# DRIVE SHACK INC.

# Newcastle Announces Tax Basis of New Media Distribution

NEW YORK--(BUSINESS WIRE)-- As previously disclosed, on February 14, 2014, Newcastle Investment Corp. (NYSE:NCT, "Newcastle" or the "Company") completed the spin-off of New Media Investment Group Inc. (NYSE: NEWM, "New Media") by distributing shares of New Media common stock to the holders of Newcastle common stock as of the spin-off record date ("Record Holders"), which was February 6, 2014. If you were not a Record Holder, the following information might not be applicable to you or your shares.

### Tax Basis of Distributed New Media Stock

For U.S. federal income tax purposes, Newcastle intends to report its distribution of shares of New Media common stock (the "Distributed Shares") as a taxable distribution equal to the fair market value of the Distributed Shares received in the distribution. The fair market value of the New Media common stock will be **\$12.30 per share**. For U.S. federal income tax purposes, this amount will also be Record Holders' adjusted tax basis in each Distributed Share.

# Impact of Distribution on Newcastle Stockholders

For U.S. federal income tax purposes, Newcastle's distributions (including cash dividends and stock distributions) in any year are treated as taxable dividends to the extent of its current and accumulated earnings and profits ("E&P") for that year. The Distributed Shares are considered a stock distribution in the amount of \$0.89 per Newcastle share, which is calculated by multiplying the fair market value of \$12.30 per New Media share by the spin-off conversion ratio of 0.07219481485. The taxability of the stock distribution of the Distributed Shares will be determined in the context of all of Newcastle's 2014 E&P and distributions, which will not be known until early 2015.

The above summary does not constitute tax advice. It does not purport to be complete or to describe the tax consequences that may apply to particular categories of stockholders. Each Newcastle stockholder should consult a personal tax advisor regarding the calculation of tax basis and the tax consequences of any distribution. For more information, please refer to New Media's registration statement on Form S-1, as filed with the Securities and Exchange Commission on February 12, 2014.

### **ABOUT NEWCASTLE**

The Company focuses on investing in, and actively managing, real estate related assets and primarily invests in: (1) Senior Housing Assets and (2) Real Estate & Other Debt, in addition to other opportunistic investments. The Company conducts its operations to qualify as a real estate investment trust ("REIT") for federal income tax purposes. The Company is managed by an affiliate of Fortress Investment Group LLC, a global investment management firm.

## FORWARD-LOOKING STATEMENTS

Certain items in this press release may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations and beliefs and are subject to a number of trends and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements, many of which are beyond our control. Newcastle can give no assurance that any expectations will be attained. Accordingly, you should not place undue reliance on any forward-looking statements contained in this press release. For a discussion of some of the risks and important factors that could affect such forward-looking statements, see the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operation" incorporated by reference in the Company's Annual Report on Form 10-K or Quarterly Report on Form 10-Q. In addition, new risks and uncertainties emerge from time to time, and it is not possible for the Company to predict or assess the impact of every factor that may cause its actual results to differ from those contained in any forward-looking statements. Such forward-looking statements speak only as of the date of this press release. Newcastle expressly disclaims any obligation to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or change in events, conditions or circumstances on which any statement is based.

Newcastle Investment Corp. Investor Relations, 212-479-3195

Source: Newcastle Investment Corp.