Nationstar Mortgage Holdings Inc. Form SC 13G February 14, 2013

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# SCHEDULE 13G\*

Under the Securities Exchange Act of 1934

Nationstar Mortgage Holdings Inc. (Name of Issuer)

Common Stock, par value \$0.01 per share (Titles of Class of Securities)

### 63861C109 (CUSIP Number)

#### December 31, 2012 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

o Rule 13d-1(b) o Rule 13d-1(c) xRule 13d-1(d)

(Continued on following pages)

(Page 1 of 31 Pages)

\* The remainder of this cover page shall be filled out of a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| CUSIP No: 63861   | C109  | 13G                  | Page 2 of 31 Pages |
|---|---|----------------------|--------------------|
|   | REPORTING PERSONS<br>FIFICATION NO. OF ABC  | OVE PERSONS (ENTITIE | ES ONLY)           |
|   | estment Group LLC<br>E APPROPRIATE BOX IF<br>NLY  | A MEMBER OF A GRO    | UP                 |
| 4. CITIZENSH<br>Delaware  | IP OR PLACE OF ORGAN  |                      |                    |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | SOLE VOTING POW<br>5.<br>- 0 -<br>SHARED VOTING F<br>6.<br>68,104,736**<br>SOLE DISPOSITIVE<br>7.<br>- 0 -<br>SHARED DISPOSIT<br>8. | POWER<br>E POWER     |                    |

- 68,104,736\*\*
- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0

#### 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

75.3%\*

12. TYPE OF REPORTING PERSON

00

\*The calculation is based on a total of 90,409,425 shares of Common Stock (as defined below) of the Issuer (as defined below) outstanding as of November 2, 2012, as reported in the quarterly report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission (the "Commission") on November 6, 2012.

\*\* Solely in its capacity as the holder of all issued and outstanding shares of FIG Corp.

| CUSIP No: 63861   | C109  | 13G                    | Page 3 of 31 Pages |
|---|---|------------------------|--------------------|
|   | REPORTING PERSONS<br>TIFICATION NO. OF ABOVE PH   | ERSONS (ENTITIES ONLY) |                    |
| FIG Corp.<br>2. CHECK TH<br>(a) o<br>(b) o<br>3. SEC USE O                          | E APPROPRIATE BOX IF A ME<br>NLY  | MBER OF A GROUP        |                    |
|   | IIP OR PLACE OF ORGANIZAT   | ION                    |                    |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | <ul> <li>SOLE VOTING POWER</li> <li>- 0 -</li> <li>SHARED VOTING POWER</li> <li>68,104,736**</li> <li>SOLE DISPOSITIVE POWER</li> <li>- 0 -</li> <li>SHARED DISPOSITIVE PO</li> <li>68,104,736**</li> </ul> | ER                     |                    |
| 9. AGGREGA'<br>68,104,736*  | TE AMOUNT BENEFICIALLY C  | WNED BY EACH REPORTING | 3 PERSON           |

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0

# 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

75.3%\*

12. TYPE OF REPORTING PERSON

CO

\*The calculation is based on a total of 90,409,425 shares of Common Stock of the Issuer outstanding as of November 2, 2012, as reported in the quarterly report on Form 10-Q filed by the Issuer with the Commission on November 6, 2012 \*\*

Solely in its capacity as the general partner of Fortress Operationg Entity I LP.

| CUSIP No:   | 63861C                         | c109   | 9 13G  | Page 4 of 31 Pages |
|---|--------------------------------|--|--|--------------------|
|   |                                |  | PORTING PERSONS<br>CATION NO. OF ABOVE PERSONS (ENTITIES ONLY)   |                    |
| <ol> <li>CHEO</li> <li>(a) o</li> <li>(b) o</li> </ol>                  | •                              | AF   | ng Entity I LP<br>PPROPRIATE BOX IF A MEMBER OF A GROUP  |                    |
| 4. CITIZ<br>Delay   |                                | ΡO   | OR PLACE OF ORGANIZATION   |                    |
| NUMBER<br>SHARES<br>BENEFICI<br>OWNED B<br>EACH<br>REPORTIN<br>PERSON V | OF<br>ALLY<br>SY<br>NG<br>WITH | <ol> <li>5.</li> <li>6.</li> <li>7.</li> <li>8.</li> </ol> | SOLE VOTING POWER<br>- 0 -<br>SHARED VOTING POWER<br>68,104,736**<br>SOLE DISPOSITIVE POWER<br>- 0 -<br>SHARED DISPOSITIVE POWER<br>68,104,736** |                    |

68,104,736\*\*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

#### 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

75.3%\*

12. TYPE OF REPORTING PERSON

- \*The calculation is based on a total of 90,409,425 shares of Common Stock of the Issuer outstanding as of November 2, 2012, as reported in the quarterly report on Form 10-Q filed by the Issuer with the Commission on November 6, 2012.
- \*\*Solely in its capacity as the holder of all the issued and outstanding interests of each of FIG LLC and Fortress Fund IV GP Holdings Ltd. and as the sole managing member of Fortress Investment Fund GP (Holdings) LLC.

| CUSIP No: 63861   | C109   | 13G                  | Page 5 of 31 Pages |  |
|---|--|----------------------|--------------------|--|
|   | REPORTING PERSONS<br>FIFICATION NO. OF ABOVE PER   | SONS (ENTITIES ONLY) |                    |  |
| FIG LLC<br>2. CHECK THE<br>(a) o<br>(b) o<br>3. SEC USE O | E APPROPRIATE BOX IF A MEM<br>NLY  | BER OF A GROUP       |                    |  |
| Delaware<br>NUMBER OF<br>SHARES                           | Delaware SOLE VOTING POWER<br>5.<br>NUMBER OF - 0 -<br>SHARES SHARES SHARED VOTING POWER<br>BENEFICIALLY 6.<br>OWNED BY 68,104,736**<br>EACH 50LE DISPOSITIVE POWER<br>REPORTING 7.<br>PERSON WITH - 0 - |                      |                    |  |
| 9. AGGREGA  | SHARED DISPOSITIVE POV<br>8.<br>68,104,736**<br>FE AMOUNT BENEFICIALLY OW  |                      | F PERSON           |  |
|   |  |                      |                    |  |

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

#### 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

75.3%\*

12. TYPE OF REPORTING PERSON

00

- \*The calculation is based on a total of 90,409,425 shares of Common Stock of the Issuer outstanding as of November 2, 2012, as reported in the quarterly report on Form 10-Q filed by the Issuer with the Commission on November 6, 2012.
- \*\*Solely in its capacity as investment advisor to the Fortress III Funds (as defined below) and the Fortress IV Funds (as defined below).

CUSIP No: 63861C109 13G Page 6 of 31 Pages 1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Fortress Investment Fund GP (Holdings) LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2. (a) o (b) o 3. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4. Delaware SOLE VOTING POWER 5. - 0 -NUMBER OF SHARED VOTING POWER **SHARES** BENEFICIALLY 6. 68,104,736\*\* OWNED BY EACH SOLE DISPOSITIVE POWER REPORTING 7. PERSON WITH - 0 -SHARED DISPOSITIVE POWER 8. 68,104,736\*\* AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9.

68,104,736\*\*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0

# 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

75.3%\*

12. TYPE OF REPORTING PERSON

00

- \*The calculation is based on a total of 90,409,425 shares of Common Stock of the Issuer outstanding as of November 2, 2012, as reported in the quarterly report on Form 10-Q filed by the Issuer with the Commission on November 6, 2012. \*\*
  - Solely in its capacity as the general partner of Fortress Fund III GP LLC.

| CUSIP No: 638610  | C109  | 13G                 | Page 7 of 31 Pages |
|---|---|---------------------|--------------------|
|   | REPORTING PERSONS<br>FIFICATION NO. OF ABO  | VE PERSONS (ENTITII | ES ONLY)           |
|   | d IV GP Holdings Ltd.<br>E APPROPRIATE BOX IF A   | A MEMBER OF A GRO   | PUP                |
| 4. CITIZENSH<br>Cayman Islan  | SOLE VOTING POW   |                     |                    |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | <ol> <li>- 0 -</li> <li>SHARED VOTING P</li> <li>6.</li> <li>68,104,736**</li> <li>SOLE DISPOSITIVE</li> <li>7.</li> <li>- 0 -</li> <li>SHARED DISPOSITI</li> <li>8.</li> </ol> | POWER               |                    |

- 68,104,736\*\*
- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0

#### 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

75.3%\*

12. TYPE OF REPORTING PERSON

00

\*The calculation is based on a total of 90,409,425 shares of Common Stock of the Issuer outstanding as of November 2, 2012, as reported in the quarterly report on Form 10-Q filed by the Issuer with the Commission on November 6, 2012. \*\*

Solely in its capacity as the general partner of Fortress Fund IV GP L.P.

| CUSIP No: 63861   | C109 130   | G Page 8 of 31 Pages |
|---|--|----------------------|
|   | REPORTING PERSONS<br>TIFICATION NO. OF ABOVE PERSON  | NS (ENTITIES ONLY)   |
| Fortress Fund<br>2. CHECK THI<br>(a) o<br>(b) o<br>3. SEC USE OF                    | E APPROPRIATE BOX IF A MEMBER  | R OF A GROUP         |
| 4. CITIZENSH<br>Delaware  | IP OR PLACE OF ORGANIZATION  |                      |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | SOLE VOTING POWER<br>5.<br>- 0 -<br>SHARED VOTING POWER<br>6.<br>68,104,736**<br>SOLE DISPOSITIVE POWER<br>7.<br>- 0 -<br>SHARED DISPOSITIVE POWER<br>8.<br>68,104,736** | ł                    |

68,104,736\*\*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

#### 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

75.3%\*

#### 12. TYPE OF REPORTING PERSON

00

\*The calculation is based on a total of 90,409,425 shares of Common Stock of the Issuer outstanding as of November 2, 2012, as reported in the quarterly report on Form 10-Q filed by the Issuer with the Commission on November 6, 2012. \*\*

Solely in its capacity as the general partner of the Fortress III Funds.

| CUSI                             | P No: 63861                                  | C10  | 9 13G  | Page 9 of 31 Pages |
|----------------------------------|--|--|--|--------------------|
| 1.                               |  |  | PORTING PERSONS<br>CATION NO. OF ABOVE PERSONS (ENTITIES ONLY)   |                    |
| 2.                               | Fortress Fund<br>CHECK THI<br>(a) o<br>(b) o |  | GP L.P.<br>PPROPRIATE BOX IF A MEMBER OF A GROUP   |                    |
| 3.                               | SEC USE O                                    | NLY  |  |                    |
| 4.                               | CITIZENSH                                    | IP C   | PR PLACE OF ORGANIZATION   |                    |
|                                  | Cayman Islan                                 | nds  |  |                    |
| SHA<br>BEN<br>OWN<br>EAC<br>REPO | EFICIALLY<br>NED BY                          | <ol> <li>5.</li> <li>6.</li> <li>7.</li> <li>8.</li> </ol> | SOLE VOTING POWER<br>- 0 -<br>SHARED VOTING POWER<br>68,104,736**<br>SOLE DISPOSITIVE POWER<br>- 0 -<br>SHARED DISPOSITIVE POWER<br>68,104,736** |                    |
| 9                                | AGGREGAT                                     | FF 4   | MOUNT BENEFICIALLY OWNED BY FACH REPORTING   | PERSON             |

68,104,736\*\*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0

# 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

75.3%\*

12. TYPE OF REPORTING PERSON

- \*The calculation is based on a total of 90,409,425 shares of Common Stock of the Issuer outstanding as of November 2, 2012, as reported in the quarterly report on Form 10-Q filed by the Issuer with the Commission on November 6, 2012. \*\*
  - Solely in its capacity as the general partner of the Fortress IV Funds.

| CUSIP No: 63861   | C109  | 13G                | Page 10 of 31 Pages |
|---|---|--------------------|---------------------|
|   | REPORTING PERSONS<br>FIFICATION NO. OF ABOVE          | E PERSONS (ENTITIE | S ONLY)             |
|   | stment Fund III LP<br>E APPROPRIATE BOX IF A N<br>NLY | MEMBER OF A GROU   | JP                  |
|   | IP OR PLACE OF ORGANIZ                                | ATION              |                     |
| Delaware  | SOLE VOTING POWER                                     | 2                  |                     |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 5.<br>- 0 -<br>SHARED VOTING POV                      | VER<br>DWER        |                     |

68,104,736\*\*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

#### 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

75.3%\*

12. TYPE OF REPORTING PERSON

- \*The calculation is based on a total of 90,409,425 shares of Common Stock of the Issuer outstanding as of November 2, 2012, as reported in the quarterly report on Form 10-Q filed by the Issuer with the Commission on November 6, 2012.
- \*\* Solely in its capacity as the holder of membership interests in FIF HE Holdings LLC.

| CUSIP No: 63   | 861C109                    | 13G  |                  | Page 11 of 31 Pages |
|--|----------------------------|--|------------------|---------------------|
|  |                            | ORTING PERSONS<br>CATION NO. OF ABOVE PERSONS (I   | ENTITIES ONLY)   |                     |
|  | THE AP                     | nt Fund III (Fund B) LP<br>PROPRIATE BOX IF A MEMBER OF  | A GROUP          |                     |
|  |                            | R PLACE OF ORGANIZATION  |                  |                     |
| Delaward<br>NUMBER OF<br>SHARES<br>BENEFICIAL<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WIT | 5.<br>LY 6.<br>TH 7.<br>8. | SOLE VOTING POWER<br>- 0 -<br>SHARED VOTING POWER<br>68,104,736**<br>SOLE DISPOSITIVE POWER<br>- 0 -<br>SHARED DISPOSITIVE POWER<br>68,104,736** |                  |                     |
| 9. AGGRE   | GATE A                     | MOUNT BENEFICIALLY OWNED B   | Y EACH REPORTING | PERSON              |

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

#### 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

75.3%\*

12. TYPE OF REPORTING PERSON

- \*The calculation is based on a total of 90,409,425 shares of Common Stock of the Issuer outstanding as of November 2, 2012, as reported in the quarterly report on Form 10-Q filed by the Issuer with the Commission on November 6, 2012.
- \*\* Solely in its capacity as the holder of membership interests in FIF HE Holdings LLC.

| CUS | IP No: 63861         | C109   | 13G                    | Page 12 of 31 Pages |
|-----|----------------------|--|------------------------|---------------------|
| 1.  |                      | REPORTING PERSONS<br>TIFICATION NO. OF ABOVE P | ERSONS (ENTITIES ONLY) |                     |
|     | Fortress Inve        | estment Fund III (Fund C) LP                   |                        |                     |
| 2.  | CHECK TH             | E APPROPRIATE BOX IF A ME                      | MBER OF A GROUP        |                     |
|     | (a) o                |  |                        |                     |
|     | (b) o                |  |                        |                     |
| 3.  | SEC USE O            | NLY  |                        |                     |
| 4.  | CITIZENSH            | IIP OR PLACE OF ORGANIZAT                      | ION                    |                     |
|     | Delaware             |  |                        |                     |
|     |                      | SOLE VOTING POWER                              |                        |                     |
|     |                      | 5 0 -  |                        |                     |
|     | ABER OF<br>ARES      | SHARED VOTING POWE                             | R                      |                     |
| BEN | IEFICIALLY<br>NED BY | 6.<br>68,104,736**                             |                        |                     |
| EAC | CH<br>ORTING         | SOLE DISPOSITIVE POW                           | ER                     |                     |
|     | SON WITH             | 7.<br>- 0 -                                    |                        |                     |
|     |                      | SHARED DISPOSITIVE P                           | OWER                   |                     |
|     |                      | 8.   |                        |                     |
| 0   | ACCDECAT             | 68,104,736**                                   |                        |                     |

68,104,736\*\*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

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12. TYPE OF REPORTING PERSON

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- \*\* Solely in its capacity as the holder of membership interests in FIF HE Holdings LLC.

| CUSIP No: 638  | 51C109  | 13G                          | Page 13 of 31 Pages |
|--|---|------------------------------|---------------------|
|  | OF REPORTING PERSONS<br>NTIFICATION NO. OF AB | OVE PERSONS (ENTITIES        | S ONLY)             |
|  |   | L.P.<br>F A MEMBER OF A GROU | Ρ                   |
| 4. CITIZENS<br>Cayman Is   | SHIP OR PLACE OF ORGA                         | NIZATION                     |                     |
| NUMBER OF<br>SHARES<br>BENEFICIALL<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 68,104,736**<br>SOLE DISPOSITIV<br>7.         | POWER<br>E POWER             |                     |
| 9. AGGREG  | ATE AMOUNT BENEFICI                           | ALLY OWNED BY EACH           | REPORTING PERSON    |

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

#### 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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12. TYPE OF REPORTING PERSON

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\*\* Solely in its capacity as the holder of membership interests in FIF HE Holdings LLC.

| CUSIP No: 63861          | C10  | ) 13  | 3G                 | Page 14 of 31 Pages |
|--------------------------|------|---|--------------------|---------------------|
|                          |      | PORTING PERSONS<br>CATION NO. OF ABOVE PERSON | NS (ENTITIES ONLY) |                     |
| Fortress Inve            | estm | ent Fund III (Fund E) L.P.                    |                    |                     |
| 2. CHECK TH              | E AI | PROPRIATE BOX IF A MEMBER                     | R OF A GROUP       |                     |
| (a) o                    |      |   |                    |                     |
| (b) o                    |      |   |                    |                     |
| 3. SEC USE O             | NLY  |   |                    |                     |
| 4. CITIZENSH             | IP C | R PLACE OF ORGANIZATION                       |                    |                     |
| Cayman Isla              | nds  |   |                    |                     |
|                          |      | SOLE VOTING POWER                             |                    |                     |
|                          | 5.   | - 0 -   |                    |                     |
| NUMBER OF<br>SHARES      |      | SHARED VOTING POWER                           |                    |                     |
| BENEFICIALLY<br>OWNED BY | 6.   | 68,104,736**                                  |                    |                     |
| EACH<br>REPORTING        | 7    | SOLE DISPOSITIVE POWER                        |                    |                     |
| PERSON WITH              | 7.   | - 0 -   |                    |                     |
|                          |      | SHARED DISPOSITIVE POWER                      | ٤                  |                     |
|                          | 8.   | 68,104,736**                                  |                    |                     |

68,104,736\*\*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

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#### 12. TYPE OF REPORTING PERSON

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\*\* Solely in its capacity as the holder of membership interests in FIF HE Holdings LLC.

| CUSIP No: 63861C109                                 |   |                          | 3G | Page 15 of 31 Pages |  |  |
|---|---|--------------------------|----|---------------------|--|--|
|   | I. NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) |                          |    |                     |  |  |
| Fortress Inv  | Fortress Investment Fund IV (Fund A) L.P.   |                          |    |                     |  |  |
| 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |   |                          |    |                     |  |  |
| (a) o   | (a) o   |                          |    |                     |  |  |
| (b) o   | (b) o   |                          |    |                     |  |  |
| 3. SEC USE O  | . SEC USE ONLY  |                          |    |                     |  |  |
|   |   |                          |    |                     |  |  |
| 4. CITIZENSH  | HIP C   | PR PLACE OF ORGANIZATION |    |                     |  |  |
| Cayman Isla   | Cayman Islands  |                          |    |                     |  |  |
|   |   | SOLE VOTING POWER        |    |                     |  |  |
|   | 5.  | - 0 -                    |    |                     |  |  |
| NUMBER OF<br>SHARES                                 | ү б.  | SHARED VOTING POWER      |    |                     |  |  |
| BENEFICIALLY  |   |                          |    |                     |  |  |
| OWNED BY  |   | 68,104,736**             |    |                     |  |  |
| EACH<br>REPORTING                                   | 7.  | SOLE DISPOSITIVE POWER   |    |                     |  |  |
| PERSON WITH   | 7.  | - 0 -                    |    |                     |  |  |
|   |   | SHARED DISPOSITIVE POWE  | R  |                     |  |  |
|   | 8.  | 68,104,736**             |    |                     |  |  |

68,104,736\*\*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

#### 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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12. TYPE OF REPORTING PERSON

- \*The calculation is based on a total of 90,409,425 shares of Common Stock of the Issuer outstanding as of November 2, 2012, as reported in the quarterly report on Form 10-Q filed by the Issuer with the Commission on November 6, 2012.
- \*\* Solely in its capacity as the holder of membership interests in FIF HE Holdings LLC.

| CUSIP No: 63861C       | 109  | 13G | Page 16 of 31 Pages |  |  |  |  |
|------------------------|--|-----|---------------------|--|--|--|--|
|                        | . NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) |     |                     |  |  |  |  |
| Fortress Invest        | Fortress Investment Fund IV (Fund B) L.P.  |     |                     |  |  |  |  |
| 2. CHECK THE           | APPROPRIATE BOX IF A MEMBER OF A GROUP   |     |                     |  |  |  |  |
| (a) o                  |  |     |                     |  |  |  |  |
| (b) o                  |  |     |                     |  |  |  |  |
| 3. SEC USE ON          | SEC USE ONLY   |     |                     |  |  |  |  |
|                        |  |     |                     |  |  |  |  |
| 4. CITIZENSHII         | 4. CITIZENSHIP OR PLACE OF ORGANIZATION  |     |                     |  |  |  |  |
| Cayman Island          | ds   |     |                     |  |  |  |  |
|                        | SOLE VOTING POWER  |     |                     |  |  |  |  |
|                        | 5 0 -  |     |                     |  |  |  |  |
| NUMBER OF              | SHARED VOTING POWER  |     |                     |  |  |  |  |
| SHARES<br>BENEFICIALLY | 6.   |     |                     |  |  |  |  |
| OWNED BY               | 68,104,736**   |     |                     |  |  |  |  |
| EACH<br>REPORTING      | SOLE DISPOSITIVE POWE  | R   |                     |  |  |  |  |
| PERSON WITH            | 7 0 -  |     |                     |  |  |  |  |
|                        | SHARED DISPOSITIVE PO  | WER |                     |  |  |  |  |
|                        | 8.   |     |                     |  |  |  |  |
| 9. AGGREGATI           | 68,104,736**<br>9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON            |     |                     |  |  |  |  |

68,104,736\*\*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

#### 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

75.3%\*

12. TYPE OF REPORTING PERSON

PN

\*The calculation is based on a total of 90,409,425 shares of Common Stock of the Issuer outstanding as of November 2, 2012, as reported in the quarterly report on Form 10-Q filed by the Issuer with the Commission on November 6, 2012.

\*\* Solely in its capacity as the holder of membership interests in FIF HE Holdings LLC.

| CUS  | CUSIP No: 63861C109 13G  |              |  | G | Page 17 of 31 Pages |  |
|--|--|--------------|--|---|---------------------|--|
| 1.   | . NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) |              |  |   |                     |  |
|  | Fortress Investment Fund IV (Fund C) L.P.  |              |  |   |                     |  |
| 2.   | CHECK THE  | E AF         | APPROPRIATE BOX IF A MEMBER OF A GROUP |   |                     |  |
|  | (a) o  |              |  |   |                     |  |
|  | (b) o  |              |  |   |                     |  |
| 3.   | . SEC USE ONLY   |              |  |   |                     |  |
| 4.   | 4. CITIZENSHIP OR PLACE OF ORGANIZATION  |              |  |   |                     |  |
|  | Cayman Islands   |              |  |   |                     |  |
|  |  |              | SOLE VOTING POWER                      |   |                     |  |
| NUMBER OF<br>SHARES  |  | 5.<br>OF     | - 0 -                                  |   |                     |  |
|  |  |              | SHARED VOTING POWER                    |   |                     |  |
| BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 6.   | 68,104,736** |  |   |                     |  |
|  |  | 7.           | SOLE DISPOSITIVE POWER                 |   |                     |  |
|  |  |              | - 0 -                                  |   |                     |  |
|  |  |              | SHARED DISPOSITIVE POWER               |   |                     |  |
|  | 8.   | 68,104,736** |  |   |                     |  |

68,104,736\*\*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0

#### 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

75.3%\*

12. TYPE OF REPORTING PERSON

- \*The calculation is based on a total of 90,409,425 shares of Common Stock of the Issuer outstanding as of November 2, 2012, as reported in the quarterly report on Form 10-Q filed by the Issuer with the Commission on November 6, 2012.
- \*\* Solely in its capacity as the holder of membership interests in FIF HE Holdings LLC.

| CUS   | IP No: 63861  | C10          | 9 13G                             |  | Page 18 of 31 Pages |  |
|---|---|--------------|-----------------------------------|--|---------------------|--|
| 1.  | 1. NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) |              |                                   |  |                     |  |
|   | Fortress Investment Fund IV (Fund D) L.P.   |              |                                   |  |                     |  |
| 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                 |   |              |                                   |  |                     |  |
|   | (a) o   |              |                                   |  |                     |  |
|   | (b) o   |              |                                   |  |                     |  |
| 3.  | . SEC USE ONLY  |              |                                   |  |                     |  |
| 4.  | 4. CITIZENSHIP OR PLACE OF ORGANIZATION   |              |                                   |  |                     |  |
|   | Cayman Islan  | nds          |                                   |  |                     |  |
|   |   |              | SOLE VOTING POWER                 |  |                     |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH |   | 5.           | - 0 -                             |  |                     |  |
|   |   |              | SHARED VOTING POWER               |  |                     |  |
|   | 6.  | 68,104,736** |                                   |  |                     |  |
|   | CH  |              | SOLE DISPOSITIVE POWER            |  |                     |  |
|   |   | 7.           | 0                                 |  |                     |  |
|   | 5511 1111   |              | - 0 -<br>SHARED DISPOSITIVE POWER |  |                     |  |
|   |   | 8.           | SHARED DISTOSTITUE TO WER         |  |                     |  |
| _   |   |              | 68,104,736**                      |  |                     |  |

68,104,736\*\*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

#### 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

75.3%\*

12. TYPE OF REPORTING PERSON

- \*The calculation is based on a total of 90,409,425 shares of Common Stock of the Issuer outstanding as of November 2, 2012, as reported in the quarterly report on Form 10-Q filed by the Issuer with the Commission on November 6, 2012.
- \*\* Solely in its capacity as the holder of membership interests in FIF HE Holdings LLC.

| CUS   | IP No: 63861  | C10          | 9                       | 13G | Page 19 of 31 Pages |  |  |
|---|---|--------------|-------------------------|-----|---------------------|--|--|
| 1.  | 1. NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) |              |                         |     |                     |  |  |
|   | Fortress Investment Fund IV (Fund E) L.P.   |              |                         |     |                     |  |  |
| 2.  | 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP   |              |                         |     |                     |  |  |
|   | (a) o   |              |                         |     |                     |  |  |
|   | (b) o   |              |                         |     |                     |  |  |
| 3.  | . SEC USE ONLY  |              |                         |     |                     |  |  |
| 4.  | 4. CITIZENSHIP OR PLACE OF ORGANIZATION   |              |                         |     |                     |  |  |
|   | Cayman Islands  |              |                         |     |                     |  |  |
|   |   |              | SOLE VOTING POWER       |     |                     |  |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH |   | 5.           | - 0 -                   |     |                     |  |  |
|   |   |              | SHARED VOTING POWER     |     |                     |  |  |
|   | 6.  | 68,104,736** |                         |     |                     |  |  |
|   |   |              | SOLE DISPOSITIVE POWER  |     |                     |  |  |
| REPORTING   |   | 7.           |                         |     |                     |  |  |
| PER   | SON WITH  |              | - 0 -                   |     |                     |  |  |
|   |   | 8.           | SHARED DISPOSITIVE POWE | 3R  |                     |  |  |
|   |   |              | 68,104,736**            |     |                     |  |  |
| 0   | 0 ACCDECATE AMOUNT DENEEICIALLY OWNED DV EACH DEDODTING DEDSON                              |              |                         |     |                     |  |  |

68,104,736\*\*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

# 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

75.3%\*

12. TYPE OF REPORTING PERSON

- \*The calculation is based on a total of 90,409,425 shares of Common Stock of the Issuer outstanding as of November 2, 2012, as reported in the quarterly report on Form 10-Q filed by the Issuer with the Commission on November 6, 2012.
- \*\* Solely in its capacity as the holder of membership interests in FIF HE Holdings LLC.

| CUSIP No: 63861                     | C10  | 9 13G  | ł                 | Page 20 of 31 Pages |
|-------------------------------------|--|--|-------------------|---------------------|
|                                     |  | PORTING PERSONS<br>CATION NO. OF ABOVE PERSONS | S (ENTITIES ONLY) |                     |
| Fortress Inv                        | estm   | ent Fund IV (Fund F) L.P.                      |                   |                     |
| 2. CHECK TH                         | . CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |  |                   |                     |
| (a) o                               | (a) o  |  |                   |                     |
| (b) o                               | (b) o  |  |                   |                     |
| 3. SEC USE O                        | NLY  |  |                   |                     |
|                                     |  |  |                   |                     |
| 4. CITIZENSH                        | IIP C  | R PLACE OF ORGANIZATION                        |                   |                     |
| Cayman Isla                         | nds  |  |                   |                     |
|                                     |  | SOLE VOTING POWER                              |                   |                     |
|                                     | 5.   | - 0 -  |                   |                     |
| NUMBER OF<br>SHARES<br>BENEFICIALLY |  | SHARED VOTING POWER                            |                   |                     |
|                                     | 6.   | Sinkel vonto i owek                            |                   |                     |
| OWNED BY                            |  | 68,104,736**                                   |                   |                     |
| EACH<br>REPORTING<br>PERSON WITH    | 7.   | SOLE DISPOSITIVE POWER                         |                   |                     |
|                                     |  | - 0 -  |                   |                     |
|                                     |  | SHARED DISPOSITIVE POWER                       |                   |                     |
|                                     | 8.   |  |                   |                     |
|                                     |  | 68,104,736**                                   |                   |                     |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

68,104,736\*\*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

# 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

75.3%\*

12. TYPE OF REPORTING PERSON

PN

\*The calculation is based on a total of 90,409,425 shares of Common Stock of the Issuer outstanding as of November 2, 2012, as reported in the quarterly report on Form 10-Q filed by the Issuer with the Commission on November 6, 2012.

\*\* Solely in its capacity as the holder of membership interests in FIF HE Holdings LLC.

| CUSIP No: 63  | 3861C1  | 99   | 13G                 | Page 21 of 31 Pages |
|---|---|--|---------------------|---------------------|
|   |   | PORTING PERSONS<br>ICATION NO. OF ABOVE PERS | ONS (ENTITIES ONLY) |                     |
| Fortress  | Investn   | ent Fund IV (Fund G) L.P.                    |                     |                     |
| 2. CHECK  | 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |  |                     |                     |
| (a) o   | (a) o   |  |                     |                     |
| (b) o   | (b) o   |  |                     |                     |
| 3. SEC US   | SE ONL  | Y  |                     |                     |
| 4. CITIZE   | NSHIP   | OR PLACE OF ORGANIZATION                     | [                   |                     |
| Cayman  | ı Islands   |  |                     |                     |
|   |   | SOLE VOTING POWER                            |                     |                     |
|   | 5.  | - 0 -  |                     |                     |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH |   | SHARED VOTING POWER                          |                     |                     |
|   |   | 68,104,736**                                 |                     |                     |
|   | ı   | SOLE DISPOSITIVE POWER                       |                     |                     |
|   | /.  | - 0 -  |                     |                     |
|   |   | SHARED DISPOSITIVE POW                       | ER                  |                     |
|   | 8.  | 68,104,736**                                 |                     |                     |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

68,104,736\*\*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o

# 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

75.3%\*

12. TYPE OF REPORTING PERSON

PN

\*The calculation is based on a total of 90,409,425 shares of Common Stock of the Issuer outstanding as of November 2, 2012, as reported in the quarterly report on Form 10-Q filed by the Issuer with the Commission on November 6, 2012.

\*\* Solely in its capacity as the holder of membership interests in FIF HE Holdings LLC.

| CUSIP No: 63861   | C109   | 13G                    | Page 22 of 31 Pages |
|---|--|------------------------|---------------------|
|   | REPORTING PERSONS<br>TIFICATION NO. OF ABOVE PER   | SONS (ENTITIES ONLY)   |                     |
| FIF HE Hold<br>2. CHECK TH<br>(a) o<br>(b) o<br>3. SEC USE O                                    | E APPROPRIATE BOX IF A MEM   | BER OF A GROUP         |                     |
| 4. CITIZENSH  | IIP OR PLACE OF ORGANIZATIO  | N                      |                     |
| Delaware<br>NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | SOLE VOTING POWER<br>5.<br>- 0 -<br>SHARED VOTING POWER<br>6.<br>68,104,736<br>SOLE DISPOSITIVE POWER<br>7.<br>- 0 -<br>SHARED DISPOSITIVE POWER<br>8.<br>68,104,736 |                        |                     |
| 9. AGGREGA  | TE AMOUNT BENEFICIALLY OW  | VNED BY EACH REPORTING | FERSON              |

68,104,736

- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o
- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

75.3%\*

12. TYPE OF REPORTING PERSON

00

\*The calculation is based on a total of 90,409,425 shares of Common Stock of the Issuer outstanding as of November 2, 2012, as reported in the quarterly report on Form 10-Q filed by the Issuer with the Commission on November 6, 2012.

Item 1.

(a) Name of Issuer:

The name of the issuer is Nationstar Mortgage Holdings Inc. (the "Issuer").

(b) Address of Issuer's Principal Executive Offices:

The Issuer's principal executive offices are located at 350 Highland Drive, Lewisville, Texas 75067.

Item 2.

- (a) Name of Person Filing:
- (i) FIF HE Holdings LLC, a Delaware limited liability company ("FIF HE"), directly holds shares of Common Stock of the Issuer reported herein;
- (ii) FIG LLC, a Delaware limited liability company ("FIG"), is the investment manager of each of (a) Fortress Investment Fund III LP, a Delaware limited partnership, Fortress Investment Fund III (Fund B) LP, a Delaware limited partnership, Fortress Investment Fund III (Fund C) LP, a Delaware limited partnership, Fortress Investment Fund III (Fund D) L.P., an exempted limited partnership organized under the laws of the Cayman Islands, and Fortress Investment Fund III (Fund E) L.P., an exempted limited partnership organized under the laws of the Cayman Islands (collectively, the "Fortress III Funds") and (b) Fortress Investment Fund IV (Fund A) L.P., an exempted limited partnership organized under the laws of the Cayman Islands, Fortress Investment Fund IV (Fund B) L.P., an exempted limited partnership organized under the laws of the Cayman Islands, Fortress Investment Fund IV (Fund C) L.P., an exempted limited partnership organized under the laws of the Cayman Islands, Fortress Investment Fund IV (Fund D) L.P., an exempted limited partnership organized under the laws of the Cayman Islands, Fortress Investment Fund IV (Fund E) L.P., an exempted limited partnership organized under the laws of the Cayman Islands, Fortress Investment Fund IV (Fund F) L.P., an exempted limited partnership organized under the laws of the Cayman Islands, and Fortress Investment Fund IV (Fund G) L.P., an exempted limited partnership organized under the laws of the Cayman Islands (collectively, the "Fortress IV Funds"), and the Fortress III Funds and the Fortress IV Funds, together with certain members of the Issuer's management, are the sole owners of FIF HE;
- (iii) Fortress Fund III GP LLC, a Delaware limited liability company ("GP III"), is the general partner of each of the Fortress III Funds;
- (iv)Fortress Investment Fund GP (Holdings) LLC, a Delaware limited liability company ("Holdings III") is the sole managing member of GP III;
- (v)Fortress Fund IV GP L.P., an exempted limited partnership organized under the laws of the Cayman Islands ("GP IV"), is the general partner of each of the Fortress IV Funds;
- (vi)Fortress Fund IV GP Holdings Ltd., an exempted company organized under the laws of the Cayman Islands ("Holdings IV") is the general partner of GP IV;
- (vii)Fortress Operating Entity I LP, a Delaware limited partnership ("FOE I"), is the holder of all the issued and outstanding interests of each of FIG LLC and Holdings IV and the sole managing member of Holdings III;

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- (viii) FIG Corp., a Delaware corporation, is the general partner of FOE I; and
- (ix)Fortress Investment Group LLC, a Delaware limited liability company, is the holder of all issued and outstanding shares of FIG Corp.

The foregoing persons, except the members of the Issuer's management, are collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

(b) Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46th Floor, New York, NY 10105, Attention: Chief Compliance Officer.

(c) Citizenship:

See Item 4 of each of the cover pages.

(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share ("Common Stock").

(e) CUSIP Number:

63861C109.

- Item 3.If this Statement is Filed Pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a(n):
  - (a) o Broker or dealer registered under section 15 of the Act (15 U.S.C. 780);
  - (b) o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
  - (c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
  - (d) o Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
  - (e) o Investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
  - (f) o Employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
  - (g) o Parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
  - (h) o Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i) o Church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

# Edgar Filing: Nationstar Mortgage Holdings Inc. - Form SC 13G

(j) o Non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);

(k) o Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

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Item 4.

Ownership.

(a) Amount beneficially owned:

See Item 9 of each of the cover pages.

(b) Percent of class:

See Item 11 of each of the cover pages.

- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote:

See Item 5 of each of the cover pages.

(ii) Shared power to vote or to direct the vote:

See Item 6 of each of the cover pages.

(iii) Sole power to dispose or to direct the disposition of:

See Item 7 of each of the cover pages.

(iv) Shared power to dispose or to direct the disposition of:

See Item 8 of each of the cover pages.

Item 5.

Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. o

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by theParent Holding Company.

Not applicable.

Item 8.

Identification and Classification of Members of the Group.

Not applicable.

Item 9.

Notice of Dissolution of Group.

Not applicable.

Item 10.

Certification.

Not applicable.

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## SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2013

## FORTRESS INVESTMENT GROUP LLC

By: Name: Title: /s/ David N. Brooks David N. Brooks Secretary

## FIG CORP.

| By:    | /s/ David N. Brooks |
|--------|---------------------|
| Name:  | David N. Brooks     |
| Title: | Secretary           |

## FORTRESS OPERATING ENTITY I LP

By: FIG CORP. its general partner By: /s/ David N. Brooks

By:/s/ David N. BrooksName:David N. BrooksTitle:Secretary

#### FIG LLC

| By:    | /s/ David N. Brooks |
|--------|---------------------|
| Name:  | David N. Brooks     |
| Title: | Secretary           |

## FORTRESS INVESTMENT FUND GP (HOLDINGS) LLC

| By:    | /s/ David N. Brooks |
|--------|---------------------|
| Name:  | David N. Brooks     |
| Title: | Secretary           |

## FORTRESS FUND IV GP HOLDINGS LTD.

By:/s/ David N. BrooksName:David N. BrooksTitle:Secretary

## FORTRESS FUND III GP LLC

By: /s/ David N. Brooks Name: David N. Brooks Title: Secretary

## FORTRESS FUND IV GP L.P.

# By: FORTRESS FUND IV GP HOLDINGS LTD. its general partner

By: /s/ David N. Brooks Name: David N. Brooks Title: Secretary

## FORTRESS INVESTMENT FUND III LP

By: FORTRESS FUND III GP LLC its general partner

By: /s/ David N. Brooks Name: David N. Brooks Title: Secretary

## FORTRESS INVESTMENT FUND III (FUND B) LP

By: FORTRESS FUND III GP LLC its general partner

By: /s/ David N. Brooks Name: David N. Brooks Title: Secretary

## FORTRESS INVESTMENT FUND III (FUND C) LP

By: FORTRESS FUND III GP LLC its general partner

By: /s/ David N. Brooks Name: David N. Brooks Title: Secretary

## FORTRESS INVESTMENT FUND III (FUND D) L.P.

By: FORTRESS FUND III GP LLC its general partner

By: /s/ David N. Brooks Name: David N. Brooks Title: Secretary

## FORTRESS INVESTMENT FUND III (FUND E) L.P.

By: FORTRESS FUND III GP LLC its general partner

By: /s/ David N. Brooks Name: David N. Brooks Title: Secretary

## FORTRESS INVESTMENT FUND IV (FUND A) L.P.

- By: FORTRESS FUND IV GP L.P. its general partner
- By: FORTRESS FUND IV GP HOLDINGS LTD. its general partner

By: /s/ David N. Brooks Name: David N. Brooks Title: Secretary

#### FORTRESS INVESTMENT FUND IV (FUND B) L.P.

- By: FORTRESS FUND IV GP L.P. its general partner
- By: FORTRESS FUND IV GP HOLDINGS LTD. its general partner

By: /s/ David N. Brooks Name: David N. Brooks Title: Secretary

## FORTRESS INVESTMENT FUND IV (FUND C) L.P.

- By: FORTRESS FUND IV GP L.P. its general partner
- By: FORTRESS FUND IV GP HOLDINGS LTD. its general partner

By: /s/ David N. Brooks Name: David N. Brooks Title: Secretary

## FORTRESS INVESTMENT FUND IV (FUND D) L.P.

- By: FORTRESS FUND IV GP L.P. its general partner
- By: FORTRESS FUND IV GP HOLDINGS LTD. its general partner
- By: /s/ David N. Brooks

Name: David N. Brooks Title: Secretary

## FORTRESS INVESTMENT FUND IV (FUND E) L.P.

- By: FORTRESS FUND IV GP L.P. its general partner
- By: FORTRESS FUND IV GP HOLDINGS LTD. its general partner

By: /s/ David N. Brooks Name: David N. Brooks Title: Secretary

#### FORTRESS INVESTMENT FUND IV (FUND F) L.P.

- By: FORTRESS FUND IV GP L.P. its general partner
- By: FORTRESS FUND IV GP HOLDINGS LTD. its general partner

By: /s/ David N. Brooks Name: David N. Brooks Title: Secretary

## FORTRESS INVESTMENT FUND IV (FUND G) L.P.

- By: FORTRESS FUND IV GP L.P. its general partner
- By: FORTRESS FUND IV GP HOLDINGS LTD. its general partner

By: /s/ David N. Brooks Name: David N. Brooks Title: Secretary

# FIF HE HOLDINGS LLC

By: /s/ Pete Smith Name: Pete Smith Title: Manager

# EXHIBIT INDEX

Exhibit

NumberDescription of Exhibits

 Joint Filing Agreement, dated as of February 14, 2013, by and among Fortress Investment Group LLC, FIG Corp., Fortress Operating Entity I LP, FIG LLC, Fortress Investment Fund GP (Holdings) LLC, Fortress Fund IV GP Holdings Ltd., Fortress Fund III GP LLC, Fortress Fund IV GP L.P., Fortress Investment Fund III LP, Fortress Investment Fund III (Fund B) LP, Fortress Investment Fund III (Fund C) LP, Fortress Investment Fund III (Fund D) L.P., Fortress Investment Fund III (Fund E) L.P., Fortress Investment Fund IV (Fund A) L.P., Fortress Investment Fund IV (Fund B) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund D) L.P., Fortress Investment Fund IV (Fund E) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund D) L.P., Fortress Investment Fund IV (Fund E) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund D) L.P., Fortress Investment Fund IV (Fund G) L.P. and FIF HE Holdings LLC.

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