

Walker & Dunlop, Inc.  
Form SC 13D/A  
December 31, 2012

Cusip No. 93148P102

Page 1 of 55 Pages

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 2)  
Under the Securities Exchange Act of 1934

WALKER & DUNLOP, INC.

---

(Name of Issuer)

Common Stock, par value \$0.01 per share

---

(Title of Class of Securities)

93148P102

---

(CUSIP Number)

Fortress Investment Group LLC  
1345 Avenue of the Americas, 46th Floor  
New York, NY 10105  
Attention: Michael J. Cohn  
Tel: 212-798-6100  
Fax: 212-798-6075

---

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)  
Copy to:

Sidley Austin LLP  
787 Seventh Avenue  
New York, NY 10019  
Attention: Matthew J. Rizzo, Esq.  
Tel: (212) 839-5300  
Fax: (212) 839-5599

December 21, 2012

---

(Date of Event which Requires Filing of this Statement)

Edgar Filing: Walker & Dunlop, Inc. - Form SC 13D/A

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule §240.13d-7 for other parties to whom copies are to be sent.

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

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

(Continued on following pages)

---

Cusip No. 93148P102

Page 2 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund (A) LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

PN

\*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 3 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund II (A) LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

PN

\*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 4 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund II (E) LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

PN

\*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 5 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FCO MA II LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

PN

\*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 6 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FCO MA LSS LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

PN

\*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 7 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund (B) LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

PN

\*See Instructions

(1)See item (5).



Cusip No. 93148P102

Page 8 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund (C) L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

PN

\*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 9 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund II (B) LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

PN

\*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 10 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund II (C) L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

PN

\*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 11 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund II (D) L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

PN

\*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 12 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FTS SIP L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Jersey

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

PN

\*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 13 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FCO Fund GP LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

OO

\*See Instructions

(1)Solely in its capacity as general partner of Fortress Credit Opportunities Fund (A) LP, Fortress Credit Opportunities Fund (B) LP and Fortress Credit Opportunities Fund (C) L.P.



Cusip No. 93148P102

Page 14 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FCO Fund II GP LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

OO

\*See Instructions

(1)Solely in its capacity as general partner of Fortress Credit Opportunities Fund II (A) LP, Fortress Credit Opportunities Fund II (E) LP, Fortress Credit Opportunities Fund II (B) LP, Fortress Credit Opportunities Fund II (C) L.P. and Fortress Credit Opportunities Fund II (D) L.P.





Cusip No. 93148P102

Page 15 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FCO MA GP LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

OO

\*See Instructions

(1)Solely in its capacity as general partner of FTS SIP L.P.

Cusip No. 93148P102

Page 16 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FCO MA II GP LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

OO

\*See Instructions

(1) Solely in its capacity as general partner of FCO MA II LP.

Cusip No. 93148P102

Page 17 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FCO MA LSS GP LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

OO

\*See Instructions

(1) Solely in its capacity as general partner of FCO MA LSS LP.

Cusip No. 93148P102

Page 18 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Advisors LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

OO

\*See Instructions

(1)Solely in its capacity as investment advisor of Fortress Credit Opportunities Fund (A) LP, Fortress Credit Opportunities Fund II (A) LP, Fortress Credit Opportunities Fund II (E) LP, Fortress Credit Opportunities Fund (B) LP, Fortress Credit Opportunities Fund (C) L.P., Fortress Credit Opportunities Fund II (B) LP, Fortress Credit Opportunities Fund II (C) L.P. and Fortress Credit Opportunities Fund II (D) L.P. pursuant to management agreements.



Cusip No. 93148P102

Page 19 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities MA Advisors LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

OO

\*See Instructions

(1)Solely in its capacity as investment advisor of FTS SIP L.P. pursuant to a management agreement.

Cusip No. 93148P102

Page 20 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities MA II Advisors LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

OO

\*See Instructions

(1)Solely in its capacity as investment advisor of FCO MA II LP pursuant to a management agreement.



Cusip No. 93148P102

Page 21 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FCO MA LSS Advisors LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

OO

\*See Instructions

(1)Solely in its capacity as investment advisor of FCO MA LSS LP pursuant to a management agreement.

Cusip No. 93148P102

Page 22 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FCOF UB Investments LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

OO

\*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 23 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FCOF II UB Investments LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

OO

\*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 24 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Fund V (Fund A) L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

PN

\*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 25 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Fund V (Fund D) L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

PN

\*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 26 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Fund V (Fund E) L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

PN

\*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 27 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Fund V (Fund B) L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

PN

\*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 28 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Fund V (Fund C) L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

PN

\*See Instructions

(1)See item (5).



Cusip No. 93148P102

Page 29 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Fund V (Fund F) L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

PN

\*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 30 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Fund V (Fund G) L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

PN

\*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 31 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Fund V GP L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

PN

\*See Instructions

(1)Solely in its capacity as general partner of Fortress Investment Fund V (Fund A) L.P., Fortress Investment Fund V (Fund D) L.P. and Fortress Investment Fund V (Fund E) L.P.



Cusip No. 93148P102

Page 32 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Fund V GP (BCF) L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

PN

\*See Instructions

(1)Solely in its capacity as general partner of Fortress Investment Fund V (Fund B) L.P., Fortress Investment Fund V (Fund C) L.P., Fortress Investment Fund V (Fund F) L.P. and Fortress Investment Fund V (Fund G) L.P.



Cusip No. 93148P102

Page 33 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FIG LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

OO

\*See Instructions

(1)Solely in its capacity as investment advisor to Fortress Investment Fund V (Fund A) L.P., Fortress Investment Fund V (Fund D) L.P., Fortress Investment Fund V (Fund E) L.P., Fortress Investment Fund V (Fund B) L.P., Fortress Investment Fund V (Fund C) L.P., Fortress Investment Fund V (Fund F) L.P. and Fortress Investment Fund V (Fund G) L.P. pursuant to management agreements, and as owner of the membership interests of Fortress Credit Opportunities Advisors LLC, Fortress Credit Opportunities MA Advisors LLC, Fortress Credit

Opportunities MA II Advisors LLC and FCO MA LSS Advisors LLC.

---



Cusip No. 93148P102

Page 34 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Hybrid GP Holdings LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

OO

\*See Instructions

(1)Solely in its capacity as holder of all the membership interests of FCO Fund GP LLC, FCO Fund II GP LLC, FCO MA GP LLC, FCO MA II GP LLC, and FCO MA LSS GP LLC.



Cusip No. 93148P102

Page 35 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Fund V GP Holdings Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

OO

\*See Instructions

(1)Solely in its capacity as general partner of Fortress Fund V GP L.P.

Cusip No. 93148P102

Page 36 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Fund V GP (BCF) Holdings Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

OO

\*See Instructions

(1)Solely in its capacity as general partner of Fortress Fund V GP (BCF) L.P.

Cusip No. 93148P102

Page 37 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Principal Holdings I LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

PN

\*See Instructions

(1)Solely in its capacity as holder of all limited company interests in Fortress Fund V GP (BCF) Holdings Ltd.

Cusip No. 93148P102

Page 38 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FIG Asset Co. LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

OO

\*See Instructions

(1)Solely in its capacity as general partner of Principal Holdings I LP.

Cusip No. 93148P102

Page 39 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Operating Entity I LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

PN

\*See Instructions

(1)Solely in its capacities as managing member of Hybrid GP Holdings LLC, as holder of all membership interests of FIG LLC, and as holder of all limited company interests of Fortress Fund V GP Holdings Ltd.





Cusip No. 93148P102

Page 40 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FIG Corp.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

CO

\*See Instructions

(1)Solely in its capacity as general partner of Fortress Operating Entity I LP.

Cusip No. 93148P102

Page 41 of 55 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Group LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)  - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS\*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON\*

OO

\*See Instructions

(1)Solely in its capacity as holder of all shares of FIG Corp. and all membership interests of FIG Asset Co. LLC.

Cusip No. 93148P102

Page 42 of 55 Pages

## Introduction.

This Amendment No. 2 to the statement on Schedule 13D (this “Amendment”) amends the statement on Schedule 13D filed on June 19, 2012 with respect to the shares of common stock, par value \$0.01 per share (the “Common Stock”), of Walker & Dunlop, Inc., a Maryland corporation (the “Company”), as amended by Amendment No. 1 to the Statement filed on September 14, 2012 (the “Statement”).

This Amendment is filed jointly by the following Reporting Persons (i) Galaxy Acquisition LLC (“Galaxy”), (ii) Galaxy CF Holdings LLC (“Galaxy CF Holdings”), (iii) Galaxy PEF Holdings LLC (“Galaxy PEF Holdings”), (iv) Fortress Credit Opportunities Fund (A) LP (“FCOF (A)”), (v) Fortress Credit Opportunities Fund II (A) LP (“FCOF II (A)”), (vi) Fortress Credit Opportunities Fund II (E) LP (“FCOF II (E)”), (vii) FCO MA II LP (“FCO MA II”), (viii) FCO MA LSS LP (“FCO MA LSS”), (ix) Galaxy CF UST Investment Holdings LLC (“Galaxy CF UST”), (x) Fortress Credit Opportunities Fund (B) LP (“FCOF (B)”), (xi) Fortress Credit Opportunities Fund (C) L.P. (“FCOF (C)”), (xii) Fortress Credit Opportunities Fund II (B) LP (“FCOF II (B)”), (xiii) Fortress Credit Opportunities Fund II (C) L.P. (“FCOF II (C)”), (xiv) Fortress Credit Opportunities Fund II (D) L.P. (“FCOF II (D)”), (xv) FTS SIP L.P. (“FTS SIP”), (xvi) FCO Fund GP LLC (“FCO Fund GP”), (xvii) FCO Fund II GP LLC (“FCO Fund II GP”), (xviii) FCO MA GP LLC (“FCO MA GP”), (xix) FCO MA II GP LLC (“FCO MA II GP”), (xx) FCO MA LSS GP LLC (“FCO MA LSS GP”), (xxi) Fortress Credit Opportunities Advisors LLC (“FCO Advisors”), (xxii) Fortress Credit Opportunities MA Advisors LLC (“FCO MA Advisors”), (xxiii) Fortress Credit Opportunities MA II Advisors LLC (“FCO MA II Advisors”), (xxiv) FCO MA LSS Advisors LLC (“FCO MA LSS Advisors”), (xxv) FCOF UB Investments LLC (“FCOF UB”), (xxvi) FCOF II UB Investments LLC (“FCOF II UB”), (xxvii) Fortress Investment Fund V (Fund A) L.P. (“FIF V (A)”), (xxviii) Fortress Investment Fund V (Fund D) L.P. (“FIF V (D)”), (xxix) Fortress Investment Fund V (Fund E) L.P. (“FIF V (E)”), (xxx) Galaxy Acquisition Blocker B LLC (“Galaxy Blocker B”), (xxxi) Galaxy Acquisition Blocker CFG LLC (“Galaxy Blocker CFG”), (xxxii) Fortress Investment Fund V (Fund B) L.P. (“FIF V (B)”), (xxxiii) Fortress Investment Fund V (Fund C) L.P. (“FIF V (C)”), (xxxiv) Fortress Investment Fund V (Fund F) L.P. (“FIF V (F)”), (xxxv) Fortress Investment Fund V (Fund G) L.P. (“FIF V (G)”), (xxxvi) Fortress Fund V GP L.P. (“FF V GP”), (xxxvii) Fortress Fund V GP (BCF) L.P. (“FF V GP (BCF)”), (xxxviii) FIG LLC, (xxxix) Hybrid GP Holdings LLC (“Hybrid GP Holdings”), (xl) Fortress Fund V GP Holdings Ltd. (“FF V GP Holdings”), (xli) Fortress Fund V GP (BCF) Holdings Ltd. (“FF V GP (BCF) Holdings”), (xlii) Principal Holdings I LP (“Principal Holdings I”), (xliii) FIG Asset Co. LLC (“FIG Asset Co.”), (xliv) Fortress Operating Entity I LP (“FOE I”), (xlv) FIG Corp. and (xlvi) Fortress Investment Group LLC .

Except as provided herein, this Amendment does not modify any of the information previously reported on the Statement. Capitalized terms used but not defined herein have the meanings given to them in the Statement.

## Item 2. Identity and Background.

The response set forth in Item 2 of the Statement is hereby amended by adding the following disclosure to each subsection of Item 2 as indicated below:

(a)-(c),(f):

Each of FCOF UB Investments LLC (“FCOF UB”) and FCOF II UB Investments LLC (“FCOF II UB”) is a Delaware limited liability company. Each of FCOF UB and FCOF II UB is in the business of investing and/or investment management and has a principal business and principal office address of c/o Fortress Investment Group, LLC, 1345 Avenue of the Americas, 46th Floor, New York, New York, 10105.

Edgar Filing: Walker & Dunlop, Inc. - Form SC 13D/A

Set forth in Schedule A-1 attached hereto is a listing of the directors and executive officers of FCOF UB and FCOF II UB (collectively, the “FCOF Covered Persons”), and the business address and present principal occupation or employment of each of the FCOF Covered Persons, and is incorporated herein by reference. Except as set forth in Schedule A-1, each of the FCOF Covered Persons is a United States citizen.

(d)-(e):

---

None of the FCOF UB, FCOF II UB or the FCOF Covered Persons identified in this Item 2 has during the past five years been convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors), nor been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction which resulted in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 5. Interest in Securities of the Issuer.

The response set forth in Item 5 of the Statement is hereby amended by adding the following disclosure to each subsection of Item 5 as indicated below:

(a)-(b)

Pursuant to the Column Voting Agreement as described in Item 4 above, the Reporting Persons may be deemed to have beneficial ownership of 4,408,915 shares of Common Stock held by Column (the "Column Shares"), based on the Form 4 filed by Credit Suisse AG on December 7, 2012.

On December 21, 2012, the following transfers of Common Stock were effected:

(i) Galaxy Acquisition transferred 5,823,627 shares of Common Stock to Galaxy CF Holdings and 5,823,628 shares of Common Stock to Galaxy PEF Holdings;

(ii) Galaxy CF Holdings transferred the following: 685,316 shares of Common Stock to FCOF (A); 555,389 shares of Common Stock to FCOF II (A); 28,192 shares of Common Stock to FCOF II (E); 3,584,126 shares of Common Stock to Galaxy CF UST; 776,483 shares of Common Stock to FCO MA II; and 194,121 shares of Common Stock to FCO MA LSS;

(iii) Galaxy CF UST transferred the following: 897,063 shares of Common Stock to FCOF (B); 747,072 shares of Common Stock to FCOF (C); 379,789 shares of Common Stock to FCOF II (B); 532,954 shares of Common Stock to FCOF II (C); 56,643 shares of Common Stock to FCOF II (D); and 970,605 shares of Common Stock to FTS SIP;

(iv) FCOF (A) transferred 685,316 shares of Common Stock to FCOF UB; FCOF (B) transferred 897,063 shares of Common Stock to FCOF UB; and FCOF (C) transferred 747,072 shares of Common Stock to FCOF UB;

(v) FCOF II (A) transferred 555,389 shares of Common Stock to FCOF II UB; FCOF II (B) transferred 379,789 shares of Common Stock to FCOF II UB; FCOF II (C) transferred 532,954 shares of Common Stock to FCOF II UB; FCOF II (D) transferred 56,643 shares of Common Stock to FCOF II UB; and FCOF II (E) transferred 28,192 shares of Common Stock to FCOF II UB;

(vi) Galaxy PEF Holdings transferred the following: 2,664,136 shares of Common Stock to FIF V (A); 862,477 shares of Common Stock to Galaxy Blocker B; 1,150,360 shares of Common Stock to Galaxy Blocker CFG; 1,097,595 shares of Common Stock to FIF V (D); and 49,060 shares of Common Stock to FIF V (E);

(vii) Galaxy Blocker B transferred 862,477 shares of Common Stock to FIV V (B); and

(viii) Galaxy Blocker CFG transferred the following: 923,023 shares of Common Stock to FIF V (C); 89,560 shares of Common Stock to FIF V (F); and 137,777 shares of Common Stock to FIF V (G).

As a result of the foregoing transfers, each of Galaxy, Galaxy CF Holdings, Galaxy PEF Holdings, Galaxy CF UST, Galaxy Blocker B and Galaxy Blocker CFG disclaim any beneficial ownership of the shares of Common Stock. The other Reporting Persons may be deemed to beneficially own 16,056,170 shares of Common Stock (the "Shares"), consisting of the Column Shares subject to the Column Voting Agreement and the 11,647,255 shares of Common Stock described above.

---

Cusip No. 93148P102

Page 44 of 55 Pages

FCOF (A), FCOF (B), FCOF (C) may be deemed to own the Shares, as the holders of the membership interests of FCOF UB, and have the ability to direct the management and affairs of FCOF UB as members.

FCOF II (A), FCOF II (B), FCOF II (C), FCOF II (D) and FCOF II (E) may be deemed to own the Shares, as the holders of the membership interests of FCOF II UB, and have the ability to direct the management and affairs of FCOF II UB as members.

(c) Except as otherwise described herein, neither the Reporting Persons nor, to the knowledge of the Reporting Persons, any person named on Schedule A to the Statement, has effected any transaction in Common Stock during the past 60 days.

Item 7. Material to be Filed as Exhibits.

The response set forth in Item 7 of the Statement is hereby amended by adding the following after the last paragraph of Item 7:

Exhibit 7: Joinder to the Joint Filing Agreement, dated as of December 21, 2012, of FCOF UB Investments LLC and FCOF II UB Investments LLC

SIGNATURES

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

Dated: December 21, 2012

Galaxy Acquisition LLC

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

Galaxy CF Holdings LLC

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

Galaxy PEF Holdings LLC

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

Fortress Credit Opportunities Fund (A) LP

By: FCO Fund GP LLC, its general partner

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

Fortress Credit Opportunities Fund II (A) LP

By: FCO Fund II GP LLC, its general partner

By: /s/ David Brooks



Name: David Brooks  
Title: Authorized Signatory

Cusip No. 93148P102

Page 46 of 55 Pages

Fortress Credit Opportunities Fund II (E) LP

By: FCO Fund II GP LLC, its general partner

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

FCO MA II LP

By: FCO MA II GP LLC, its general partner

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

FCO MA LSS LP

By: FCO MA LSS GP LLC, its general partner

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

Galaxy CF UST Investment Holdings LLC

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

Fortress Credit Opportunities Fund (B) LP

By: FCO Fund GP LLC, its general partner

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory



Cusip No. 93148P102

Page 47 of 55 Pages

Fortress Credit Opportunities Fund (C) L.P.

By: FCO Fund GP LLC, its general partner

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

Fortress Credit Opportunities Fund II (B) LP

By: FCO Fund II GP LLC, its general partner

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

Fortress Credit Opportunities Fund II (C) L.P.

By: FCO Fund II GP LLC, its general partner

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

Fortress Credit Opportunities Fund II (D) L.P.

By: FCO Fund II GP LLC, its general partner

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

FTS SIP L.P.

By: FCO MA GP LLC, its general partner

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory



Cusip No. 93148P102

Page 48 of 55 Pages

FCO Fund GP LLC

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

FCO Fund II GP LLC

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

FCO MA GP LLC

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

FCO MA II GP LLC

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

FCO MA LSS GP LLC

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

Fortress Credit Opportunities Advisors LLC

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

Fortress Credit Opportunities MA Advisors LLC

By: /s/ David Brooks  
Name: David Brooks

Title: Authorized Signatory

---

Cusip No. 93148P102

Page 49 of 55 Pages

Fortress Credit Opportunities MA II Advisors LLC

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

FCO MA LSS Advisors LLC

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

FCOF UB Investments LLC

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

FCOF II UB Investments LLC

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

Fortress Investment Fund V (Fund A) L.P.

By its General Partner Fortress Fund V GP L.P.

By its General Partner Fortress Fund V  
GP Holdings Ltd.

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory



Cusip No. 93148P102

Page 50 of 55 Pages

Fortress Investment Fund V (Fund D) L.P.

By its General Partner Fortress Fund V GP L.P.

By its General Partner Fortress Fund V  
GP Holdings Ltd.

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

Fortress Investment Fund V (Fund E) L.P.

By its General Partner Fortress Fund V GP L.P.

By its General Partner Fortress Fund V  
GP Holdings Ltd.

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

Galaxy Acquisition Blocker B LLC

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

Galaxy Acquisition Blocker CFG LLC

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

Fortress Investment Fund V (Fund B) L.P.

By its General Partner Fortress Fund V GP (BCF) L.P.

By its General Partner Fortress Fund V GP  
(BCF)  
Holdings Ltd.

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



Cusip No. 93148P102

Page 51 of 55 Pages

Fortress Investment Fund V (Fund C) L.P.

By its General Partner Fortress Fund V GP (BCF) L.P.

By its General Partner Fortress Fund V  
GP(BCF)  
Holdings Ltd.

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

Fortress Investment Fund V (Fund F) L.P.

By its General Partner Fortress Fund V GP (BCF) L.P.

By its General Partner Fortress Fund V GP  
(BCF)  
Holdings Ltd.

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

Fortress Investment Fund V (Fund G) L.P.

By its General Partner Fortress Fund V GP (BCF) L.P.

By its General Partner Fortress Fund V GP  
(BCF) Holdings Ltd.

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

Fortress Fund V GP L.P.

By its General Partner Fortress Fund V GP Holdings Ltd.

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

Cusip No. 93148P102

Page 52 of 55 Pages

Fortress Fund V GP (BCF) L.P.

By its General Partner Fortress Fund V GP (BCF)  
Holdings Ltd.

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

FIG LLC

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

Hybrid GP Holdings LLC

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

Fortress Fund V GP Holdings Ltd.

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

Fortress Fund V GP (BCF) Holdings Ltd

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

Principal Holdings I LP

By its General Partner FIG Asset Co. LLC

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



Cusip No. 93148P102

Page 53 of 55 Pages

FIG Asset Co. LLC

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

Fortress Operating Entity I LP

By its General Partner FIG Corp.

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

FIG Corp.

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

Fortress Investment Group LLC

By: /s/ David Brooks  
Name: David Brooks  
Title: General Counsel & Secretary

---

Cusip No. 93148P102

Page 54 of 55 Pages

## Schedule A-1

## DIRECTORS AND EXECUTIVE OFFICERS

The name and principal occupation of each of the directors and executive officers of FCOF UB Investments LLC Investments LLC are listed below. Unless otherwise indicated below, the principal business address of each of the directors and executive officers is c/o Fortress Investment Group, LLC, 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

Name	Principal Occupation
Peter L. Briger, Jr.	Chairman
Constantine M. Dakolias	President
Marc K. Furstein	Chief Operating Officer
Adam Rockfeld	Chief Financial Officer
Glenn P. Cummins	Treasurer
James K. Noble III	Secretary
Daniel N. Bass	Authorized Signatory
David N. Brooks	Authorized Signatory

The name and principal occupation of each of the directors and executive officers of FCOF II UB Investments LLC are listed below. Unless otherwise indicated below, the principal business address of each of the directors and executive officers is c/o Fortress Investment Group, LLC, 1345 Avenue of the Americas, 46th Floor, New York, NY 10105.

Name	Principal Occupation
Peter L. Briger, Jr.	Chairman
Constantine M. Dakolias	President
Marc K. Furstein	Chief Operating Officer
Adam Rockfeld	Chief Financial Officer
Glenn P. Cummins	Treasurer
James K. Noble III	Secretary
Daniel N. Bass	Authorized Signatory
David N. Brooks	Authorized Signatory





Joinder to the Joint Filing Agreement

Reference is made to the Joint Filing Agreement dated as of June 18, 2012 (the "Joinder Agreement") among the following persons: (i) CW Financial Services LLC ("CW Financial"), (ii) CWFS Holdings LLC ("CWFS Holdings"), (iii) Galaxy Acquisition LLC, (iv) Galaxy CF Holdings LLC, (v) Galaxy PEF Holdings LLC, (vi) Fortress Credit Opportunities Fund (A) LP, (vii) Fortress Credit Opportunities Fund II (A) LP, (viii) Fortress Credit Opportunities Fund II (E) LP, (ix) FCO MA II LP, (x) FCO MA LSS LP, (xi) Galaxy CF UST Investment Holdings LLC, (xii) Fortress Credit Opportunities Fund (B) LP, (xiii) Fortress Credit Opportunities Fund (C) L.P., (xiv) Fortress Credit Opportunities Fund II (B) LP, (xv) Fortress Credit Opportunities Fund II (C) L.P., (xvi) Fortress Credit Opportunities Fund II (D) L.P., (xvii) FTS SIP L.P., (xviii) FCO Fund GP LLC, (xix) FCO Fund II GP LLC, (xx) FCO MA GP LLC, (xxi) FCO MA II GP LLC, (xxii) FCO MA LSS GP LLC, (xxiii) Fortress Credit Opportunities Advisors LLC, (xxiv) Fortress Credit Opportunities MA Advisors LLC, (xxv) Fortress Credit Opportunities MA II Advisors LLC, (xxvi) FCO MA LSS Advisors LLC, (xxvii) Fortress Investment Fund V (Fund A) L.P., (xxviii) Fortress Investment Fund V (Fund D) L.P., (xxix) Fortress Investment Fund V (Fund E) L.P., (xxx) Galaxy Acquisition Blocker B LLC, (xxxi) Galaxy Acquisition Blocker CFG LLC, (xxxii) Fortress Investment Fund V (Fund B) L.P., (xxxiii) Fortress Investment Fund V (Fund C) L.P., (xxxiv) Fortress Investment Fund V (Fund F) L.P., (xxxv) Fortress Investment Fund V (Fund G) L.P., (xxxvi) Fortress Fund V GP L.P., (xxxvii) Fortress Fund V GP (BCF) L.P., (xxxviii) FIG LLC, (xxxix) Hybrid GP Holdings LLC, (xl) Fortress Fund V GP Holdings Ltd., (xli) Fortress Fund V GP (BCF) Holdings Ltd., (xlii) Principal Holdings I LP, (xliii) FIG Asset Co. LLC, (xliv) Fortress Operating Entity I LP, (xlv) FIG Corp. and (xlvi) Fortress Investment Group LLC

As of the date hereof, each of the undersigned hereby agrees to become bound by the obligations of the Joinder Agreement.

This Joinder to the Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of December 21, 2012.

FCOF UB Investments LLC

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

FCOF II UB Investments LLC

By: /s/ David Brooks  
Name: David Brooks  
Title: Authorized Signatory

