

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

September 27, 2010

Mr. Kenneth M. Riis Chief Executive Officer and President Newcastle Investment Corp. 1345 Avenue of the Americas New York, NY 10105

**Re:** Newcastle Investment Corp.

Form 10-K for the Year Ended December 31, 2009

Schedule 14A Filed April 21, 2010

File No. 1-31458

Dear Mr. Riis:

We have completed our review of your Form 10-K and related filings and have no further comments at this time.

Sincerely,

Daniel L. Gordon Branch Chief