

NATIONSTAR MORTGAGE HOLDINGS INC.

CODE OF ETHICS FOR THE CHIEF EXECUTIVE OFFICER AND SENIOR FINANCIAL OFFICERS

Dated as of February 20, 2012

In my role as [Chief Executive Officer] [a senior financial officer] of Nationstar Mortgage Holdings Inc. (“Nationstar”), I understand that I play a critical role in Nationstar’s corporate governance. I hereby certify that I will adhere to and advocate the following principles and responsibilities governing my professional and ethical conduct as a Nationstar officer and I acknowledge that non-adherence to these principles and responsibilities may result in disciplinary action up to and including termination of employment, consistent with the Nationstar Code of Business Conduct and Ethics.

To the best of my knowledge and ability:

1. I act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships, and disclose to the Audit Committee of Nationstar any material transaction or relationship that reasonably could be expected to give rise to such a conflict.
2. I provide full, fair, accurate, timely and understandable information in reports and documents filed with, or submitted to, the Securities and Exchange Commission, and other public communications made by Nationstar.
3. I provide the Board of Directors, other members of the Nationstar management team, employees, and shareholders with information that is accurate, complete, objective, relevant, timely, and understandable.
4. I comply with applicable laws, regulations, accounting standards, and codes of conduct.
5. I promptly report violations of law or this code to the Legal Department.
6. I act in good faith, responsibly, carefully, competently, and diligently, without knowingly misrepresenting material facts.
7. I respect the confidentiality of information acquired in the course of my work and do not use such information for personal gain.
8. I share knowledge and maintain skills important and relevant to Nationstar’s Board of Directors, other members of the Nationstar management team and Nationstar shareholders and employees.
9. I proactively promote ethical behavior among peers in my work environment.
10. I encourage responsible use of and control over all assets and resources used by or entrusted to me.

REVIEWED AND AGREED TO

By: _____

Printed Name:

cc: Nominating and Corporate Governance Committee
Audit Committee