our consolidated financial statements included herein, existing at March 31, 2011 (gross of \$3.9 million of discounts) had contractual maturities as follows (in thousands):

	Nonrecourse	Recourse	Total
Period from April 1, 2011 through December 31, 2011	\$ 178,295	\$ 83,276	\$ 261,571
2012	—	—	—
2013	—	—	—
2014	—	—	—
2015	—	—	—
2016	—	—	—
Thereafter	3,437,170	51,004	3,488,174
Total	\$3,615,465	\$134,280	\$3,749,745

Certain of the debt obligations included above are obligations of our consolidated subsidiaries which own the related collateral. In some cases, including the CDO and Other Bonds Payable, such collateral is not available to other creditors of ours.

Our non-CDO debt obligations contain various customary loan covenants. We were in compliance with all of the covenants in our non-CDO financings as of March 31, 2011.

The following table provides additional information regarding short-term borrowings. These short-term borrowings were used to finance certain of our investments in real estate securities and loans, including FNMA/FHLMC securities, and our investments in manufactured housing loans.

	Outstanding Balance at March 31, 2011	Three Months Ended March 31, 2011		Weighted Average Interest Rate
		Average Daily Amount Outstanding	Maximum Amount Outstanding	
Repurchase agreements	\$ 95,803*	\$ 44,803	\$ 97,130	0.87%

* Of which only \$83.3 million had recourse to us.

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NEWCASTLE INVESTMENT CORP. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

MARCH 31, 2011

(dollars in tables in thousands, except share data)

In the first three months of 2011, we settled purchases of \$80.6 million principal balance of FNMA/FHLMC securities (primarily one-year ARM) for approximately \$84.2 million, using \$4.2 million of unrestricted cash and financed with \$80.0 million of repurchase agreements. These repurchase agreements bear interest between 0.28% to 0.29%, mature in May 2011 and June 2011, and are subject to customary margin provisions.

In the first three months of 2011, we repurchased \$12.1 million face amount of CDO bonds for \$1.1 million. As a result, we extinguished \$12.1 million face amount of CDO debt and recorded a gain on extinguishment of debt of \$11.0 million.

Each of our CDO financings contains tests that measure the amount of over collateralization and excess interest in the transaction. At issuance, each of our CDOs passed all of these tests. Failure to satisfy these tests would generally cause (or has caused) the cash flow that would otherwise be distributed to the more junior classes of securities (including those held by Newcastle) to be redirected to pay down the most senior class of securities outstanding until the tests are satisfied. As a result, our cash flow and liquidity are negatively impacted upon such a failure, and the impact could be (and has been) material. The table set forth below presents data, including the most recent quarterly cash flows received by Newcastle, for each of our CDOs, and sets forth which of the CDOs have satisfied these tests in the most recent quarter. The amounts set forth are as of March 31, 2011 unless otherwise noted (dollars in thousands). For those CDOs that have failed their applicable over collateralization tests, the impact of failing is already reflected in the cash flow set forth in the table. For those CDOs that have satisfied their applicable over collateralization tests, we could potentially lose substantially all of the cash flows from those CDOs in future quarters if we fail to satisfy the tests in the future. The amounts in the table reflect data at the CDO level and thus are different from the GAAP balance sheet due to intercompany amounts eliminated in Newcastle's consolidated balance sheet.

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	CDO IV		CDO V		CDO VI		CDO VIII		CDO IX		CDO X							
Balance Sheet:																		
Assets Face																		
Amount	\$303,187		\$372,390		\$ 344,963		\$930,247		\$789,094		\$1,375,772							
Assets Fair Value	256,591		278,502		219,680		678,020		617,007		1,097,365							
Issued Debt Face																		
Amount (1)	248,666		358,102		132,771		678,313		530,125		1,224,250							
Issued Debt Basis (1)	248,135		357,195		132,574		677,024		533,739		1,222,612							
Derivative Net Liabilities Fair Value	8,302		16,099		21,066		17,152		2,797		65,348							
Quarterly net cash receipts (2)	\$ 1,331		\$ 132		\$ 207		\$ 3,783		\$ 4,353		\$ 3,195							
Collateral Composition (3):																		
	Face	Fair Value		Face	Fair Value		Face	Fair Value		Face	Fair Value		Face	Fair Value				
CMBS	\$192,512	\$149,172	BB-	\$231,199	\$167,141	B+	\$200,453	\$ 112,465	B+	\$214,183	\$160,971	BB-	\$ 62,604	\$ 57,280	BB+	\$ 971,276	\$ 795,918	BB+
REIT Debt	70,867	76,494	BBB	74,404	49,337	BBB-	59,200	61,761	BBB-	—	—	—	1,000	1,025	BBB+	94,052	96,264	BB
ABS	26,099	19,184	B+	63,868	27,852	CCC	75,957	36,269	B	81,995	66,421	B+	3,232	2,939	BBB+	206,869	152,522	BB+
FNMA/FHLMC	—	—	—	2,919	3,172	AAA	—	—	—	—	—	—	—	—	—	—	—	—
Bank Loans	3,977	3,853	CCC-	—	—	—	9,353	9,185	CCC+	165,621	118,654	CCC+	171,627	129,230	CCC	28,913	13,018	CCC-
Mezzanine Loans / B-Notes / Whole Loans	9,732	7,888	BB+	—	—	—	—	—	—	326,919	259,594	CCC-	388,911	316,571	CCC-	—	—	—
CDO	—	—	—	—	—	—	—	—	—	90,250	21,101	CCC	74,250	20,305	CCC	63,167	28,148	B—
Residential Loans	—	—	—	—	—	—	—	—	—	—	—	—	3,794	3,352	NR	—	—	—
Other Investments	—	—	—	—	—	—	—	—	—	—	—	—	18,882	21,511	—	—	—	—
Restricted Cash for Reinvestment	—	—	—	—	—	—	—	—	—	51,279	51,279	—	64,794	64,794	—	11,495	11,495	—
Total	\$303,187	\$256,591	BB	\$372,390	\$247,502	BB+	\$344,963	\$ 219,680	BB-	\$930,247	\$678,020	B—	\$789,094	\$617,007	CCC	\$1,375,772	\$1,097,365	BB+
Collateral on Negative Watch (4)	\$ 11,046		\$ 26,408		\$ 22,133		\$ —		\$ —		\$ —		\$ 20,200					
CDO Cash Flow Triggers (5):																		
Over Collateralization (6):																		
As of March 2011 remittance Cushion (Deficit) (\$)	\$ (7,075)		\$ (50,979)		\$ (183,733)		\$ 47,158		\$ 91,539		\$ 53,500							
As of April 2011 remittance Cushion (Deficit) (\$)	—		—		(187,742)		51,422		91,603		21,302							
Interest Coverage (6):																		
As of March 2011 remittance Cushion (Deficit) (%)	204.3%		102.6%		78.6%		215.8%		194.8%		192.9%							
As of April 2011 remittance Cushion (Deficit) (%)	—		—		(80.7%)		327.0%		304.6%		189.1%							
CDO Overview:																		
Effective	Sep-04		Feb-05		Aug-05		Mar-07		Jul-07		Dec-07							
Reinvestment Period End (7)	Passed		Passed		Passed		Nov-11		May-12		Jul-12							
Optional Call (8)	Passed		Passed		Passed		Passed		Passed		Passed							
Auction Call (9)	Mar-14		Sep-14		Apr-15		Nov-16		May-17		Jul-17							
WA Debt Spread (bps) (10)	56		58		43		44		58		34							
Asset Average Life	3.3		3.6		3.2		3.8		3.0		4.3							
Debt Average Life	1.9		2.7		3.6		2.9		3.1		4.6							

See notes on next page.

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- (1) Includes only CDO bonds issued to third parties and other Newcastle CDOs.
- (2) Represents net cash received from each CDO based on all of our interests in such CDO (including senior management fees but excluding principal received from CDO bonds owned by Newcastle) for the three months ended March 31, 2011. Cash receipts for this period included \$0.9 million of non-recurring interest and extension fees, and \$1.7 million of senior collateral management fees, and may not be indicative of cash receipts for subsequent periods. Excluded from the quarterly net cash receipts was \$9.7 million of unrestricted cash received from principal repayment on Newcastle CDO debt. This cash represents a return of principal and the realization of the difference between par and the discounted purchase price of Newcastle CDO debt. See “Cautionary Note Regarding Forward Looking Statements” for risks and uncertainties that could cause our receipts for subsequent periods to differ materially from these amounts.
- (3) Collateral composition is calculated as a percentage of the face amount of collateral and includes CDOs bonds of \$227.7 million and other bonds of \$89.9 million issued by Newcastle and two bank loans of \$101.8 million collateralized by Newcastle’s CDO VI bonds and real estate properties, which are eliminated in consolidation. The fair value of these CDO bonds and other bonds was \$69.6 million and \$73.6 million at March 31, 2011, respectively. Also reflected are weighted average credit ratings, which were determined by third party rating agencies as of a particular date, may not be current and are subject to change (including a “negative watch” assignment) at any time.
- (4) Represents the face amount of collateral on negative watch for possible downgrade by at least one rating agency (Moody’s, S&P or Fitch) as of the determination date of March 17, 2011 for CDOs IV and V, as these deals only report actual over collateralization excess percentages on a quarterly basis, and as of the determination date of April 18, 2011 for all other CDOs. The amounts include CDO bonds of \$13.1 million issued by Newcastle, which are eliminated in consolidation and not reflected in our investment portfolio segments.
- (5) Each of our CDO financings contains tests that measure the amount of over collateralization and excess interest in the transaction. Failure to satisfy these tests would cause the principal and/or interest cashflow that would otherwise be distributed to more junior classes of securities (including those held by Newcastle) to be redirected to pay down the most senior class of securities outstanding until the tests are satisfied. As a result, our cash flow and liquidity are negatively impacted upon such a failure, and the impact could be material. Each CDO contains tests at various over collateralization and interest coverage percentage levels. The trigger percentages used above represent the first threshold at which cashflows would be redirected as described in this footnote. The data presented is as of the most recent remittance date on or before March 31, 2011 or April 30, 2011, as applicable, and may change or have changed subsequent to that date. CDOs IV and V only report on a quarterly basis and, therefore, no updated April 2011 information is available. In addition, our CDOs may also contain specific over collateralization tests that, if failed, can result in the occurrence of an event of default or our being removed as collateral manager of the CDO. Failure of the over collateralization tests can also cause a “phantom income” issue if cash that constitutes income is diverted to pay down debt instead of being distributed to us. As of the March 2011 remittance date for CDOs IV and V and as of the April 2011 remittance date for CDO VI, these CDOs were not in compliance with their applicable over collateralization tests and, consequently, we were not receiving cash flows from these CDOs (other than senior management fees and cash flows on senior classes of bonds we own). Based upon our current calculations, we expect these portfolios to remain out of compliance for the foreseeable future. Moreover, given current market conditions, it is possible that all of our CDOs could be out of compliance with their over collateralization tests as of one or more measurement dates within the next twelve months. Our ability to rebalance will depend upon the availability of suitable securities, market prices, whether the reinvestment period of the applicable CDO has ended, and other factors that are beyond our control. Such rebalancing efforts may be extremely difficult given current market conditions and we cannot assure you that we will be successful in our rebalancing efforts. If the liabilities of our CDOs are downgraded by Moody’s to certain predetermined levels, our discretion to rebalance the applicable CDO portfolios may be negatively impacted. Moreover, if we bring these coverage tests into compliance, we cannot assure you that they will not fall out of compliance in the future or that we will be able to correct any noncompliance. For a more detailed discussion of the impact of CDO financings on our cash flows, see Part II, Item 1A, “Risk Factors – The use of CDO financings with coverage tests may have a negative impact on our operating results and cash flows.”
- (6) Represents excess or deficiency under the applicable over collateralization or interest coverage tests to the first threshold at which cash flow would be redirected. We generally do not receive material cash flow from the junior classes of a CDO until a deficiency is corrected. Ratings downgrades of assets in our CDOs can negatively impact compliance with the over collateralization tests. Generally, the over collateralization test measures the principal balance of the specified pool of assets in a CDO against the corresponding liabilities issued by the CDO. However, based on ratings downgrades, the principal balance of an asset or of a specified percentage of assets in a CDO may be deemed reduced below their current balance to levels set forth in the related CDO documents for purposes of calculating the over collateralization test. As a result, ratings downgrades can reduce the principal balance of the assets used in the over collateralization test relative to the corresponding liabilities in the test, thereby reducing the over collateralization percentage. In addition, actual defaults of an asset would also negatively impact compliance with the over collateralization tests. Failure to satisfy an over collateralization test could result in the redirection of cashflows as described in footnote 5 above or, in certain circumstances, in our removal as manager of the applicable portfolio.
- (7) Our CDO financings typically have a 5 year reinvestment period. Generally, after such period ends, principal payments on the collateral are used to paydown the most senior debt outstanding. Prior to the end of the reinvestment period, principal payments received on the collateral are reinvested.
- (8) At the option call date, Newcastle, as the equity holder, has the right to payoff the CDO bonds at their related redemption price.
- (9) At the auction call date, there is a mandatory auction of the assets. If the prices are sufficient to pay off the outstanding CDO bonds, the assets will be sold and the CDO bonds will be redeemed.
- (10) Debt spread represents the spread above the benchmark interest rate (LIBOR or U.S. Treasuries) that Newcastle pays on its debt.

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The following table sets forth further information with respect to the bonds of our consolidated CDO financings as of March 31, 2011 (dollars in thousands):

Class	Original Face Amount	Current Face Amount (1)				Total	Stated Interest Rate
		Third Parties	Held By				
			Newcastle CDOs (2)	Newcastle Outside of its CDOs (3)			
CDO IV							
Class I	\$353,250	\$ 214,323	\$ —	\$ 1,220	\$215,543	LIBOR +	0.40%
Class II-FL	13,000	3,000	—	10,000	13,000	LIBOR +	0.65%
Class II-FX	7,250	—	5,250	2,000	7,250		4.73%
Class III-FL	7,500	5,000	—	2,500	7,500	LIBOR +	1.00%
Class III-FX	15,000	2,877	—	9,208	12,085		5.11%
Class IV-FL	9,000	8,325	—	—	8,325	LIBOR +	2.25%
Class IV-FX	9,000	9,891	—	—	9,891		6.34%
Class V	13,500	—	—	15,688	15,688		8.67%
Preferred	22,500	—	—	22,500	22,500		N/A
	<u>\$450,000</u>	<u>\$ 243,416</u>	<u>\$ 5,250</u>	<u>\$ 63,116</u>	<u>\$311,782</u>		
CDO V							
Class I	\$388,000	\$ 283,330	\$ —	\$ —	\$283,330	LIBOR +	0.34%
Class II-FL	23,500	23,550	—	—	23,550	LIBOR +	0.55%
Class III-FL	23,000	13,582	—	9,557	23,139	LIBOR +	0.90%
Class IV-FL	8,000	4,044	—	4,044	8,088	LIBOR +	1.90%
Class IV-FX	12,000	12,378	—	—	12,378		6.26%
Class V	20,500	—	21,218	—	21,218		6.94%
Preferred	25,000	—	—	25,000	25,000		N/A
	<u>\$500,000</u>	<u>\$ 336,884</u>	<u>\$21,218</u>	<u>\$ 38,601</u>	<u>\$396,703</u>		
CDO VI							
Class I-MM LT	\$323,000	\$ —	\$41,949	\$185,195 *	\$227,144	LIBOR +	0.25%
Class I-B	59,000	59,000	—	—	59,000	LIBOR +	0.40%
Class II	33,000	23,330	—	10,144	33,474	LIBOR +	0.50%
Class III-FL	15,000	5,117	—	10,233	15,350	LIBOR +	0.80%
Class III-FX	5,000	—	—	5,626	5,626		5.67%
Class IV-FL	9,600	625	—	9,386	10,011	LIBOR +	1.70%
Class IV-FX	2,400	2,750	—	—	2,750		6.55%
Class V	21,000	—	—	24,698	24,698		7.81%
Preferred	32,000	—	—	32,000	32,000		N/A
	<u>\$500,000</u>	<u>\$ 90,822</u>	<u>\$41,949</u>	<u>\$ 277,282</u>	<u>\$410,053</u>		

* \$144.0 million of these CDO VI bonds served as collateral for a \$95.8 million bank loan owned jointly by two of Newcastle's CDOs and \$41.2 million of CDO VI bonds served as collateral for a \$16.7 million repurchase agreement financing.

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Class	Original Face Amount	Current Face Amount (1)				Total	Stated Interest Rate
		Third Parties	Held By				
			Newcastle CDOs (2)	Newcastle Outside of its CDOs (3)			
CDO VIII (4)							
Class I-A	\$ 462,500	\$ 462,500	\$ —	\$ —	\$ 462,500	LIBOR +	0.28%
Class I-AR	60,000	60,000	—	—	60,000	LIBOR +	0.34%
Class I-B	38,000	4,000	—	34,000	38,000	LIBOR +	0.36%
Class II	42,750	—	29,000	13,750	42,750	LIBOR +	0.42%
Class III	42,750	20,000	22,750	—	42,750	LIBOR +	0.50%
Class IV	28,500	—	—	—	—	LIBOR +	0.60%
Class V	28,500	28,500	—	—	28,500	LIBOR +	0.75%
Class VI	27,312	—	—	—	—	LIBOR +	0.80%
Class VII	21,375	—	—	—	—	LIBOR +	0.90%
Class VIII	22,563	11,063	8,250	3,250	22,563	LIBOR +	1.45%
Class IX-FL	6,000	6,000	—	—	6,000	LIBOR +	1.80%
Class IX-FX	7,600	7,600	—	—	7,600		6.80%
Class X	19,650	18,650	—	—	18,650	LIBOR +	2.25%
Class XI	26,125	—	—	24,125	24,125	LIBOR +	2.50%
Class XII	28,500	—	—	28,500	28,500		7.50%
Preferred	87,875	—	—	87,875	87,875		N/A
	<u>\$ 950,000</u>	<u>\$ 618,313</u>	<u>\$60,000</u>	<u>\$ 191,500</u>	<u>\$ 869,813</u>		
CDO IX (4)							
Class A-1	\$ 379,500	\$ 379,500	\$ —	\$ —	\$ 379,500	LIBOR +	0.26%
Class A-2	115,500	65,500	—	50,000	115,500	LIBOR +	0.47%
Class B	37,125	35,125	—	2,000	37,125	LIBOR +	0.65%
Class C	33,000	—	—	—	—	LIBOR +	0.93%
Class D	20,625	—	—	—	—	LIBOR +	1.00%
Class E	24,750	—	—	24,750	24,750	LIBOR +	1.10%
Class F	18,562	—	—	18,562	18,562	LIBOR +	1.30%
Class G	18,562	—	—	11,262	11,262	LIBOR +	1.50%
Class H	21,656	—	8,751	9,305	18,056	LIBOR +	2.50%
Class J	21,656	—	21,656	—	21,656	LIBOR +	3.00%
Class K	19,593	—	19,593	—	19,593	LIBOR +	3.50%
Class L	23,718	—	—	23,718	23,718		7.50%
Class M	39,187	—	—	39,187	39,187		8.00%
Preferred	51,566	—	—	51,566	51,566		N/A
	<u>\$ 825,000</u>	<u>\$ 480,125</u>	<u>\$50,000</u>	<u>\$ 230,350</u>	<u>\$ 760,475</u>		
CDO X (4)							
Class A-1	\$ 980,000	\$ 980,000	\$ —	\$ —	\$ 980,000	LIBOR +	0.26%
Class A-2	140,000	140,000	—	—	140,000	LIBOR +	0.35%
Class A-3	99,750	55,000	10,000	—	65,000	LIBOR +	0.60%
Class B	28,000	—	—	—	—	LIBOR +	1.25%
Class C	40,250	—	39,250	—	39,250	LIBOR +	1.75%
Class D	22,000	—	—	22,000	22,000	LIBOR +	2.50%
Class E	13,500	—	—	13,500	13,500	LIBOR +	3.00%
Class F	14,000	—	—	14,000	14,000		9.04%
Preferred	62,500	—	—	62,500	62,500		N/A
	<u>\$1,400,000</u>	<u>\$1,175,000</u>	<u>\$49,250</u>	<u>\$ 112,000</u>	<u>\$1,336,250</u>		

- (1) The amounts presented in these columns exclude the face amount of any cancelled bonds within an applicable class.
- (2) Amounts in this column represent the amount of bonds of the applicable class held by Newcastle's consolidated CDOs. These bonds are eliminated in Newcastle's consolidated balance sheet.
- (3) Amounts in this column represent the amount of bonds of the applicable class held as investments by Newcastle outside of its non-recourse financing structures. These bonds are eliminated in Newcastle's consolidated balance sheet.
- (4) These CDOs issued the following interest only fixed-rate notes with a 5-year maturity from inception:
 - CDO VIII Class S with a notional amount of \$33.9 million at 5.41%
 - CDO IX Class S with a notional amount of \$33.5 million at 5.45%
 - CDO X Class S with a notional amount of \$24.2 million at 5.78%

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Stockholders' Equity

Common Stock

The following table presents information on shares of our common stock issued during the three months ended March 31, 2011:

<u>Shares Issued</u>	<u>Range of Issue Prices (1)</u>	<u>Net Proceeds (millions)</u>	<u>Options Granted to Manager</u>
17,250,000	\$ 6.00	\$ 98.4	1,725,000

(1) Excludes prices of shares issued pursuant to the exercise of options and of shares issued to our independent directors.

At March 31, 2011, we had 79,277,184 shares of common stock outstanding.

As of March 31, 2011, our outstanding options had a weighted average strike price of \$18.21 and were summarized as follows:

Held by the Manager	3,411,447
Issued to the Manager and subsequently transferred to certain of the Manager's employees	798,162
Held by the independent directors	14,000
Total	<u>4,223,609</u>

As of March 31, 2011, approximately 3.8 million shares of our common stock were held by Fortress, through its affiliates, and its principals.

No dividends were declared with respect to our common stock related to the three months ended March 31, 2011.

Preferred Stock

On January 21, 2011, we paid all current and accrued dividends on our preferred stock as of that date. On April 30, 2011, we paid quarterly dividends on our preferred stock.

Accumulated Other Comprehensive Income (Loss)

During the three months ended March 31, 2011, our accumulated other comprehensive income (loss) changed due to the following factors (in thousands):

	<u>Gains (Losses) on Cash Flow Hedges</u>	<u>Gains (Losses) on Securities</u>	<u>Total Accumulated Other Comprehensive Income (Loss)</u>
Accumulated other comprehensive income (loss), December 31, 2010	\$ (116,908)	\$ 70,730	\$ (46,178)
Net unrealized gain (loss) on securities	—	126,143	126,143
Reclassification of net realized (gain) loss on securities into earnings	—	(28,271)	(28,271)
Net unrealized gain (loss) on derivatives	18,411	—	18,411
Reclassification of net realized (gain) loss on derivatives designated as cash flow hedges into earnings	4,298	—	4,298
Accumulated other comprehensive income (loss), March 31, 2011	\$ (94,199)	\$ 168,602	\$ 74,403

Our GAAP equity changes as our real estate securities portfolio and derivatives are marked to market each quarter, among other factors. The primary causes of mark to market changes are changes in interest rates and credit spreads. During the three months ended March 31, 2011, a net tightening of credit spreads has caused an increase in net unrealized gains recorded in accumulative other comprehensive income on our real estate securities. Net unrealized losses on derivatives designated as cash flow hedges decreased for the three months ended March 31, 2011, primarily as a result of increases in long-term interest rates.

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See “- Market Considerations” above for a further discussion of recent trends and events affecting our unrealized gains and losses as well as our liquidity.

Cash Flow

Operating Activities

Net cash flow provided by (used in) operating activities increased to \$11.3 million for the three months ended March 31, 2011 from \$9.2 million for the three months ended March 31, 2010. This change resulted primarily from the factors described below:

- Interest received on securities and loans decreased approximately \$6.7 million as a result of (i) a lower average balance of interest earning securities and loans of \$3.8 billion in the first three months of 2011 compared to \$4.5 billion in the first three months of 2010 and (ii) a decrease in the weighted average interest rate to 5.04 % in the first three months of 2011 from 5.10% in the first three months of 2010. The lower interest earning asset balance is primarily a result of paydowns, sales and delinquencies. The decreases in (i) and (ii) above were partially offset by a decrease in net interest income redirected for reinvestment or CDO paydown in the three months ended March 31, 2011 compared to the three months ended March 31, 2010 due to the reduction of defaulted assets through sales or restructuring and improvements in certain CDO over collateralization tests.
- Previously deferred interest of approximately \$1.0 million received in the three months ended March 31, 2011 as a result of a CDO passing certain over-collateralization tests.
- Collateral management fees and restructuring fees of approximately \$1.5 million received in the three months ended March 31, 2011.
- Interest paid on debt obligations decreased approximately \$4.9 million as a result of (i) a lower average debt balance of \$3.5 billion in the first three months of 2011 compared to \$3.9 billion in the first three months of 2010, (ii) a net decrease in interest payments on our interest rate swaps which experienced a decrease in their average aggregate notional balance from \$2.0 billion at March 31, 2010 to \$1.7 billion at March 31, 2011 and a slight decrease in effective pay rate from 5.05% for the three months ended March 31, 2010 to 5.04% for the three months ended March 31, 2011. The decreases in (i) and (ii) above were partially offset by an increase in the weighted average coupon from 0.9% for the three months ended March 31, 2010 to 1.07% for the three months ended March 31, 2011.
- General and administrative expenses paid in the three months ended March 31, 2011 decreased by approximately \$1.2 million primarily due to lower legal and professional fees.

Investing Activities

Investing activities provided (used) (\$44.4) million and \$43.4 million during the three months ended March 31, 2011 and 2010, respectively. Investing activities consisted primarily of investments made in certain real estate securities, loans and other real estate related assets outside of our CDO financing structures, net of proceeds from the sale, repayments or settlement of investments.

Financing Activities

Financing activities provided (used) \$160.1 million and (\$109.0) million during the three months ended March 31, 2011 and 2010, respectively. The issuance of common stock and borrowings under repurchase agreements served as the primary sources of cash flow from financing activities. Offsetting uses included the repayment of debt as described above and the payment of preferred dividends.

See the consolidated statements of cash flows in our consolidated financial statements included in “Financial Statements and Supplementary Data” for a reconciliation of our cash position for the periods described herein.

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INTEREST RATE, CREDIT AND SPREAD RISK

We are subject to interest rate, credit and spread risk with respect to our investments. These risks are further described in “Quantitative and Qualitative Disclosures About Market Risk.”

OFF-BALANCE SHEET ARRANGEMENTS

As of March 31, 2011, we had the following material off-balance sheet arrangements.

- In April 2006, we securitized our Subprime Portfolio I. The loans were sold to a securitization trust, of which 80% were treated as a sale, which is an off-balance sheet financing.
- In July 2007, we securitized our Subprime Portfolio II. The loans were sold to a securitization trust, of which 90% were treated as a sale, which is an off-balance sheet financing.
- On January 1, 2010, pursuant to new accounting guidance, we deconsolidated CDO VII which is now effectively an off-balance sheet financing.

We have no obligation to repurchase any loans from either of our subprime securitizations. Therefore, it is expected that our exposure to loss is limited to the carrying amount of our retained interests in the securitization entities, as described above. A subsidiary of ours gave limited representations and warranties with respect to the second securitization; however, it has no assets and does not have recourse to the general credit of Newcastle.

We also had the following arrangements which do not meet the definition of off-balance sheet arrangements, but do have some of the characteristics of off-balance sheet arrangements.

- We have made investments in three equity method investees, two of which are dormant at March 31, 2011 and the other of which is immaterial to our financial condition, liquidity and operations.

In each case, our exposure to loss is limited to the carrying (fair) value of our investment.

CONTRACTUAL OBLIGATIONS

During the first three months of 2011, we had all of the material contractual obligations referred to in our annual report on Form 10-K for the year ended December 31, 2010, excluding the debt which was repaid or repurchased, as described in “Liquidity and Capital Resources,” as well as the following:

<u>Contract Category</u>	<u>Change</u>
Repurchase Agreement	We entered into new repurchase agreements to finance newly acquired FNMA/FHLMC securities.

The terms of these contracts are described under “Quantitative and Qualitative Disclosures About Market Risk” below.

INFLATION

We believe that our risk of increases in the market interest rates on our floating rate debt as a result of inflation is largely offset by our use of match funding and hedging instruments as described above. See “Quantitative and Qualitative Disclosure About Market Risk — Interest Rate Exposure” below.

NET INTEREST INCOME LESS EXPENSES (NET OF PREFERRED DIVIDENDS)

Newcastle has five primary variables that impact its operating performance: (i) the current yield earned on its investments that are not included in non-recourse financing structures (i.e., unlevered investments and investments subject to recourse debt), (ii) the net yield it earns from its non-recourse financing structures, (iii) the interest expense and dividends incurred under its recourse debt and preferred stock, (iv) its operating expenses, and (v) its realized and unrealized gains on its investments and its debt obligations, including impairment. Net Interest Income Less Expenses (Net of Preferred Dividends) is a measure of the operating performance of Newcastle that excludes the fifth variable listed above. It is used by management to gauge the current performance of Newcastle without taking into account gains and losses, which, although they represent a part of our recurring operations, are subject to significant variability and are only a potential indicator of future economic performance. Management views Net Interest Income Less Expenses (Net of Preferred Dividends) as Newcastle’s “core” current earnings, while gains and losses (including impairment) are simply a potential indicator of future earnings. Management believes that Net Interest Income Less Expenses (Net of Preferred Dividends)

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provides investors with useful information regarding Newcastle's "core" current earnings, and it enables investors to evaluate Newcastle's current performance using the same measure that management uses to operate the business.

Net interest income less expenses (net of preferred dividends) does not represent cash generated from operating activities in accordance with GAAP and therefore should not be considered an alternative to net income as an indicator of our operating performance or as an alternative to cash flow as a measure of our liquidity and is not necessarily indicative of cash available to fund cash needs. For a further description of the differences between cash flow provided by operations and net income see "– Liquidity and Capital Resource) above. Our calculation of net interest income less expenses (net of preferred dividends) may be different from the calculation used by other companies and, therefore, comparability may be limited.

	Three Months Ended March 31,	
	2011	2010
Income available for common stockholders	\$ 108,278	\$ 180,200
Add (Deduct):		
Impairment reversal	(37,206)	(68,032)
Other income	(45,469)	(56,543)
Loss from discontinued operations	190	40
Excess of carrying amount of exchanged preferred stock over fair value of consideration paid	—	(43,043)
Net interest income less expenses (net of preferred dividends)	<u>\$ 25,793</u>	<u>\$ 12,622</u>

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the exposure to loss resulting from changes in interest rates, credit spreads, foreign currency exchange rates, commodity prices and equity prices. The primary market risks that we are exposed to are interest rate risk and credit spread risk. These risks are highly sensitive to many factors, including governmental monetary and tax policies, domestic and international economic and political considerations and other factors beyond our control. All of our market risk sensitive assets, liabilities and derivative positions are for non-trading purposes only. For a further understanding of how market risk may affect our financial position or results of operations, please refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations – Application of Critical Accounting Policies."

Interest Rate Exposure

Changes in interest rates, including changes in expected interest rates or "yield curves," affect our investments in two distinct ways, each of which is discussed below.

First, changes in interest rates affect our net interest income, which is the difference between the interest income earned on assets and the interest expense incurred in connection with our debt obligations and hedges.

Our general financing strategy focuses on the use of match funded structures, when appropriate and available. This means that we seek to match the maturities of our debt obligations with the maturities of our assets to reduce the risk that we have to refinance our liabilities prior to the maturities of our assets, and to reduce the impact of changing interest rates on our earnings. In addition, we generally match fund interest rates on our assets with like-kind debt (i.e., fixed rate assets are financed with fixed rate debt and floating rate assets are financed with floating rate debt), directly or through the use of interest rate swaps, caps or other financial instruments (see below), or through a combination of these strategies, which we believe allows us to reduce the impact of changing interest rates on our earnings.

However, increases in interest rates can nonetheless reduce our net interest income to the extent that we are not completely match funded. Furthermore, a period of rising interest rates can negatively impact our return on certain floating rate investments. Although these investments may be financed with floating rate debt, the interest rate on the debt may reset prior to, and in some cases more frequently than, the interest rate on the assets, causing a decrease in return on equity during a period of rising interest rates.

As of March 31, 2011, a 100 basis point increase in short term interest rates would increase our earnings by approximately \$1.5 million per annum, assuming a static portfolio of current investments and financings.

Second, changes in the level of interest rates also affect the yields required by the marketplace on debt. Increasing interest rates would decrease the value of the fixed rate assets we hold at the time because higher required yields result in lower prices on existing fixed rate assets in order to adjust their yield upward to meet the market.

Changes in unrealized gains or losses resulting from changes in market interest rates do not directly affect our cash flows, or our ability to pay a dividend, to the extent the related assets are expected to be held, as their fair value is not relevant to their underlying cash flows. Our assets are largely financed to maturity through long term CDO financings that are not redeemable as a result of book value changes. As long as these fixed rate assets continue to perform as expected, our cash flows from these assets would not be affected by increasing interest rates. Changes in unrealized gains or losses would impact our ability to realize gains on existing investments if they were sold. Furthermore, with respect to changes in unrealized gains or losses on investments which are carried at fair value, changes in unrealized gains or losses would impact our net book value and, in the cases of impaired assets and non-hedge derivatives, our net income.

Changes in the value of our assets could affect our ability to borrow and access capital. Also, if the value of our assets subject to short term financing were to decline, it could cause us to fund margin and affect our ability to refinance such assets upon the maturity of the related financings, adversely impacting our rate of return on such securities.

As of March 31, 2011, a 100 basis point change in short term interest rates would impact our net book value by approximately \$10.3 million, assuming a static portfolio of current investments and financings.

Interest rate swaps are agreements in which a series of interest rate flows are exchanged with a third party (counterparty) over a prescribed period. The notional amount on which swaps are based is not exchanged. In general, our swaps are "pay fixed" swaps involving the exchange of floating rate interest payments from the counterparty for fixed interest payments from us. This can effectively convert a floating rate debt obligation into a fixed rate debt obligation. Interest rate swaps may be subject to margin calls.

Similarly, an interest rate cap or floor agreement is a contract in which we purchase a cap or floor contract on a notional face amount. We will make an up-front payment to the counterparty for which the counterparty agrees to make future

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payments to us should the reference rate (typically LIBOR) rise above (cap agreements) or fall below (floor agreements) the “strike” rate specified in the contract. Payments on an annualized basis will equal the contractual notional face amount multiplied by the difference between the actual reference rate and the contracted strike rate.

While a REIT may utilize these types of derivative instruments to hedge interest rate risk on its liabilities or for other purposes, such derivative instruments could generate income that is not qualified income for purposes of maintaining REIT status. As a consequence, we may only engage in such instruments to hedge such risks within the constraints of maintaining our standing as a REIT. We do not enter into derivative contracts for speculative purposes nor as a hedge against changes in credit risk.

Our hedging transactions using derivative instruments also involve certain additional risks such as counterparty credit risk, the enforceability of hedging contracts and the risk that unanticipated and significant changes in interest rates will cause a significant loss of basis in the contract. There can be no assurance that we will be able to adequately protect against the foregoing risks and will ultimately realize an economic benefit that exceeds the related amounts incurred in connection with engaging in such hedging strategies.

Credit Spread Exposure

Credit spreads measure the yield demanded on loans and securities by the market based on their credit relative to U.S. Treasuries, for fixed rate credit, or LIBOR, for floating rate credit. Our fixed rate loans and securities are valued based on a market credit spread over the rate payable on fixed rate U.S. Treasuries of like maturity. Our floating rate loans and securities are valued based on a market credit spread over LIBOR. Excessive supply of such loans and securities combined with reduced demand will generally cause the market to require a higher yield on such loans and securities, resulting in the use of a higher (or “wider”) spread over the benchmark rate to value them.

Widening credit spreads would result in higher yields being required by the marketplace on loans and securities. This widening would reduce the value of the loans and securities we hold at the time because higher required yields result in lower prices on existing securities in order to adjust their yield upward to meet the market. The effects of such a decrease in values on our financial position, results of operations and liquidity are discussed above under “- Interest Rate Exposure.”

As of March 31, 2011, a 25 basis point movement in credit spreads would impact our net book value by approximately \$22.9 million, assuming a static portfolio of current investments and financings, but would not directly affect our earnings or cash flow.

Our financing strategy is dependent on our ability to place the match funded debt we use to finance our investments at rates that provide a positive net spread. Currently, spreads for such liabilities have widened and demand for such liabilities has become extremely limited, therefore restricting our ability to execute future financings.

In an environment where spreads are tightening, if spreads tighten on the assets we purchase to a greater degree than they tighten the liabilities we issue, our net spread will be reduced.

Credit Risk

In addition to the above described market risks, Newcastle is subject to credit risk.

Credit risk refers to the ability of each individual borrower under our loans and securities to make required interest and principal payments on the scheduled due dates. The commercial mortgage and asset backed securities we invest in are generally junior in right of payment of interest and principal to one or more senior classes, but benefit from the support of one or more subordinate classes of securities or other form of credit support (which absorbs losses before the securities in which we invest) within a securitization transaction. The senior unsecured REIT debt securities we invest in reflect comparable credit risk. As a result of the challenging credit and liquidity conditions, the value of the subordinated securities has generally been reduced or, in some cases, eliminated, which could leave our securities economically in a first loss position. We also invest in loans and securities which represent “first loss” pieces; in other words, they do not benefit from credit support although we believe they predominantly benefit from underlying collateral value in excess of their carrying amounts.

We seek to reduce credit risk by actively monitoring our asset portfolio and the underlying credit quality of our holdings and, where appropriate and achievable, repositioning our investments to upgrade their credit quality. In the event of a significant rising interest rate environment and/or economic downturn, loan and collateral defaults may increase and result in credit losses that would adversely affect our liquidity and operating results. As described above in “- Market Considerations” and elsewhere in this quarterly report, adverse market and credit conditions have resulted in our recording of other-than-temporary impairment in certain securities and loans.

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Margin

We are subject to margin calls on our repurchase agreements. Furthermore, we may, from time to time, be a party to derivative agreements or financing arrangements that are subject to margin calls based on the value of such instruments. We seek to maintain adequate cash reserves and other sources of available liquidity to meet any margin calls resulting from decreases in value related to a reasonably possible (in the opinion of management) change in interest rates.

Interest Rate and Credit Spread Risk Sensitive Instruments and Fair Value

Our holdings of such financial instruments, and their fair values and the estimation methodology thereof, are detailed in Note 6 to our consolidated financial statements included herein. For information regarding the impact of prepayment, reinvestment, and expected loss factors on the timing of realization of our investments, please refer to the consolidated financial statements included herein and in our Annual Report on Form 10-K for the year ended December 31, 2010. For information regarding the impact of changes in these factors on the value of securities valued with internal models, see Part I, Item 2, “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies.”

We note that the values of our investments in real estate securities, loans and derivative instruments are sensitive to changes in market interest rates, credit spreads and other market factors. The value of these investments can vary, and has varied, materially from period to period.

Trends

See “- Market Considerations” above for a further discussion of recent trends and events affecting our liquidity, unrealized gains and losses.

ITEM 4. CONTROLS AND PROCEDURES

- (a) **Disclosure Controls and Procedures.** The Company’s management, with the participation of the Company’s Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company’s disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of the end of the period covered by this report. The Company’s disclosure controls and procedures are designed to provide reasonable assurance that information is recorded, processed, summarized and reported accurately and on a timely basis. Based on such evaluation, the Company’s Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company’s disclosure controls and procedures are effective.
- (b) **Internal Control Over Financial Reporting.** There have not been any changes in the Company’s internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we are or may be involved in various disputes and litigation matters that arise in the ordinary course of business. The Company is not party to any material legal proceedings as of the date on which this report is filed.

Item 1A. Risk Factors

Risks relating to our management, business and company include, specifically:

Risks Related to the Financial Markets

We do not know what impact the Dodd-Frank Act will have on our business.

On July 21, 2010, the United States enacted the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act” or “Act”). The Dodd-Frank Act affects almost every aspect of the U.S. financial services industry, including certain aspects of the markets in which we operate. The Act imposes new regulations on us and how we conduct our business. For example, the Act will impose additional disclosure requirements for public companies and generally require issuers or originators of asset-backed securities to retain at least five percent of the credit risk associated with the securitized assets. In addition, the Act will require us to register as an investment advisor with the SEC, which will increase our regulatory compliance costs and subject us to new restrictions as well as penalties for any future non-compliance with these regulations. The Act will impose mandatory clearing, exchange-trading and margin requirements on many derivatives transactions (including formerly unregulated over-the-counter derivatives) in which we may engage. The Act also creates new categories of regulated market participants, such as “swap-dealers,” “security-based swap dealers,” “major swap participants” and “major security-based swap participants” who will be subject to significant new capital, registration, recordkeeping, reporting, disclosure, business conduct and other regulatory requirements that will give rise to new administrative costs. Even if certain new requirements are not directly applicable to us, they may still increase our costs of entering into transactions with the parties to whom the requirements are directly applicable. Moreover, new exchange-trading and trade reporting requirements may lead to reductions in the liquidity of derivative transactions, causing higher pricing or reduced availability of derivatives, or the reduction of arbitrage opportunities for us, which could adversely affect the performance of certain of our trading strategies. Importantly, many key aspects of the changes imposed by the Act will be established by various regulatory bodies and other groups over the next several years. As a result, we do not know how significantly the Act will affect us. It is possible that the Act could, among other things, increase our costs of operating as a public company, impose restrictions on our ability to securitize assets and reduce our investment returns on securitized assets.

We do not know what impact the U.S. government’s programs to attempt to stabilize the economy and the financial markets will have on our business. The government’s current efforts to modify terms of outstanding loans negatively affects our business, financial condition and results of operations.

In recent years, the U.S. government has taken a number of steps to attempt to strengthen the global financial markets and U.S. economy, including direct government investments in, and guarantees of, troubled financial institutions as well as government-sponsored programs such as the Term Asset-Backed Securities Loan Facility program (TALF) and the Public Private Investment Partnership Program (PPIP). The U.S. government is also currently evaluating or implementing an array of other measures and programs that purport to help improve U.S. financial and market conditions. While conditions appear to have improved relative to the depths of the global financial crisis, it is not clear whether this improvement is real or will last for a significant period of time. Moreover, it is not clear what impact the government’s future plans to improve the global economy and financial markets will have on our business. To date, we have not benefited in a direct, material way from any government programs, and we may not derive any meaningful benefit from these programs in the future. Moreover, if any of our competitors are able to benefit from one or more of these initiatives, they may gain a significant competitive advantage over us.

In addition, the U.S. government has enacted legislation that enables government agencies to modify the terms of a significant number of residential and other loans to provide relief to borrowers without the applicable investor’s consent. These modifications allow for outstanding principal to be deferred, interest rates to be reduced, the length of the loan to be extended or other terms to be changed in ways that can permanently eliminate the cash flow (principal and interest) associated with a portion of the loan. These modifications are currently reducing, or in the future may reduce, the value of a number of our mortgage-backed securities and other investments. As a result, such loan modifications are negatively affecting our business, results of operations and financial condition. In addition, certain market participants propose reducing the amount of paperwork required by a borrower to modify their loan, which could increase the likelihood of fraudulent modifications and materially harm the U.S. mortgage market and investors that have exposure to this market.

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Risks Relating to Our Management

We are dependent on our manager and may not find a suitable replacement if our manager terminates the management agreement.

We have no employees. Our officers and other individuals who perform services for us are employees of our manager. We are completely reliant on our manager, which has significant discretion as to the implementation of our operating policies and strategies, to conduct our business. We are subject to the risk that our manager will terminate the management agreement and that we will not be able to find a suitable replacement for our manager in a timely manner, at a reasonable cost or at all. Furthermore, we are dependent on the services of certain key employees of our manager whose compensation is partially or entirely dependent upon the amount of incentive or management compensation earned by our manager and whose continued service is not guaranteed and the loss of such services could adversely affect our operations.

There are conflicts of interest in our relationship with our manager.

Our chairman serves as an officer of our manager. Our management agreement with our manager was not negotiated at arm's-length and its terms, including fees payable, may not be as favorable to us as if it had been negotiated with an unaffiliated third party.

There are conflicts of interest inherent in our relationship with our manager insofar as our manager and its affiliates — including investment funds, private investment funds, or businesses managed by our manager — invest in real estate securities, real estate related loans and operating real estate and whose investment objectives overlap with our investment objectives. Certain investments appropriate for Newcastle may also be appropriate for one or more of these other investment vehicles. Members of our board of directors and employees of our manager who are our officers may serve as officers and/or directors of these other entities. In addition, our manager or its affiliates may have investments in and/or earn fees from such other investment vehicles which are larger than their economic interests in Newcastle and which may therefore create an incentive to allocate investments to such other investment vehicles. Our manager or its affiliates may determine, in their discretion, to make a particular investment through another investment vehicle rather than through Newcastle and have no obligation to offer to Newcastle the opportunity to participate in any particular investment opportunity. Accordingly, it is possible that we may not be given the opportunity to participate at all in certain investments made by our affiliates that meet our investment objectives.

Our management agreement with our manager generally does not limit or restrict our manager or its affiliates from engaging in any business or managing other pooled investment vehicles that invest in investments that meet our investment objectives, except that under our management agreement neither our manager nor any entity controlled by or under common control with our manager is permitted to raise or sponsor any new pooled investment vehicle whose investment policies, guidelines or plan targets as its primary investment category investment in United States dollar-denominated credit sensitive real estate related securities reflecting primarily United States loans or assets. Our manager intends to engage in additional real estate related management and investment opportunities in the future which may compete with us for investments.

The ability of our manager and its officers and employees to engage in other business activities, subject to the terms of our management agreement with our manager, may reduce the time our manager, its officers or other employees spend managing Newcastle. In addition, we may engage in material transactions with our manager or another entity managed by our manager or one of its affiliates, including certain financing arrangements and co-investments which present an actual, potential or perceived conflict of interest, subject to our investment guidelines. It is possible that actual, potential or perceived conflicts could give rise to investor dissatisfaction, litigation or regulatory enforcement actions. Appropriately dealing with conflicts of interest is complex and difficult, and our reputation could be damaged if we fail, or appear to fail, to deal appropriately with one or more potential, actual or perceived conflicts of interest. Regulatory scrutiny of, or litigation in connection with, conflicts of interest could have a material adverse effect on our reputation which could materially adversely affect our business in a number of ways, including causing an inability to raise additional funds, a reluctance of counterparties to do business with us, a decrease in the prices of our common and preferred securities and a resulting increased risk of litigation and regulatory enforcement actions.

The management compensation structure that we have agreed to with our manager may incentivize our manager to invest in high risk investments. In addition to its management fee, our manager is entitled to receive incentive compensation based in part upon our achievement of targeted levels of funds from operations (as defined in the management agreement). In evaluating investments and other management strategies, the opportunity to earn incentive compensation based on funds from operations may lead our manager to place undue emphasis on the maximization of funds from operations at the expense of other criteria, such as preservation of capital, in order to achieve higher incentive compensation, particularly in light of the fact that our manager has not received any incentive compensation and likely will not receive any incentive

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compensation in the future unless it meaningfully increases Newcastle's investment returns. Investments with higher yield potential are generally riskier or more speculative than lower-yielding investments. Moreover, because our manager receives compensation in the form of options in connection with the completion of our common equity offerings, our manager may be incentivized to cause us to issue additional common stock, which could be dilutive to existing shareholders.

It would be difficult and costly to terminate our management agreement with our manager.

Termination of the management agreement with our manager would be difficult and costly. The management agreement may only be terminated annually upon the affirmative vote of at least two-thirds of our independent directors, or by a vote of the holders of a majority of the outstanding shares of our common stock, based upon (1) unsatisfactory performance by our manager that is materially detrimental to us or (2) a determination that the management fee payable to our manager is not fair, subject to our manager's right to prevent such a compensation termination by accepting a mutually acceptable reduction of fees. Our manager will be provided 60 days' prior notice of any termination and will be paid a termination fee equal to the amount of the management fee earned by the manager during the twelve-month period preceding such termination. In addition, following any termination of the management agreement, the manager may require us to purchase its right to receive incentive compensation at a price determined as if our assets were sold for their fair market value (as determined by an appraisal, taking into account, among other things, the expected future value of the underlying investments) or otherwise we may continue to pay the incentive compensation to our manager. These provisions may increase the effective cost to us of terminating the management agreement, thereby adversely affecting our ability to terminate our manager without cause.

Our directors have approved very broad investment guidelines for our manager and do not approve each investment decision made by our manager.

Our manager is authorized to follow very broad investment guidelines. Consequently, our manager has great latitude in determining the types of assets it may decide are proper investments for us. Our directors periodically review our investment guidelines and our investment portfolio. However, our board does not review or pre-approve each proposed investment or our related financing arrangements. In addition, in conducting periodic reviews, the directors rely primarily on information provided to them by our manager. Furthermore, transactions entered into by our manager may be difficult or impossible to unwind by the time they are reviewed by the directors even if the transactions contravene the terms of the management agreement.

We may change our investment strategy without stockholder consent, which may result in our making investments that entail more risk than our current investments.

Our investment strategy may evolve, in light of existing market conditions and investment opportunities, and this evolution may involve additional risks depending upon the nature of such assets and our ability to finance such assets on a short or long term basis. Investment opportunities that present unattractive risk-return profiles relative to other available investment opportunities under particular market conditions may become relatively attractive under changed market conditions and changes in market conditions may therefore result in changes in the investments we target. Decisions to make investments in new asset categories present risks that may be difficult for us to adequately assess and could therefore reduce our ability to pay dividends on both our common stock and preferred stock or have adverse effects on our liquidity or financial condition. A change in our investment strategy may also increase our exposure to interest rate, foreign currency, real estate market or credit market fluctuations. In addition, a change in our investment strategy may increase our use of non-match-funded financing, increase the guarantee obligations we agree to incur or increase the number of transactions we enter into with affiliates. Our failure to accurately assess the risks inherent in new asset categories or the financing risks associated with such assets could adversely affect our results of operations and our financial condition.

Risks Relating to Our Business

Market conditions could negatively impact our business, results of operations and financial condition.

The market in which we operate is affected by a number of factors that are largely beyond our control but can nonetheless have a potentially significant, negative impact on us. These factors include, among other things:

- Interest rates and credit spreads;
- The availability of credit, including the price, terms and conditions under which it can be obtained;
- The quality, pricing and availability of suitable investments and credit losses with respect to our investments;
- The ability to obtain accurate market-based valuations;
- Loan values relative to the value of the underlying real estate assets;
- Default rates on both commercial and residential mortgages and the amount of the related losses;

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- The actual and perceived state of the real estate markets, market for dividend-paying stocks and public capital markets generally;
- Unemployment rates; and
- The attractiveness of other types of investments relative to investments in real estate or REITs generally.

Changes in these factors are difficult to predict, and a change in one factor can affect other factors. For example, during 2007, increased default rates in the subprime mortgage market played a role in causing credit spreads to widen, reducing availability of credit on favorable terms, reducing liquidity and price transparency of real estate related assets, resulting in difficulty in obtaining accurate mark-to-market valuations, and causing a negative perception of the state of the real estate markets and of REITs generally. These conditions worsened during 2008, and intensified meaningfully during the fourth quarter of 2008, as a result of the global credit and liquidity crisis, resulting in extraordinarily challenging market conditions. Since then, market conditions have generally improved, but they could deteriorate in the future.

A prolonged economic slowdown, a lengthy or severe recession, or declining real estate values could harm our operations.

We believe the risks associated with our business are more severe during periods similar to those we recently experienced in which an economic slowdown or recession is accompanied by declining real estate values. Declining real estate values generally reduce the level of new mortgage loan originations, since borrowers often use increases in the value of their existing properties to support the purchase of, or investment in, additional properties. Borrowers may also be less able to pay principal and interest on our loans, and the loans underlying our securities, if the real estate economy weakens. Further, declining real estate values significantly increase the likelihood that we will incur losses on our loans and securities in the event of default because the value of our collateral may be insufficient to cover our basis. Any sustained period of increased payment delinquencies, foreclosures or losses could adversely affect both our net interest income from loans and securities in our portfolio as well as our ability to originate, sell and securitize loans, which would significantly harm our revenues, results of operations, financial condition, liquidity, business prospects and our ability to make distributions to our shareholders. For more information on the impact of market conditions on our business and results of operations see Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations – Market Considerations."

The use of CDO financings with coverage tests may have a negative impact on our operating results and cash flows.

We have retained, and may in the future retain or repurchase, subordinate classes of bonds issued by certain of our subsidiaries in our CDO financings. Each of our CDO financings contains tests that measure the amount of over collateralization and excess interest in the transaction. Failure to satisfy these tests would generally result in principal and/or interest cash flow that would otherwise be distributed to more junior classes of securities (including those held by Newcastle) to be redirected to pay down the most senior class of securities outstanding until the tests are satisfied. As a result, failure to satisfy the coverage tests could adversely affect our operating results and cash flows by temporarily or permanently directing funds that would otherwise come to us to holders of the senior classes of bonds. In addition, the redirected funds would be used to pay down financing, which currently bears an attractive rate, thereby reducing our future earnings from the affected CDO. The ratings assigned to the assets in each CDO affect the results of the tests governing whether a CDO can distribute cash to the various classes of securities in the CDO. As a result, ratings downgrades of the assets in a CDO can result in a CDO failing its tests and thereby cause us not to receive cash flows from the affected CDO.

We note that we have approximately \$79.8 million of assets in our consolidated CDOs as of March or April 2011, as appropriate, that are under negative watch for possible downgrade by at least one of the rating agencies. One or more of the rating agencies could downgrade some or all of these assets at any time, and any such downgrade could negatively affect – and possibly materially affect – our future cash flows. As of the March 2011 remittance date for CDOs IV and V and as of the April 2011 remittance date for CDO VI, these CDOs were not in compliance with their applicable over collateralization tests and, consequently, we are not receiving cash flows from these CDOs (other than senior management fees and cash flow distributions from senior classes of bonds we own). Based upon our current calculations, we expect these CDOs to remain out of compliance for the foreseeable future. Moreover, given current market conditions, it is possible that all of our CDOs could be out of compliance with their over collateralization tests as of one or more measurement dates within the next twelve months.

Our ability to rebalance will depend upon the availability of suitable securities, market prices, whether the reinvestment period of the applicable CDO has ended, and other factors that are beyond our control. For example, in prior periods, we were able to repurchase notes issued by the CDOs and subsequently cancel those notes in accordance with the terms of the relevant governing documentation. These cancellations assisted the applicable CDO in satisfying its overcollateralization test as of the next testing date and thereby enabled the cash flow from that CDO to be distributed to the junior classes of securities (including those held by Newcastle). The trustee of all of our CDOs has informed us that, if we wish to cancel CDO debt in the future, they will require us to obtain the approval of the noteholders of the applicable CDO. If we are

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unable to obtain the requisite noteholder consent, we will be unable to use CDO debt cancellations as a tool to help CDOs satisfy their overcollateralization tests and thereby maintain the flow of cash from that CDO to Newcastle. As a result, holders of our common shares and preferred shares should not expect that we will be able to cancel any of our CDO obligations in the future. While there are other permissible methods to rebalance or otherwise correct CDO test failures, such methods may be extremely difficult to employ given current market conditions, and we cannot assure you that we will be successful in our rebalancing efforts. If the liabilities of our CDOs are downgraded by Moody's to certain predetermined levels, our discretion to rebalance the applicable CDO portfolios may be negatively impacted. Moreover, if we bring these coverage tests into compliance, we cannot assure you that they will not fall out of compliance in the future or that we will be able to correct any noncompliance.

Failure of the over collateralization tests can also cause a "phantom income" issue if cash that constitutes income is diverted to pay down debt instead of distributed to us. For more information regarding noncompliance with the terms of certain of our CDO financings in the near future, please see Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources" and "—Debt Obligations."

We may experience an event of default or the removal of us as collateral manager under one or more of our CDOs, which would negatively affect us in a number of ways.

The documentation governing our CDOs specify certain events of default, which, if they occur, would negatively affect us. Events of default include, among other things, failure to pay interest on senior classes of securities within the CDO, breaches of covenants, representations or warranties, bankruptcy, and failure to satisfy specific over collateralization and interest coverage tests. If an event of default occurs under any of our CDOs, it would negatively affect our cash flows, business, results of operations and financial condition.

In addition, we can be removed as manager of a CDO if certain events occur, including the failure to satisfy specific over collateralization and interest coverage tests, failure to satisfy certain "key man" requirements or an event of default occurring for the failure to pay interest on the related senior classes of securities of the CDO. If we are removed as collateral manager, we would no longer receive management fees from — and no longer be able to manage the assets of — the applicable CDO, which would negatively affect our cash flows, business, results of operations and financial condition. We note that on November 4, 2009, CDO VII failed additional over collateralization tests. The consequences of failing these tests are that an event of default has occurred, and we may be removed as the collateral manager under the documentation governing CDO VII. So long as the event of default continues, we will not be permitted to purchase or sell any collateral in CDO VII. If we are removed as the collateral manager of CDO VII, we would no longer receive the senior management fees from such CDO. As of April 18, 2011, we have not been removed as collateral manager. Based upon our current calculations, we estimate that if we are removed as the collateral manager of CDO VII, the loss of senior management fees would not have a material negative impact on our cash flows, business, results of operations or financial condition. However, given current market conditions, it is possible that events of default may occur in other CDOs, and we could be removed as the collateral manager of those CDOs if certain events of default occur. Moreover, our cash flows, business, results of operations and/or financial condition could be materially and negatively impacted if certain events of default occur.

We have assumed the role of manager of numerous CDOs previously managed by a third party, and we may assume the role of manager of additional CDOs in the future. Each such engagement exposes us to a number of potential risks.

Changes within our industry may result in CDO collateral managers being replaced. In such instances, we may seek to be engaged as the collateral manager of CDOs currently managed by third parties. For example, in February 2011, one of our subsidiaries became the collateral manager of certain CDOs previously managed by C-BASS Investment Management LLC ("C-BASS").

While being engaged as the collateral manager of such CDOs potentially enables us to grow our business, it also entails a number of risks that could harm our reputation, results of operations and financial condition. For example, we purchased the management rights with respect to the C-BASS CDOs pursuant to a bankruptcy proceeding. As a result, we were not able to conduct extensive due diligence on the CDO assets even though the distressed credit ratings assigned by the rating agencies to many classes of securities issued by the CDOs as of the most recent rating date prior to our becoming the collateral manager of the CDOs. We may willingly or unknowingly assume actual or contingent liabilities for significant expenses, we may become subject to new laws and regulations with which we are not familiar, and we may become subject to increased risk of litigation, regulatory investigation or negative publicity. For example, we determined that it would be prudent to register the subsidiary that became the collateral manager of the C-BASS CDOs as a registered investment advisor, which increases our future regulatory compliance costs. In addition to defending against litigation and complying with regulatory requirements, being engaged as collateral manager may require us to invest other resources for various other reasons, which could detract from our ability to capitalize on future opportunities. Moreover, being engaged as

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collateral manager may require us to integrate complex technological, accounting and management systems, which may be difficult, expensive and time-consuming and which we may not be successful in integrating into our current systems. In addition to the risk that we face if we are successful in becoming the manager of additional CDOs, we may attempt but fail to become the collateral manager of CDOs in the future, which could harm our reputation and subject us to costly litigation. Finally, if we include the financial performance of the C-BASS CDOs or other CDOs for which we become the collateral manager in our public filings, we are subject to the risk that, particularly during the period immediately after we become the collateral manager, this information may prove to be inaccurate or incomplete. The occurrence of any of these negative integration events could negatively impact our reputation with both regulators and investors, which could, in turn, subject us to additional regulatory scrutiny and impair our relationships with the investment community. The occurrence of any of these problems could negatively affect our reputation, financial condition and results of operations.

Our investments have previously been — and in the future may be — subject to significant impairment charges, which adversely affect our results of operations.

We are required to periodically evaluate our investments for impairment indicators. The value of an investment is impaired when our analysis indicates that, with respect to a loan, it is probable that we will not be able to collect the full amount we intended to collect from the loan or, with respect to a security, it is probable that the value of security is other than temporarily impaired. The judgment regarding the existence of impairment indicators is based on a variety of factors depending upon the nature of the investment and the manner in which the income related to such investment calculated for purposes of our financial statements. If we determine that an impairment has occurred, we are required to make an adjustment to the net carrying value of the investment, which could adversely affect our results of operations in the applicable period and thereby adversely affect our ability to pay dividends to our stockholders.

As has been widely publicized, the recent market conditions have resulted in a number of financial institutions recording an unprecedented amount of impairment charges, and we were also affected by these conditions. These challenging conditions have reduced the market trading activity for many real estate securities, resulting in less liquid markets for those securities. These lower valuations have affected us by, among other things, decreasing our net book value and contributing to our decision to record impairment charges.

The lenders under our repurchase agreements may elect not to extend financing to us, which could quickly and seriously impair our liquidity.

We have historically financed a meaningful portion of our investments not held in CDOs with repurchase agreements, which are short-term financing arrangements, and we may enter into additional repurchase agreements in the future. Under the terms of these agreements, we sell a security to a counterparty for a specified price and concurrently agree to repurchase the same security from our counterparty at a later date for a higher specified price. During the term of the repurchase agreement – generally 30 days – the counterparty makes funds available to us and holds the security as collateral. Our counterparties can also require us to post additional margin as collateral at any time during the term of the agreement. When the term of a repurchase agreement ends, we are required to repurchase the security for the specified repurchase price, with the difference between the sale and repurchase prices serving as the equivalent of paying interest to the counterparty in return for extending financing to us. If we want to continue to finance the security with a repurchase agreement, we ask the counterparty to extend – or “roll” – the repurchase agreement for another term.

Our counterparties are not required to roll our repurchase agreements upon the expiration of the stated terms, which subjects us to a number of risks. As we have experienced recently and may experience in the future, counterparties electing to roll our repurchase agreements may charge higher spread and impose more onerous terms upon us, including the requirement that we post additional margin as collateral. More significantly, if a repurchase agreement counterparty elects not to extend our financing, we would be required to pay the counterparty the full repurchase price on the maturity date and find an alternate source of financing. Alternate sources of financing may be more expensive, contain more onerous terms or simply may not be available. If we were unable to pay the repurchase price for any security financed with a repurchase agreement, the counterparty has the right to sell the underlying security being held as collateral and require us to compensate them for any shortfall between the value of our obligation to the counterparty and the amount for which the collateral was sold (which may be sold at a significantly discounted price). As of March 31, 2011, we had \$95.8 million outstanding under repurchase agreement financings. Moreover, all of our repurchase agreement obligations are with one counterparty. If this counterparty elected not to roll these repurchase agreements, we may not be able to find a replacement counterparty in a timely manner.

Our determination of how much leverage to apply to our investments may adversely affect our return on our investments and may reduce cash available for distribution.

We leverage our portfolio through borrowings, generally through the use of credit facilities, warehouse facilities, repurchase agreements, mortgage loans on real estate, securitizations, including the issuance of CDOs, private or public

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offerings of debt by subsidiaries, loans to entities in which we hold, directly or indirectly, interests in pools of properties or loans, and other borrowings. Our investment policies do not limit the amount of leverage we may incur with respect to any specific asset or pool of assets, subject to an overall limit on our use of leverage to 90% (as defined in our governing documents) of the value of our assets on an aggregate basis. As a result of the continued challenging credit and liquidity conditions, the return we are able to earn on our investments and cash available for distribution to our stockholders has been significantly reduced due to changes in market conditions causing the cost of our financing to increase relative to the income that can be derived from our assets.

We have limited liquidity. We may become party to agreements that require cash payments at periodic intervals. Failure to make such required payments may adversely affect our business, financial condition and results of operations.

We are currently party to repurchase agreements that may require us to post additional margin as collateral at any time during the term of the agreement, based on the value of the collateral. We may become party to additional financing agreements that require us to make cash payments at periodic intervals or upon the occurrence of certain events. Events could occur or circumstances could arise, which we may not be able to foresee, that may cause us to be unable to make any such cash payments when they become due. Failure to make the payments required under our financing documents would give the lenders the right to require us to repay all amounts owed to them under the applicable financing immediately.

We are subject to counterparty default and concentration risks.

In the ordinary course of our business, we enter into various types of financing arrangements with counterparties. Currently, the majority of our financing arrangements take the form of repurchase agreements, securitization vehicles, loans, hedge contracts, swaps and other derivative and non-derivative contracts. The terms of these contracts are often customized and complex, and many of these arrangements occur in markets or relate to products that are not subject to regulatory oversight.

We are subject to the risk that the counterparty to one or more of these contracts defaults, either voluntarily or involuntarily, on its performance under the contract. Any such default may occur rapidly and without notice to us. Moreover, if a counterparty defaults, we may be unable to take action to cover our exposure, either because we lack the contractual ability or because market conditions make it difficult to take effective action. This inability could occur in times of market stress consistent with the conditions we are currently experiencing, which are precisely the times when defaults may be most likely to occur.

In addition, our risk-management processes may not accurately anticipate the impact of market stress or counterparty financial condition, and as a result, we may not take sufficient action to reduce our risks effectively. Although we monitor our credit exposures, default risk may arise from events or circumstances that are difficult to detect, foresee or evaluate. In addition, concerns about, or a default by, one large participant could lead to significant liquidity problems for other participants, which may in turn expose us to significant losses.

In the event of a counterparty default, particularly a default by a major investment bank, we could incur material losses rapidly, and the resulting market impact of a major counterparty default could seriously harm our business, results of operations and financial condition. In the event that one of our counterparties becomes insolvent or files for bankruptcy, our ability to eventually recover any losses suffered as a result of that counterparty's default may be limited by the liquidity of the counterparty or the applicable legal regime governing the bankruptcy proceeding.

In addition, with respect to our CDOs, certain of our derivative counterparties are required to maintain certain ratings to avoid having to post collateral or transfer the derivative to another counterparty. If the counterparty was downgraded below these levels they may not be able to satisfy their obligations under the derivative, which could have a material negative effect on the applicable CDO.

The counterparty risks that we face have increased in complexity and magnitude as a result of the insolvency of a number of major financial institutions (such as Bear Stearns, Lehman Brothers, Merrill Lynch, Citigroup and AIG). For example, the consolidation and elimination of counterparties has increased our concentration of counterparty risk and decreased the universe of potential counterparties. We are currently party to repurchase agreements with one counterparty. If this counterparty elected not to roll this repurchase agreement, we may not be able to find a replacement counterparty. In addition, counterparties have generally tightened their underwriting standards and increased their margin requirements for financing, which has negatively impacted us in several ways, including, decreasing the number of counterparties willing to provide financing to us, decreasing the overall amount of leverage available to us, and increasing the costs of borrowing.

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We are not restricted from dealing with any particular counterparty or from concentrating any or all of our transactions with one counterparty. Any loss suffered by us as a result of a counterparty defaulting, refusing to conduct business with us or imposing more onerous terms on us would also negatively affect our business, results of operations and financial condition.

Although we seek to match fund our investments to limit refinance risk and lock in net spreads, we do not currently match fund our investments not held in our CDOs, which increases the risks related to refinancing these investments.

A key to our investment strategy is to finance our investments using match funded financing structures, which match assets and liabilities with respect to maturities and interest rates. This strategy limits our refinance risk, including the risk of being able to refinance an investment on favorable terms or at all. We generally use match funded financing structures, such as CDOs, to finance our investments in real estate securities and loans. However, our manager may elect for us to bear a level of refinancing risk on a short term or longer term basis, such as is the case with investments financed with repurchase agreements, when, based on its analysis, our manager determines that bearing such risk is deemed advisable or unavoidable (this is generally the case with respect to the residential mortgage loans and FNMA/FHLMC in which we invest). In addition, we may be unable, as a result of conditions in the credit markets, to match fund investments. For example, non-recourse term financing not subject to margin requirements was generally not available or economical for the past two years and is currently still challenging to obtain, which impairs our ability to match fund our investments. The decision not, or the inability, to match fund certain investments exposes us to additional refinancing risks that may not apply to our other investments.

Furthermore, we anticipate that, in most cases, for any period during which our floating rate assets are not match funded with respect to maturity, the income from such assets may respond more slowly to interest rate fluctuations than the cost of our borrowings. Because of this dynamic, interest income from such investments may rise more slowly than the related interest expense, with a consequent decrease in our net income. Interest rate fluctuations resulting in our interest expense exceeding interest income would result in operating losses for us from these investments.

Accordingly, if we do not or are unable to match fund our investments with respect to maturities and interest rates, we will be exposed to the risk that we may not be able to finance or refinance our investments on economically favorable terms or may have to liquidate assets at a loss.

We may not be able to finance our investments on a long term basis on attractive terms, including by means of securitization, which may require us to seek more costly financing for our investments or to liquidate assets.

When we acquire securities and loans that we finance on a short term basis with a view to securitization or other long term financing, we bear the risk of being unable to securitize the assets or otherwise finance them on a long term basis at attractive prices or in a timely matter, or at all. If it is not possible or economical for us to securitize or otherwise finance such assets on a long term basis, we may be unable to pay down our short term credit facilities, or be required to liquidate the assets at a loss in order to do so. For example, our ability to finance investments with securitizations or other long-term non-recourse financing not subject to margin requirements has been impaired since 2007 as a result of recent market conditions. These conditions make it highly likely that we will have to use less efficient forms of financing for any new investments, which will likely require a larger portion of our cash flows to be put toward making the initial investment and thereby reduce the amount of cash available for distribution to our stockholders and funds available for operations and investments, and which will also likely require us to assume higher levels of risk when financing our investments.

The loans we invest in and the loans underlying the securities we invest in, are subject to delinquency, foreclosure and loss, which could result in losses to us.

Commercial mortgage loans are secured by multifamily or commercial property and are subject to risks of delinquency and foreclosure, and risks of loss. The ability of a borrower to repay a loan secured by an income-producing property typically is dependent primarily upon the successful operation of such property rather than upon the existence of independent income or assets of the borrower. If the net operating income of the property is reduced, the borrower's ability to repay the loan may be impaired. Net operating income of an income-producing property can be affected by, among other things: tenant mix, success of tenant businesses, property management decisions, property location and condition, competition from comparable types of properties, changes in laws that increase operating expense or limit rents that may be charged, any need to address environmental contamination at the property, the occurrence of any uninsured casualty at the property, changes in national, regional or local economic conditions and/or specific industry segments, declines in regional or local real estate values, declines in regional or local rental or occupancy rates, increases in interest rates, changes in the availability of credit on favorable terms, real estate tax rates and other operating expenses, changes in governmental rules, regulations and fiscal policies, including environmental legislation, acts of God, terrorism, social unrest and civil disturbances.

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Residential mortgage loans, manufactured housing loans and subprime mortgage loans are secured by single-family residential property and are also subject to risks of delinquency and foreclosure, and risks of loss. The ability of a borrower to repay a loan secured by a residential property is dependent upon the income or assets of the borrower. A number of factors may impair borrowers' abilities to repay their loans, including, among other things, changes in the borrower's employment status, changes in national, regional or local economic conditions, changes in interest rates or the availability of credit on favorable terms, changes in regional or local real estate values, changes in regional or local rental rates and changes in real estate taxes.

In the event of any default under a loan held directly by us, we will bear a risk of loss of principal to the extent of any deficiency between the value of the collateral and the outstanding principal and accrued but unpaid interest of the loan, which could adversely affect our cash flow from operations. Foreclosure of a loan, particularly a commercial loan, can be an expensive and lengthy process, which would negatively affect our anticipated return on the foreclosed loan.

Mortgage and asset backed securities are bonds or notes backed by loans and/or other financial assets and include commercial mortgage back securities (CMBS), FNMA/FHLMC securities, and real estate related asset backed securities (ABS). The ability of a borrower to repay these loans or other financial assets is dependent upon the income or assets of these borrowers. If a borrower has insufficient income or assets to repay these loans, it will default on its loan. While we intend to focus on real estate related asset backed securities, there can be no assurance that we will not invest in other types of asset backed securities.

Our investments in mortgage and asset backed securities will be adversely affected by defaults under the loans underlying such securities. To the extent losses are realized on the loans underlying the securities in which we invest, the Company may not recover the amount invested in, or, in extreme cases, any of our investment in, such securities.

We have recently experienced increased default rates on our commercial and residential mortgage loans.

Our investments in debt securities are subject to specific risks relating to the particular issuer of the securities and to the general risks of investing in subordinated real estate securities.

Our investments in debt securities involve special risks. REITs generally are required to invest substantially in real estate or real estate-related assets and are subject to the inherent risks associated with real estate-related investments discussed in this report. Our investments in debt are subject to the risks described above with respect to mortgage loans and MBS and similar risks, including:

- risks of delinquency and foreclosure, and risks of loss in the event thereof;
- the dependence upon the successful operation of and net income from real property;
- risks generally incident to interests in real property; and
- risks that may be presented by the type and use of a particular property.

Debt securities may be unsecured and may also be subordinated to other obligations of the issuer. We may also invest in debt securities that are rated below investment grade. As a result, investments in debt securities are also subject to risks of:

- limited liquidity in the secondary trading market;
- substantial market price volatility resulting from changes in prevailing interest rates or credit spreads;
- subordination to the prior claims of senior lenders to the issuer;
- the possibility that earnings of the debt security issuer may be insufficient to meet its debt service; and
- the declining creditworthiness and potential for insolvency of the issuer of such debt securities during periods of rising interest rates and economic downturn.

These risks may adversely affect the value of outstanding debt securities and the ability of the issuers thereof to repay principal and interest.

We are subject to significant competition and we may not compete successfully.

We are subject to significant competition in seeking investments. We compete with other companies, including other REITs, insurance companies and other investors, including funds and companies affiliated with our manager. Some of our competitors have greater resources than we possess or have greater access to capital or various types of financing structures than are available to us, and we may not be able to compete successfully for investments or provide attractive investment returns relative to our competitors. These competitors may be willing to accept lower return on their investments or to compromise underwriting standards and, as a result, our origination volume and profit margins could be adversely affected. Furthermore, competition for investments of the type to be made by us may lead to the returns available from such investments decreasing, which may further limit our ability to generate our desired returns. We cannot assure you that

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other companies will not be formed that compete with us for investments or otherwise pursue investment strategies similar to ours or that we will be able to complete successfully against any such companies.

Following the closing of a CDO financing when we have locked in the liability costs for a CDO during the reinvestment period, the rate at which we are able to acquire eligible investments and changes in market conditions may adversely affect our anticipated returns.

During the reinvestment period, we must invest the restricted cash available for reinvestments in our CDOs. Until we are able to acquire sufficient assets, our returns will reflect income earned on uninvested cash and, having locked in the cost of liabilities for the particular CDO, the particular CDO's returns will be at risk of declining to the extent that yields on the assets to be acquired decline. In general, our ability to acquire appropriate investments depends upon the supply in the market of investments we deem suitable, and changes in various economic factors may affect our determination of what constitutes a suitable investment.

Our returns will be adversely affected when investments held in CDOs are prepaid or sold subsequent to the reinvestment period.

Real estate securities and loans are subject to prepayment risk. In addition, we may sell, and realize gains (or losses) on, investments. To the extent such assets were held in CDOs subsequent to the end of the reinvestment period, the proceeds are fully utilized to pay down the related CDOs debt. This causes the leverage on the CDO to decrease, thereby lowering our returns on equity.

Our investments in senior unsecured REIT securities are subject to specific risks relating to the particular REIT issuer and to the general risks of investing in subordinated real estate securities, which may result in losses to us.

Our investments in REIT securities involve special risks relating to the particular REIT issuer of the securities, including the financial condition and business outlook of the issuer. REITs generally are required to substantially invest in operating real estate or real estate related assets and are subject to the inherent risks associated with real estate related investments discussed in this report.

Our investments in REIT securities are also subject to the risks described above with respect to mortgage loans and mortgage backed securities and similar risks, including (i) risks of delinquency and foreclosure, and risks of loss in the event thereof, (ii) the dependence upon the successful operation of and net income from real property, (iii) risks generally incident to interests in real property, and (iv) risks that may be presented by the type and use of a particular commercial property.

REIT securities are generally unsecured and may also be subordinated to other obligations of the issuer. We may also invest in REIT securities that are rated below investment grade. As a result, investments in REIT securities are also subject to risks of: (i) limited liquidity in the secondary trading market, (ii) substantial market price volatility resulting from changes in prevailing interest rates, (iii) subordination to the prior claims of banks and other senior lenders to the issuer, (iv) the operation of mandatory sinking fund or call/redemption provisions during periods of declining interest rates that could cause the issuer to reinvest premature redemption proceeds in lower yielding assets, (v) the possibility that earnings of the REIT issuer may be insufficient to meet its debt service and dividend obligations and (vi) the declining creditworthiness and potential for insolvency of the issuer of such REIT securities during periods of rising interest rates and economic downturn. These risks may adversely affect the value of outstanding REIT securities and the ability of the issuers thereof to repay principal and interest or make dividend payments.

The real estate related loans and other direct and indirect interests in pools of real estate properties or other loans that we invest in may be subject to additional risks relating to the structure and terms of these transactions, which may result in losses to us.

We invest in real estate related loans and other direct and indirect interests in pools of real estate properties or loans such as mezzanine loans and "B Note" mortgage loans. We invest in mezzanine loans that take the form of subordinated loans secured by second mortgages on the underlying real property or other business assets or revenue streams or loans secured by a pledge of the ownership interests of the entity owning real property or other business assets or revenue streams (or the ownership interest of the parent of such entity). These types of investments involve a higher degree of risk than long term senior lending secured by business assets or income producing real property because the investment may become unsecured as a result of foreclosure by a senior lender. In the event of a bankruptcy of the entity providing the pledge of its ownership interests as security, we may not have full recourse to the assets of such entity, or the assets of the entity may not be sufficient to repay our mezzanine loan. If a borrower defaults on our mezzanine loan or debt senior to our loan, or in the event of a borrower bankruptcy, our mezzanine loan will be satisfied only after the senior debt is repaid in full. As a result,

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we may not recover some or all of our investment. In addition, mezzanine loans may have higher loan to value ratios than conventional mortgage loans, resulting in less equity in the property and increasing the risk of loss of principal.

We also invest in mortgage loans (“B Notes”) that while secured by a first mortgage on a single large commercial property or group of related properties are subordinated to an “A Note” secured by the same first mortgage on the same collateral. As a result, if an issuer defaults, there may not be sufficient funds remaining for B Note holders. B Notes reflect similar credit risks to comparably rated commercial mortgage backed securities. In addition, we invest, directly or indirectly, in pools of real estate properties or loans. However, since each transaction is privately negotiated, these investments can vary in their structural characteristics and risks. For example, the rights of holders of B Notes to control the process following a borrower default may vary from transaction to transaction, while investments in pools of real estate properties or loans may be subject to varying contractual arrangements with third party co-investors in such pools. Further, B Notes typically are secured by a single property, and so reflect the risks associated with significant concentration. These investments also are less liquid than commercial mortgage backed securities.

Investment in non-investment grade loans may involve increased risk of loss.

We acquire and may continue to acquire in the future certain loans that do not conform to conventional loan criteria applied by traditional lenders and are not rated or are rated as non-investment grade (for example, for investments rated by Moody’s Investors Service, ratings lower than Baa3, and for Standard & Poor’s, BBB- or below). The non-investment grade ratings for these loans typically result from the overall leverage of the loans, the lack of a strong operating history for the properties underlying the loans, the borrowers’ credit history, the properties’ underlying cash flow or other factors. As a result, these loans have a higher risk of default and loss than conventional loans. Any loss we incur may reduce distributions to our stockholders. There are no limits on the percentage of unrated or non-investment grade assets we may hold in our portfolio.

Insurance on real estate in which we have interests (including the real estate serving as collateral for our real estate securities and loans) may not cover all losses.

There are certain types of losses, generally of a catastrophic nature, such as earthquakes, floods, hurricanes, terrorism or acts of war, that may be uninsurable or not economically insurable. Inflation, changes in building codes and ordinances, environmental considerations, and other factors, including terrorism or acts of war, also might make the insurance proceeds insufficient to repair or replace a property if it is damaged or destroyed. Under such circumstances, the insurance proceeds received might not be adequate to restore our economic position with respect to the affected real property. As a result of the events of September 11, 2001, insurance companies are limiting and/or excluding coverage for acts of terrorism in insurance policies. As a result, we may suffer losses from acts of terrorism that are not covered by insurance.

In addition, the mortgage loans that are secured by certain of the properties in which we have interests contain customary covenants, including covenants that require property insurance to be maintained in an amount equal to the replacement cost of the properties. There can be no assurance that the lenders under these mortgage loans will not take the position that exclusions from coverage for losses due to terrorist acts is a breach of a covenant which, if uncured, could allow the lenders to declare an event of default and accelerate repayment of the mortgage loans.

Many of our investments are illiquid, and this lack of liquidity could significantly impede our ability to vary our portfolio in response to changes in economic and other conditions or to realize the value at which such investments are carried if we are required to dispose of them.

The real estate properties that we own and operate and our other direct and indirect investments in real estate and real estate related assets are generally illiquid. In addition, the real estate securities that we purchase in connection with privately negotiated transactions are not registered under the relevant securities laws, resulting in a prohibition against their transfer, sale, pledge or other disposition except in a transaction that is exempt from the registration requirements of, or is otherwise in accordance with, those laws. In addition, there are no established trading markets for a majority of our investments. As a result, our ability to vary our portfolio in response to changes in economic and other conditions may be limited.

Our securities have historically been valued based primarily on third party quotations, which are subject to significant variability based on the liquidity and price transparency created by market trading activity. The ongoing dislocation in the trading markets has continued to reduce the trading for many real estate securities, resulting in less transparent prices for those securities. Consequently, it is currently more difficult for us to sell many of our assets now that it has been historically because, if we were to sell such assets, we will likely not have access to readily ascertainable market prices when establishing valuations of them. Moreover, currently there is a relatively low market demand for the vast majority of the types of assets that we hold, which may make it extremely difficult to sell assets. If we are required to liquidate all or a portion of our illiquid investments quickly, we may realize significantly less than the amount at which we have previously valued these investments.

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Interest rate fluctuations and shifts in the yield curve may cause losses.

Our primary interest rate exposures relate to our real estate securities, loans, floating rate debt obligations and interest rate swaps. Changes in interest rates, including changes in expected interest rates or “yield curves,” affect our business in a number of ways. Changes in the general level of interest rates can affect our net interest income, which is the difference between the interest income earned on our interest-earning assets and the interest expense incurred in connection with our interest-bearing liabilities and hedges. Changes in the level of interest rates also can affect, among other things, our ability to acquire real estate securities and loans at attractive prices, the value of our real estate securities, loans and derivatives and our ability to realize gains from the sale of such assets. In the past, we have utilized hedging transactions to protect our positions from interest rate fluctuations, but as a result of current market conditions we face significant obstacles to entering into new hedging transactions. As a result, we may not be able to protect new investments from interest rate fluctuations to the same degree as in the past, which could adversely affect our financial condition and results of operations.

In the event of a significant rising interest rate environment and/or economic downturn, loan and collateral defaults may increase and result in credit losses that would adversely affect our liquidity and operating results. Interest rates are highly sensitive to many factors, including governmental monetary and tax policies, domestic and international economic and political conditions, and other factors beyond our control.

Our ability to execute our business strategy, particularly the growth of our investment portfolio, depends to a significant degree on our ability to obtain additional capital. Our financing strategy is dependent on our ability to place the match funded debt we use to finance our investments at rates that provide a positive net spread. If spreads for such liabilities widen or if demand for such liabilities ceases to exist, then our ability to execute future financings will be severely restricted.

Interest rate changes may also impact our net book value as our real estate securities, real estate related loans and hedge derivatives are marked to market each quarter. Debt obligations are not marked to market. Generally, as interest rates increase, the value of our fixed rate securities decreases, which will decrease the book value of our equity.

Furthermore, shifts in the U.S. Treasury yield curve reflecting an increase in interest rates would also affect the yield required on our real estate securities and therefore their value. For example, increasing interest rates would reduce the value of the fixed rate assets we hold at the time because the higher yields required by increased interest rates result in lower market prices on existing fixed rate assets in order to adjust the yield upward to meet the market, and vice versa. This would have similar effects on our real estate securities portfolio and our financial position and operations to a change in interest rates generally.

Our investments in real estate securities and loans are subject to changes in credit spreads, which could adversely affect our ability to realize gains on the sale of such investments.

Real estate securities and loans are subject to changes in credit spreads. Credit spreads measure the yield demanded on securities and loans by the market based on their credit relative to a specific benchmark.

Fixed rate securities and loans are valued based on a market credit spread over the rate payable on fixed rate U.S. Treasuries of like maturity. Floating rate securities and loans are valued based on a market credit spread over LIBOR and are affected similarly by changes in LIBOR spreads. Excessive supply of these securities combined with reduced demand will generally cause the market to require a higher yield on these securities and loans, resulting in the use of a higher, or “wider,” spread over the benchmark rate to value such securities. Under such conditions, the value of our real estate securities and loan portfolios would tend to decline. Conversely, if the spread used to value such securities were to decrease, or “tighten,” the value of our real estate securities portfolio would tend to increase. Such changes in the market value of our real estate securities and loan portfolios may affect our net equity, net income or cash flow directly through their impact on unrealized gains or losses on available for sale securities, and therefore our ability to realize gains on such securities, or indirectly through their impact on our ability to borrow and access capital. During 2008 through the first quarter of 2009, credit spreads widened substantially. This widening of credit spreads caused the net unrealized gains on our securities, loans and derivatives, recorded in accumulated other comprehensive income or retained earnings, and therefore our book value per share, to decrease and resulted in net losses.

In addition, if the value of our loans subject to financing agreements were to decline, it could affect our ability to refinance such loans upon the maturity of the related repurchase agreements. Any credit or spread related losses incurred with respect to our loans would affect us in the same way as similar losses on our real estate securities portfolio as described above.

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Any hedging transactions that we enter into may limit our gains or result in losses.

We have used (and may continue to use, when feasible and appropriate) derivatives to hedge a portion of our interest rate exposure, and this approach has certain risks, including the risk that losses on a hedge position will reduce the cash available for distribution to stockholders and that such losses may exceed the amount invested in such instruments. We have adopted a general policy with respect to the use of derivatives, which generally allows us to use derivatives where appropriate, but does not set forth specific policies and procedures or require that we hedge any specific amount of risk. From time to time, we use derivative instruments, including forwards, futures, swaps and options, in our risk management strategy to limit the effects of changes in interest rates on our operations. A hedge may not be effective in eliminating all of the risks inherent in any particular position. Our profitability may be adversely affected during any period as a result of the use of derivatives.

There are limits to the ability of hedging strategy to protect us completely against interest rate risks. When rates change, we expect the gain or loss on derivatives to be offset by a related but inverse change in the value of the items, generally our liabilities, which we hedge. We cannot assure you, however, that our use of derivatives will offset the risks related to changes in interest rates. We cannot assure you that our hedging strategy and the derivatives that we use will adequately offset the risk of interest rate volatility or that our hedging transactions will not result in losses. In addition, our hedging strategy may limit our flexibility by causing us to refrain from taking certain actions that would be potentially profitable but would cause adverse consequences under the terms of our hedging arrangements.

In managing our hedge instruments, we consider the effect of the expected hedging income on the REIT qualification tests that limit the amount of gross income that a REIT may receive from hedging. The REIT provisions of the Internal Revenue Code limit our ability to hedge. We need to carefully monitor, and may have to limit, our hedging strategy to assure that we do not realize hedging income, or hold hedges having a value, in excess of the amounts which would cause us to fail the REIT gross income and asset tests.

Accounting for derivatives under GAAP is extremely complicated. Any failure by us to account for our derivatives properly in accordance with GAAP in our financial statements could adversely affect our earnings.

Under certain conditions, increases in prepayment rates can adversely affect yields on many of our investments.

The value of the majority of assets in which we invest may be affected by prepayment rates on these assets. Prepayment rates are influenced by changes in current interest rates and a variety of economic, geographic and other factors beyond our control, and consequently, such prepayment rates cannot be predicted with certainty. In periods of declining mortgage interest rates, prepayments on loans generally increase. If general interest rates decline as well, the proceeds of such prepayments received during such periods are likely to be reinvested by us in assets yielding less than the yields on the assets that were prepaid. In addition, the market value of floating rate assets may, because of the risk of prepayment, benefit less than fixed rate assets from declining interest rates. Conversely, in periods of rising interest rates, prepayments on loans generally decrease, in which case we would not have the prepayment proceeds available to invest in assets with higher yields. Under certain interest rate and prepayment scenarios we may fail to recoup fully our cost of acquisition of certain investments.

In addition, when market conditions lead us to increase the portion of our CDO investments that are comprised of floating rate securities, the risk of assets inside our CDOs prepaying increases. Since our CDO financing costs are locked in, reinvestment of such prepayment proceeds at lower yields than the initial investments, as a result of changes in the interest rate or credit spread environment, will result in a decrease of the return on our equity and therefore our net income.

Changes in accounting rules could occur at any time and could impact us in significantly negative ways that we are unable to predict or protect against.

As has been widely publicized, the SEC and other regulatory bodies that establish the accounting rules applicable to us have recently proposed or enacted a wide array of changes to current accounting rules. Moreover, these regulators may propose additional changes in the future of which we are not currently aware. Changes to accounting rules that apply to us could significantly impact our business or our reported financial performance in negative ways that we cannot predict or prepare against. We cannot predict whether any changes to current accounting rules will occur or what impact any codified changes will have on our business, results of operation or financial condition.

Environmental compliance costs and liabilities with respect to our real estate in which we have interests may adversely affect our results of operations.

Our operating costs may be affected by our obligation to pay for the cost of complying with existing environmental laws, ordinances and regulations, as well as the cost of complying with future legislation with respect to the assets, or loans

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secured by assets, with environmental problems that materially impair the value of the assets. Under various federal, state and local environmental laws, ordinances and regulations, a current or previous owner or operator of real property may be liable for the costs of removal or remediation of hazardous or toxic substances on, under, or in such property. Such laws often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of such hazardous or toxic substances. In addition, the presence of hazardous or toxic substances, or the failure to remediate properly, may adversely affect the owner's ability to borrow by using such real property as collateral. Certain environmental laws and common law principles could be used to impose liability for releases of hazardous materials, including asbestos-containing materials, into the environment, and third parties may seek recovery from owners or operators of real properties for personal injury associated with exposure to released asbestos-containing materials or other hazardous materials. Environmental laws may also impose restrictions on the manner in which a property may be used or transferred or in which businesses it may be operated, and these restrictions may require expenditures. In connection with the direct or indirect ownership and operation of properties, we may be potentially liable for any such costs. The cost of defending against claims of liability or remediating contaminated property and the cost of complying with environmental laws could adversely affect our results of operations and financial condition.

Risks Relating to Our REIT Status and Other Matters

Our failure to qualify as a REIT would result in higher taxes and reduced cash available for distribution to our stockholders.

We operate in a manner intended to qualify as a REIT for federal income tax purposes. Our ability to satisfy the asset tests depends upon our analysis of the fair market values of our assets, some of which are not susceptible to a precise determination, and for which we will not obtain independent appraisals. Our compliance with the REIT income and quarterly asset requirements also depends upon our ability to successfully manage the composition of our income and assets on an ongoing basis. Moreover, the proper classification of an instrument as debt or equity for federal income tax purposes, and the tax treatment of participation interests that we hold in mortgage loans and mezzanine loans, may be uncertain in some circumstances, which could affect the application of the REIT qualification requirements. Accordingly, there can be no assurance that the IRS will not contend that our interests in subsidiaries or other issuers will not cause a violation of the REIT requirements.

If we were to fail to qualify as a REIT in any taxable year, we would be subject to federal income tax, including any applicable alternative minimum tax, on our taxable income at regular corporate rates, and distributions to stockholders would not be deductible by us in computing our taxable income. Any such corporate tax liability could be substantial and would reduce the amount of cash available for distribution to our stockholders, which in turn could have an adverse impact on the value of, and trading prices for, our stock. Unless entitled to relief under certain Internal Revenue Code provisions, we also would be disqualified from taxation as a REIT for the four taxable years following the year during which we ceased to qualify as a REIT.

Our failure to qualify as a REIT would create issues under a number of our financings and other agreements and would cause our common and preferred stock to be delisted from the NYSE.

Our failure to qualify as a REIT would create issues under a number of our financing and other agreements. In addition, the New York Stock Exchange requires, as a condition to the continued listing of our common and preferred shares, that we maintain our REIT status. Consequently, if we fail to maintain our REIT status, our common and preferred shares would promptly be delisted from the NYSE, which would decrease the trading activity of such shares. This could make it difficult to sell shares and could cause the market volume of the shares trading to decline.

If Newcastle was delisted as a result of losing its REIT status and desired to relist its shares on the NYSE, the Company would have to reapply to the NYSE to be listed as a domestic corporation. As the NYSE's listing standards for REITs are less onerous than its standards for domestic corporations, it would be more difficult for the Company to become a listed company under these heightened standards. Given current conditions, Newcastle may not be able to satisfy the NYSE's listing standards for a domestic corporation. As a result, if it were delisted from the NYSE, it may not be able to relist as a domestic corporation, and thus the Company's common and preferred shares could not trade on the NYSE.

The failure of assets subject to repurchase agreements to qualify as real estate assets could adversely affect our ability to qualify as a REIT.

We may enter into financing arrangements that are structured as sale and repurchase agreements pursuant to which we would nominally sell certain of our assets to a counterparty and simultaneously enter into an agreement to repurchase these assets at a later date in exchange for a purchase price. Economically, these agreements are financings which are secured by the assets sold pursuant thereto. We believe that, for purposes of the REIT asset and income tests, we should be treated as the owner of the assets that are the subject of any such sale and repurchase agreement, notwithstanding those agreements

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may transfer record ownership of the assets to the counterparty during the term of the agreement. It is possible, however, that the IRS could assert that we did not own the assets during the term of the sale and repurchase agreement, in which case we could fail to qualify as a REIT.

Dividends payable by REITs do not qualify for the reduced tax rates.

Tax law changes in 2010 extended the 2003 reduction of the maximum tax rate for dividends payable to individuals from 35% to 15% through 2012. Dividends payable by REITs, however, are generally not eligible for the reduced rates. Although this legislation does not adversely affect the taxation of REITs or dividends paid by REITs, the more favorable rates applicable to regular corporate dividends could cause investors who are individuals, trusts and estates to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the stock of REITs, including our common stock. In addition, the relative attractiveness of real estate in general may be adversely affected by the newly favorable tax treatment given to corporate dividends, which could affect the value of our real estate assets negatively.

REIT distribution requirements could adversely affect our liquidity and our ability to execute our business plan.

We generally must distribute annually at least 90% of our net taxable income, excluding any net capital gain, in order for corporate income tax not to apply to earnings that we distribute. We intend to make distributions to our stockholders to comply with the requirements of the Internal Revenue Code. However, differences in timing between the recognition of taxable income and the actual receipt of cash could require us to sell assets or borrow funds on a short-term or long-term basis to meet the 90% distribution requirement of the Internal Revenue Code. Certain of our assets may generate substantial mismatches between taxable income and available cash. As a result, the requirement to distribute a substantial portion of our net taxable income could cause us to: (i) sell assets in adverse market conditions, (ii) borrow on unfavorable terms or (iii) distribute amounts that would otherwise be invested in future acquisitions, capital expenditures or repayment of debt, in order to comply with REIT requirements. Further, amounts distributed will not be available to fund investment activities. If we fail to obtain debt or equity capital in the future, it could limit our ability to satisfy our liquidity needs, which could adversely affect the value of our common stock.

As of December 31, 2009, we had a loss carryforward, inclusive of net operating loss and capital loss, of approximately \$908 million. The net operating loss carryforward and capital loss carryforward can generally be used to offset future ordinary taxable income and capital gain, for up to 20 years and 5 years, respectively. As a result, we do not expect that there will be any REIT distribution requirements for the year ended December 31, 2010.

We may be required to report taxable income for certain investments in excess of the economic income we ultimately realize from them.

We may acquire debt instruments in the secondary market for less than their face amount. The amount of such discount will generally be treated as "market discount" for U.S. federal income tax purposes. Accrued market discount is generally recognized as taxable income over our holding period in the instrument in advance of the receipt of cash. If we collect less on the debt instrument than our purchase price plus the market discount we had previously reported as income, we may not be able to benefit from any offsetting loss deductions.

In addition, we may acquire debt investments that are subsequently modified by agreement with the borrower. If the amendments to the outstanding debt are "significant modifications" under the applicable Treasury regulations, the modified debt may be considered to have been reissued to us in a debt-for-debt exchange with the borrower. In that event, we may be required to recognize taxable gain to the extent the principal amount of the modified debt exceeds our adjusted tax basis in the unmodified debt, even if the value of the debt or the payment expectations have not changed. Following such a taxable modification, we would hold the modified loan with a cost basis equal to its principal amount for U.S. federal tax purposes.

Moreover, in the event that any debt instruments acquired by us are delinquent as to mandatory principal and interest payments, or in the event payments with respect to a particular debt instrument are not made when due, we may nonetheless be required to continue to recognize the unpaid interest as taxable income. Similarly, we may be required to accrue interest income with respect to subordinate mortgage-backed securities at the stated rate regardless of whether corresponding cash payments are received.

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The IRS tax rules regarding recognizing capital losses and ordinary income for our non-recourse financings, coupled with current REIT distribution requirements, could result in our recognizing significant taxable net income without receiving an equivalent amount of cash proceeds from which to make required distributions. This disconnect could have a serious, negative affect on us.

We may experience issues regarding the characterization of income for tax purposes. For example, we may recognize significant ordinary income, which we would not be able to offset with capital losses, which could, in turn, increase the amount of income we would be required to distribute to shareholders in order to maintain our REIT status. This disconnect could occur in the case of one or more of our non-recourse financing structures, including off balance sheet structures such as our subprime securitizations and non-consolidated CDOs, where we incur capital losses on the related assets, and ordinary income from the cancellation of the related non-recourse financing if the ultimate proceeds from the assets are insufficient to repay such debt. Through March 31, 2011, no such cancellation of CDO debt has been effected as a result of losses incurred. In the case of our subprime securitizations, \$5.5 million of such cancellations had been effected through March 31, 2011 and we expect such cancellations will continue as losses are realized. This disconnect could also occur as a result of the repurchase of our outstanding debt at a discount as the gain recorded upon the cancellation of indebtedness is characterized as ordinary income for tax purposes. We have repurchased our debt at a discount in the past, and we intend to attempt to do so in the future. During 2009, we repurchased \$246.7 million face amount of our outstanding CDO debt at a discount, and recorded \$215.3 million of gain. During 2010, we purchased \$483.7 million face amount of our outstanding CDO debt at a discount, and recorded \$265.7 million of gain. In compliance with current tax laws, we have the ability to defer the ordinary income recorded as a result of the cancellation of indebtedness to future years and have deferred or intend to defer all or a portion of such gain for 2009 and 2010. While such deferral may postpone the effect of the disconnect in the ability to offset taxable income and losses, it does not eliminate it. Furthermore, cancellation of indebtedness income recognized on or after January 1, 2011 cannot be deferred and must generally be recognized as ordinary income in the year of such cancellation. During the three months ended March 31, 2011, we repurchased \$27.1 million face amount of our outstanding CDO debt at a discount and recorded \$25.5 million of gain for tax purposes (of which only \$11.0 million gain relating to \$12.1 million face amount of debt repurchased was recognized for GAAP purposes). The elimination of the ability to defer the recognition of cancellation of indebtedness income introduces additional tax implications that may significantly reduce the economic benefit of repurchasing our outstanding CDO debt.

If we experienced any of these disconnects, we may not have sufficient cashflow to make the distributions necessary to satisfy our REIT distribution requirements, which would cause us to lose our REIT status and thereby materially negatively impact our business, financial condition and potentially impair our ability to continue operating in the future. Under current market conditions, this type of disconnect between taxable income and cash proceeds would be likely to occur at some point in the future if the current regulations that create the disconnect are not revised, but we cannot predict at this time when such a disconnect may occur.

We may be unable to generate sufficient revenue from operations to pay our operating expenses and to pay distributions to our stockholders.

As a REIT, we are generally required to distribute at least 90% of our REIT taxable income (determined without regard to the dividends paid deduction and not including net capital losses) each year to our stockholders. To qualify for the tax benefits accorded to REITs, we intend to make distributions to our stockholders in amounts such that we distribute all or substantially all our net taxable income each year, subject to certain adjustments. However, our ability to make distributions may be adversely affected by the risk factors described herein, particularly in light of current market conditions. In the event of a continued downturn in our operating results and financial performance relative to previous periods or continued declines in the value of our asset portfolio, we may be unable to declare or pay quarterly distributions or make distributions to our stockholders, and we may elect to comply with our REIT distribution requirements by, after completing various procedural steps, distributing, under certain circumstances, up to 90% of the required amount in the form of common shares in lieu of cash. The timing and amount of distributions are in the sole discretion of our board of directors, which considers, among other factors, our earnings, financial condition, debt service obligations and applicable debt covenants, REIT qualification requirements and other tax considerations and capital expenditure requirements as our board may deem relevant from time to time.

The stock ownership limit imposed by the Internal Revenue Code for REITs and our charter may inhibit market activity in our stock and restrict our business combination opportunities.

In order for us to maintain our qualification as a REIT under the Internal Revenue Code, not more than 50% in value of our outstanding stock may be owned, directly or indirectly, by five or fewer individuals (as defined in the Internal Revenue Code to include certain entities) at any time during the last half of each taxable year after our first year. Our charter, with certain exceptions, authorizes our board of directors to take the actions that are necessary and desirable to preserve our qualification as a REIT. Unless exempted by our board of directors, no person may own more than 8% of the aggregate value of our outstanding capital stock, treating classes and series of our stock in the aggregate, or more than 25% of the

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outstanding shares of our Series B Preferred Stock, Series C Preferred Stock or our Series D Preferred Stock. Our board may grant an exemption in its sole discretion, subject to such conditions, representations and undertakings as it may determine in its sole discretion. These ownership limits could delay or prevent a transaction or a change in our control that might involve a premium price for our common stock or otherwise be in the best interest of our stockholders. Our board has granted limited exemptions to an affiliate of our manager, a third party group of funds managed by Cohen & Steers, and certain affiliates of these entities.

Even if we remain qualified as a REIT, we may face other tax liabilities that reduce our cash flow.

Even if we remain qualified for taxation as a REIT, we may be subject to certain federal, state and local taxes on our income and assets, including taxes on any undistributed income, tax on income from some activities conducted as a result of a foreclosure, and state or local income, property and transfer taxes, such as mortgage recording taxes. Moreover, if a REIT distributes less than 85% of its taxable income to its stockholders during any calendar year (including any distributions declared by the last day of the calendar year but paid in the subsequent year), then it is required to pay an excise tax on 4% of any shortfall between the required 85% and the amount that was actually distributed. Any of these taxes would decrease cash available for distribution to our stockholders. In addition, in order to meet the REIT qualification requirements, or to avert the imposition of a 100% tax that applies to certain gains derived by a REIT from dealer property or inventory, we may hold some of our assets through taxable REIT subsidiaries. Such subsidiaries will be subject to corporate level income tax at regular rates.

Complying with REIT requirements may cause us to forego otherwise attractive opportunities.

To qualify as a REIT for federal income tax purposes, we must continually satisfy tests concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts we distribute to our stockholders and the ownership of our stock. We also may be required to make distributions to stockholders at disadvantageous times or when we do not have funds readily available for distribution. Thus, compliance with the REIT requirements may hinder our ability to make certain attractive investments.

Complying with REIT requirements may limit our ability to hedge effectively.

The existing REIT provisions of the Internal Revenue Code may substantially limit our ability to hedge our operations because a significant amount of the income from those hedging transactions is likely to be treated as non-qualifying income for purposes of both REIT gross income tests. In addition, we must limit our aggregate income from non-qualified hedging transactions, from our provision of services and from other non-qualifying sources, to less than 5% of our annual gross income (determined without regard to gross income from qualified hedging transactions). As a result, we may have to limit our use of certain hedging techniques or implement those hedges through total return swaps. This could result in greater risks associated with changes in interest rates than we would otherwise want to incur or could increase the cost of our hedging activities. If we fail to comply with these limitations, we could lose our REIT qualification for U.S. federal income tax purposes, unless our failure was due to reasonable cause and not due to willful neglect, and we meet certain other technical requirements. Even if our failure was due to reasonable cause, we might incur a penalty tax.

The “taxable mortgage pool” rules may increase the taxes that we or our stockholders may incur, and may limit the manner in which we effect future securitizations.

Certain of our securitizations have resulted in the creation of taxable mortgage pools for federal income tax purposes. As a REIT, so long as we own 100% of the equity interests in a taxable mortgage pool, we would generally not be adversely affected by the characterization of the securitization as a taxable mortgage pool. Certain categories of stockholders, however, such as foreign stockholders eligible for treaty or other benefits, stockholders with net operating losses, and certain tax-exempt stockholders that are subject to unrelated business income tax, could be subject to increased taxes on a portion of their dividend income from us that is attributable to the taxable mortgage pool. In addition, to the extent that our stock is owned by tax-exempt “disqualified organizations,” such as certain government-related entities and charitable remainder trusts that are not subject to tax on unrelated business income, we may incur a corporate level tax on a portion of our income from the taxable mortgage pool. In that case, we may reduce the amount of our distributions to any disqualified organization whose stock ownership gave rise to the tax.

Maintenance of our Investment Company Act exemption imposes limits on our operations.

We conduct our operations so as not to become regulated as an investment company under the Investment Company Act of 1940, as amended. We believe that there are a number of exemptions under the Investment Company Act that may be applicable to us. The assets that we may acquire, therefore, are limited by the provisions of the Investment Company Act and the rules and regulations promulgated under the Investment Company Act. In addition, we could, among other things, be required either (a) to change the manner in which we conduct our operations to avoid being required to register as an

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investment company or (b) to register as an investment company, either of which could adversely affect us and the market price for our stock.

ERISA may restrict investments by plans in our common stock.

A plan fiduciary considering an investment in our common stock should consider, among other things, whether such an investment is consistent with the fiduciary obligations under ERISA, including whether such investment might constitute or give rise to a prohibited transaction under ERISA, the Internal Revenue Code or any substantially similar federal, state or local law and, if so, whether an exemption from such prohibited transaction rules is available.

Maryland takeover statutes may prevent a change of our control. This could depress our stock price.

Under Maryland law, “business combinations” between a Maryland corporation and an interested stockholder or an affiliate of an interested stockholder are prohibited for five years after the most recent date on which the interested stockholder becomes an interested stockholder. These business combinations include certain mergers, consolidations, share exchanges, or, in circumstances specified in the statute, an asset transfer or issuance or reclassification of equity securities or a liquidation or dissolution. An interested stockholder is defined as:

- any person who beneficially owns 10% or more of the voting power of the corporation’s outstanding shares; or
- an affiliate or associate of a corporation who, at any time within the two-year period prior to the date in question, was the beneficial owner of 10% or more of the voting power of the then outstanding stock of the corporation.

A person is not an interested stockholder under the statute if the board of directors approved in advance the transaction by which he or she otherwise would have become an interested stockholder.

After the five-year prohibition, any business combination between the Maryland corporation and an interested stockholder generally must be recommended by the board of directors of the corporation and approved by the affirmative vote of at least:

- 80% of the votes entitled to be cast by holders of outstanding shares of voting stock of the corporation voting together as a single group; and
- two-thirds of the votes entitled to be cast by holders of voting stock of the corporation other than shares held by the interested stockholder with whom or with whose affiliate the business combination is to be effected or held by an affiliate or associate of the interested stockholder voting together as a single voting group.

The business combination statute may discourage others from trying to acquire control of us and increase the difficulty of consummating any offer, including potential acquisitions that might involve a premium price for our common stock or otherwise be in the best interest of our stockholders.

Our authorized, but unissued common and preferred stock may prevent a change in our control.

Our charter authorizes us to issue additional authorized but unissued shares of our common stock or preferred stock. In addition, our board of directors may classify or reclassify any unissued shares of common stock or preferred stock and may set the preferences, rights and other terms of the classified or reclassified shares. As a result, our board may establish a series of preferred stock that could delay or prevent a transaction or a change in control that might involve a premium price for our common stock or otherwise be in the best interest of our stockholders.

Our stockholder rights plan could inhibit a change in our control.

We have adopted a stockholder rights agreement. Under the terms of the rights agreement, in general, if a person or group acquires more than 15% of the outstanding shares of our common stock, all of our other common stockholders will have the right to purchase securities from us at a discount to such securities’ fair market value, thus causing substantial dilution to the acquiring person. The rights agreement may have the effect of inhibiting or impeding a change in control not approved by our board of directors and, therefore, could adversely affect our stockholders’ ability to realize a premium over the then-prevailing market price for our common stock in connection with such a transaction. In addition, since our board of directors can prevent the rights agreement from operating, in the event our board approves of an acquiring person, the rights agreement gives our board of directors significant discretion over whether a potential acquirer’s efforts to acquire a large interest in us will be successful. Because the rights agreement contains provisions that are designed to assure that the executive officers, our manager and its affiliates will never, alone, be considered a group that is an acquiring person, the rights agreement provides the executive officers, our manager and its affiliates with certain advantages under the rights agreement that are not available to other stockholders.

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Our staggered board and other provisions of our charter and bylaws may prevent a change in our control.

Our board of directors is divided into three classes of directors. Directors of each class are chosen for three-year terms upon the expiration of their current terms, and each year one class of directors is elected by the stockholders. The staggered terms of our directors may reduce the possibility of a tender offer or an attempt at a change in control, even though a tender offer or change in control might be in the best interest of our stockholders. In addition, our charter and bylaws also contain other provisions that may delay or prevent a transaction or a change in control that might involve a premium price for our common stock or otherwise be in the best interest of our stockholders.

Risks Related to Our Common Shares

Our share price has fluctuated meaningfully, particularly on a percentage basis, and may fluctuate meaningfully in the future. Accordingly, you may not be able to resell your shares at or above the price at which you purchased them.

The trading price of our common shares has fluctuated significantly over the last three years. Moreover, future share price fluctuations could likely be subject to similarly wide price fluctuations in the future in response to various factors, including:

- market conditions in the broader stock market in general, or in the REIT or real estate industry in particular;
- market perception of our current and projected financial condition, potential growth, future earnings and future cash dividends;
- announcements we make regarding dividends;
- actual or anticipated fluctuations in our quarterly financial and operating results;
- market perception or media coverage of our manager or its affiliates;
- actions by rating agencies;
- short sales of our common stock;
- issuance of new or changed securities analysts' reports or recommendations;
- media coverage of us, other REITs or the outlook of the real estate industry;
- major reductions in trading volumes on the exchanges on which we operate;
- credit deterioration within our portfolio;
- legislative or regulatory developments, including changes in the status of our regulatory approvals or licenses; and
- litigation and governmental investigations.

These and other factors may cause the market price and demand for our common shares to fluctuate substantially, which may negatively affect the price or liquidity of our common shares. Moreover, the recent market conditions have negatively impacted our share price and may do so in the future. When the market price of a stock has been volatile or has decreased significantly in the past, holders of that stock have, at times, instituted securities class action litigation against the company that issued the stock. If any of our shareholders brought a lawsuit against us, we could incur substantial costs defending, settling or paying any resulting judgments related to the lawsuit. Such a lawsuit could also divert the time and attention of our management from our business and hurt our share price.

We may be unable – or elect not – to pay dividends on our common or preferred shares in the future, which would negatively impact our business in a number of ways and decrease the price of our common and preferred shares.

We have not paid dividends on our common stock since the third fiscal quarter of 2008. While we are required to make distributions in order to maintain our REIT status (as described above under “–We may be unable to generate sufficient revenue from operations to pay our operating expenses and to pay distributions to our stockholders”), we may elect not to maintain our REIT status, in which case we would no longer be required to make such distributions. Moreover, even if we do elect to maintain our REIT status, we may elect to comply with the applicable requirements by, after completing various procedural steps, distributing, under certain circumstances, up to 90% of the required amount in the form of common shares in lieu of cash. If we elect not to maintain our REIT status or to satisfy any required distributions in common shares in lieu of cash, such action could negatively affect our business and financial condition as well as the price of both our common and preferred shares. No assurance can be given that we will pay any dividends on our common shares in the future.

To the extent we have unpaid accrued dividends on our preferred shares, we cannot pay any dividends on our common shares, pay any consideration to repurchase or otherwise acquire shares of our common stock or redeem any shares of any series of our preferred stock without redeeming all of our outstanding preferred shares in accordance with the governing documentation. Consequently, the failure to pay dividends on our preferred shares restricts the actions that we may take with respect to our common shares and preferred shares. Moreover, if we do not pay dividends on any series of preferred

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stock for six or more periods, then holders of each affected series obtain the right to call a special meeting and elect two members to our board of directors. We cannot predict whether the holders of our preferred stock would take such action or, if taken, how long the process would take or what impact the two new directors on our board of directors would have on our company (other than increasing our director compensation costs). However, the election of additional directors would affect the composition of our board of directors and, thus, could affect the management of our business.

We may in the future choose to pay dividends in our own stock, in which case you may be required to pay income taxes in excess of the cash dividends you receive.

We may in the future distribute taxable dividends that are payable in cash and shares of our common stock at the election of each stockholder. Under IRS Revenue Procedure 2010-12, up to 90% of any such taxable dividend for 2011 could be payable in our stock. Taxable stockholders receiving such dividends will be required to include the full amount of the dividend as ordinary income to the extent of our current and accumulated earnings and profits for U.S. federal income tax purposes. As a result, stockholders may be required to pay income taxes with respect to such dividends in excess of the cash dividends received. If a U.S. stockholder sells the stock that it receives as a dividend in order to pay this tax, the sales proceeds may be less than the amount included in income with respect to the dividend, depending on the market price of our stock at the time of the sale. Furthermore, with respect to certain non-U.S. stockholders, we may be required to withhold U.S. tax with respect to such dividends, including in respect of all or a portion of such dividend that is payable in stock. In addition, if a significant number of our stockholders determine to sell shares of our common stock in order to pay taxes owed on dividends, it may put downward pressure on the trading price of our common stock.

Further, while Revenue Procedure 2010-12 applies only to taxable dividends payable in cash or stock with respect to any taxable year ending on or before December 31, 2011, it is unclear whether and to what extent we will be able to pay taxable dividends in cash and stock in later years. Moreover, various aspects of such a taxable cash/stock dividend are uncertain and have not yet been addressed by the IRS. No assurance can be given that the IRS will not impose additional requirements in the future with respect to taxable cash/stock dividends, including on a retroactive basis, or assert that the requirements for such taxable cash/stock dividends have not been met.

Shares eligible for future sale may adversely affect our common stock price.

Sales of our common stock or other securities in the public or private market, or the perception that these sales may occur, could cause the market price of our common stock to decline. This could also impair our ability to raise additional capital through the sale of our equity securities. Under our certificate of incorporation, we are authorized to issue up to 500,000,000 shares of common stock, of which 79,277,184 shares of common stock were outstanding as of March 31, 2011. We cannot predict the size of future issuances of our common stock or other securities or the effect, if any, that future sales and issuances would have on the market price of our common stock.

An increase in market interest rates may have an adverse effect on the market price of our common stock.

One of the factors that investors may consider in deciding whether to buy or sell shares of our common stock is our distribution rate as a percentage of our share price relative to market interest rates. If the market price of our common stock is based primarily on the earnings and return that we derive from our investments and income with respect to our investments and our related distributions to stockholders, and not from the market value of the investments themselves, then interest rate fluctuations and capital market conditions will likely affect the market price of our common stock. For instance, if market interest rates rise without an increase in our distribution rate, the market price of our common stock could decrease as potential investors may require a higher distribution yield on our common stock or seek other securities paying higher distributions or interest. In addition, rising interest rates would result in increased interest expense on our variable rate debt, thereby adversely affecting cash flow and our ability to service our indebtedness and pay distributions.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults upon Senior Securities

None.

Item 4. Reserved

Item 5. Other Information

None.

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Item 6. Exhibits

- 3.1 Articles of Amendment and Restatement (incorporated by reference to the Registrant's Registration Statement on Form S-11 (File No. 333-90578), Exhibit 3.1).
- 3.2 Articles Supplementary Relating to the Series B Preferred Stock (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the period ended March 31, 2003, Exhibit 3.3).
- 3.3 Articles Supplementary Relating to the Series C Preferred Stock (incorporated by reference to the Registrant's Report on Form 8-K, Exhibit 3.3, filed on October 25, 2005).
- 3.4 Articles Supplementary Relating to the Series D Preferred Stock (incorporated by reference to the Registrant's Report on Form 8-A, Exhibit 3.1, filed on March 14, 2007).
- 3.5 Amended and Restated By-laws (incorporated by reference to the Registrant's Registration Statement on Form 8-K, Exhibit 3.1, filed on May 5, 2006).
- 4.1 Rights Agreement between the Registrant and American Stock Transfer and Trust Company, as Rights Agent, dated October 16, 2002 (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the period ended September 30, 2002, Exhibit 4.1).
- 4.2 Junior Subordinated Indenture between Newcastle Investment Corp. and The Bank of New York Mellon Trust Company, National Association, dated April 30, 2009 (incorporated by reference to the Registrant's Report on Form 8-K, Exhibit 4.1, filed on May 4, 2009).
- 4.3 Pledge and Security Agreement between Newcastle Investment Corp. and The Bank of New York Mellon Trust Company, National Association, as trustee, dated April 30, 2009 (incorporated by reference to the Registrant's Report on Form 8-K, Exhibit 4.2, filed on May 4, 2009).
- 4.4 Pledge, Security Agreement and Account Control Agreement among Newcastle Investment Corp., NIC TP LLC, as pledgor, and The Bank of New York Mellon Trust Company, National Association, as bank and trustee, dated April 30, 2009 (incorporated by reference to the Registrant's Report on Form 8-K, Exhibit 4.3, filed on May 4, 2009).
- 10.1 Amended and Restated Management and Advisory Agreement by and among the Registrant and Fortress Investment Group LLC, dated June 23, 2003 (incorporated by reference to the Registrant's Registration Statement on Form S-11 (File No. 333-106135), Exhibit 10.1).
- 10.2 Newcastle Investment Corp. Nonqualified Stock Option and Incentive Award Plan Amended and Restated Effective as of February 11, 2004 (incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2005, Exhibit 10.2).
- 10.3 Exchange Agreement between Newcastle Investment Corp. and Taberna Preferred Funding IV, Ltd., Taberna Preferred Funding V, Ltd., Taberna Preferred Funding VI, Ltd. and Taberna Preferred Funding VII, Ltd., dated April 30, 2009 (incorporated by reference to the Registrant's Report on Form 8-K, Exhibit 10.1, filed on May 4, 2009).
- 10.4 Exchange Agreement, dated as of January 29, 2010, by and among Newcastle Investment Corp., Taberna Capital Management, LLC, Taberna Preferred Funding IV, Ltd., Taberna Preferred Funding V, Ltd., Taberna Preferred Funding VI, Ltd. and Taberna Preferred Funding VII, Ltd. (incorporated by reference to the Registrant's Report on Form 8-K, Exhibit 10.1, filed on February 2, 2010).
- 21.1 Subsidiaries of the Registrant (incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2010, Exhibit 21.1)
- 31.1 Certification of Chief Executive Officer as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized:

NEWCASTLE INVESTMENT CORP.

May 6, 2011

By: /s/ Kenneth M. Riis
Kenneth M. Riis
Chief Executive Officer and President

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Brian C. Sigman
Brian C. Sigman
Chief Financial Officer and Principal Accounting Officer

May 6, 2011

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Kenneth M. Riis, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Newcastle Investment Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

May 6, 2011
(Date)

/s/ Kenneth M. Riis
Kenneth M. Riis
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Brian C. Sigman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Newcastle Investment Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

May 6, 2011
(Date)

/s/ Brian C. Sigman
Brian C. Sigman
Chief Financial Officer

EXHIBIT 32.1

**CERTIFICATION OF CEO PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Newcastle Investment Corp. (the "Company") for the quarterly period ended March 31, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Kenneth M. Riis, as Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Kenneth M. Riis

Kenneth M. Riis
Chief Executive Officer
May 6, 2011

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.2

**CERTIFICATION OF CFO PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Newcastle Investment Corp. (the "Company") for the quarterly period ended March 31, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Brian C. Sigman, as Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Brian C. Sigman

Brian C. Sigman
Chief Financial Officer
May 6, 2011

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

End of Filing