

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2023 This Form is Open to Public Inspection
--	---	---

Part I	Annual Report Identification Information
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A	This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____ ☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information
1a	Name of plan NATIONSTAR MORTGAGE 401(K) RETIREMENT PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 07/12/2006
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) MR. COOPER GROUP INC. 8950 CYPRESS WATERS BLVD COPPELL, TX 75019
2b	Employer Identification Number (EIN) 75-2921540
2c	Plan Sponsor's telephone number 972-459-4893
2d	Business code (see instructions) 522292

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	07/09/2024	LESLENE PENDER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 9348
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 5032 6a(2) 4583 6b 15 6c 3654 6d 8252 6e 31 6f 8283 6g(1) 9204 6g(2) 8121 6h 397
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2S 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
---	---

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
- (4) ☐ **DCG** (Individual Plan Information) – Number Attached _____
- (5) ☐ **MEP** (Multiple-Employer Retirement Plan Information)

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information) – Number Attached 0
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2023 Form M-1 annual report. If the plan was not required to file the 2023 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection.

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan NATIONSTAR MORTGAGE 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 MR. COOPER GROUP INC.	D Employer Identification Number (EIN) 75-2921540	

Part I	Service Provider Information (see instructions)
--------	---

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. ☒ Yes ☐ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
--

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
--

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
--

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	347987	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

MORGAN STANLEY SMITH BARNEY LLC

1300 THAMES STREET WHARF
4TH FLOOR
BALTIMORE, MD 21231

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	INVESTMENT ADVISOR	80000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AB SM CAP GRTH K - ALLIANCEBERNSTE 18, RUE EUGNE RUPPERT LUXEMBOURG, LU L-245 LU	0.50%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BAIRD CORE PLUS INV - US BANCORP F 39-0281260	0.27%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BARON REAL ESTATE IS - SS&C GLOBAL 2000 CROWN COLONY DRIVE QUINCY, MA 02169	0.15%	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BNYM INTL STOCK I - BNY MELLON TRA DREYFUS TRANSFER INC 200 PARK AVENUE NEW YORK, NY 10166	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVS DEVELOP MKT Y - INVESCO INVES 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVS INTL BOND Y - INVESCO INVESTM 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.25%	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MFS MID CAP GRTH R3 - MFS SERVICE 04-2865649	0.50%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VRTS K SM-CAP CORE I - VIRTUS FUND 4400 COMPUTER DRIVE WESTBOROUGH, MA 01581	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VRTS K SM-CAP VAL I - VIRTUS FUND 4400 COMPUTER DRIVE WESTBOROUGH, MA 01581	0.25%	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs, other than DCGs)

(Complete as many entries as needed to report all participating plans. DCGs must report each participating plan using Schedule DCG.)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan NATIONSTAR MORTGAGE 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 MR. COOPER GROUP INC.	D Employer Identification Number (EIN) 75-2921540	

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	36586	43350
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	11872391	11505567
(9) Value of interest in common/collective trusts	1c(9)	20318897	17186442
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	432823997	499817093
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	465051871	528552452
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	465051871	528552452

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	10228293	
(B) Participants	2a(1)(B)	30564767	
(C) Others (including rollovers)	2a(1)(C)	25474678	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		66267738
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1932	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	698005	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		699937
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	9922147	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		9922147
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		281958
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		72705549
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		149877329

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	85842363	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		85842363
f Corrective distributions (see instructions)	2f		5580
g Certain deemed distributions of participant loans (see instructions)	2g		99794
h Interest expense	2h		0
i Administrative expenses:			
(1) Salaries and allowances	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	2400	
(3) Recordkeeping fees.....	2i(3)	345587	
(4) IQPA audit fees.....	2i(4)	0	
(5) Investment advisory and investment management fees	2i(5)	80000	
(6) Bank or trust company trustee/custodial fees	2i(6)	0	
(7) Actuarial fees	2i(7)	0	
(8) Legal fees	2i(8)	1024	
(9) Valuation/appraisal fees	2i(9)	0	
(10) Other trustee fees and expenses	2i(10)	0	
(11) Other expenses	2i(11)	0	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		429011
j Total expenses. Add all expense amounts in column (b) and enter total	2j		86376748

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		63500581
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unmodified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) ☒ DOL Regulation 2520.103-8 (2) ☐ DOL Regulation 2520.103-12(d) (3) ☐ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **ERNST & YOUNG LLP**

(2) EIN: **34-6565596**

d The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

(1) ☐ This form is filed for a CCT, PSA, DCG or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		☒	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		☒	
e Was this plan covered by a fidelity bond?	☒		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		☒	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan NATIONSTAR MORTGAGE 401(K) RETIREMENT PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 MR. COOPER GROUP INC.		D Employer Identification Number (EIN) 75-2921540
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2023 v. 230707		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:		
a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	14a	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14b	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14c	
15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	
16 Information with respect to any employers who withdrew from the plan during the preceding plan year:		
a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
----------------	---

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐	
19 If the total number of participants is 1,000 or more, complete lines (a) and (b):	
a Enter the percentage of plan assets held as: Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____% High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____%	
b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets: ☐ 0-5 years ☐ 5-10 years ☐ 10-15 years ☐ 15 years or more	
20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.	
a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No	
b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:	
☐ Yes.	
☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.	
☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.	
☐ No. Other. Provide explanation. _____	

Part VII	IRS Compliance Questions
-----------------	---------------------------------

21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☒ No	
21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).	
☒ Design-based safe harbor method	
☐ "Prior year" ADP test	
☒ "Current year" ADP test	
☐ N/A	
22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter <u>06 / 30 / 2020</u> (MM/DD/YYYY) and the Opinion Letter serial number <u>Q702438A</u> .	

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

Nationstar Mortgage 401(k) Retirement Plan
As of December 31, 2023 and 2022 and for the Year Ended December 31, 2023
With Report of Independent Auditors

Nationstar Mortgage 401(k) Retirement Plan
Financial Statements and Supplemental Schedule
As of December 31, 2023 and 2022, and for the Year Ended December 31, 2023

Table of Contents

Report of Independent Auditors	1
Financial Statements	
Statements of Net Assets Available for Benefits	5
Statement of Changes in Net Assets Available for Benefits	6
Notes to Financial Statements	7
Supplemental Schedule	
Form 5500, Schedule H; Line 4i - Schedule of Assets (Held at End of Year).....	14

Report of Independent Auditors

Nationstar Mortgage 401(k) Retirement Plan Investment Committee

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed audits of the financial statements of Nationstar Mortgage 401(k) Retirement Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statement of changes in net assets available for benefits for the year ended December 31, 2023, and the related notes (collectively referred to as the “financial statements”).

Management, having determined it is permissible in the circumstances, has elected to have the audits of the financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditor’s Responsibilities for the Audit of the Financial Statements section

- the amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- the information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Other Matter

Supplemental Schedule Required by ERISA

The supplemental schedule of assets (held at end of year) as of December 31, 2023 (referred to as the "supplemental schedule"), is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.



In our opinion

- the form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Ernst & Young LLP

June 21, 2024

**Nationstar Mortgage 401(k) Retirement Plan
Statements of Net Assets Available for Benefits**

	December 31,	
	2023	2022
Assets		
Investments at fair value	\$ 517,046,885	\$ 453,179,480
Notes receivable from participants	11,505,567	11,872,391
Net assets available for benefits	<u>\$ 528,552,452</u>	<u>\$ 465,051,871</u>

See accompanying notes to the financial statements.

Nationstar Mortgage 401(k) Retirement Plan
Statement of Changes in Net Assets Available for Benefits

	Year Ended December 31, 2023
Additions:	
Investment income:	
Net appreciation in fair value of investments	\$ 72,705,547
Interest and dividend income	10,206,037
Total investment income	<u>82,911,584</u>
Interest income on notes receivable from participants	698,005
Contributions:	
Employer contributions	10,228,293
Participant contributions	30,564,767
Rollovers	25,474,678
Total contributions	<u>66,267,738</u>
Total additions	<u>149,877,327</u>
Deductions:	
Distributions to participants	85,947,735
Administrative expenses	429,011
Total deductions	<u>86,376,746</u>
Net increase	63,500,581
Net assets available for benefits:	
Beginning of year	465,051,871
End of year	<u><u>\$ 528,552,452</u></u>

See accompanying notes to the financial statements.

Nationstar Mortgage 401(k) Retirement Plan
Notes to Financial Statements

1. Description of the Plan

The following description of the Nationstar Mortgage 401(k) Retirement Plan (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

General

The Plan was established on July 12, 2006, as a defined contribution retirement plan. The Plan covers current and former eligible employees of Nationstar Mortgage LLC (“Nationstar”) and its previously acquired companies as identified in the Plan document (collectively, the “Company”). Nationstar is a wholly-owned subsidiary of Mr. Cooper Group Inc. The Plan is administered by Nationstar Mortgage LLC through Nationstar Mortgage 401(k) Retirement Plan Investment Committee. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). Benefits provided by the Plan are not insured or guaranteed by the Pension Benefit Guaranty Corporation code in Title IV of ERISA. Summary Plan documents are available at www.netbenefits.fidelity.com.

Eligibility

All employees, except residents of Puerto Rico, are eligible to participate in the Plan. Eligible employees may choose to make pre-tax contributions, after-tax contributions, or both, beginning on the employment commencement date.

Contributions

The Plan permits current employees to contribute up to 60% of their compensation pretax, as defined, subject to Internal Revenue Code (the “IRC”) limitations. The Plan provides for automatic enrollment at a rate of 3% of compensation, as defined by the Plan document, unless the employee declines to participate or elects another deferral percentage. For new employees who were automatically enrolled at a rate of 3% into the Plan, the Plan will automatically increase the employee’s contribution rate each year by 1%, capped at the 6% contribution rate unless the participant actively opts out of the auto-increase program.

The Plan also permits the employee to make voluntary, nondeductible, after-tax contributions to the Plan. The Company matches employee contributions in an amount equal to 100% of the first 2% of employee eligible compensation and 50% of the next 4% of employee eligible compensation. Profit-sharing contributions are made by the Company on a discretionary basis as determined by the Board of Directors of the Company. Discretionary profit-sharing contributions are allocated based on a non-integrated allocation formula in the ratio that each eligible active participant’s compensation bears to the total compensation paid to all eligible active participants for the Plan year. A participant shall only be entitled to receive the discretionary profit-sharing contribution if the participant is employed on the last day of the Plan year and earns at least 1,000 hours of service during the Plan year. No such contributions were made by the Company during the year ended December 31, 2023.

Participants can rollover all or part of an eligible rollover distribution received from an eligible retirement plan into the Plan. An eligible rollover includes any distribution from an eligible qualified plan under IRC Section 401(a), 403(a) annuity plan, 403(b) annuity contract and 457(b) maintained by a government employee and an individual retirement account or annuity.

Participants are permitted to contribute a portion or all of the deferred contributions to a Roth 401(k) account.

Participant Accounts

Each participant’s account is credited with the participant’s contributions and allocations of (a) employer contributions and (b) Plan earnings or losses. The benefit to which a participant is vested can be withdrawn from the participant’s vested account.

Participants direct the investment of their accounts into various registered investment company funds and a common/collective trust.

Nationstar Mortgage 401(k) Retirement Plan
Notes to Financial Statements

Vesting

Participants are immediately vested in their contributions plus actual earnings or losses thereon. Any vested interest in employer matching contributions is based on 0% match in the first year and 100% after the second year of credited service. Employer matching contributions and related earnings or losses vest at 100% upon two years of credited service. Employees of merged plans may be granted credit for prior employment term based on the terms of the acquisition or plan merger.

Forfeitures

Forfeitures are available to either reduce employer contributions or pay Plan administrative expenses. As of December 31, 2023 and 2022, the forfeiture balance was \$77,862 and \$4,394,139, respectively. Forfeitures used to reduce employer contributions or to pay Plan administrative expenses for the year ended December 31, 2023 totaled \$4,178,092.

Notes Receivable from Participants

Notes receivable from participants represent participant loans. Active employee participants may borrow up to 50% of the vested portion of their accounts, subject to a \$50,000 maximum. Notes receivable are collateralized by participant accounts and are repayable to the Plan within 5 years or up to 10 years in the case of a loan used for the purpose of obtaining a principal residence. Interest is based on the prevailing interest rates charged by persons in the business of lending money for loans which would be made under similar circumstances at the time the loan was taken. Collection of principal and interest payments is primarily achieved through payroll deductions.

Participants applying for a loan may only have one general purpose loan and one home loan outstanding at a time. Participants are required to pay off the particular type of loan before taking another one of that type.

Distributions to Participants

Distribution of a participant's account balance is permitted upon termination of employment due to death, normal, early or disability retirement, or other termination of employment. In the event of termination of employment of any participant for any reason other than retirement, death, or disability, a participant shall, subject to further provisions of the Plan, be entitled to receive the vested portion of his or her account balance. A participant may also receive a distribution prior to termination of employment to satisfy a financial hardship meeting the requirements of the IRC or upon attainment of age 59½. Distributions to participants are paid as a lump sum or as a direct rollover into another retirement savings account.

Administrative Expenses

Certain administrative expenses of the Plan may be paid by the Company at its discretion. Remaining administrative expenses may be paid from forfeited contributions (if any) or from the trust fund balances.

Plan Termination

The Company intends to continue the Plan indefinitely but reserves the right to amend or terminate the Plan subject to the provisions of ERISA. The Plan provides that, in the event of Plan termination, participants will become fully vested in employer contributions, and the method of distribution of assets will be in accordance with the provisions of ERISA.

Partial Termination

As a result of reduction in the Company's workforce in 2022, the Plan experienced a partial plan termination as defined by ERISA. The partial plan terminations were paid out during the 2023 plan year. Under ERISA, a partial plan termination may occur if a significant percentage of the Plan participants are terminated because of action taken by the Company. If a partial termination occurs, full vesting in the employer contribution is required for the affected participants. The remaining participants' vesting continues to be determined per the plan provisions.

**Nationstar Mortgage 401(k) Retirement Plan
Notes to Financial Statements**

2. Significant Accounting Policies

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting. The preparation of financial statements is in conformity with accounting principles generally accepted in the United States (“GAAP”). Distributions to participants are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates that affect the amounts reported in the financial statements, accompanying notes, and ERISA-required supplemental schedule. Actual results could differ from those estimates.

Notes Receivable from Participants

Notes receivable from participants are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when incurred. No allowance for credit losses has been recorded as of December 31, 2023 and 2022. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a distribution is recorded.

Valuation of Investments and Income Recognition

The registered investment company shares are valued at fair value based on published market prices held by the Plan at year-end. The Plan invests in a common/collective trust (Fidelity Managed Income Portfolio (“MIP”)) for which the fair value of the MIP is based on net asset value as determined by the issuer. The objective of MIP is to preserve capital and achieve a competitive level of income over time. In addition, it strives to maintain a \$1 per unit price, but cannot assure it will do so. Although individual investment contracts within the portfolio represent credit obligations of the issuer, units of the portfolio are neither guaranteed by Fidelity Management Trust Company or the plan sponsor, nor are they insured by the Federal Deposit Insurance Corporation or any other state or federal agency.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded as earned. Dividend income is recorded on the ex-dividend date. Net appreciation includes the Plan’s gains and losses on investments bought and sold as well as held during the year. Participant-directed redemptions have no restrictions; however, the Plan is required to provide a one-year redemption notice to liquidate its share of the MIP.

Contributions

Contributions from Plan participants and the matching contributions from the Company are recorded in the year in which the employee contributions are withheld from compensation.

3. Investments

The Plan assets are invested in available investment options as directed by participants. A separate account is established for each participant who makes contributions to the Plan. The value of the account is updated each business day to reflect contributions, exchanges of investment options, investment earnings, withdrawals and loan repayments.

All investment information disclosed in the accompanying financial statements, notes to financial statements, ERISA-required supplemental schedule, including investments held and notes receivable from participants, as of December 31, 2023 and 2022, and net appreciation in fair value of investments, interest income on notes receivable from participants, and interest and dividend income for the year ended December 31, 2023, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

Nationstar Mortgage 401(k) Retirement Plan
Notes to Financial Statements

4. Fair Value Measurements

The Plan follows accounting guidance set forth under Accounting Standard Codification 820, *Fair Value Measurement* (“ASC 820”), which provides a definition of fair value, establishes a framework for measuring fair value, and requires expanded disclosures about fair value measurements. The standard applies when GAAP requires or allows assets or liabilities to be measured at fair value and, therefore, does not expand the use of fair value in any new circumstance.

ASC 820 emphasizes that fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, ASC 820 establishes a three-tiered fair value hierarchy based on the level of observable inputs used in the measurement of fair value. Level 1 represents quoted prices for identical assets or liabilities in an active market, Level 2 represents values using inputs other than quoted prices included within Level 1, and Level 3 represents estimated values based on significant unobservable inputs. In addition, ASC 820 requires an entity to consider all aspects of nonperformance risk, including its own credit standing, when measuring the fair value of a liability. Related disclosures are segregated for assets and liabilities measured at fair value based on the level used within the hierarchy to determine their fair values.

The following describes the methodologies used by the Plan in determining fair values:

Registered investment companies – Registered investment companies represent investments in mutual funds that are registered under the Investment Company Act of 1940. These mutual funds pool the capital of its investors and acquire stocks, bonds, short-term money market instruments, and/or other securities. The mutual funds, which are a separate legal entity from the investment adviser, issue dollar-denominated units representing an interest in its pool of securities. The units can be redeemed for a proportionate share of the current value of the fund’s assets. As these funds are valued at the quoted net asset value per unit which is based on the fair value of the underlying assets and liabilities held by the fund, the investments in registered investment companies are classified as Level 1 in the fair value disclosures.

Common/collective trust – The common/collective trust investment represents a trust for the collective investment and reinvestment of assets contributed from employee benefit plans maintained by more than one plan sponsor. The common/collective trust is designed to deliver safety and stability by preserving principal and accumulating earnings. The trust invests in guaranteed investment contracts and synthetic investment contracts. Participant-directed redemptions have no restrictions; however, the Plan is required to provide a one-year redemption notice to liquidate its entire share in the fund. These investments are valued based on the contractual terms of the underlying investment contracts. The net asset value of the unit of the common/collective trust is determined by the issuer. The Plan classifies the investment as an investment measured at net asset value as a practical expedient for fair value, therefore, the investment is not categorized in the fair value hierarchy.

Nationstar Mortgage 401(k) Retirement Plan
Notes to Financial Statements

The following table sets forth the fair value hierarchy level of the Plan's assets carried at fair value:

	Recurring Fair Value Measurements			
	Level 1	Level 2	Level 3	Total
December 31, 2023				
Investments measured at fair value:				
Registered investment companies	\$ 499,860,443	\$ —	\$ —	\$ 499,860,443
Investment measured at net asset value:				
Common/collective trust				17,186,442
Total investments				<u>\$ 517,046,885</u>
December 31, 2022				
Investments measured at fair value:				
Registered investment companies	\$ 432,860,583	\$ —	\$ —	\$ 432,860,583
Investment measured at net asset value:				
Common/collective trust				20,318,897
Total investments				<u>\$ 453,179,480</u>

5. Risks and Uncertainties

Investments in the Plan are exposed to various risks such as interest rate, market and credit risk. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

6. Related-Party and Party-in-Interest Transactions

Certain Plan investments in registered investment companies and the MIP are managed by an affiliate of the trustee. These transactions qualify as party-in-interest transactions. All of these transactions are exempt from the prohibited transaction rules.

7. Income Tax Status

The underlying pre-approved plan has received an opinion letter from the Internal Revenue Service ("IRS") dated June 30, 2020, stating that the form of the plan is qualified under Section 401 of the IRC and, therefore, the related trust is tax-exempt. The plan administrator has determined that it is eligible to, and has chosen to, rely on the current IRS pre-approved opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The plan administrator has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code.

Nationstar Mortgage 401(k) Retirement Plan
Notes to Financial Statements

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. Plan management has analyzed the tax positions taken by the Plan and has concluded that there are no uncertain positions taken or expected to be taken. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

8. Subsequent Events

The Plan's management has evaluated subsequent events through June 21, 2024, the date the financial statements were available to be issued.

Supplemental Schedule

Nationstar Mortgage 401(k) Retirement Plan
EIN #75-2921540 Plan #001
Form 5500, Schedule H; Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2023

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Current Value
Registered investment companies:			
	Virtus	Virtus KAR Small-Cap Core Fund Class I, 302,686 shares	\$ 15,757,816
	JP Morgan	JPMorgan Equity Income Fund Class R6, 587,908 shares	13,510,135
	BNY Mellon	BNY Mellon International Stock Fund, 540,163 shares	12,839,667
	Baird	Baird Core Plus Bond Fund Class Investor, 643,121 shares	6,862,098
	Baron Real Estate	Baron Real Estate Institutional Shares, 174,333 shares	6,232,412
	Invesco Oppenheimer	Invesco Oppenheimer Developing Markets Fund Class Y, 146,368 shares	5,652,724
	JP Morgan	JPMorgan Mid Cap Value Fund Class R6, 150,547 shares	5,406,160
	MFS	MFS Mid Growth Fund - Class R3, 186,433 shares	4,951,659
	Dimensional Fund Advisors	DFA Inflation-Protected Securities Portfolio Institutional Class, 282,962 shares	3,064,476
	Virtus	Virtus KAR Small-Cap Value Fund Class I, 123,443 shares	3,002,122
	AllianceBernstein	AB Small Cap Growth Portfolio Class K, 23,504 shares	1,308,256
	Invesco Oppenheimer	Invesco Oppenheimer International Bond Fund Class Y, 93,247 shares	414,018
*	Fidelity Investments	Fidelity 500 Index Fund, 331,632 shares	54,881,788
*	Fidelity Investments	Fidelity Contrafund K6, 1,499,073 shares	34,553,637
*	Fidelity Investments	Fidelity Mid Cap Index Fund, 299,014 shares	8,955,458
*	Fidelity Investments	Fidelity Small Cap Index Fund, 309,098 shares	7,739,815
*	Fidelity Investments	Fidelity Strategic Income Fund, 594,458 shares	6,776,824
*	Fidelity Investments	Fidelity Freedom Index Income Fund - Institutional Premium Class, 96,687 shares	1,111,906
*	Fidelity Investments	Fidelity Government Money Market Fund, 43,350 shares	43,350
*	Fidelity Investments	Fidelity Freedom Index 2005 Fund - Institutional Premium Class, 24,457 shares	307,917
*	Fidelity Investments	Fidelity Freedom Index 2010 Fund - Institutional Premium Class, 47,649 shares	607,050
*	Fidelity Investments	Fidelity Freedom Index 2015 Fund - Institutional Premium Class, 175,071 shares	2,459,752
*	Fidelity Investments	Fidelity Freedom Index 2020 Fund - Institutional Premium Class, 451,048 shares	6,995,753
*	Fidelity Investments	Fidelity Freedom Index 2025 Fund - Institutional Premium Class, 999,775 shares	17,696,017
*	Fidelity Investments	Fidelity Freedom Index 2030 Fund - Institutional Premium Class, 1,569,705 shares	29,683,114
*	Fidelity Investments	Fidelity Freedom Index 2035 Fund - Institutional Premium Class, 2,024,049 shares	43,517,043
*	Fidelity Investments	Fidelity Freedom Index 2040 Fund - Institutional Premium Class, 2,308,939 shares	51,258,452
*	Fidelity Investments	Fidelity Freedom Index 2045 Fund - Institutional Premium Class, 2,573,011 shares	59,590,943
*	Fidelity Investments	Fidelity Freedom Index 2050 Fund - Institutional Premium Class, 2,335,004 shares	54,172,083
*	Fidelity Investments	Fidelity Freedom Index 2055 Fund - Institutional Premium Class, 1,526,620 shares	29,143,171
*	Fidelity Investments	Fidelity Freedom Index 2060 Fund - Institutional Premium Class, 579,859 shares	9,376,314
*	Fidelity Investments	Fidelity Freedom Index 2065 Fund - Institutional Premium Class, 152,143 shares	1,988,513
	Total Registered Investment Companies		499,860,443
Common/collective trust:			
*	Fidelity Investments	Managed Income Portfolio Class 1, 17,186,442 shares	17,186,442
	Total Investments		\$517,046,885
*	Notes receivable from participants	Loans with interest rates ranging from 4.25% to 10.00%, with various maturities	\$ 11,505,567

*Party-in-interest to the Plan

Note: Column (d), cost of investment, is not shown as it is not applicable for participant-directed investments.

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

Nationstar Mortgage 401(k) Retirement Plan
As of December 31, 2023 and 2022 and for the Year Ended December 31, 2023
With Report of Independent Auditors

Nationstar Mortgage 401(k) Retirement Plan
Financial Statements and Supplemental Schedule
As of December 31, 2023 and 2022, and for the Year Ended December 31, 2023

Table of Contents

Report of Independent Auditors	1
Financial Statements	
Statements of Net Assets Available for Benefits	5
Statement of Changes in Net Assets Available for Benefits	6
Notes to Financial Statements	7
Supplemental Schedule	
Form 5500, Schedule H; Line 4i - Schedule of Assets (Held at End of Year).....	14

Report of Independent Auditors

Nationstar Mortgage 401(k) Retirement Plan Investment Committee

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed audits of the financial statements of Nationstar Mortgage 401(k) Retirement Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statement of changes in net assets available for benefits for the year ended December 31, 2023, and the related notes (collectively referred to as the “financial statements”).

Management, having determined it is permissible in the circumstances, has elected to have the audits of the financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditor’s Responsibilities for the Audit of the Financial Statements section

- the amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- the information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Other Matter

Supplemental Schedule Required by ERISA

The supplemental schedule of assets (held at end of year) as of December 31, 2023 (referred to as the "supplemental schedule"), is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.



In our opinion

- the form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Ernst & Young LLP

June 21, 2024

**Nationstar Mortgage 401(k) Retirement Plan
Statements of Net Assets Available for Benefits**

	December 31,	
	2023	2022
Assets		
Investments at fair value	\$ 517,046,885	\$ 453,179,480
Notes receivable from participants	11,505,567	11,872,391
Net assets available for benefits	<u>\$ 528,552,452</u>	<u>\$ 465,051,871</u>

See accompanying notes to the financial statements.

Nationstar Mortgage 401(k) Retirement Plan
Statement of Changes in Net Assets Available for Benefits

	Year Ended December 31, 2023
Additions:	
Investment income:	
Net appreciation in fair value of investments	\$ 72,705,547
Interest and dividend income	10,206,037
Total investment income	<u>82,911,584</u>
Interest income on notes receivable from participants	698,005
Contributions:	
Employer contributions	10,228,293
Participant contributions	30,564,767
Rollovers	25,474,678
Total contributions	<u>66,267,738</u>
Total additions	<u>149,877,327</u>
Deductions:	
Distributions to participants	85,947,735
Administrative expenses	429,011
Total deductions	<u>86,376,746</u>
Net increase	63,500,581
Net assets available for benefits:	
Beginning of year	465,051,871
End of year	<u><u>\$ 528,552,452</u></u>

See accompanying notes to the financial statements.

Nationstar Mortgage 401(k) Retirement Plan
Notes to Financial Statements

1. Description of the Plan

The following description of the Nationstar Mortgage 401(k) Retirement Plan (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

General

The Plan was established on July 12, 2006, as a defined contribution retirement plan. The Plan covers current and former eligible employees of Nationstar Mortgage LLC (“Nationstar”) and its previously acquired companies as identified in the Plan document (collectively, the “Company”). Nationstar is a wholly-owned subsidiary of Mr. Cooper Group Inc. The Plan is administered by Nationstar Mortgage LLC through Nationstar Mortgage 401(k) Retirement Plan Investment Committee. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). Benefits provided by the Plan are not insured or guaranteed by the Pension Benefit Guaranty Corporation code in Title IV of ERISA. Summary Plan documents are available at www.netbenefits.fidelity.com.

Eligibility

All employees, except residents of Puerto Rico, are eligible to participate in the Plan. Eligible employees may choose to make pre-tax contributions, after-tax contributions, or both, beginning on the employment commencement date.

Contributions

The Plan permits current employees to contribute up to 60% of their compensation pretax, as defined, subject to Internal Revenue Code (the “IRC”) limitations. The Plan provides for automatic enrollment at a rate of 3% of compensation, as defined by the Plan document, unless the employee declines to participate or elects another deferral percentage. For new employees who were automatically enrolled at a rate of 3% into the Plan, the Plan will automatically increase the employee’s contribution rate each year by 1%, capped at the 6% contribution rate unless the participant actively opts out of the auto-increase program.

The Plan also permits the employee to make voluntary, nondeductible, after-tax contributions to the Plan. The Company matches employee contributions in an amount equal to 100% of the first 2% of employee eligible compensation and 50% of the next 4% of employee eligible compensation. Profit-sharing contributions are made by the Company on a discretionary basis as determined by the Board of Directors of the Company. Discretionary profit-sharing contributions are allocated based on a non-integrated allocation formula in the ratio that each eligible active participant’s compensation bears to the total compensation paid to all eligible active participants for the Plan year. A participant shall only be entitled to receive the discretionary profit-sharing contribution if the participant is employed on the last day of the Plan year and earns at least 1,000 hours of service during the Plan year. No such contributions were made by the Company during the year ended December 31, 2023.

Participants can rollover all or part of an eligible rollover distribution received from an eligible retirement plan into the Plan. An eligible rollover includes any distribution from an eligible qualified plan under IRC Section 401(a), 403(a) annuity plan, 403(b) annuity contract and 457(b) maintained by a government employee and an individual retirement account or annuity.

Participants are permitted to contribute a portion or all of the deferred contributions to a Roth 401(k) account.

Participant Accounts

Each participant’s account is credited with the participant’s contributions and allocations of (a) employer contributions and (b) Plan earnings or losses. The benefit to which a participant is vested can be withdrawn from the participant’s vested account.

Participants direct the investment of their accounts into various registered investment company funds and a common/collective trust.

Nationstar Mortgage 401(k) Retirement Plan
Notes to Financial Statements

Vesting

Participants are immediately vested in their contributions plus actual earnings or losses thereon. Any vested interest in employer matching contributions is based on 0% match in the first year and 100% after the second year of credited service. Employer matching contributions and related earnings or losses vest at 100% upon two years of credited service. Employees of merged plans may be granted credit for prior employment term based on the terms of the acquisition or plan merger.

Forfeitures

Forfeitures are available to either reduce employer contributions or pay Plan administrative expenses. As of December 31, 2023 and 2022, the forfeiture balance was \$77,862 and \$4,394,139, respectively. Forfeitures used to reduce employer contributions or to pay Plan administrative expenses for the year ended December 31, 2023 totaled \$4,178,092.

Notes Receivable from Participants

Notes receivable from participants represent participant loans. Active employee participants may borrow up to 50% of the vested portion of their accounts, subject to a \$50,000 maximum. Notes receivable are collateralized by participant accounts and are repayable to the Plan within 5 years or up to 10 years in the case of a loan used for the purpose of obtaining a principal residence. Interest is based on the prevailing interest rates charged by persons in the business of lending money for loans which would be made under similar circumstances at the time the loan was taken. Collection of principal and interest payments is primarily achieved through payroll deductions.

Participants applying for a loan may only have one general purpose loan and one home loan outstanding at a time. Participants are required to pay off the particular type of loan before taking another one of that type.

Distributions to Participants

Distribution of a participant's account balance is permitted upon termination of employment due to death, normal, early or disability retirement, or other termination of employment. In the event of termination of employment of any participant for any reason other than retirement, death, or disability, a participant shall, subject to further provisions of the Plan, be entitled to receive the vested portion of his or her account balance. A participant may also receive a distribution prior to termination of employment to satisfy a financial hardship meeting the requirements of the IRC or upon attainment of age 59½. Distributions to participants are paid as a lump sum or as a direct rollover into another retirement savings account.

Administrative Expenses

Certain administrative expenses of the Plan may be paid by the Company at its discretion. Remaining administrative expenses may be paid from forfeited contributions (if any) or from the trust fund balances.

Plan Termination

The Company intends to continue the Plan indefinitely but reserves the right to amend or terminate the Plan subject to the provisions of ERISA. The Plan provides that, in the event of Plan termination, participants will become fully vested in employer contributions, and the method of distribution of assets will be in accordance with the provisions of ERISA.

Partial Termination

As a result of reduction in the Company's workforce in 2022, the Plan experienced a partial plan termination as defined by ERISA. The partial plan terminations were paid out during the 2023 plan year. Under ERISA, a partial plan termination may occur if a significant percentage of the Plan participants are terminated because of action taken by the Company. If a partial termination occurs, full vesting in the employer contribution is required for the affected participants. The remaining participants' vesting continues to be determined per the plan provisions.

**Nationstar Mortgage 401(k) Retirement Plan
Notes to Financial Statements**

2. Significant Accounting Policies

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting. The preparation of financial statements is in conformity with accounting principles generally accepted in the United States (“GAAP”). Distributions to participants are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates that affect the amounts reported in the financial statements, accompanying notes, and ERISA-required supplemental schedule. Actual results could differ from those estimates.

Notes Receivable from Participants

Notes receivable from participants are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when incurred. No allowance for credit losses has been recorded as of December 31, 2023 and 2022. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a distribution is recorded.

Valuation of Investments and Income Recognition

The registered investment company shares are valued at fair value based on published market prices held by the Plan at year-end. The Plan invests in a common/collective trust (Fidelity Managed Income Portfolio (“MIP”)) for which the fair value of the MIP is based on net asset value as determined by the issuer. The objective of MIP is to preserve capital and achieve a competitive level of income over time. In addition, it strives to maintain a \$1 per unit price, but cannot assure it will do so. Although individual investment contracts within the portfolio represent credit obligations of the issuer, units of the portfolio are neither guaranteed by Fidelity Management Trust Company or the plan sponsor, nor are they insured by the Federal Deposit Insurance Corporation or any other state or federal agency.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded as earned. Dividend income is recorded on the ex-dividend date. Net appreciation includes the Plan’s gains and losses on investments bought and sold as well as held during the year. Participant-directed redemptions have no restrictions; however, the Plan is required to provide a one-year redemption notice to liquidate its share of the MIP.

Contributions

Contributions from Plan participants and the matching contributions from the Company are recorded in the year in which the employee contributions are withheld from compensation.

3. Investments

The Plan assets are invested in available investment options as directed by participants. A separate account is established for each participant who makes contributions to the Plan. The value of the account is updated each business day to reflect contributions, exchanges of investment options, investment earnings, withdrawals and loan repayments.

All investment information disclosed in the accompanying financial statements, notes to financial statements, ERISA-required supplemental schedule, including investments held and notes receivable from participants, as of December 31, 2023 and 2022, and net appreciation in fair value of investments, interest income on notes receivable from participants, and interest and dividend income for the year ended December 31, 2023, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

Nationstar Mortgage 401(k) Retirement Plan
Notes to Financial Statements

4. Fair Value Measurements

The Plan follows accounting guidance set forth under Accounting Standard Codification 820, *Fair Value Measurement* (“ASC 820”), which provides a definition of fair value, establishes a framework for measuring fair value, and requires expanded disclosures about fair value measurements. The standard applies when GAAP requires or allows assets or liabilities to be measured at fair value and, therefore, does not expand the use of fair value in any new circumstance.

ASC 820 emphasizes that fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, ASC 820 establishes a three-tiered fair value hierarchy based on the level of observable inputs used in the measurement of fair value. Level 1 represents quoted prices for identical assets or liabilities in an active market, Level 2 represents values using inputs other than quoted prices included within Level 1, and Level 3 represents estimated values based on significant unobservable inputs. In addition, ASC 820 requires an entity to consider all aspects of nonperformance risk, including its own credit standing, when measuring the fair value of a liability. Related disclosures are segregated for assets and liabilities measured at fair value based on the level used within the hierarchy to determine their fair values.

The following describes the methodologies used by the Plan in determining fair values:

Registered investment companies – Registered investment companies represent investments in mutual funds that are registered under the Investment Company Act of 1940. These mutual funds pool the capital of its investors and acquire stocks, bonds, short-term money market instruments, and/or other securities. The mutual funds, which are a separate legal entity from the investment adviser, issue dollar-denominated units representing an interest in its pool of securities. The units can be redeemed for a proportionate share of the current value of the fund’s assets. As these funds are valued at the quoted net asset value per unit which is based on the fair value of the underlying assets and liabilities held by the fund, the investments in registered investment companies are classified as Level 1 in the fair value disclosures.

Common/collective trust – The common/collective trust investment represents a trust for the collective investment and reinvestment of assets contributed from employee benefit plans maintained by more than one plan sponsor. The common/collective trust is designed to deliver safety and stability by preserving principal and accumulating earnings. The trust invests in guaranteed investment contracts and synthetic investment contracts. Participant-directed redemptions have no restrictions; however, the Plan is required to provide a one-year redemption notice to liquidate its entire share in the fund. These investments are valued based on the contractual terms of the underlying investment contracts. The net asset value of the unit of the common/collective trust is determined by the issuer. The Plan classifies the investment as an investment measured at net asset value as a practical expedient for fair value, therefore, the investment is not categorized in the fair value hierarchy.

Nationstar Mortgage 401(k) Retirement Plan
Notes to Financial Statements

The following table sets forth the fair value hierarchy level of the Plan's assets carried at fair value:

	Recurring Fair Value Measurements			
	Level 1	Level 2	Level 3	Total
December 31, 2023				
Investments measured at fair value:				
Registered investment companies	\$ 499,860,443	\$ —	\$ —	\$ 499,860,443
Investment measured at net asset value:				
Common/collective trust				17,186,442
Total investments				<u>\$ 517,046,885</u>
December 31, 2022				
Investments measured at fair value:				
Registered investment companies	\$ 432,860,583	\$ —	\$ —	\$ 432,860,583
Investment measured at net asset value:				
Common/collective trust				20,318,897
Total investments				<u>\$ 453,179,480</u>

5. Risks and Uncertainties

Investments in the Plan are exposed to various risks such as interest rate, market and credit risk. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

6. Related-Party and Party-in-Interest Transactions

Certain Plan investments in registered investment companies and the MIP are managed by an affiliate of the trustee. These transactions qualify as party-in-interest transactions. All of these transactions are exempt from the prohibited transaction rules.

7. Income Tax Status

The underlying pre-approved plan has received an opinion letter from the Internal Revenue Service ("IRS") dated June 30, 2020, stating that the form of the plan is qualified under Section 401 of the IRC and, therefore, the related trust is tax-exempt. The plan administrator has determined that it is eligible to, and has chosen to, rely on the current IRS pre-approved opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The plan administrator has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code.

Nationstar Mortgage 401(k) Retirement Plan
Notes to Financial Statements

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. Plan management has analyzed the tax positions taken by the Plan and has concluded that there are no uncertain positions taken or expected to be taken. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

8. Subsequent Events

The Plan's management has evaluated subsequent events through June 21, 2024, the date the financial statements were available to be issued.

Supplemental Schedule

Nationstar Mortgage 401(k) Retirement Plan
EIN #75-2921540 Plan #001
Form 5500, Schedule H; Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2023

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Current Value
Registered investment companies:			
	Virtus	Virtus KAR Small-Cap Core Fund Class I, 302,686 shares	\$ 15,757,816
	JP Morgan	JPMorgan Equity Income Fund Class R6, 587,908 shares	13,510,135
	BNY Mellon	BNY Mellon International Stock Fund, 540,163 shares	12,839,667
	Baird	Baird Core Plus Bond Fund Class Investor, 643,121 shares	6,862,098
	Baron Real Estate	Baron Real Estate Institutional Shares, 174,333 shares	6,232,412
	Invesco Oppenheimer	Invesco Oppenheimer Developing Markets Fund Class Y, 146,368 shares	5,652,724
	JP Morgan	JPMorgan Mid Cap Value Fund Class R6, 150,547 shares	5,406,160
	MFS	MFS Mid Growth Fund - Class R3, 186,433 shares	4,951,659
	Dimensional Fund Advisors	DFA Inflation-Protected Securities Portfolio Institutional Class, 282,962 shares	3,064,476
	Virtus	Virtus KAR Small-Cap Value Fund Class I, 123,443 shares	3,002,122
	AllianceBernstein	AB Small Cap Growth Portfolio Class K, 23,504 shares	1,308,256
	Invesco Oppenheimer	Invesco Oppenheimer International Bond Fund Class Y, 93,247 shares	414,018
*	Fidelity Investments	Fidelity 500 Index Fund, 331,632 shares	54,881,788
*	Fidelity Investments	Fidelity Contrafund K6, 1,499,073 shares	34,553,637
*	Fidelity Investments	Fidelity Mid Cap Index Fund, 299,014 shares	8,955,458
*	Fidelity Investments	Fidelity Small Cap Index Fund, 309,098 shares	7,739,815
*	Fidelity Investments	Fidelity Strategic Income Fund, 594,458 shares	6,776,824
*	Fidelity Investments	Fidelity Freedom Index Income Fund - Institutional Premium Class, 96,687 shares	1,111,906
*	Fidelity Investments	Fidelity Government Money Market Fund, 43,350 shares	43,350
*	Fidelity Investments	Fidelity Freedom Index 2005 Fund - Institutional Premium Class, 24,457 shares	307,917
*	Fidelity Investments	Fidelity Freedom Index 2010 Fund - Institutional Premium Class, 47,649 shares	607,050
*	Fidelity Investments	Fidelity Freedom Index 2015 Fund - Institutional Premium Class, 175,071 shares	2,459,752
*	Fidelity Investments	Fidelity Freedom Index 2020 Fund - Institutional Premium Class, 451,048 shares	6,995,753
*	Fidelity Investments	Fidelity Freedom Index 2025 Fund - Institutional Premium Class, 999,775 shares	17,696,017
*	Fidelity Investments	Fidelity Freedom Index 2030 Fund - Institutional Premium Class, 1,569,705 shares	29,683,114
*	Fidelity Investments	Fidelity Freedom Index 2035 Fund - Institutional Premium Class, 2,024,049 shares	43,517,043
*	Fidelity Investments	Fidelity Freedom Index 2040 Fund - Institutional Premium Class, 2,308,939 shares	51,258,452
*	Fidelity Investments	Fidelity Freedom Index 2045 Fund - Institutional Premium Class, 2,573,011 shares	59,590,943
*	Fidelity Investments	Fidelity Freedom Index 2050 Fund - Institutional Premium Class, 2,335,004 shares	54,172,083
*	Fidelity Investments	Fidelity Freedom Index 2055 Fund - Institutional Premium Class, 1,526,620 shares	29,143,171
*	Fidelity Investments	Fidelity Freedom Index 2060 Fund - Institutional Premium Class, 579,859 shares	9,376,314
*	Fidelity Investments	Fidelity Freedom Index 2065 Fund - Institutional Premium Class, 152,143 shares	1,988,513
	Total Registered Investment Companies		499,860,443
Common/collective trust:			
*	Fidelity Investments	Managed Income Portfolio Class 1, 17,186,442 shares	17,186,442
	Total Investments		\$517,046,885
*	Notes receivable from participants	Loans with interest rates ranging from 4.25% to 10.00%, with various maturities	\$ 11,505,567

*Party-in-interest to the Plan

Note: Column (d), cost of investment, is not shown as it is not applicable for participant-directed investments.