

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name  <b>Nationwide HighMark Balanced Fund (formerly HighMark Balanced Fund)</b>		2 Issuer's employer identification number (EIN)  <b>31-1359253</b>	
3 Name of contact for additional information  <b>Nationwide Funds</b>	4 Telephone No. of contact  <b>1 800-848-0920</b>	5 Email address of contact  <b>web_help@nationwide.com</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact  <b>P.O. Box 701</b>		7 City, town, or post office, state, and Zip code of contact  <b>Milwaukee, WI 53201-0701</b>	
8 Date of action  <b>September 13, 2013</b>		9 Classification and description  <b>Reorganization from HighMark Balanced Fund to Nationwide HighMark Balanced Fund</b>	
10 CUSIP number  <b>See Below</b>	11 Serial number(s)	12 Ticker symbol  <b>See Below</b>	13 Account number(s)

**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 September 13, 2013 pursuant to a plan of reorganization within the meaning of Section 368(a)(1)(f) all of the assets of HighMark Balanced Fund (Target Fund) were acquired by Nationwide HighMark Balanced Fund (Acquiring Fund) in exchange solely for shares of beneficial interest, no par value, of the Acquiring Fund.

TARGET FUND	ACQUIRING FUND	ACQUIRING FUND CUSIP	ACQUIRING FUND TICKER
HighMark Balanced Fund	Nationwide HighMark Balanced Fund		
Class A	Class A	63868B641	NWGDX
Class C	Class C	63868B633	NWGEX
	Institutional Class	63868B625	NWGFX
Fiduciary Shares	Institutional Service Class	63868B617	NWGGX

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 ▶ The tax basis of each share of Nationwide HighMark Balanced Fund received in the reorganization was the same as the tax basis of the share of HighMark Balanced Fund exchanged therefor.

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 ▶ N/A

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► \_\_\_\_\_  
**Reorganization was intended to be a tax-free reorganization pursuant to Section 368(a) of the Code. The principal federal income tax consequences that are expected to result from Reorganization of Target Fund into Acquiring Fund are as follows:**  
 • **no gain or loss was recognized by the Target Fund or the shareholders of the Target Fund as a direct result of the Reorganization pursuant to Sections 361(c)(1) and 354(a) of the Code;**  
 • **no gain or loss was recognized by the Acquiring Fund as a direct result of the Reorganization pursuant to Section 1032(a) of the Code;**  
 • **the basis of the assets of the Target Fund received by the Acquiring Fund was the same as the basis of these assets in the hands of the Target Fund immediately prior to the exchange pursuant to Section 362(b) of the Code;**  
 • **the holding period of the assets of the Target Fund received by the Acquiring Fund included the period during which such assets were held by the Target Fund pursuant to Section 1223(2) of the Code;**  
 • **the aggregate tax basis of the shares of the Acquiring Fund to be received by a shareholder of the Target Fund as part of the Reorganization was the same as the shareholder's aggregate tax basis of the shares of the Target Fund pursuant to Section 358(a)(1) of the Code; and**  
 • **the holding period of the shares of the Acquiring Fund received by a shareholder of the Target Fund as part of the Reorganization included the period that a shareholder held the shares of the Target Fund (provided that such shares of the Target Fund are capital assets in the hands of such shareholder as of the Closing) pursuant to Section 1223(1) of the Code.**

18 Can any resulting loss be recognized? ► No

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► The tax year end of Nationwide HighMark Balanced Fund is July 31, 2014.

<b>Sign Here</b>	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 ►	<u>A signed copy is maintained by issuer.</u>		Date ►	<u>October 9, 2013</u>
<b>Paid Preparer Use Only</b>	Print your name ►	<u>Jacqueline Payton</u>		Title ►	<u>Assistant Treasurer</u>
	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►				Firm's EIN ►
	Firm's address ►				Phone no.