

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
HighMark Large Cap Value Fund		31-1211016	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
HighMark Funds	1-800-433-6884	www.highmarkfunds.com - Contact Us	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
445 South Figueroa Street, Suite 306		Los Angeles, CA 90071	
8 Date of action		9 Classification and description	
March 26, 2012		Regulated Investment Company - Class A, B, C and Fiduciary Shares	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
See Attached	N/A	See Attached	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶

On March 26, 2012, HighMark Value Fund acquired all of the assets and assumed all of the liabilities of the issuer in exchange for voting shares of beneficial interest. (Details below.) Pursuant to the same plan, the issuer liquidated and dissolved shortly after the transaction. The merger of HighMark Large Cap Value Fund into HighMark Value Fund qualifies as a tax-free reorganization within the meaning of Internal Revenue Code §368(a).

The exchange is based on the number and value of shares outstanding at the close of business on March 23, 2012 (Valuation Date). The merger effective date is March 26, 2012 (Closing Date).

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶

A shareholder's aggregate basis in the shares of HighMark Value Fund they received in exchange for their shares of HighMark Large Cap Value Fund will be the same as their aggregate basis in shares of HighMark Large Cap Value Fund. The number of HighMark Value Fund shares that were received for each share of HighMark Large Cap Value Fund surrendered in the exchange is as follows:

0.71834225 HighMark Value Fund class F shares for one HighMark Large Cap Value Fund class F share
 0.72221844 HighMark Value Fund class A shares for one HighMark Large Cap Value Fund class A share
 0.72574830 HighMark Value Fund class B shares for one HighMark Large Cap Value Fund class B share
 0.72627960 HighMark Value Fund class C shares for one HighMark Large Cap Value Fund class C share

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ There was no change in aggregate basis as a result of the above described organizational action. The net asset value of HighMark Large Cap Value Fund shares that were surrendered in the exchange for each share of HighMark Value Fund is as follows:
 F Shares - The net asset value for each share surrendered from HighMark Large Cap Value Fund in the exchange was \$11.6495. The net asset value for each share received from HighMark Value Fund in the exchange was \$16.2172.
 A Shares - The net asset value for each share surrendered from HighMark Large Cap Value Fund in the exchange was \$11.6808. The net asset value for each share received from HighMark Value Fund in the exchange was \$16.1735.
 B Shares - The net asset value for each share surrendered from HighMark Large Cap Value Fund in the exchange was \$11.4735. The net asset value for each share received from HighMark Value Fund in the exchange was \$15.8092.
 C Shares - The net asset value for each share surrendered from HighMark Large Cap Value Fund in the exchange was \$11.4283. The net asset value for each share received from HighMark Value Fund in the exchange was \$15.7354.
 The net asset values above are as of the close of business on March 23, 2012.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

Internal Revenue Code §368(a), §368(b), §358, §354

18 Can any resulting loss be recognized? ▶ _____

There was no gain or loss on the transaction. Accordingly, each investor's aggregate basis in the shares of HighMark Value Fund received in the exchange will be the same as the aggregate basis in their shares of HighMark Large Cap Value Fund surrendered.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____

The above described organizational action is reportable in tax year 2012.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ _____ Date ▶ _____

Print your name ▶ A signed copy is maintained by the issuer Title ▶ _____

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶	Firm's EIN ▶		Phone no.	
Firm's address ▶				

HIGHMARK LARGE CAP VALUE FUND

<u>Share Class</u>	<u>box 10, CUSIP</u>	<u>box 12, Ticker Symbol</u>
Class F	431114206	HMIEX
Class A	431114784	HMERX
Class B	431114537	HIEBX
Class C	431112861	HIECX

HIGHMARK VALUE FUND

<u>Share Class</u>	<u>box 10, CUSIP</u>	<u>box 12, Ticker Symbol</u>
Class F	431114677	HMVMX
Class A	431114628	HMLX
Class B	431114529	HVMBX
Class C	431112812	HVMCX