

**CHARTER OF THE COMPENSATION COMMITTEE OF
THE BOARD OF DIRECTORS
NATIONSTAR MORTGAGE HOLDINGS INC.**

Amended and Restated as of May 22, 2013

I. PURPOSE OF THE COMMITTEE

The purposes of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Nationstar Mortgage Holdings Inc. (the “Company”) shall be to oversee the Company’s compensation and employee benefit plans and practices, including its executive compensation plans and its incentive-compensation and equity-based plans; to review and discuss with management the Company’s compensation discussion and analysis (“CD&A”) to be included in the Company’s annual proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission (“SEC”); and to prepare a Committee report (the “Compensation Committee Report”) as required by the rules of the SEC. References herein to the “Company” include the subsidiaries of the Company, as applicable. The Board may amend or terminate this Charter at any time.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of two or more directors as determined from time to time by the Board, each of whom the Board has determined has no material relationship with the Company and each of whom otherwise qualifies as an “independent” director (“Independent Directors”) under the listing standards of the New York Stock Exchange (the “NYSE”). Members of the Committee shall also qualify (i) as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934 (the “Exchange Act”), (ii) only to the extent that the compensation practices of the Company implicate the provisions of Section 162 of the Internal Revenue Code of 1986, as “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986 and (iii) under any other necessary standards of independence under the federal securities and tax laws.

The members of the Committee, including the chairperson of the Committee (the “Chairman”), shall be designated by the Board, *provided* that if the Board does not so designate a Chairman, the members of the Committee, by a majority vote, may designate a Chairman.

Any vacancy on the Committee shall be filled by the Board in accordance with the terms of the Company’s certificate of incorporation and bylaws, as have been and may, from time to time, be amended and/or restated (the “Certificate of Incorporation” and “Bylaws,” respectively). No member of the Committee shall be removed except by the Board in accordance with the terms of the Company’s Certificate of Incorporation and Bylaws.

III. PROCEDURES AND MEETINGS OF THE COMMITTEE

Except as otherwise provided herein or by law, the Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter and which may be fixed orally and modified from time to time as the Committee deems appropriate.

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. The Chairman of the Committee or a majority of the members of the Committee may call a special meeting of the Committee. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee shall constitute a quorum, unless the Committee has only two members, in which case a quorum shall be two members. All decisions and determinations of the Committee shall be made by a majority vote (or where only two members are present, by unanimous vote) of the members of the Committee present in person at a meeting duly called and held or participating in such a meeting by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

Following each of its meetings, the Committee shall deliver an oral report on the meeting to the Board at the Board meeting next following such Committee meeting, including a description of actions taken by the Committee at the meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members, shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the full Board. All Committee minutes shall be included in the books and records of the Company.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

A. *Executive Compensation*

The Committee shall have the following duties and responsibilities with respect to the Company's executive compensation plans:

(1) To review at least annually the goals and objectives of the Company's executive compensation plans, and, if the Committee deems it appropriate, recommend that the Board amend, these goals and objectives;

(2) To review at least annually the Company's executive compensation plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, recommend to the Board the adoption of, new, or the amendment of existing, executive compensation plans;

(3) To evaluate annually the performance of the Chief Executive Officer against the Company's goals and objectives, and, either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the Chief Executive Officer's compensation level based on this evaluation. In determining the Chief Executive Officer's compensation, the Committee shall consider all relevant factors, including, but not limited to, the Company's performance and relative stockholder return and the awards given to the Chief Executive Officer of the Company in past years. The Committee may discuss the Chief Executive Officer's compensation with the Board if it chooses to do so;

(4) To evaluate annually the performance of the other executive officers of the Company against the Company's goals and objectives, and make recommendations to the Board with respect to the compensation of such other executive officers. The Committee shall consider all relevant factors in determining the appropriate level of such compensation, including, but not limited to, the factors used in determining the compensation of the Chief Executive Officer, awards given to the executives in past years, and input from the Chief Executive Officer on each executive's performance and potential;

(5) To evaluate annually and recommend to the Board from time to time the appropriate level of compensation for Board and Board committee service by non-employee directors including consideration of cash and equity components of this compensation;

(6) To review and approve any employment agreements, separation and severance agreements, change of control agreements or termination arrangements, and any other compensation contracts and arrangements with respect to the Chief Executive Officer, and review and make recommendations to the Board regarding all such agreements, contracts and arrangements to be made with any other executive officer of the Company;

(7) To perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive compensation plan;

(8) To review perquisites or other personal benefits to the Company's executive officers and directors and recommend any changes to the Board;

(9) To review and monitor compliance by directors and executive officers with the Company's stock ownership policies;

(10) To review and discuss with management the Company's CD&A, and based on that review and discussion, to recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K;

(11) To prepare the Compensation Committee Report in accordance with the rules and regulations of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K;

(12) To review and recommend to the Board the Company's submission to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, approval of incentive and other executive compensation plans, and amendments to such plans (to the extent required under applicable law and the NYSE listing requirements) and engagement with proxy advisory firms and other stockholder groups on executive compensation matters; and

(13) To review and, if the Committee deems it appropriate, comment on the description of the Committee's processes and procedures for the consideration and determination of executive and director compensation to be included in the Company's annual proxy statement.

B. General Compensation and Employee Benefit Plans

The Committee shall have the following duties and responsibilities with respect to the Company's general compensation and employee benefit plans, including incentive-compensation and equity-based plans:

(1) To review at least annually the goals and objectives of the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, and, if the Committee deems it appropriate, recommend that the Board amend, these goals and objectives;

(2) To review at least annually the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, in light of the goals and objectives of these plans, and, if the Committee deems it appropriate, recommend that the Board amend these plans;

(3) To review at least annually the Company's overall compensation structure, policies, programs and related practices with the goal of evaluating whether the risks arising from the Company's compensation policies and practices for its employees, consultants and any other individuals the Company compensates would be reasonably likely to have a material adverse effect on the Company, and recommend new or revised policies and practices to address any such risks identified;

(4) To review and recommend to the Board for approval all equity-compensation plans to be submitted for stockholder approval under applicable law and the NYSE listing standards, and to review and, in the Committee's sole discretion, approve all equity-compensation plans that are exempt from such stockholder approval requirement;

(5) To perform such duties and responsibilities as may be assigned to the Committee under the terms of any compensation or other employee benefit plan, including any incentive-compensation or equity-based plan; and

(6) To perform such other duties as delegated by the Board to the Committee from time to time.

C. Succession Planning

The Committee shall develop and recommend to the Board for approval a Chief Executive Officer succession plan, and evaluate potential candidates for Chief Executive Officer for recommendation to the Board. The Committee shall review the succession plan adopted by the Board and recommend to the Board any changes it deems appropriate.

V. DELEGATION OF AUTHORITY

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that each subcommittee shall be comprised entirely of one or more Independent Directors except with respect to actions relating solely to non-executive officers or employees of the Company, in which case the subcommittee may consist of one or more members of the Board who are also employees of the Company; and *provided further* that the Committee shall

not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

VI. EVALUATION OF THE COMMITTEE

The Committee shall evaluate its performance on an annual basis. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate to the Board. The Committee shall address such matters that the Committee considers relevant to its performance and in such manner as the Committee deems appropriate, which such matters may, but need not, include the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

VII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISORS

A. Committee Access and Information

In performing its duties and responsibilities, the Committee shall have full access to any relevant records of the Company, shall be entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other experts and advisors.

B. Committee Advisors and Funding

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority, in its sole discretion, to select, retain, terminate and approve the fees and other retention terms of a compensation consultant, special or independent legal counsel or other advisor retained by the Committee, as it deems appropriate. The Committee shall receive appropriate funding, as determined by the Committee, from the Company to pay any fees incurred in selecting or retaining any such consultant, legal counsel or advisor. The Committee shall not be required to implement or act consistently with the advice or recommendations of its consultants or advisors, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

C. Advisor Independence

In retaining or seeking advice from any compensation consultant, legal counsel and other advisor (other than the Company's in-house counsel) the Committee must take into consideration the factors specified below, as well as any other factor required by the NYSE or the Exchange Act and corresponding rules that may be amended from time to time. The Committee may retain, or receive advice from, any compensation consultant, legal counsel or other advisor it prefers, including ones that are not independent, after considering these specified factors:

(1) the provision of other services to the Company by the employer of the compensation consultant, legal counsel or other advisor;

(2) the amount of fees received from the issuer by the employer of the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the employer of the compensation consultant, legal counsel or other advisor;

(3) the policies and procedures of the employer of the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;

(4) any business or personal relationship of the compensation consultant, legal counsel or other advisor or the employer of the compensation consultant, legal counsel or other advisor with a member of the Committee;

(5) any Company stock owned by the compensation consultant, legal counsel or other advisor or by the employer of the compensation consultant, legal counsel or other advisor; and

(6) any business or personal relationship of the compensation consultant, legal counsel, other advisor or the employer of the compensation consultant, legal counsel or other advisor with an executive officer of the Company.

Notwithstanding anything above to the contrary, the Committee is not required to assess the independence of any compensation consultant, legal counsel or other advisor that: (i) acts in a role limited to consulting on any broad based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors of the Company and that is generally available to all salaried employees of the Company; or (ii) provides information that is not customized for a particular company or is customized based on parameters that are not developed by the consultant or advisor, and about which the compensation consultant, legal counsel or advisor does not provide advice.

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