

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 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2014 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☒ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☐ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ 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)

Part II	Basic Plan Information—enter all requested information										
1a Name of plan <u>NATIONWIDE SAVINGS PLAN</u> 2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>NATIONWIDE MUTUAL INSURANCE COMPANY</u> <u>ONE NATIONWIDE PLAZA 104403</u> <u>COLUMBUS, OH 43215-2220</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 50%; text-align: center;"><u>334</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1968</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>31-4177100</u></td> </tr> <tr> <td colspan="2">2c Plan Sponsor's telephone number <u>614-249-3194</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>524210</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>334</u>	1c Effective date of plan <u>07/01/1968</u>		2b Employer Identification Number (EIN) <u>31-4177100</u>		2c Plan Sponsor's telephone number <u>614-249-3194</u>		2d Business code (see instructions) <u>524210</u>	
1b Three-digit plan number (PN) ▶	<u>334</u>										
1c Effective date of plan <u>07/01/1968</u>											
2b Employer Identification Number (EIN) <u>31-4177100</u>											
2c Plan Sponsor's telephone number <u>614-249-3194</u>											
2d Business code (see instructions) <u>524210</u>											

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.	10/14/2015	JASON BURCHWELL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2015	ROB WATTS
	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
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor ADMINISTRATIVE COMMITTEE ONE NATIONWIDE PLAZA 104403 COLUMBUS, OH 43215-2220	3b Administrator's EIN 31-4177100
	3c Administrator's telephone number 614-249-3194
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 48312
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	6a(1) 33030
a(2) Total number of active participants at the end of the plan year	6a(2) 37423
b Retired or separated participants receiving benefits	6b 1489
c Other retired or separated participants entitled to future benefits.....	6c 13426
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 52338
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 23
f Total. Add lines 6d and 6e	6f 52361
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 49863
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 2182
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: 2F 2G 2J 2K 2R 2S 2T 2E 3F 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	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (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 2014 Form M-1 annual report. If the plan was not required to file the 2014 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 A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2014 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2014 or fiscal plan year beginning **01/01/2014** and ending **12/31/2014**

A Name of plan NATIONWIDE SAVINGS PLAN	B Three-digit plan number (PN)	334
C Plan sponsor's name as shown on line 2a of Form 5500 NATIONWIDE MUTUAL INSURANCE COMPANY	D Employer Identification Number (EIN) 31-4177100	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

NATIONWIDE LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
31-4156830	66869	GAP-95-L941	41254	01/01/2014	12/31/2014

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
0	0		

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end **4** 0**5** Current value of plan's interest under this contract in separate accounts at year end **5** 0**6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b** 0**c** Premiums due but unpaid at the end of the year **6c** 0**d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d** 0

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee(3) ☒ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year **7b** 1641382008**c** Additions: (1) Contributions deposited during the year **7c(1)** 103708025(2) Dividends and credits **7c(2)** 0(3) Interest credited during the year **7c(3)** 58877917(4) Transferred from separate account **7c(4)** 0(5) Other (specify below) **7c(5)** 7537978▶ **CONTRACT TO FMV ADJUSTMENT**(6) Total additions **7c(6)** 170123920**d** Total of balance and additions (add lines **7b** and **7c(6)**). **7d** 1811505928**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 147733780(2) Administration charge made by carrier **7e(2)** 0(3) Transferred to separate account **7e(3)** 0(4) Other (specify below) **7e(4)** 0(5) Total deductions **7e(5)** 147733780**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 1663772148

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	0
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>NATIONWIDE SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>334</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NATIONWIDE MUTUAL INSURANCE COMPANY</u>	D Employer Identification Number (EIN) <u>31-4177100</u>

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 <u>CHARLES SCHWAB & CO., INC.</u> <u>94-1737782</u>

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

SCHWAB RETIREMENT PLAN SERVICES CO.

74-2279754

(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?
13 15 50 64	RECORDKEEPER	4297775	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

POLARIS CAPITAL

04-3269043

(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?
28 50	NONE	1671064	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BROWN ADVISORY

26-4560299

(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?
28 50	NONE	1567435	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

DIAMOND HILL

31-1019984

(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?
28 50	NONE	1205177	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SOUND SHORE

13-2509799

(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?
28 50	NONE	1174183	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PINNACLE

13-3220717

(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?
28 50	NONE	1056866	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

SEIX CORE PLUS BOND

58-1604573

(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?
28 50	NONE	477825	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

STATE STREET

04-0025081

(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?
28 50	NONE	460531	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BANK OF NY MELLON

13-5160382

(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?
10 18 21 25 50	CUSTODIAN	204285	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

CHARLES SCHWAB & CO. INC.

94-1737782

(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?
33 50 59 62 71	RECORDKEEPER	174779	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

DELOITTE & TOUCHE

06-1454513

(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?
99	NONE	166197	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CLS INVESTMENTS INC.

32-0070947

(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?
26 50	NONE	112200	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

KPMG

13-5565207

(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?
10	NONE	98500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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 64 65 71	RECORDKEEPER	95600	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

FRAZIER FINANCIAL ADVISORS LLC

31-1292004

(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?
26 50	NONE	17302	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

HAMILTON CAPITAL MGMT INC.

31-1515316

(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?
26 50	NONE	14261	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SUCCESSFUL RESOURCE MANAGEMENT

42-1309381

(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?
26 50	NONE	9241	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

THE INVESTMENT ADVISOR ALLIANCE

26-3954833

(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?
26 50	NONE	8600	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

FLEXIBLE PLAN INVESTMENTS LTD

38-2340348

(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?
26 50	NONE	7515	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NVEST WEALTH STRATEGIES INC.

20-4461414

(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?
26 50	NONE	5703	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
CHARLES SCHWAB & CO., INC.	59	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.
SEE ATTACHED	SEE ATTACHED

(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	37 64 65 71	

(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.
SEE ATTACHED	SEE ATTACHED

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(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.

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

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:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>NATIONWIDE SAVINGS PLAN</u>		B Three-digit plan number (PN) ► <u>334</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NATIONWIDE MUTUAL INSURANCE COMPANY</u>		D Employer Identification Number (EIN) <u>31-4177100</u>

Part I	Asset and Liability Statement
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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	1195423	782696
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)	112187	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
(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)	114683185	120787561
(9) Value of interest in common/collective trusts	1c(9)	0	0
(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)	2786019794	3033691511
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	1641382008	1663772148
(15) Other.....	1c(15)	131652530	141924859

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	4675045127	4960958775

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	120321	2142972
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	120321	2142972

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4674924806	4958815803
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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)	67517187	
(B) Participants	2a(1)(B)	219922705	
(C) Others (including rollovers)	2a(1)(C)	25039180	
(2) Noncash contributions	2a(2)	0	312479072
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(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)	5335718	
(F) Other	2b(1)(F)	0	5335718
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	29814185
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	29814185	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		29814185
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	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)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		0
(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)		173949847
c Other income.....	2c		70139766
d Total income. Add all income amounts in column (b) and enter total.....	2d		591718588

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	302960536	
(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)		302960536
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	522967	
(2) Contract administrator fees.....	2i(2)	4344088	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other.....	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		4867055
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		307827591

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		283890997
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan.....	2l(2)		

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) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

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

(1) Name: **KPMG LLP**

(2) EIN: **13-5565207**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, 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.

During the plan year:

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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.)		X	
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.).....		X	
e Was this plan covered by a fidelity bond?	X		100000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
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?.....		X	
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?.....		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
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.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?.....		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	X		
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.	X		

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

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 If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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 section 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 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>NATIONWIDE SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>334</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NATIONWIDE MUTUAL INSURANCE COMPANY</u>	D Employer Identification Number (EIN) <u>31-4177100</u>

Part I	Distributions
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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	<u>0</u>
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): <u>42-1558009</u> <u>04-6568107</u>		
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)
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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
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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
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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.
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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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (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 participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	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) through (c)

- a** Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Multiple-Employer Plan Participating Employer Information
Nationwide Savings Plan
EIN: 31-4177100, Plan #: 334
Plan Year Ending December 31, 2014

Participating Employer	EIN	Percent of Total Contributions
Nationwide Mutual Insurance Company	31-4177100	97%
Nationwide Mutual Fire Insurance Company	31-4177110	1%
Farmland Mutual Insurance Company	42-0618271	2%

NATIONWIDE SAVINGS PLAN

Financial Statements and Supplemental Schedule

December 31, 2014 and 2013

NATIONWIDE SAVINGS PLAN

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All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



KPMG LLP
Suite 500
191 West Nationwide Blvd.
Columbus, OH 43215-2568

Independent Auditor's Report

The Administrative Committee
Nationwide Savings Plan:

We have audited the accompanying financial statements of the Nationwide Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2014 and 2013, and the changes in net assets available for benefits for the year ended December 31, 2014, in accordance with accounting principles generally accepted in the United States of America.



Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2014 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 the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the 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 auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

KPMG LLP

Columbus, Ohio
September 25, 2015

NATIONWIDE SAVINGS PLAN

Statements of Net Assets Available for Benefits

	December 31,	
<i>(in thousands)</i>	2014	2013
Assets		
Investments:		
Fixed maturity securities	\$ 217,305	\$ 169,180
Equity securities	1,361,730	1,319,339
Commingled funds	1,367,363	1,219,128
Guaranteed investment fund issued by Nationwide Life Insurance Company	1,664,899	1,650,047
Cash and cash equivalents	87,293	80,207
Self-directed brokerage accounts	141,925	131,653
Total investments	\$ 4,840,515	\$ 4,569,554
Notes receivable from participants	120,788	114,683
Other assets	783	1,308
Total assets	\$ 4,962,086	\$ 4,685,545
Liabilities		
Other liabilities	\$ 2,143	\$ 1,955
Total liabilities	\$ 2,143	\$ 1,955
Net assets available for benefits	\$ 4,959,943	\$ 4,683,590

See accompanying notes to financial statements.

NATIONWIDE SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

	Year Ended December 31,
<i>(in thousands)</i>	2014
Investment income	
Net appreciation in fair value of investments	\$ 169,859
Interest income	72,029
Dividend income	29,814
Total investment income	\$ 271,702
Contributions	
Participant	\$ 244,962
Employer	67,517
Total contributions	\$ 312,479
Benefits and expenses	
Benefits paid to participants and beneficiaries	\$ 302,961
Administrative and other expenses	4,867
Total benefits and expenses	\$ 307,828
Net increase	\$ 276,353
Net assets available for benefits	
Beginning of year	\$ 4,683,590
End of year	\$ 4,959,943

See accompanying notes to financial statements.

NATIONWIDE SAVINGS PLAN

Notes to December 31, 2014 and 2013 Financial Statements

(1) Description of the Plan

The following description of the Nationwide Savings Plan ("the Plan") is provided for general information purposes only. Participants should refer to the Plan document for a complete description of the Plan.

General

The Plan is a defined contribution plan covering all eligible employees of Nationwide Mutual Insurance Company ("the Plan Sponsor") and certain subsidiaries and affiliates ("Employers"). The Plan is a multiple employer plan covering eligible employees of the Plan Sponsor and two participating employers, Nationwide Mutual Fire Insurance Company and Farmland Mutual Insurance Company. The Plan was established to provide a savings plan for those employees. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

The Bank of New York Mellon was the trustee and custodian and Schwab Retirement Services Company was the recordkeeper and custodian of the self-directed brokerage accounts of the Plan for the year ended December 31, 2013. On October 1, 2014, Fidelity Investments became the trustee, custodian and recordkeeper of the Plan.

Under the terms of the Plan, employees are eligible to participate on their date of hire. Associates who have not enrolled after 60 days from their date of hire are automatically enrolled in the target maturity model closest to their 65th birthday, until they make an investment election or decline participation.

Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their Employers' contributions.

Contributions and Forfeitures

A participant may authorize payroll deductions from 1% to 80% of base salary (subject to certain defined limitations) as contributions to be invested as directed by the participant. Participants may also roll over amounts representing distributions from an eligible retirement plan. Participants direct their contributions into various investment options offered by the Plan. Participants may elect to change their investment authorizations with respect to current contributions and may elect to change their investment authorizations with respect to their existing account balances on any business day. Participants over 50 years of age are eligible to contribute an additional \$5,500 for 2014 and 2013 called "catch-up" contributions. Total "catch-up" contributions were \$5.9 million and \$5.4 million for the years ended December 31, 2014 and 2013, respectively. The Employers matched 50% of the first 6% of participant contributions in 2014 and 2013.

Forfeited nonvested accounts (including earnings) are used to reduce future Employers' contributions. The following table is a rollforward schedule, as of the dates indicated:

<i>(in thousands)</i>	December 31,	
	2014	2013
Beginning balance, forfeited nonvested accounts	\$ 266	\$ (99)
Forfeitures created during the Plan year	7,546	2,257
Forfeitures used to reduce Employers' contributions	(2,371)	(1,892)
Ending balance, forfeited nonvested accounts	\$ 5,441	\$ 266

Payment of Benefits

On termination of service due to death, disability, retirement or other reasons, a participant or beneficiary may elect to receive a lump-sum amount equal to the value of the participant's vested interest in their account, or installment payouts, as defined in the Plan document. After 60 months of vested service, participants may apply to withdraw certain Plan accounts. Participants may withdraw their rollover contribution accounts at any time.

Participant Accounts

Each participant's account is credited with the participant's contributions, an allocation of the Employers' matching contributions and an allocation of Plan earnings. Each participant's account is charged with an allocation of asset management fees and certain other recordkeeping expenses. Allocations are based on participant earnings or account balances, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NATIONWIDE SAVINGS PLAN

Notes to December 31, 2014 and 2013 Financial Statements

Vesting

Vesting is based upon years of continuous service. A participant is vested immediately in their contributions and any related investment earnings. A participant vests in the Employers' matching contributions and related investment earnings ratably over years of credited service. A participant is 100% vested after 60 months of credited service.

Notes Receivable from Participants

Participants may borrow from their accounts up to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from 1 – 5 years for general loans or up to 15 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account. Loans bear interest at the prime interest rate plus 1%. Principal and interest are paid ratably through payroll deductions. Loans to participants are treated as notes receivable and are carried at the unpaid principal balance and accrued interest. Notes receivable from participants in default are treated as deemed distributions. Participant loans in default were \$0.7 million and \$0.6 million as of December 31, 2014 and 2013, respectively.

(2) Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S.") ("GAAP").

Use of Estimates

The preparation of financial statements in accordance with GAAP requires the Plan to make estimates and assumptions affecting amounts reported in the financial statements and accompanying notes. Significant estimates include certain investment valuations. Actual results may differ significantly from those estimates.

Contributions

Participant contributions are recognized when withheld, and Employers' contributions are recognized when due. Rollovers are recognized when approved by the Plan Sponsor.

Distributions

Benefit distributions are recognized when requested, approved for payment and distributed.

Investments

Purchases and sales of securities and the related realized gains and losses are recorded on the trade date. Interest income is recognized when earned. Dividend income is recorded on the ex-dividend date, reinvested and added to the participant accounts. Realized and unrealized gains and losses are recognized in net appreciation in fair value of investments in the statement of changes in net assets available for benefits.

Third party advisors manage investments to target strategies. For managed accounts, the Plan owns direct investments in the underlying assets. These underlying investments are presented as such on the statements of net assets available for benefits. Fair value of the underlying assets is determined using various valuation techniques relying predominately on observable market inputs. In cases where observable inputs are not available, the Plan will utilize non-binding broker quotes to determine fair value, and these assets are classified accordingly in the fair value hierarchy. For investments in mutual funds and commingled funds, the Plan owns investments in the fund only and not the underlying holdings of the specific funds.

All other investments are reported at fair value and are valued based on closing market prices provided by independent pricing services, where available. For these securities, the Plan obtains the pricing services' methodologies, inputs and assumptions and classifies the investments accordingly in the fair value hierarchy. Certain investments, including private placements and bank loans, which are included in corporate securities, are valued using other independent sources. The method for valuation includes a corporate pricing matrix which is developed using private spreads for corporate securities with varying weighted average lives and credit quality ratings. The weighted average life and credit quality rating of a particular fixed maturity security to be priced using the corporate pricing matrix are important inputs into the model and are used to determine a corresponding spread that is added to the appropriate U.S. Treasury yield to create an estimated market yield for that security. The estimated market yield and other relevant factors are then used to estimate the fair value of the particular security.

Investment securities are exposed to various risks such as interest rate, market, liquidity and credit risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities in the near term could be material to participants' account balances and the amounts reported in the statements of net assets available for benefits.

NATIONWIDE SAVINGS PLAN

Notes to December 31, 2014 and 2013 Financial Statements

Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources while unobservable inputs reflect the Plan's view of market assumptions in the absence of observable market information. The Plan utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. In determining fair value, the Plan uses various methods, primarily market and income approaches.

The Plan categorizes its financial instruments into a three-level hierarchy based on the priority of the inputs to the valuation technique. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure fair value fall within different levels of the hierarchy, the category level is based on the lowest priority level input that is significant to the fair value measurement of the instrument in its entirety.

The Plan categorizes assets and liabilities held at fair value in the statements of net assets available for benefits as follows:

Level 1. Unadjusted quoted prices accessible in active markets for identical assets or liabilities at the measurement date and mutual funds where the value per share (unit) is determined and published daily and is the basis for current transactions.

Level 2. Unadjusted quoted prices for similar assets or liabilities in active markets or inputs (other than quoted prices) that are observable or that are derived principally from or corroborated by observable market data through correlation or other means.

Level 3. Prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. Inputs reflect management's best estimate about the assumptions market participants would use at the measurement date in pricing the asset or liability. Consideration is given to the risk inherent in both the method of valuation and the valuation inputs.

The Plan periodically reviews its fair value hierarchy classifications for assets and liabilities. Changes in observability of significant valuation inputs identified during these reviews may trigger reclassifications. Reclassifications are reported as transfers at the beginning of the period in which the change occurs.

Use of Net Asset Value for Estimating Fair Value

The Plan uses net asset value ("NAV") to estimate the underlying fair value of the investments in mutual funds and commingled funds. These investments in mutual funds and commingled funds have no unfunded commitments or restrictions and the Plan participants always have the ability to redeem the investment in these funds with the investee at net asset value daily.

Administrative Expenses

Administrative expenses are recognized when incurred and primarily relate to audit fees, recordkeeping services, proxy voting service fees and residence loan title search fees.

Legal Matters

The Plan is a class member in the class action litigation *Haddock v. NLIC*. A settlement was reached in the case and an amount yet-to-be determined will be received as a portion of the settlement proceeds.

Recently Issued Accounting Standards

In July 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-12, which amends existing guidance under Accounting Standards Codification ("ASC") 960, *Defined Benefit Pension Plans*, ASC 962, *Defined Contribution Pension Plans*, and ASC 965, *Health and Welfare Benefit Plans*. The standard eliminates the requirement to measure, present and disclose fully benefit-responsive investment contracts at fair value. In addition, the standard eliminates certain disclosure requirements, including individual investments that represent 5% or more of net assets available for benefits, the net appreciation or depreciation for investments by general type and the need to group and disclose classes of assets by nature, characteristic or risk. This guidance was adopted for the year ended December 31, 2014, with all changes being applied retrospectively.

NATIONWIDE SAVINGS PLAN

Notes to December 31, 2014 and 2013 Financial Statements

In May 2015, the FASB issued ASU 2015-07, an amendment to existing guidance under ASC 820, *Fair Value Measurements*, which removes the requirement to categorize investments for which the NAV practical expedient is used to measure fair value within the hierarchy table. Instead, reporting entities will be required to disclose the fair value of the excluded investments so that users can reconcile between amounts reported in the fair value hierarchy table and the statements of net assets available for benefits. In addition, this ASU eliminates the requirement to provide certain disclosures for investments for which the plan has elected to measure the fair value using the NAV practical expedient. The Plan is currently evaluating this accounting standard issued but not yet effective, and does not expect a material impact to the financial statements as a result of adoption.

Subsequent Events

The Plan evaluated subsequent events through September 25, 2015, the date the financial statements were issued.

(3) Investments

The Plan provides for the establishment of both managed accounts and investment funds, which are administered within the Plan trust. The Plan provides investment options for participants to direct their contributions. A summary of the managed accounts and investment funds is available to all participants through the Plan document.

Guaranteed Investment Fund

A GIF is a promise by an insurance company to repay principal plus a fixed rate of return for the duration of the contract. The Plan invests in a benefit-responsive GIF issued by NLIC. As of December 31, 2014, NLIC has a credit rating of A+.

As the GIF issued by NLIC is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to the GIF. The GIF issued by NLIC is presented on the statements of net assets available for benefits at contract value. Contract value, as reported to the Plan by NLIC, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no events that would limit the ability of the Plan to transact at contract value.

The average yield for the investment contracts based on actual earnings and on interest rate credited to participants was 3.59% and 4.05% for the years ended December 31, 2014 and 2013, respectively.

The GIF meets all of the following criteria as a benefit-responsive contract:

- The GIF is affected directly between the GIF and the issuer (NLIC) and is prohibited from being assigned or sold without the consent of NLIC;
- The repayment of principal and interest is a financial obligation of NLIC;
- Participant-initiated transactions occur at contract value;
- Events that limit the GIF to transact at contract value are not probable; and
- Participants must have reasonable access to their funds.

NATIONWIDE SAVINGS PLAN

Notes to December 31, 2014 and 2013 Financial Statements

(4) Fair Value Measurements

The following table summarizes assets held at fair value on a recurring basis as of December 31, 2014:

<i>(in thousands)</i>	Level 1	Level 2	Level 3	Total
Assets				
Fixed maturity securities	\$ 149,904	\$ 67,401	\$ -	\$ 217,305
Equity securities	1,361,730	-	-	1,361,730
Commingled funds	1,367,363	-	-	1,367,363
Cash and cash equivalents	87,293	-	-	87,293
Self-directed brokerage accounts	141,925	-	-	141,925
Total assets at fair value	\$ 3,108,215	\$ 67,401	\$ -	\$ 3,175,616

The following table summarizes assets held at fair value on a recurring basis as of December 31, 2013:

<i>(in thousands)</i>	Level 1	Level 2	Level 3	Total
Assets				
Fixed maturity securities	\$ 110,259	\$ 58,921	\$ -	\$ 169,180
Equity securities	1,319,339	-	-	1,319,339
Commingled funds	1,219,128	-	-	1,219,128
Cash and cash equivalents	30,644	49,563	-	80,207
Self-directed brokerage accounts	131,653	-	-	131,653
Total assets at fair value	\$ 2,811,023	\$ 108,484	\$ -	\$ 2,919,507

(5) Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Plan Sponsor by a letter dated May 14, 2015 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has since been amended, the Plan Administrator and Plan's counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

(6) Related Party Transactions

In July 1996, the Plan entered into a benefit-responsive group annuity contract, the GIF, with NLIC. NLIC maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at the contract value.

NLIC receives all contributions to the GIF and provides investment and accounting services. NLIC is compensated for such services through investment and administrative fees, which are netted against interest income in the accompanying financial statements. These fees were \$10.4 million for the year ended December 31, 2014. This includes NLIC charges of \$7.1 million related to investment performance guarantees for the year ended December 31, 2014.

The average crediting interest rate was 3.59% and 4.05% for 2014 and 2013, respectively. The crediting interest rate is based on a formula agreed upon with NLIC. Such interest rates are reviewed and reset on a quarterly basis.

NATIONWIDE SAVINGS PLAN

Notes to December 31, 2014 and 2013 Financial Statements

(7) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the accompanying financial statements to the Form 5500, as of the dates indicated:

<i>(in thousands)</i>	December 31,	
	2014	2013
Net assets available for benefits per the accompanying financial statements	\$ 4,959,943	\$ 4,683,590
Market value adjustment for benefit-responsive investment contracts included as assets in Form 5500	(1,127)	(8,665)
Net assets available for benefits per Form 5500	\$ 4,958,816	\$ 4,674,925

The following is a reconciliation of the change in net assets available for benefits per the accompanying financial statements to the Form 5500, for the year ended:

<i>(in thousands)</i>	December 31,
	2014
Change in net assets available for benefits per the accompanying financial statements	\$ 276,353
Change in market value adjustment for benefit-responsive investment contracts	7,538
Net income per Form 5500	\$ 283,891

NATIONWIDE SAVINGS PLAN

Plan Number: 334

EIN: 31-4177100

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

(in thousands)

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity date	(d) Current value
*	Fidelity	Multiple investments (see Attachment A)	\$ 3,033,691
*	Nationwide Life Insurance Company	Guaranteed investment fund, 3.59% average rate (stated at contract value)	\$ 1,664,899
*	Fidelity	Self-directed brokerage accounts	\$ 141,925
*	Various participants	Loan fund, prime rate plus 4.00% for general loans and prime rate for mortgage loans, secured by the balance in participants' account, interest rates range from 0.11% to 10.00%. Maturity dates range from 1/1/2014 through 1/2/2031.	\$ 120,788
*	Fidelity	Controlled disbursement account	\$ 783
			4,962,086

Note: Column d (Cost) has been omitted as these are participant directed investments.

* Indicates party-in-interest

See accompanying independent auditors' report.

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
SSGA DAILY EAFE FD SER T	10,018,049.01	231,967,924.78
SSGA S&P 500 FLAGSHIP SER	1,364,948.10	635,571,704.78
SSGA RUSSL SML CAP IDX FD	2,561,584.83	114,203,136.57
SSGA S&P MID CAP IDX FD C	2,378,912.33	136,911,162.30
SSGA BOND POOL	9,283,654.10	238,682,746.78
TURKEY RP GLB 6.875% 3/17/36	336,000.00	415,380.00
MEXICAN PESO CURRENCY	3,871.61	262.42
AT&T INC 4.35% 06/15/45 WI	199,000.00	187,608.05
AT&T INC 2.375% 11/27/18	541,000.00	545,190.59
AERCAP IRELAND 2.75% 5/17 144A	686,000.00	672,280.00
AMERICAN 13-2A 4.95% 07/15/24	970,399.33	1,035,901.28
AMERICAN EXP MTN 2.375% 3/17	251,000.00	256,699.46
AMXCA 2014-2 A 1.26% 01/20	567,000.00	565,641.47
AMERICAN INTL 5.85% 1/16/18	685,000.00	765,898.50
AMERICAN TOWER CORP 3.5% 1/23	338,000.00	326,578.30
AMERICAN TOWER CORP 5% 2/24	761,000.00	807,015.39
ANALOG DEVICES 3% 4/15/16	69,000.00	70,597.70
APPLE INC 2.85% 5/6/21	870,000.00	889,974.33
ARCH CAPIT GRP US 5.144% 11/43	466,000.00	517,752.10
BP CAPITAL MARKETS 2.248 11/16	324,000.00	330,346.84
BANK AMER NA 1.25% 02/14/17	302,000.00	301,322.92
BANK AMER FDG CRP 2.6% 1/15/19	654,000.00	659,085.50
BANK AMER FDG COR 1.7% 8/25/17	706,000.00	706,209.68
BANK AMER CORP 4.25% 10/22/26	487,000.00	485,906.69
DROCK 2014-3 A 2.41% 07/22	2,154,000.00	2,177,097.34
BARRICK GOLD 5.75% 5/1/43	600,000.00	595,337.40
BARRICK AUS FIN 4.95% 1/15/20	146,000.00	155,777.18
BARRICK PD AUST 5.95% 10/15/39	1,288,000.00	1,233,934.91
BECTON DICKINS 4.685% 12/15/44	187,000.00	201,391.71
BERK HATH INC 3.2% 2/11/15	429,000.00	430,233.80
BOARDWALK PIPELINE 4.95% 12/24	126,000.00	125,267.69
BRAZIL GLBL 7.125% 1/20/37	703,000.00	891,052.50
FNDUS 30YR 3.09% 01/44#0E075J7	25,000.00	25,297.00
BURLINGTON NOR 4.55% 9/01/44	1,104,000.00	1,184,937.55
CABMT 14-1 A 1ML+35 3/20	380,000.00	379,894.36
COMET 2006-B1 B1 1ML+28 1/19	450,000.00	448,521.75
CC HOLDINGS 3.849% 4/15/23	620,000.00	615,853.44
CELGENE CORP 4.625% 05/15/44	295,000.00	305,993.18
CHAIT 2014-A7 A 1.38% 11/19	1,270,000.00	1,264,953.02

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
CISCO SYSTEMS 5.5% 2/22/16	252,000.00	265,910.90
CISCO SYSTEMS INC 2.125% 3/19	482,000.00	484,267.81
CITIGROUP 2.5% 09/26/18	988,000.00	999,543.79
CITIGROUP INC 4.95% 11/7/43	655,000.00	730,112.13
COMCAST CORP 4.65% 7/15/42	536,000.00	586,658.43
CONTINENTAL RES 3.8% 6/24	715,000.00	632,753.55
CREDIT SUISSE NY 3.625% 9/9/24	408,000.00	415,033.51
DBUBS 2011-LC3A A2 3.642% 8/44	1,494,000.00	1,542,392.15
DELPHI CORP 4.15% 03/15/24	372,000.00	384,531.56
DIGITAL RLTY 5.875% 2/01/20	496,000.00	554,764.59
DIRECTV HLDGS L 3.95% 01/15/25	147,000.00	148,156.74
DCENT 12-B3 1ML+45 05/18	1,765,000.00	1,763,171.46
DOMINION RES INC 1.95 8/15/16	110,000.00	111,209.56
ENSCO PLC 5.75% 10/1/44	364,000.00	360,604.24
ENTERPRISE PRD 4.85% 03/15/44	195,000.00	203,330.21
EXELON GENRATION 6.2% 10/1/17	393,000.00	436,741.69
EXPRESS SCRIPTS 2.65 2/17	246,000.00	251,547.30
FHLG 20YR 3.5% 12/32#G30614	780,794.29	824,622.54
FHLG 5.00% 7/35 #G01837	959,331.19	1,060,623.04
FHLG 5.00% 7/35 #G01838	320,798.39	354,870.68
FHLG 5.50% 3/36 #G02069	180,559.86	202,572.86
FHLG 15YR 2.5% 07/27#G14517	369,596.41	377,912.33
FHLG 15YR 2.5% 11/27#G14599	559,587.77	571,304.14
FHLG 4.50% 6/39 #G08347	891,083.26	968,390.71
FHLG 4.50% 7/39 #G08353	708,476.83	769,941.94
FHLG 4.50% 11/39 #G08372	541,088.76	588,031.83
FHLG 30YR 3% 07/42#G08499	180,311.37	182,680.54
FHLG 30YR 4.5% 10/44#G08611	732,059.59	795,570.67
FHLG 30YR 4.5% 12/44#G08621	108,000.00	117,369.72
FHLG 5.50% 4/38 #G04337	115,368.13	129,000.63
FHLG 30YR 5% 01/37#G04997	288,104.79	318,434.56
FHLG 30YR 5% 10/33#G05052	40,603.89	44,850.38
FHLG 30YR 4.5% 03/36#G05325	641,151.82	701,384.32
FHLG 30YR 5.5% 05/37#G05521	155,860.35	175,178.68
FHLG 30YR 4% 10/40#G06061	635,810.01	680,657.31
FHLG 30YR 6% 07/39#G06079	791,263.28	891,306.18
FHLG 30YR 4.5% 10/41#G06802	826,922.51	898,663.58
FHLG 5.50% 8/40 #G06990	819,005.05	914,759.19
FHLG 15YR 3% 01/27#J17791	826,769.12	861,131.80

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
FHLG 30YR 5% 04/35#G01779	84,491.12	93,412.19
FHLG 30YR 4.5% 10/43#C09049	1,114,319.85	1,208,208.76
FHLG 30YR 4% 08/39#A87874	196,534.17	210,980.30
FHLG 30YR 4% 10/39#A89148	310,346.97	331,849.58
FHLG 30YR 4% 10/39#A89384	77,700.91	83,084.47
FHLG 4.00% 11/39 #A89729	133,234.49	142,465.73
FHLG 30YR 5% 07/40#A93101	449,656.04	497,203.61
FHLM 4.50% 9/40 #A93996	160,080.09	173,918.08
FHLM 4.00% 10/40 #A94362	411,172.87	441,588.64
FHLG 30YR 4% 11/40#A94742	68,937.84	73,854.28
FHLG 30YR 4% 11/40#A95084	74,800.79	79,983.42
FHLG 30YR 4% 11/40#A95085	613,229.03	655,237.92
FHLG 4.00% 12/40 #A95796	281,818.55	301,168.41
FHLG 4.00% 12/40 #A95822	718,020.07	769,227.04
FHLG 4.50% 2/41 #A97047	174,701.37	189,748.69
FHLG 5.0% 8/33 #A12413	64,526.17	71,337.99
FHLG 30YR 4.5% 09/35#A37619	370,404.71	404,507.58
FHLG 30YR 4.5% 09/35#A37900	65,093.86	71,087.00
FHLM ARM 3.005% 10/43#849167	1,344,628.31	1,389,924.13
FHLG 15YR 2.5% 08/27#J20118	310,772.19	317,181.87
FHLG 6.00% 8/36 #Z40004	7,040.74	7,974.86
FHLG 30YR 4.5% 07/36#Q01807	357,339.84	388,006.45
FHLG 30YR 4% 02/37#Q06160	127,738.25	137,147.54
FHLG 30YR 4% 06/41#Q17103	73,682.63	78,868.37
FNA 2014-M8 A2 06/24	308,000.00	316,873.79
FNR 2012-17 BC 3.5% 03/27	428,000.00	456,157.05
FNMA 6.00% 6/36 #190370	1,019,479.12	1,155,518.71
FHR 2011-3877 LM 3.5% 06/26	282,000.00	299,272.44
FHR 2010-3768 CB 3.5% 12/25	352,000.00	374,066.46
FHR 2011-3806 L 3.5% 02/26	1,140,000.00	1,215,050.30
FHR 2011-3800 CB 3.5% 02/26	552,000.00	587,830.82
FNMA 30YR 4.5% 08/36#AI7951	159,082.10	172,951.90
FNMA 30YR 4% 12/36#AJ5974	115,922.44	123,941.91
FNMA 4.00% 1/41 #AH3586	420,344.03	449,817.33
FNMA 30YR 4.5% 01/41#AL0005	175,421.05	190,742.78
FNMA 4.50% 4/41 #AL0215	1,133,676.31	1,232,517.46
FNMA 30YR 4% 04/41#AL0240	485,105.93	521,697.27
FNMA 30YR 4.5% 09/41#AL1627	529,053.86	575,841.48
FNMA 30YR 4.5% 09/41#AK0205	58,815.85	64,008.12

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
FNMA 10YR 2.44% 08/22#AM0322	520,928.54	521,731.81
FNMA 30YR 2.45% 05/23#AM3353	112,677.84	111,684.19
FNMA 30YR 2.94% 07/23#AM3893	146,647.82	151,103.83
FNMA 15YR 3.36% 07/25#AM3933	65,688.02	69,358.98
FNMA 30YR 3.74% 09/23#AM4353	321,511.92	348,277.99
FNMA 30YR 3.47% 01/24#AM5146	1,359,777.11	1,449,571.49
FNMA 7YR 2.89% 10/24#AM6713	1,621,200.28	1,655,995.77
FNMA 20YR 3.23% 10/24 #AM6886	2,337,252.76	2,447,791.96
FNMA 30YR 2.95% 11/24#AM7395	429,400.08	440,448.67
FNMA 30YR 2.93% 12/24#AM7528	585,000.00	597,128.46
FNMA 20YR 3.5% 10/32#AP9592	557,001.73	588,267.85
FNMA 30YR 4% 08/42#AP4613	506,755.71	541,496.14
FNMA 30YR 3% 09/42#AP4784	209,322.70	212,301.98
FNMA 15YR 2% 01/28#AR1524	1,591,633.06	1,593,311.75
FNMA 30YR 3% 04/43#AT0682	1,042,740.10	1,056,929.71
FNMA 30YR 3% 04/43#AT2014	1,306,378.63	1,324,155.84
FNMA 30YR 3.0% 5/1/43 #AT2723	638,633.44	647,124.39
FNMA 30YR 3% 03/43#AR9198	1,684,164.48	1,707,082.59
FNMA ARM 2.805% 05/44#AW4685	527,534.17	544,229.84
FNMA 30YR 4% 09/38#AU4728	391,641.27	419,836.34
FNMA 10YR 2.48% 08/22 #471923	216,683.57	217,636.18
FNMA 4.50% 8/35 #745044	150,370.16	164,396.70
FNMA 6.00% 1/37 #888128	252,691.34	286,530.53
FNMA 6.00% 3/38 #889529	250,936.60	283,970.40
FNMA 6.00% 8/37 #890248	84,752.46	96,985.36
FNMA 30YR 4% 11/36#890547	533,786.83	573,382.93
FNMA 30YR 4.5% 03/39#930672	430,292.39	471,236.90
FNMA 30YR 4% 01/40#932441	1,454,008.83	1,556,414.09
FNMA 5.50% 8/37 #995082	249,860.51	281,162.49
FNMA 4.50% 8/38 #995243	412,746.59	448,152.03
FNMA 30YR 4.5% 08/40#AB1343	499,658.40	548,140.30
FNMA 20YR 4.0% 11/1/30 #AB1763	97,220.37	104,614.43
FNMA 4.50% 7/41 #AB3274	1,105,611.60	1,206,151.94
FNMA 20YR 3.5% 01/32#AB4168	783,556.00	827,539.27
FNMA 15YR 2% 10/27#AB6472	656,101.65	656,896.12
FNMA 30YR 3% 01/38#AB7572	129,708.49	132,122.11
FNMA 4.50% 9/39 #AC1877	226,552.42	246,481.70
FNMA 4.00% 10/39 #AC2817	139,779.09	149,623.67
FNMA 4.50% 10/39 #AC5400	665,817.92	724,388.32

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
FNMA 5.00% 10/39 #AC5401	256,953.06	284,115.75
FNMA 4.50% 2/40 #AC9564	152,070.47	166,564.52
FNMA 4.00% #MA0583	79,577.33	85,157.06
FNMA 4.00% 2/41 #MA0639	306,387.29	327,870.28
FNMA 20YR 3.50% 1/32 #MA0949	543,054.70	573,537.94
FNMA 3.00% 4/42 #MA1044	614,424.38	623,553.50
FNMA 20YR 4% 10/33#MA1630	456,248.61	491,233.57
FNMA 4.00% 3/40 #AD1649	198,182.31	212,078.28
FNMA 4.00% 8/40 #AD8033	1,297,355.97	1,388,322.81
FNMA 30YR 5.5% 12/39#AE0041	170,235.83	192,174.39
FNMA 4.00% 12/39 #AE0215	183,586.03	196,515.92
FNMA 4.00% 8/40 #AE0216	411,615.90	440,477.21
FNMA 30YR 4% 11/40#AE0624	204,684.05	219,035.90
FNMA 30YR 4% 12/40#AE0625	198,395.72	214,073.60
FNMA 4.00% 10/40 #AE4113	127,114.68	136,285.79
FNMA 30YR 4% 10/40#AE4192	572,846.94	616,056.55
FNMA 4.00% 11/40 #AE4414	716,795.64	767,055.27
FNMA 30YR 4% 11/40#AE5143	90,328.45	96,662.02
FNMA 4.00% 11/40 #AE9284	509,679.37	545,416.61
FORD MTR CR LLC 5% 5/15/18	409,000.00	444,398.13
GSMS 2011-GC5 A4 CSTR 8/44	1,888,000.00	1,997,468.13
GE-CORP 5.25% 12/6/17	266,000.00	295,098.80
GE-CORP 4.125% 10/09/42	226,000.00	233,957.69
GENERAL ELEC CAP 3.45% 5/15/24	830,000.00	857,627.38
GENERAL MTRS CO 5.2% 04/01/45	815,000.00	859,825.00
GILEAD SCIENCES 4.5% 02/01/45	260,000.00	277,887.74
GOLDMAN SACHS GRP 2.625% 1/19	517,000.00	520,156.80
GOLDMAN SACH GRP 2.55% 10/19	548,000.00	545,386.59
HSBC USA INC 2.375% 11/13/19	320,000.00	319,906.56
JPM US GOVT MMKT FD INS SHARES	9,473,178.62	9,473,178.62
HOWARD HUGHES M 3.5% 09/01/23	399,000.00	417,229.51
HUNTINGTONBK 1.3% 11/20/16	468,000.00	466,204.28
INTEL CORP 1.95% 10/01/16	152,000.00	154,990.14
JPM 4.125% 12/26 LT2	842,000.00	839,703.02
JPMCC 2011-C5 A3 4.1712% 8/46	2,200,000.00	2,376,752.40
JPMORGAN CHASE 5%/VAR PERP V	774,000.00	757,310.24
KEYBANK NATL 1.65% 2/1/18	303,000.00	301,860.42
KINDER MORGAN EN 5% 08/15/42	788,000.00	748,889.98
KOHL'S CORP 6.875% 12/15/37	440,000.00	555,676.88

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
L 3 COMMNCNS CRP 3.95% 5/28/24	683,000.00	688,650.46
LAZARD GROUP 4.25% 11/14/20	651,000.00	686,121.45
LEAR CORP 4.75% 01/15/23	342,000.00	341,145.00
MARATHON PETRO CORP 5% 09/54	698,000.00	657,283.57
MEDTRONIC INC 3.5%3/15/25 144A	154,000.00	157,537.38
MEDTRONIC INC 4.625% 3/45 144A	395,000.00	428,176.05
MDAMERICAN ENR 6.125% 4/01/36	373,000.00	468,612.21
MORGAN STANLEY 3.875% 4/29/24	440,000.00	451,455.84
MORGAN STANLEY 5.45/VAR PERP H	622,000.00	623,119.60
MORGAN STANLEY 3.7% 10/23/24	825,000.00	836,236.50
NEWMONT MINING 6.25% 10/1/39	1,774,000.00	1,799,462.22
NOVARTIS SEC IN 5.125% 2/10/19	242,000.00	271,725.10
NUSTAR LOGISTIC 4.8% 9/01/20	583,000.00	548,020.00
ORACLE CORP 1.2% 10/15/17	292,000.00	290,982.09
ORACLE CORP 2.375 1/15/19	444,000.00	451,682.98
PRAXAIR INC 4.625 3/30/15	382,000.00	385,873.86
REINSURANCE GRO 4.7% 09/15/23	226,000.00	242,849.88
RIDGEWORTH SEIX FLOATING RT HI	1,145,843.01	10,026,126.29
TEVA PHARM FIN 6.15% 2/01/36	486,000.00	601,204.36
THERMO FISHER 5.3% 02/01/44	223,000.00	256,114.39
3M COMPANY 1.375% 9/29/16	154,000.00	155,765.76
TIME WARNER CAB 4.5% 9/15/42	200,000.00	205,588.60
TOYOTA MOTOR MTN 3.2% 6/17/15	131,000.00	132,642.61
UBS AG STAM 2.375% 8/14/19	783,000.00	782,953.80
US BANK NA 1.1% 01/30/17	635,000.00	634,505.34
UNION PACIFIC 4.15% 1/15/45	315,000.00	328,298.36
UNITED AIR 2014-1 A 4% 10/27	716,000.00	726,740.00
MEXICO GOVT 5.55% 01/21/45	614,000.00	713,775.00
US BANCORP 3.6% 9/11/24	997,000.00	1,012,468.46
USTB 3.125% 8/15/44	6,664,000.00	7,174,209.17
USTN 1.5% 01/31/19	12,363,000.00	12,366,857.26
USTN 1.5% 10/31/19	22,975,000.00	22,826,030.10
USTN 2.25% 11/15/24	18,707,000.00	18,832,692.33
USTN .25% 1/15/15	4,559,000.00	4,558,644.40
USTN .875% 2/28/17	25,431,000.00	25,488,626.65
USTN .625% 9/30/17	602,000.00	595,274.46
UNITEDHEALTH GR 4.25% 3/15/43	177,000.00	185,560.61
UTILITY DEBT SE 2.937% 06/23	1,069,000.00	1,104,063.20
VERIZON COM 5.012 8/21/54 144A	1,528,000.00	1,580,790.87

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
WFRBS 2011-C5 A4 3.66% 11/44	1,479,000.00	1,566,431.09
WAL-MART STORES 1.125% 4/18	999,000.00	987,543.47
WEATHERFORD INT MTN 5.125 9/20	292,000.00	286,878.03
WEATHERFORD INC 5.95% 4/15/42	477,000.00	403,888.30
WEATHERFORD INT MTN6.5% 8/1/36	390,000.00	357,300.06
WELLS FARGO & CO 1.25% 2/13/15	409,000.00	409,400.00
CAVERION CORP	228,610.00	1,839,586.38
REXAM PLC	643,210.00	4,549,377.23
GTECH SPA RT 01/09/15	180,027.00	2.18
GTECH SPA	180,027.00	4,027,892.51
IMERYS	69,036.00	5,096,593.10
WINCOR NIXDORF AG	85,413.00	4,155,864.37
DUNI AB	422,100.00	6,280,967.99
THAI OIL PCL (FOR)	2,725,200.00	3,480,248.11
ETABLISSEMENTS MAUREL ET PROM	332,500.00	3,121,768.67
LANXESS AG	110,200.00	5,127,878.51
KONE OYJ B	184,800.00	8,457,204.03
BBA AVIATION PLC	634,087.00	3,557,836.78
SYMRISE AG	120,800.00	7,327,704.64
FREENET AG	198,338.00	5,686,773.87
YIT OYJ	228,610.00	1,181,208.10
KONECRANES OYJ	107,000.00	3,084,102.84
IPSOS SA	113,317.00	3,251,782.69
LOOMIS AB B	166,515.00	4,827,419.49
SPAREBANK 1 SR BK CAP CERTS	607,942.00	4,282,430.56
SBERBANK-SPONSORED ADR	225,500.00	913,275.00
MEIJI HOLDINGS CO LTD	59,136.00	5,435,693.44
CANADIAN DOLLAR	35,475.18	30,534.67
EURO MONETARY UNIT.	75,912.62	91,858.07
BRITISH POUND STERLING CURRENCY	28.20	43.95
HONG KONG DOLLAR	0.37	0.05
JAPANESE YEN	13,117,440.00	109,512.77
BARRATT DEVELOPMENTS PLC	1,130,141.00	8,296,371.83
BELLWAY PLC	247,952.00	7,493,420.34
TULLOW OIL PLC	370,812.00	2,392,125.04
GREENCORE GROUP PLC (UK)	1,767,496.00	7,884,292.70
STANDARD CHARTERED PLC (UK)	203,453.00	3,053,690.76
BHP BILLITON PL ADR (UK)	84,687.00	3,641,541.00
PERSIMMON PLC ORD	242,181.00	5,956,370.95

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
TAYLOR WIMPEY PLC	3,215,121.00	6,905,278.67
CHRISTIAN DIOR SE	25,230.00	4,362,674.35
JPM PRIME MMF AGENCY SHARES	4,522,343.37	4,522,343.37
CRH PLC (IREL)	222,879.00	5,366,925.22
DNB ASA	319,412.00	4,744,251.76
HANNOVER RUECKVERSICHERUNGS SE	59,900.00	5,433,975.18
INFOSYS LTD SPON ADR	167,466.00	5,268,480.36
MICHELIN CL B (REG)	58,100.00	5,291,774.94
SOLVAY CL A	34,000.00	4,624,327.09
BASF SE	57,800.00	4,887,469.40
HERMES INTERNATIONAL SA	1,429.00	509,756.80
MUNICH REINSURANCE (REG)	23,600.00	4,733,352.59
INVESTOR AB SER B	166,697.00	6,087,913.73
SVENSKA HANDELSBANKEN SER A	113,300.00	5,328,139.77
TREVI FINANZIARIA IND SPA	1,527,182.00	5,229,745.43
LINDE AG	21,200.00	3,955,701.86
DEUTSCHE TELEKOM AG (REGD)	444,200.00	7,121,930.80
METHANEX CORP	122,656.00	5,634,490.20
ASAHI GROUP HOLDINGS LTD	198,700.00	6,214,973.70
KDDI CORP	116,200.00	7,408,744.36
NORTHERN STAR RESOURCES LTD	1,289,500.00	1,568,594.22
REXLOT HOLDINGS LTD	17,058,482.00	1,385,857.99
SASOL LTD	107,502.00	4,005,483.95
SHOWA DENKO KK	3,433,000.00	4,270,470.86
GUANGDONG INVESTMENTS LTD	3,780,000.00	4,923,239.60
NOVARTIS AG (REG)	64,300.00	5,972,746.93
YARA INTERNATIONAL ASA	134,400.00	6,019,417.68
SAMSUNG ELEC VTG GDR 144A	8,670.00	5,245,350.00
TEVA PHARMACEUTICAL IND ADR	128,208.00	7,373,242.08
GENPACT LTD	463,232.00	8,768,981.76
AMPHENOL CORPORATION CL A	238,823.00	12,851,065.63
ANSYS INC	88,700.00	7,273,400.00
APPLE INC	131,068.00	14,467,285.84
BRISTOL-MYERS SQUIBB CO	133,448.00	7,877,435.44
COGNIZANT TECH SOLUTIONS CL A	167,430.00	8,816,863.80
COLFAX CORP	55,361.00	2,854,966.77
CORE LABORATORIES NV	74,854.00	9,007,930.36
COSTCO WHOLESALE CORP	72,248.00	10,241,154.00
COVANCE INC	60,540.00	6,286,473.60

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
DANAHER CORP	173,732.00	14,890,569.72
DAVITA HEALTHCARE PARTNERS INC	158,507.00	12,005,320.18
DISCOVERY COMMUNICATIONS CL A	125,658.00	4,328,918.10
DISCOVERY COMM INC CL C NON-VO	188,101.00	6,342,765.72
ECOLAB INC	115,867.00	12,110,418.84
EXPRESS SCRIPTS HLDG CO	231,307.00	19,584,763.69
FMC TECHNOLOGIES INC	245,318.00	11,490,695.12
FASTENAL CO	253,970.00	12,078,813.20
FOSSIL GROUP INC	30,704.00	3,400,160.96
GILEAD SCIENCES INC	143,595.00	13,535,264.70
GOOGLE INC CL A	14,894.00	7,903,650.04
GOOGLE INC CL C	14,894.00	7,840,201.60
JPM PRIME MMF AGENCY SHARES	9,342,011.61	9,342,011.61
INTUITIVE SURGICAL INC	31,222.00	16,514,564.68
ESTEE LAUDER COS INC CL A	170,450.00	12,988,290.00
MEAD JOHNSON NUTRITION CO	145,530.00	14,631,586.20
NATIONAL INSTRUMENT CORP	206,226.00	6,411,566.34
NETSUITE INC	49,249.00	5,376,513.33
QUALCOMM INC	191,494.00	14,233,749.02
SALESFORCE.COM INC	196,279.00	11,641,307.49
SCHLUMBERGER LTD	150,670.00	12,868,724.70
SCHWAB CHARLES CORP	610,199.00	18,421,907.81
STARBUCKS CORP	186,295.00	15,285,504.75
STERICYCLE INC	112,395.00	14,732,736.60
TRIPADVISOR INC	79,610.00	5,943,682.60
VISA INC CL A	70,676.00	18,531,247.20
WHOLE FOODS MARKET INC	318,794.00	16,073,593.48
INVESCO LTD	244,100.00	9,646,832.00
AON PLC	125,000.00	11,853,750.00
AES CORP	884,000.00	12,172,680.00
AGILENT TECHNOLOGIES INC	189,100.00	7,741,754.00
AMERICAN INTERNATIONAL GROUP	196,800.00	11,022,768.00
ANTHEM INC	80,900.00	10,166,703.00
APPLIED MATERIALS INC	386,500.00	9,631,580.00
BP PLC SPON ADR	263,700.00	10,052,244.00
BANK OF AMERICA CORPORATION	656,600.00	11,746,574.00
CBS CORP CL B	161,900.00	8,959,546.00
CIT GROUP INC	226,900.00	10,852,627.00
CVS HEALTH CORP	93,900.00	9,043,509.00

Attachment A

Security Description 1	Shares/Par	Base Market Value
CAPITAL ONE FINANCIAL CORP	115,200.00	9,509,760.00
CITIGROUP INC	202,600.00	10,962,686.00
CITIZENS FINANCIAL GROUP INC	399,200.00	9,924,112.00
COMCAST CORP CL A	181,100.00	10,505,611.00
FLEXTRONICS INTERNATIONAL LTD	733,100.00	8,196,058.00
DUPONT (EI) DE NEMOURS & CO	125,000.00	9,242,500.00
GENERAL ELECTRIC CO	444,100.00	11,222,407.00
GOOGLE INC CL A	9,050.00	4,802,473.00
GOOGLE INC CL C	9,200.00	4,842,880.00
HESS CORP	117,600.00	8,681,232.00
JPM US GOVT MMKT FD INS SHARES	13,899,897.95	13,899,897.95
HOSPIRA INC	158,100.00	9,683,625.00
INTERNATIONAL PAPER CO	206,400.00	11,058,912.00
KEYSIGHT TECHNOLOGIES INC	273,850.00	9,247,914.50
LOWES COS INC	124,200.00	8,544,960.00
MARSH & MCLENNAN COS INC	162,500.00	9,301,500.00
MICROSOFT CORP	207,700.00	9,647,665.00
NOVARTIS AG SPON ADR	115,000.00	10,655,900.00
ORACLE CORP	247,400.00	11,125,578.00
OWENS ILLINOIS INC	349,000.00	9,419,510.00
PROCTER & GAMBLE CO	108,300.00	9,865,047.00
QUALCOMM INC	108,800.00	8,087,104.00
REALOGY HOLDINGS CORP	227,800.00	10,134,822.00
RELIANCE STEEL & ALUMINUM CO	143,300.00	8,779,991.00
SANOFI SPON ADR	208,700.00	9,518,807.00
TEXAS INSTRUMENTS INC	146,000.00	7,805,890.00
THERMO FISHER SCIENTIFIC INC	99,100.00	12,416,239.00
TIME WARNER INC	114,200.00	9,754,964.00
VODAFONE GROUP PLC SPON ADR	293,400.00	10,025,478.00
AIRCASTLE LTD	75,685.00	1,617,388.45
ENSTAR GROUP LTD	6,040.00	923,455.60
GREENLIGHT CAPITAL RE LTD A	39,965.00	1,304,857.25
WILLIS GROUP HOLDINGS PLC	203,915.00	9,137,431.15
XL GROUP PLC	43,875.00	1,507,983.75
AARONS INC A	101,525.00	3,103,619.25
AMERICAN EQY INVT LIFE HLD CO	44,095.00	1,287,133.05
B&G FOODS INC	112,045.00	3,350,145.50
BOK FINANCIAL COMMON NEW	21,450.00	1,287,858.00
BOSTON SCIENTIFIC CORP	403,030.00	5,340,147.50

Attachment A

Security Description 1	Shares/Par	Base Market Value
BRINKS CO	52,040.00	1,270,296.40
BROADRIDGE FINANCIAL SOL	27,855.00	1,286,343.90
BROWN & BROWN INC	152,660.00	5,024,040.60
CLECO CORP	12,240.00	667,569.60
CAREFUSION CORP	40,830.00	2,422,852.20
CATAMARAN CORP	64,705.00	3,348,483.75
CIMAREX ENERGY CO	55,880.00	5,923,280.00
CONTANGO OIL & GAS CO	23,641.00	691,262.84
CORRECTIONS CORP OF AMERICA	71,918.00	2,613,500.12
COTY INC CL A	63,190.00	1,305,505.40
ENDURANCE SPECIALTY HLDGS LTD	61,805.00	3,698,411.20
GLOBAL SOURCES LTD	48,124.00	306,068.64
DOVER CORP	50,985.00	3,656,644.20
ORTHOFIX INTL NV (NASDQ)	75,595.00	2,272,385.70
STEINER LEISURE LTD	81,680.00	3,774,432.80
ENERGEN CORP	13,260.00	845,457.60
ENERGIZER HOLDINGS INC	21,430.00	2,755,040.80
FIRST HORIZON NATIONAL CORP	223,815.00	3,039,407.70
FIRST OF LONG ISLAND CORP	44,210.00	1,254,237.70
FIRST REPUBLIC BANK	58,695.00	3,059,183.40
FLOWERS FOODS INC	207,040.00	3,973,097.60
GANNETT INC	92,830.00	2,964,061.90
GOODYEAR TIRE & RUBBER CO	125,380.00	3,582,106.60
HCC INSURANCE HOLDINGS INC	37,865.00	2,026,534.80
JPM US GOVT MMKT FD INS SHARES	11,159,933.34	11,159,933.34
HUB GROUP INC CL A	145,180.00	5,528,454.40
ISTAR FINANCIAL INC REIT	223,455.00	3,050,160.75
INFINITY PPTY & CASUALTY CORP	10,320.00	797,323.20
ITC HLDGS CORP	43,125.00	1,743,543.75
JARDEN CORP	89,497.00	4,285,116.36
JUNIPER NETWORKS INC	206,115.00	4,600,486.80
KENNAMETAL INC	54,955.00	1,966,839.45
KNOWLES CORP	25,492.00	600,336.60
LIFEPOINT HEALTH INC	48,825.00	3,511,005.75
LINEAR TECHNOLOGY CORP	39,530.00	1,802,568.00
MID AMERICA APT CMNTY INC	25,645.00	1,915,168.60
MOLSON COORS BREWING CO B	57,265.00	4,267,387.80
NATIONAL PENN BANCSHARES INC	146,420.00	1,541,070.50
NATIONSTAR MORTGAGE HLDGS INC	52,405.00	1,477,296.95

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
NAVIGATORS GROUP INC	26,720.00	1,959,644.80
NOBLE ENERGY INC	25,757.00	1,221,654.51
PARKER HANNIFIN CORP	8,340.00	1,075,443.00
POPULAR INC	93,513.00	3,184,117.65
POST HOLDINGS INC	74,515.00	3,121,433.35
REINSURANCE GROUP OF AMERICA	14,435.00	1,264,794.70
SOUTHWESTERN ENERGY CO	42,275.00	1,153,684.75
STAPLES INC	287,530.00	5,210,043.60
UGI CORP NEW	84,735.00	3,218,235.30
UNIVERSAL AMERICAN CORP NEW	231,665.00	2,149,851.20
VANTIV INC	85,330.00	2,894,393.60
WHIRLPOOL CORP	17,345.00	3,360,420.30
WHITING PETROLEUM CORP	44,780.00	1,477,740.00
WINTHROP REALTY TRUST NEW	57,905.00	902,738.95
BELMOND LTD CL A	191,600.00	2,370,092.00
INTERXION HOLDING NV	65,400.00	1,788,036.00
ROWAN COMPANIES PLC	48,400.00	1,128,688.00
AMC NETWORKS INC CL A	24,250.00	1,546,422.50
AMEC FOSTER WHEELER PLC SPN AR	83,992.00	1,086,856.48
APPLIED MICRO CIRCUITS COR NEW	126,300.00	823,476.00
ARRAY BIOPHARMA INC	202,200.00	956,406.00
ARRIS GROUP INC	108,200.00	3,266,558.00
ATMEL CORP	439,494.00	3,689,552.13
AVNET INC	52,300.00	2,249,946.00
BOYD GAMING CORP	112,000.00	1,431,360.00
CAE INC	169,480.00	2,204,934.80
CABLEVISION SYS CORP NY GRP A	98,800.00	2,039,232.00
CAMECO CORP	143,600.00	2,356,476.00
CINCINNATI BELL INC	407,100.00	1,298,649.00
COGNEX CORP	47,500.00	1,963,175.00
CUMMINS INC	30,500.00	4,397,185.00
CYRUSONE INC	31,700.00	873,335.00
DISCOVERY COMM INC CL C NON-VO	123,900.00	4,177,908.00
DYAX CORP	88,600.00	1,245,716.00
ROYAL CARIBBEAN CRUISES LTD	92,500.00	7,624,775.00
ENDOCYTE INC	50,000.00	314,500.00
GANNETT INC	157,600.00	5,032,168.00
JPM PRIME MMF AGENCY SHARES	3,940,702.70	3,940,702.70
HARMONIC INC	203,700.00	1,427,937.00

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
HELMERICH & PAYNE INC	35,900.00	2,420,378.00
HEXCEL CORPORATION	57,700.00	2,393,973.00
IAC/INTERACTIVECORP	21,100.00	1,282,669.00
IMMUNOGEN INC	65,900.00	401,990.00
IRIDIUM COMMUNICATIONS INC	136,400.00	1,329,900.00
ISIS PHARMACEUTICALS CO	79,600.00	4,914,504.00
VIAVI SOLUTIONS INC	114,996.00	1,577,745.12
JANUS CAPITAL GROUP INC	113,500.00	1,830,755.00
KANSAS CITY SOUTHERN	32,400.00	3,953,772.00
LAM RESEARCH CORP	78,825.00	6,253,975.50
LAS VEGAS SANDS CORP	73,900.00	4,298,024.00
LEVEL 3 COMMUNICATIONS INC	84,556.00	4,175,375.28
LIBERTY BROADBAND CORP A	3,875.00	194,098.75
LIBERTY BROADBAND CORP RT 1/15	2,325.00	22,087.50
LIBERTY BROADBAND CORP C	7,750.00	386,105.00
LIBERTY MEDIA CORP CL A	15,500.00	546,685.00
LIBERTY MEDIA CORP CLASS C	31,000.00	1,085,930.00
MADISON SQUARE GARDEN CO A	26,075.00	1,962,404.50
MEDICINES CO	20,600.00	570,002.00
MOSAIC CO NEW	33,290.00	1,519,688.50
MYRIAD GENETICS INC	54,200.00	1,846,052.00
PALL CORP	42,800.00	4,331,788.00
POLYCOM INC	63,000.00	850,500.00
PRECISION CASTPARTS CORP	19,900.00	4,793,512.00
RF MICRO DEVICES INC	244,150.00	4,050,448.50
RAYMOND JAMES FINANCIAL INC.	39,800.00	2,280,142.00
REGENERON PHARMACEUTICALS INC	18,930.00	7,766,032.50
ROBERT HALF INTERNATIONAL INC.	31,000.00	1,809,780.00
SEACHANGE INTL INC	115,000.00	733,700.00
SEATTLE GENETICS INC	60,900.00	1,956,717.00
SINCLAIR BROADCAST GROUP CL A	105,100.00	2,875,536.00
SOTHEBY'S	46,300.00	1,999,234.00
STARZ - A	47,900.00	1,422,630.00
STILLWATER MINING CO	137,300.00	2,023,802.00
TELEPHONE & DATA SYSTEMS INC	31,600.00	797,900.00
TRIMBLE NAVIGATION LTD	116,800.00	3,099,872.00
TRIQUINT SEMICONDUCTOR INC	157,900.00	4,350,145.00
UNIFI INC	49,100.00	1,459,743.00
UNITED STATES CELLULAR CORP	20,600.00	820,498.00

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
VALSPAR CORP	42,800.00	3,701,344.00
VISHAY INTERTECHNOLOGY INC	91,700.00	1,297,555.00
WADDELL & REED FINL INC CL A	45,500.00	2,266,810.00
WORLD WRESTLING ENTMT CL A	94,000.00	1,159,960.00
VANGUARD PRIME MONEY MARKET FUND	34,723,578.91	34,722,578.91
Total investments	408,449,869	3,033,690,511

NATIONWIDE SAVINGS PLAN

Plan Number: 334
 EIN: 31-4177100

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

(in thousands)

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity date	(d) Current value
*	Fidelity	Multiple investments (see Attachment A)	\$ 3,033,691
*	Nationwide Life Insurance Company	Guaranteed investment fund, 3.59% average rate (stated at contract value)	\$ 1,664,899
*	Fidelity	Self-directed brokerage accounts	\$ 141,925
*	Various participants	Loan fund, prime rate plus 4.00% for general loans and prime rate for mortgage loans, secured by the balance in participants' account, interest rates range from 0.11% to 10.00%. Maturity dates range from 1/1/2014 through 1/2/2031.	\$ 120,788
*	Fidelity	Controlled disbursement account	\$ 783
			4,962,086

Note: Column d (Cost) has been omitted as these are participant directed investments.

* Indicates party-in-interest

See accompanying independent auditors' report.

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
SSGA DAILY EAFE FD SER T	10,018,049.01	231,967,924.78
SSGA S&P 500 FLAGSHIP SER	1,364,948.10	635,571,704.78
SSGA RUSSL SML CAP IDX FD	2,561,584.83	114,203,136.57
SSGA S&P MID CAP IDX FD C	2,378,912.33	136,911,162.30
SSGA BOND POOL	9,283,654.10	238,682,746.78
TURKEY RP GLB 6.875 3/17/	336,000.00	415,380.00
MEXICAN PESO	3,871.61	262.42
AT&T INC 4.35 06/15/45 WI	199,000.00	187,608.05
AT&T INC 2.375% 11/27/18	541,000.00	545,190.59
AERCAP IRELAND 2.75 15	686,000.00	672,280.00
AMERICAN 13-2A 4.95 074	970,399.33	1,035,901.28
AMERICAN EXP MTN 2.375 3/	251,000.00	256,699.46
AMXCA 2014-2 A 1.26% 1/20	567,000.00	565,641.47
AMERICAN INTL 5.85 1/16/1	685,000.00	765,898.50
AMERICAN TOWER 3.5 1/23	338,000.00	326,578.30
AMERICAN TOWER 5 2/24	761,000.00	807,015.39
ANALOG DEVICES 3% 4/15/16	69,000.00	70,597.70
APPLE INC 2.85% 5/6/21	870,000.00	889,974.33
ARCH CAPIT GRP US 5.144H	466,000.00	517,752.10
BP CAPITAL MARKETS 2.248	324,000.00	330,346.84
BANK AMER NA 1.25 02/14/1	302,000.00	301,322.92
BANK AMER FDG CRP 2.6 1K	654,000.00	659,085.50
BANK AMER FDG COR 1.7 8K	706,000.00	706,209.68
BANK AMER 4.25 10/22/26	487,000.00	485,906.69
DROCK 2014-3 A 2.41 07/22	2,154,000.00	2,177,097.34
BARRICK GOLD 5.75% 5/1/43	600,000.00	595,337.40
BARRICK AUS FIN 4.95 1/15	146,000.00	155,777.18
BARRICK PD AUST 5.95 10/1	1,288,000.00	1,233,934.91
BECTON DICKINS 4.685 12N	187,000.00	201,391.71
BERK HATH INC 3.2 2/11/15	429,000.00	430,233.80
BOARDWALK PIPELINE 4.95K	126,000.00	125,267.69
BRAZIL GLBL 7.125 1/20/37	703,000.00	891,052.50
FNDUS 30YR 3.09 0 0E075J7	25,000.00	25,297.00
BURLINGTON NOR 4.55 9/4	1,104,000.00	1,184,937.55
CABMT 14-1 A 1ML+35 3/20	380,000.00	379,894.36
COMET 2006-B1 B1 1ML+28 1	450,000.00	448,521.75
CC HOLDINGS 3.849 4/15/23	620,000.00	615,853.44
CELGENE 4.625 05/15/44	295,000.00	305,993.18
CHAIT 2014-A7 A 1.38 11/1	1,270,000.00	1,264,953.02

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
CISCO SYSTEMS 5.5 2/22/16	252,000.00	265,910.90
CISCO SYS INC 2.125 3/19	482,000.00	484,267.81
CITIGROUP 2.5% 09/26/18	988,000.00	999,543.79
CITIGROUP 4.95 11/7/43	655,000.00	730,112.13
COMCAST CORP 4.65 7/15/42	536,000.00	586,658.43
CONTINENTAL RES 3.8% 6/24	715,000.00	632,753.55
CREDIT SUISSE NY 3.625 T	408,000.00	415,033.51
DBUBS 2011-LC3A A2 3.642	1,494,000.00	1,542,392.15
DELPHI CORP 4.15 03/15/24	372,000.00	384,531.56
DIGITAL RLTY 5.875 2/01/2	496,000.00	554,764.59
DIRECTV HLDGS L 3.95 01V	147,000.00	148,156.74
DCENT 12-B3 1ML+45 05/18	1,765,000.00	1,763,171.46
DOMINION RES 1.95 8/15/16	110,000.00	111,209.56
ENSCO PLC 5.75% 10/1/44	364,000.00	360,604.24
ENTERPRISE PRD 4.85 034	195,000.00	203,330.21
EXELON GENRATION 6.2 10/1	393,000.00	436,741.69
EXPRESS SCRIPTS 2.65 2/17	246,000.00	251,547.30
FHLG 20YR 3.5 12/3 G30614	780,794.29	824,622.54
FHLG 5.00% 7/35 #G01837	959,331.19	1,060,623.04
FHLG 5.00% 7/35 #G01838	320,798.39	354,870.68
FHLG 5.50% 3/36 #G02069	180,559.86	202,572.86
FHLG 2.5 07/27#G14517	369,596.41	377,912.33
FHLG 2.5 11/27#G14599	559,587.77	571,304.14
FHLG 4.50% 6/39 #G08347	891,083.26	968,390.71
FHLG 4.50% 7/39 #G08353	708,476.83	769,941.94
FHLG 4.50% 11/39 #G08372	541,088.76	588,031.83
FHLG 30YR 3% 07/42#G08499	180,311.37	182,680.54
FHLG 30YR 4.5 10/4 G08611	732,059.59	795,570.67
FHLG 30YR 4.5 12/4 G08621	108,000.00	117,369.72
FHLG 5.50% 4/38 #G04337	115,368.13	129,000.63
FHLG 30YR 5% 01/37#G04997	288,104.79	318,434.56
FHLG 30YR 5% 10/33#G05052	40,603.89	44,850.38
FHLG 30YR 4.5 03/3 G05325	641,151.82	701,384.32
FHLG 30YR 5.5 05/3 G05521	155,860.35	175,178.68
FHLG 30YR 4% 10/40#G06061	635,810.01	680,657.31
FHLG 30YR 6% 07/39#G06079	791,263.28	891,306.18
FHLG 30YR 4.5 10/4 G06802	826,922.51	898,663.58
FHLG 5.50% 8/40 #G06990	819,005.05	914,759.19
FHLG 15YR 3% 01/27#J17791	826,769.12	861,131.80

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
FHLG 30YR 5% 04/35#G01779	84,491.12	93,412.19
FHLG 30YR 4.5 10/4 C09049	1,114,319.85	1,208,208.76
FHLG 30YR 4% 08/39#A87874	196,534.17	210,980.30
FHLG 30YR 4% 10/39#A89148	310,346.97	331,849.58
FHLG 30YR 4% 10/39#A89384	77,700.91	83,084.47
FHLG 4.00% 11/39 #A89729	133,234.49	142,465.73
FHLG 30YR 5% 07/40#A93101	449,656.04	497,203.61
FHLM 4.50% 9/40 #A93996	160,080.09	173,918.08
FHLM 4.00% 10/40 #A94362	411,172.87	441,588.64
FHLG 30YR 4% 11/40#A94742	68,937.84	73,854.28
FHLG 30YR 4% 11/40#A95084	74,800.79	79,983.42
FHLG 30YR 4% 11/40#A95085	613,229.03	655,237.92
FHLG 4.00% 12/40 #A95796	281,818.55	301,168.41
FHLG 4.00% 12/40 #A95822	718,020.07	769,227.04
FHLG 4.50% 2/41 #A97047	174,701.37	189,748.69
FHLG 5.0% 8/33 #A12413	64,526.17	71,337.99
FHLG 30YR 4.5 09/3 A37619	370,404.71	404,507.58
FHLG 30YR 4.5 09/3 A37900	65,093.86	71,087.00
FHLM ARM 3.005 10/ 849167	1,344,628.31	1,389,924.13
FHLG 2.5 08/27#J20118	310,772.19	317,181.87
FHLG 6.00% 8/36 #Z40004	7,040.74	7,974.86
FHLG 30YR 4.5 07/3 Q01807	357,339.84	388,006.45
FHLG 30YR 4% 02/37#Q06160	127,738.25	137,147.54
FHLG 30YR 4% 06/41#Q17103	73,682.63	78,868.37
FNA 2014-M8 A2 06/24	308,000.00	316,873.79
FNR 2012-17 BC 3.5% 03/27	428,000.00	456,157.05
FNMA 6.00% 6/36 #190370	1,019,479.12	1,155,518.71
FHR 2011-3877 LM 3.5 06/2	282,000.00	299,272.44
FHR 2010-3768 CB 3.5 12/2	352,000.00	374,066.46
FHR 2011-3806 L 3.5 02/26	1,140,000.00	1,215,050.30
FHR 2011-3800 CB 3.5 02/2	552,000.00	587,830.82
FNMA 30YR 4.5 08/3 AI7951	159,082.10	172,951.90
FNMA 30YR 4% 12/36#AJ5974	115,922.44	123,941.91
FNMA 4.00% 1/41 #AH3586	420,344.03	449,817.33
FNMA 30YR 4.5 01/4 AL0005	175,421.05	190,742.78
FNMA 4.50% 4/41 #AL0215	1,133,676.31	1,232,517.46
FNMA 30YR 4% 04/41#AL0240	485,105.93	521,697.27
FNMA 30YR 4.5 09/4 AL1627	529,053.86	575,841.48
FNMA 30YR 4.5 09/4 AK0205	58,815.85	64,008.12

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
FNMA 10YR 2.44 08/ AM0322	520,928.54	521,731.81
FNMA 30YR 2.45 05/ AM3353	112,677.84	111,684.19
FNMA 30YR 2.94 07/ AM3893	146,647.82	151,103.83
FNMA 3.36 07/25#AM3933	65,688.02	69,358.98
FNMA 30YR 3.74 09/ AM4353	321,511.92	348,277.99
FNMA 30YR 3.47 01/ AM5146	1,359,777.11	1,449,571.49
FNMA 7YR 2.89 10/2 AM6713	1,621,200.28	1,655,995.77
FNMA 20YR 3.23 10/ AM6886	2,337,252.76	2,447,791.96
FNMA 30YR 2.95 11/ AM7395	429,400.08	440,448.67
FNMA 30YR 2.93 12/ AM7528	585,000.00	597,128.46
FNMA 20YR 3.5 10/3 AP9592	557,001.73	588,267.85
FNMA 30YR 4% 08/42#AP4613	506,755.71	541,496.14
FNMA 30YR 3% 09/42#AP4784	209,322.70	212,301.98
FNMA 15YR 2% 01/28#AR1524	1,591,633.06	1,593,311.75
FNMA 30YR 3% 04/43#AT0682	1,042,740.10	1,056,929.71
FNMA 30YR 3% 04/43#AT2014	1,306,378.63	1,324,155.84
FNMA 30YR 3.0 5/1/ AT2723	638,633.44	647,124.39
FNMA 30YR 3% 03/43#AR9198	1,684,164.48	1,707,082.59
FNMA ARM 2.805 05/ AW4685	527,534.17	544,229.84
FNMA 30YR 4% 09/38#AU4728	391,641.27	419,836.34
FNMA 10YR 2.48 08/ 471923	216,683.57	217,636.18
FNMA 4.50% 8/35 #745044	150,370.16	164,396.70
FNMA 6.00% 1/37 #888128	252,691.34	286,530.53
FNMA 6.00% 3/38 #889529	250,936.60	283,970.40
FNMA 6.00% 8/37 #890248	84,752.46	96,985.36
FNMA 30YR 4% 11/36#890547	533,786.83	573,382.93
FNMA 30YR 4.5 03/3 930672	430,292.39	471,236.90
FNMA 30YR 4% 01/40#932441	1,454,008.83	1,556,414.09
FNMA 5.50% 8/37 #995082	249,860.51	281,162.49
FNMA 4.50% 8/38 #995243	412,746.59	448,152.03
FNMA 30YR 4.5 08/4 AB1343	499,658.40	548,140.30
FNMA 20YR 4.0 11/1 AB1763	97,220.37	104,614.43
FNMA 4.50% 7/41 #AB3274	1,105,611.60	1,206,151.94
FNMA 20YR 3.5 01/3 AB4168	783,556.00	827,539.27
FNMA 15YR 2% 10/27#AB6472	656,101.65	656,896.12
FNMA 30YR 3% 01/38#AB7572	129,708.49	132,122.11
FNMA 4.50% 9/39 #AC1877	226,552.42	246,481.70
FNMA 4.00% 10/39 #AC2817	139,779.09	149,623.67
FNMA 4.50% 10/39 #AC5400	665,817.92	724,388.32

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
FNMA 5.00% 10/39 #AC5401	256,953.06	284,115.75
FNMA 4.50% 2/40 #AC9564	152,070.47	166,564.52
FNMA 4.00% #MA0583	79,577.33	85,157.06
FNMA 4.00% 2/41 #MA0639	306,387.29	327,870.28
FNMA 20YR 3.50 1/3 MA0949	543,054.70	573,537.94
FNMA 3.00% 4/42 #MA1044	614,424.38	623,553.50
FNMA 20YR 4% 10/33#MA1630	456,248.61	491,233.57
FNMA 4.00% 3/40 #AD1649	198,182.31	212,078.28
FNMA 4.00% 8/40 #AD8033	1,297,355.97	1,388,322.81
FNMA 30YR 5.5 12/3 AE0041	170,235.83	192,174.39
FNMA 4.00% 12/39 #AE0215	183,586.03	196,515.92
FNMA 4.00% 8/40 #AE0216	411,615.90	440,477.21
FNMA 30YR 4% 11/40#AE0624	204,684.05	219,035.90
FNMA 30YR 4% 12/40#AE0625	198,395.72	214,073.60
FNMA 4.00% 10/40 #AE4113	127,114.68	136,285.79
FNMA 30YR 4% 10/40#AE4192	572,846.94	616,056.55
FNMA 4.00% 11/40 #AE4414	716,795.64	767,055.27
FNMA 30YR 4% 11/40#AE5143	90,328.45	96,662.02
FNMA 4.00% 11/40 #AE9284	509,679.37	545,416.61
FORD MTR CR LLC 5 5/15/18	409,000.00	444,398.13
GSMS 2011-GC5 A4 CSTR 8/4	1,888,000.00	1,997,468.13
GE-CORP 5.25% 12/6/17	266,000.00	295,098.80
GE-CORP 4.125% 10/09/42	226,000.00	233,957.69
GENERAL ELEC CAP 3.45 5L	830,000.00	857,627.38
GENERAL MTRS CO 5.2 045	815,000.00	859,825.00
GILEAD SCIENCES 4.5 025	260,000.00	277,887.74
GOLDMAN SACHS GRP 2.629	517,000.00	520,156.80
GOLDMAN SACH GRP 2.55 9	548,000.00	545,386.59
HSBC USA 2.375 11/13/19	320,000.00	319,906.56
JPM US GOVT MMKT FD INS S	9,473,178.62	9,473,178.62
HOWARD HUGHES M 3.5 093	399,000.00	417,229.51
HUNTINGTONBK 1.3 11/20/16	468,000.00	466,204.28
INTEL CORP 1.95% 10/01/16	152,000.00	154,990.14
JPM 4.125% 12/26 LT2	842,000.00	839,703.02
JPMCC 2011-C5 A3 4.1712 8	2,200,000.00	2,376,752.40
JPMORGAN CHASE 5/VAR PV	774,000.00	757,310.24
KEYBANK NATL 1.65% 2/1/18	303,000.00	301,860.42
KINDER MORGAN EN 5 08/15/	788,000.00	748,889.98
KOHL'S CORP 6.875 12/15/37	440,000.00	555,676.88

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
L 3 COMMNCNS CRP 3.95 5L	683,000.00	688,650.46
LAZARD GROUP 4.25 11/14/2	651,000.00	686,121.45
LEAR CORP 4.75% 01/15/23	342,000.00	341,145.00
MARATHON PETRO 5 09/54	698,000.00	657,283.57
MEDTRONIC PLC 3.53/1 14C	154,000.00	157,537.38
MEDTRONIC PLC 4.625 15	395,000.00	428,176.05
MDAMERICAN ENR 6.125 4/01	373,000.00	468,612.21
MORGAN STANLEY 3.875 44	440,000.00	451,455.84
MORGAN STANLEY 5.45/VARN	622,000.00	623,119.60
MORGAN STANLEY 3.7 10/4	825,000.00	836,236.50
NEWMONT MINING 6.25 10/1/	1,774,000.00	1,799,462.22
NOVARTIS SEC IN 5.125 2/1	242,000.00	271,725.10
NUSTAR LOGISTIC 4.8 9/01/	583,000.00	548,020.00
ORACLE CORP 1.2% 10/15/17	292,000.00	290,982.09
ORACLE CORP 2.375 1/15/19	444,000.00	451,682.98
PRAXAIR INC 4.625 3/30/15	382,000.00	385,873.86
REINSURANCE GRO 4.7 093	226,000.00	242,849.88
RIDGEWORTH SEIX FLOATING	1,145,843.01	10,026,126.29
TEVA PHARM FIN 6.15 2/01/	486,000.00	601,204.36
THERMO FISHER 5.3 02/01/4	223,000.00	256,114.39
3M COMPANY 1.375% 9/29/16	154,000.00	155,765.76
TIME WARNER CAB 4.5 9/15/	200,000.00	205,588.60
TOYOTA MOTOR MTN 3.2 6/17	131,000.00	132,642.61
UBS AG STAM 2.375 8/14/19	783,000.00	782,953.80
US BANK NA 1.1% 01/30/17	635,000.00	634,505.34
UNION PACIFIC 4.15 1/15/4	315,000.00	328,298.36
UNITED AIR 2014-1 A 4 7	716,000.00	726,740.00
MEXICO GOVT 5.55 01/21/45	614,000.00	713,775.00
US BANCORP 3.6% 9/11/24	997,000.00	1,012,468.46
USTB 3.125% 8/15/44	6,664,000.00	7,174,209.17
USTN 1.5% 01/31/19	12,363,000.00	12,366,857.26
USTN 1.5% 10/31/19	22,975,000.00	22,826,030.10
USTN 2.25% 11/15/24	18,707,000.00	18,832,692.33
USTN .25% 1/15/15	4,559,000.00	4,558,644.40
USTN .875% 2/28/17	25,431,000.00	25,488,626.65
USTN .625% 9/30/17	602,000.00	595,274.46
UNITEDHEALTH GR 4.25 33	177,000.00	185,560.61
UTILITY DEBT SE 2.937 06/	1,069,000.00	1,104,063.20
VERIZON COM 5.012 8/ 14N	1,528,000.00	1,580,790.87

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
WFRBS 2011-C5 A4 3.66 11/	1,479,000.00	1,566,431.09
WAL-MART STORES 1.125 4/1	999,000.00	987,543.47
WEATHERFORD INT MTN 5.125	292,000.00	286,878.03
WEATHERFORD 5.95 4/15/42	477,000.00	403,888.30
WEATHERFORD INT MTN6.5 8/	390,000.00	357,300.06
WELLS FARGO & CO 1.25 2/1	409,000.00	409,400.00
CAVERION CORP	228,610.00	1,839,586.38
REXAM PLC	643,210.00	4,549,377.23
GTECH SPA RT 01/09/15	180,027.00	2.18
GTECH SPA	180,027.00	4,027,892.51
IMERYS	69,036.00	5,096,593.10
WINCOR NIXDORF AG	85,413.00	4,155,864.37
DUNI AB	422,100.00	6,280,967.99
THAI OIL PCL (FOR)	2,725,200.00	3,480,248.11
ETABLISSEMENTS MAUREL ET	332,500.00	3,121,768.67
LANXESS AG	110,200.00	5,127,878.51
KONE OYJ B	184,800.00	8,457,204.03
BBA AVIATION PLC	634,087.00	3,557,836.78
SYMRISE AG	120,800.00	7,327,704.64
FREENET AG	198,338.00	5,686,773.87
YIT OYJ	228,610.00	1,181,208.10
KONECRANES OYJ	107,000.00	3,084,102.84
IPSOS SA	113,317.00	3,251,782.69
LOOMIS AB B	166,515.00	4,827,419.49
SPAREBANK 1 SR BK CAP CER	607,942.00	4,282,430.56
SBERBANK-SPONSORED ADR	225,500.00	913,275.00
MEIJI HOLDINGS CO LTD	59,136.00	5,435,693.44
CANADIAN DOLLAR	35,475.18	30,534.67
EURO MONETARY UNIT	75,912.62	91,858.07
GREAT BRITAIN POUND	28.20	43.95
HONG KONG DOLLAR	0.37	0.05
JAPANESE YEN	13,117,440.00	109,512.77
BARRATT DEVELOPMENTS PLC	1,130,141.00	8,296,371.83
BELLWAY PLC	247,952.00	7,493,420.34
TULLOW OIL PLC	370,812.00	2,392,125.04
GREENCORE GROUP PLC (UK)	1,767,496.00	7,884,292.70
STANDARD CHARTERED PLC (U	203,453.00	3,053,690.76
BHP BILLITON PL ADR (UK)	84,687.00	3,641,541.00
PERSIMMON PLC ORD	242,181.00	5,956,370.95

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
TAYLOR WIMPEY PLC	3,215,121.00	6,905,278.67
CHRISTIAN DIOR SE	25,230.00	4,362,674.35
JPM PRIME MMF AGENCY SHAR	4,522,343.37	4,522,343.37
CRH PLC (IREL)	222,879.00	5,366,925.22
DNB ASA	319,412.00	4,744,251.76
HANNOVER RUECKVERSICHERUN	59,900.00	5,433,975.18
INFOSYS LTD SPON ADR	167,466.00	5,268,480.36
MICHELIN CL B (REG)	58,100.00	5,291,774.94
SOLVAY CL A	34,000.00	4,624,327.09
BASF SE	57,800.00	4,887,469.40
HERMES INTERNATIONAL SA	1,429.00	509,756.80
MUNICH REINSURANCE (REG)	23,600.00	4,733,352.59
INVESTOR AB SER B	166,697.00	6,087,913.73
SVENSKA HANDELSBANKEN SER	113,300.00	5,328,139.77
TREVI FINANZIARIA IND SPA	1,527,182.00	5,229,745.43
LINDE AG	21,200.00	3,955,701.86
DEUTSCHE TELEKOM AG (REGD	444,200.00	7,121,930.80
METHANEX CORP	122,656.00	5,634,490.20
ASAHI GROUP HOLDINGS LTD	198,700.00	6,214,973.70
KDDI CORP	116,200.00	7,408,744.36
NORTHERN STAR RESOURCES	1,289,500.00	1,568,594.22
REXLOT HOLDINGS LTD	17,058,482.00	1,385,857.99
SASOL LTD	107,502.00	4,005,483.95
SHOWA DENKO KK	3,433,000.00	4,270,470.86
GUANGDONG INVESTMENTS LTD	3,780,000.00	4,923,239.60
NOVARTIS AG (REG)	64,300.00	5,972,746.93
YARA INTERNATIONAL ASA	134,400.00	6,019,417.68
SAMSUNG ELEC VTG GDR 144A	8,670.00	5,245,350.00
TEVA PHARMACEUTICAL IND A	128,208.00	7,373,242.08
GENPACT LTD	463,232.00	8,768,981.76
AMPHENOL CORPORATION CL A	238,823.00	12,851,065.63
ANSYS INC	88,700.00	7,273,400.00
APPLE INC	131,068.00	14,467,285.84
BRISTOL-MYERS SQUIBB CO	133,448.00	7,877,435.44
COGNIZANT TECH SOLUT CL A	167,430.00	8,816,863.80
COLFAX CORP	55,361.00	2,854,966.77
CORE LABORATORIES NV	74,854.00	9,007,930.36
COSTCO WHOLESALE CORP	72,248.00	10,241,154.00
COVANCE INC	60,540.00	6,286,473.60

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
DANAHER CORP	173,732.00	14,890,569.72
DAVITA HEALTHCARE PARTNER	158,507.00	12,005,320.18
DISCOVERY COMM CL A	125,658.00	4,328,918.10
DISCOVERY COMM CL C NON-V	188,101.00	6,342,765.72
ECOLAB INC	115,867.00	12,110,418.84
EXPRESS SCRIPTS HLDG CO	231,307.00	19,584,763.69
FMC TECHNOLOGIES INC	245,318.00	11,490,695.12
FASTENAL CO	253,970.00	12,078,813.20
FOSSIL GROUP INC	30,704.00	3,400,160.96
GILEAD SCIENCES INC	143,595.00	13,535,264.70
GOOGLE INC CL A	14,894.00	7,903,650.04
GOOGLE INC CL C	14,894.00	7,840,201.60
JPM PRIME MMF AGENCY SHAR	9,342,011.61	9,342,011.61
INTUITIVE SURGICAL INC	31,222.00	16,514,564.68
ESTEE LAUDER COS INC CL A	170,450.00	12,988,290.00
MEAD JOHNSON NUTRITION CO	145,530.00	14,631,586.20
NATIONAL INSTRUMENT CORP	206,226.00	6,411,566.34
NETSUITE INC	49,249.00	5,376,513.33
QUALCOMM INC	191,494.00	14,233,749.02
SALESFORCE.COM INC	196,279.00	11,641,307.49
SCHLUMBERGER LTD	150,670.00	12,868,724.70
SCHWAB CHARLES CORP	610,199.00	18,421,907.81
STARBUCKS CORP	186,295.00	15,285,504.75
STERICYCLE INC	112,395.00	14,732,736.60
TRIPADVISOR INC	79,610.00	5,943,682.60
VISA INC CL A	70,676.00	18,531,247.20
WHOLE FOODS MARKET INC	318,794.00	16,073,593.48
INVESCO LTD	244,100.00	9,646,832.00
AON PLC	125,000.00	11,853,750.00
AES CORP	884,000.00	12,172,680.00
AGILENT TECHNOLOGIES INC	189,100.00	7,741,754.00
AMERICAN INTL GROUP	196,800.00	11,022,768.00
ANTHEM INC	80,900.00	10,166,703.00
APPLIED MATERIALS INC	386,500.00	9,631,580.00
BP PLC SPON ADR	263,700.00	10,052,244.00
BANK OF AMERICA CORPORATI	656,600.00	11,746,574.00
CBS CORP CL B	161,900.00	8,959,546.00
CIT GROUP INC	226,900.00	10,852,627.00
CVS HEALTH CORP	93,900.00	9,043,509.00

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
CAPITAL ONE FIN CORP	115,200.00	9,509,760.00
CITIGROUP INC	202,600.00	10,962,686.00
CITIZENS FIN GROUP INC	399,200.00	9,924,112.00
COMCAST CORP CL A	181,100.00	10,505,611.00
FLEXTRONICS INTL LTD	733,100.00	8,196,058.00
DUPONT (EI) DE NEMOURS &	125,000.00	9,242,500.00
GENERAL ELECTRIC CO	444,100.00	11,222,407.00
GOOGLE INC CL A	9,050.00	4,802,473.00
GOOGLE INC CL C	9,200.00	4,842,880.00
HESS CORP	117,600.00	8,681,232.00
JPM US GOVT MMKT FD INS S	13,899,897.95	13,899,897.95
HOSPIRA INC	158,100.00	9,683,625.00
INTERNATIONAL PAPER CO	206,400.00	11,058,912.00
KEYSIGHT TECHNOLOGIES INC	273,850.00	9,247,914.50
LOWES COS INC	124,200.00	8,544,960.00
MARSH & MCLENNAN COS INC	162,500.00	9,301,500.00
MICROSOFT CORP	207,700.00	9,647,665.00
NOVARTIS AG SPON ADR	115,000.00	10,655,900.00
ORACLE CORP	247,400.00	11,125,578.00
OWENS ILLINOIS INC	349,000.00	9,419,510.00
PROCTER & GAMBLE CO	108,300.00	9,865,047.00
QUALCOMM INC	108,800.00	8,087,104.00
REALOGY HOLDINGS CORP	227,800.00	10,134,822.00
RELIANCE STEEL & ALUMINUM	143,300.00	8,779,991.00
SANOFI SPON ADR	208,700.00	9,518,807.00
TEXAS INSTRUMENTS INC	146,000.00	7,805,890.00
THERMO FISHER SCIENTIFIC	99,100.00	12,416,239.00
TIME WARNER INC	114,200.00	9,754,964.00
VODAFONE GROUP PLC SPON A	293,400.00	10,025,478.00
AIRCASTLE LTD	75,685.00	1,617,388.45
ENSTAR GROUP LTD	6,040.00	923,455.60
GREENLIGHT CAPITAL RE A	39,965.00	1,304,857.25
WILLIS GROUP HOLDINGS PLC	203,915.00	9,137,431.15
XL GROUP PLC	43,875.00	1,507,983.75
AARONS INC A	101,525.00	3,103,619.25
AMERICAN EQY INVT LIFE HL	44,095.00	1,287,133.05
B&G FOODS INC	112,045.00	3,350,145.50
BOK FINANCIAL COMMON NEW	21,450.00	1,287,858.00
BOSTON SCIENTIFIC CORP	403,030.00	5,340,147.50

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
BRINKS CO	52,040.00	1,270,296.40
BROADRIDGE FINANCIAL SOL	27,855.00	1,286,343.90
BROWN & BROWN INC	152,660.00	5,024,040.60
CLECO CORP	12,240.00	667,569.60
CAREFUSION CORP	40,830.00	2,422,852.20
CATAMARAN CORP	64,705.00	3,348,483.75
CIMAREX ENERGY CO	55,880.00	5,923,280.00
CONTANGO OIL & GAS CO	23,641.00	691,262.84
CORRECTIONS OF AMERICA	71,918.00	2,613,500.12
COTY INC CL A	63,190.00	1,305,505.40
ENDURANCE SPECIALTY HLDGS	61,805.00	3,698,411.20
GLOBAL SOURCES LTD	48,124.00	306,068.64
DOVER CORP	50,985.00	3,656,644.20
ORTHOFIX INTL NV (NASDQ)	75,595.00	2,272,385.70
STEINER LEISURE LTD	81,680.00	3,774,432.80
ENERGEN CORP	13,260.00	845,457.60
ENERGIZER HOLDINGS INC	21,430.00	2,755,040.80
FIRST HORIZON NATIONAL	223,815.00	3,039,407.70
FIRST OF LONG ISLAND CORP	44,210.00	1,254,237.70
FIRST REPUBLIC BANK	58,695.00	3,059,183.40
FLOWERS FOODS INC	207,040.00	3,973,097.60
GANNETT INC	92,830.00	2,964,061.90
GOODYEAR TIRE & RUBBER CO	125,380.00	3,582,106.60
HCC INSURANCE HLDGS INC	37,865.00	2,026,534.80
JPM US GOVT MMKT FD INS S	11,159,933.34	11,159,933.34
HUB GROUP INC CL A	145,180.00	5,528,454.40
ISTAR FINANCIAL INC REIT	223,455.00	3,050,160.75
INFINITY PPTY & CASUALTY	10,320.00	797,323.20
ITC HLDGS CORP	43,125.00	1,743,543.75
JARDEN CORP	89,497.00	4,285,116.36
JUNIPER NETWORKS INC	206,115.00	4,600,486.80
KENNAMETAL INC	54,955.00	1,966,839.45
KNOWLES CORP	25,492.00	600,336.60
LIFEPOINT HEALTH INC	48,825.00	3,511,005.75
LINEAR TECHNOLOGY CORP	39,530.00	1,802,568.00
MID AMERICA APT CMNTY INC	25,645.00	1,915,168.60
MOLSON COORS BREWING CO B	57,265.00	4,267,387.80
NATIONAL PENN BANCSHARES	146,420.00	1,541,070.50
NATIONSTAR MORTGAGE HLDGS	52,405.00	1,477,296.95

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
NAVIGATORS GROUP INC	26,720.00	1,959,644.80
NOBLE ENERGY INC	25,757.00	1,221,654.51
PARKER HANNIFIN CORP	8,340.00	1,075,443.00
POPULAR INC	93,513.00	3,184,117.65
POST HOLDINGS INC	74,515.00	3,121,433.35
REINSURANCE GROUP OF AMER	14,435.00	1,264,794.70
SOUTHWESTERN ENERGY CO	42,275.00	1,153,684.75
STAPLES INC	287,530.00	5,210,043.60
UGI CORP NEW	84,735.00	3,218,235.30
UNIVERSAL AMERICAN NEW	231,665.00	2,149,851.20
VANTIV INC	85,330.00	2,894,393.60
WHIRLPOOL CORP	17,345.00	3,360,420.30
WHITING PETROLEUM CORP	44,780.00	1,477,740.00
WINTHROP REALTY TRUST NEW	57,905.00	902,738.95
BELMOND LTD CL A	191,600.00	2,370,092.00
INTERXION HOLDING NV	65,400.00	1,788,036.00
ROWAN COMPANIES PLC	48,400.00	1,128,688.00
AMC NETWORKS INC CL A	24,250.00	1,546,422.50
AMEC FOSTER WHEELER PLC S	83,992.00	1,086,856.48
APPLIED MICRO CIRCUITS CO	126,300.00	823,476.00
ARRAY BIOPHARMA INC	202,200.00	956,406.00
ARRIS GROUP INC	108,200.00	3,266,558.00
ATMEL CORP	439,494.00	3,689,552.13
AVNET INC	52,300.00	2,249,946.00
BOYD GAMING CORP	112,000.00	1,431,360.00
CAE INC	169,480.00	2,204,934.80
CABLEVISION SYS NY GRP A	98,800.00	2,039,232.00
CAMECO INC	143,600.00	2,356,476.00
CINCINNATI BELL INC	407,100.00	1,298,649.00
COGNEX CORP	47,500.00	1,963,175.00
CUMMINS INC	30,500.00	4,397,185.00
CYRUSONE INC	31,700.00	873,335.00
DISCOVERY COMM CL C NON-V	123,900.00	4,177,908.00
DYAX CORP	88,600.00	1,245,716.00
ROYAL CARIBBEAN CRUISES	92,500.00	7,624,775.00
ENDOCYTE INC	50,000.00	314,500.00
GANNETT INC	157,600.00	5,032,168.00
JPM PRIME MMF AGENCY SHAR	3,940,702.70	3,940,702.70
HARMONIC INC	203,700.00	1,427,937.00

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
HELMERICH & PAYNE INC	35,900.00	2,420,378.00
HEXCEL CORPORATION	57,700.00	2,393,973.00
IAC/INTERACTIVECORP	21,100.00	1,282,669.00
IMMUNOGEN INC	65,900.00	401,990.00
IRIDIUM COMM INC	136,400.00	1,329,900.00
ISIS PHARMACEUTICALS CO	79,600.00	4,914,504.00
JDS UNIPHASE CORP	114,996.00	1,577,745.12
JANUS CAPITAL GROUP INC	113,500.00	1,830,755.00
KANSAS CITY SOUTHERN	32,400.00	3,953,772.00
LAM RESEARCH CORP	78,825.00	6,253,975.50
LAS VEGAS SANDS CORP	73,900.00	4,298,024.00
LEVEL 3 COMM INC	84,556.00	4,175,375.28
LIBERTY BROADBAND CORP A	3,875.00	194,098.75
LIBERTY BROADBAND RT 1/15	2,325.00	22,087.50
LIBERTY BROADBAND CORP C	7,750.00	386,105.00
LIBERTY MEDIA CORP CL A	15,500.00	546,685.00
LIBERTY MEDIA CLASS C	31,000.00	1,085,930.00
MADISON SQUARE GARDEN CO	26,075.00	1,962,404.50
MEDICINES CO	20,600.00	570,002.00
MOSAIC CO NEW	33,290.00	1,519,688.50
MYRIAD GENETICS INC	54,200.00	1,846,052.00
PALL CORP	42,800.00	4,331,788.00
POLYCOM INC	63,000.00	850,500.00
PRECISION CASTPARTS CORP	19,900.00	4,793,512.00
RF MICRO DEVICES INC	244,150.00	4,050,448.50
RAYMOND JAMES FIN INC.	39,800.00	2,280,142.00
REGENERON PHARMACEUTICALS	18,930.00	7,766,032.50
ROBERT HALF INTL INC.	31,000.00	1,809,780.00
SEACHANGE INTL INC	115,000.00	733,700.00
SEATTLE GENETICS INC	60,900.00	1,956,717.00
SINCLAIR BROADCAST G CL A	105,100.00	2,875,536.00
SOTHEBY'S	46,300.00	1,999,234.00
STARZ - A	47,900.00	1,422,630.00
STILLWATER MINING CO	137,300.00	2,023,802.00
TELEPHONE & DATA SYS INC	31,600.00	797,900.00
TRIMBLE NAVIGATION LTD	116,800.00	3,099,872.00
TRIQUINT SEMICONDUCTOR	157,900.00	4,350,145.00
UNIFI INC	49,100.00	1,459,743.00
UNITED STATES CELLULAR	20,600.00	820,498.00

Security Description 1	Attachment A	
	Shares/Par	Base Market Value
VALSPAR CORP	42,800.00	3,701,344.00
VISHAY INTERTECHNOLOGY	91,700.00	1,297,555.00
WADDELL & REED FINL CL A	45,500.00	2,266,810.00
WORLD WRESTLING ENTM CL A	94,000.00	1,159,960.00
VANGUARD PRIME MONEY MARKET FUND	34,723,578.91	34,722,578.91
Total investments	408,449,869	3,033,690,511

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Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Aberdeen	51-0368279	Rate of 0.40% of average daily balance of asset(s)
Absolute Strategies	20-1269668	Rate of 0.10% of average daily balance of asset(s)
Acadian Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
Adirondack Funds	20-1993634	Rate of 0.40% of average daily balance of asset(s)
AdvisorOne Funds	91-1788041	Rate of 0.40% of average daily balance of asset(s)
Advisors Preferred	Not Available	Rate of 0.45% of average daily balance of asset(s)
Akre	54-1968332	Rate of 0.40% of average daily balance of asset(s)
Alger	13-2665689	Rate of 0.40% of average daily balance of asset(s)
AllianceBernstein	13-3191825	Rate of 0.40% of average daily balance of asset(s)
Allianz Funds	06-1349805	Range of 0.02 - 0.40% of average daily balance of assets
Amana	35-6447892	Rate of 0.40% of average daily balance of asset(s)
American Beacon	75-2401150	Rate of 0.40% of average daily balance of asset(s)
American Century Investments	43-0821857	Range of 0.05 - 0.35% of average daily balance of assets
American Funds	95-1411037	Range of 0.05 - 0.60% of average daily balance of assets
AMG Funds	06-1555943	Range of 0.10 - 0.50% of average daily balance of assets
AQR Funds	Not Available	Range of 0.10 - 0.40% of average daily balance of assets
Artisan	39-1811840	Rate of 0.40% of average daily balance of asset(s)
Aston	20-4747475	Range of 0.08 - 0.40% of average daily balance of assets
Ave Maria Mutual Funds	38-2325495	Rate of 0.40% of average daily balance of asset(s)
Azzad Fund	Not Available	Rate of 0.10% of average daily balance of asset(s)
Baird	39-6037917	Range of 0.27 - 0.40% of average daily balance of assets
Baron Capital Group	13-3122938	Rate of 0.40% of average daily balance of asset(s)
BBH	36-4469928	Rate of 0.10% of average daily balance of asset(s)
Berkshire	77-0330031	Rate of 0.40% of average daily balance of asset(s)
BlackRock	04-6171663	Range of 0.06 - 0.50% of average daily balance of assets
BMO Funds	Not Available	Range of 0.25 - 0.40% of average daily balance of assets
Brown Advisory Funds	52-1952888	Rate of 0.40% of average daily balance of asset(s)
Brown Capital Management, LLC	Not Available	Range of 0.10 - 0.40% of average daily balance of assets
Buffalo	Not Available	Rate of 0.40% of average daily balance of asset(s)
Burnham	23-1702840	Rate of 0.40% of average daily balance of asset(s)
Calamos	36-3316238	Range of 0.10 - 0.45% of average daily balance of assets
Calvert Investments	Not Available	Rate of 0.40% of average daily balance of asset(s)
Cambiar Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
Capstone	76-0078745	Rate of 0.35% of average daily balance of asset(s)
Catalyst Mutual Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
Century Funds	87-0381220	Rate of 0.40% of average daily balance of asset(s)
Chase	Not Available	Rate of 0.40% of average daily balance of asset(s)
Cohen & Steers	14-1904657	Rate of 0.40% of average daily balance of asset(s)
Columbia	93-0577450	Range of 0.10 - 0.50% of average daily balance of assets
Conestoga Capital Advisors	23-3072906	Rate of 0.40% of average daily balance of asset(s)
Consilium Investment Management	30-0248720	Rate of 0.10% of average daily balance of asset(s)
Credit Suisse (New York, NY)	Not Available	Rate of 0.10% of average daily balance of asset(s)
Croft	52-1603329	Rate of 0.40% of average daily balance of asset(s)
Deutsche Asset & Wealth Mngt	13-3241232	Rate of 0.40% of average daily balance of asset(s)
Diamond Hill Funds	31-6547095	Range of 0.10 - 0.40% of average daily balance of assets
Dimensional Fund Advisors	22-2370029	Range of 0.10 - 0.25% of average daily balance of assets
Direxion Funds	13-4143904	Rate of 0.40% of average daily balance of asset(s)
DoubleLine	Not Available	Range of 0.10 - 0.36% of average daily balance of assets
Dreyfus	Not Available	Range of 0.10 - 0.48% of average daily balance of assets
Driehaus	20-3634295	Rate of 0.40% of average daily balance of asset(s)
Eaton Vance	04-2718215	Range of 0.07 - 0.40% of average daily balance of assets
Emerald	23-2664857	Rate of 0.40% of average daily balance of asset(s)
Epiphany Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
Equity Investment Corp	Not Available	Rate of 0.40% of average daily balance of asset(s)
Eventide Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
Evermore	27-0406745	Rate of 0.40% of average daily balance of asset(s)
Federated	25-1111467	Range of 0.05 - 0.50% of average daily balance of assets
Fidelity Investments	06-1194217	Range of 0.10 - 0.50% of average daily balance of assets

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First Eagle	13-3392291	Range of 0.10 - 0.40% of average daily balance of assets
FMI Funds	39-1861095	Rate of 0.45% of average daily balance of asset(s)
Forward Funds	23-2696899	Rate of 0.40% of average daily balance of asset(s)
FPA	04-3118452	Range of 0.06 - 0.40% of average daily balance of assets
Franklin Templeton Investments	94-3167260	Range of 0.30 - 0.40% of average daily balance of assets
Gabelli	13-3340139	Range of 0.35 - 0.40% of average daily balance of assets
Glenmede	Not Available	Rate of 0.40% of average daily balance of asset(s)
Goldman Sachs	Not Available	Range of 0.05 - 0.50% of average daily balance of assets
Gotham	Not Available	Rate of 0.10% of average daily balance of asset(s)
Guggenheim Investments	Not Available	Rate of 0.40% of average daily balance of asset(s)
Guinness Atkinson	98-0534338	Rate of 0.40% of average daily balance of asset(s)
Hancock Horizon	64-0169065	Rate of 0.40% of average daily balance of asset(s)
Harbor	04-2679462	Range of 0.06 - 0.43% of average daily balance of assets
Harding Loevner	Not Available	Rate of 0.40% of average daily balance of asset(s)
Heartland	39-1572323	Rate of 0.50% of average daily balance of asset(s)
Henderson Global	06-1217855	Rate of 0.40% of average daily balance of asset(s)
Hennessy	68-0377264	Rate of 0.40% of average daily balance of asset(s)
Highland Funds	75-2716725	Rate of 0.40% of average daily balance of asset(s)
Hodges	75-2278918	Rate of 0.40% of average daily balance of asset(s)
Hotchkis and Wiley	09-5349264	Range of 0.40 - 0.45% of average daily balance of assets
Hussman Funds	Not Available	Rate of 0.06% of average daily balance of asset(s)
ICON Funds	75-2676133	Rate of 0.40% of average daily balance of asset(s)
Intrepid Funds	59-3274026	Rate of 0.40% of average daily balance of asset(s)
Invesco	58-2287224	Range of 0.10 - 0.50% of average daily balance of assets
IVA Funds	41-2253838	Rate of 0.10% of average daily balance of asset(s)
Ivy Funds	04-6006759	Range of 0.40 - 0.50% of average daily balance of assets
James Advantage	Not Available	Rate of 0.40% of average daily balance of asset(s)
Janus	43-1804048	Rate of 0.35% of average daily balance of asset(s)
Jensen	93-0978027	Rate of 0.40% of average daily balance of asset(s)
John Hancock	04-3483032	Rate of 0.50% of average daily balance of asset(s)
JPMorgan	13-2624428	Range of 0.06 - 0.50% of average daily balance of assets
Kinetics	13-3878346	Rate of 0.40% of average daily balance of asset(s)
Laudus Funds	94-3106735	Range of 0.10 - 0.25% of average daily balance of assets
Lazard	Not Available	Rate of 0.40% of average daily balance of asset(s)
Legg Mason	52-1200960	Range of 0.08 - 0.40% of average daily balance of assets
Lord Abbett	13-3731507	Range of 0.10 - 0.40% of average daily balance of assets
Madison Funds	54-1815009	Rate of 0.10% of average daily balance of asset(s)
MainStay	52-2206685	Rate of 0.40% of average daily balance of asset(s)
Mairs & Power	23-2398112	Rate of 0.10% of average daily balance of asset(s)
Manning & Napier	Not Available	Range of 0.40 - 0.45% of average daily balance of assets
Marsico Investment Fund	Not Available	Range of 0.40 - 0.50% of average daily balance of assets
Matthew 25	23-2804868	Rate of 0.40% of average daily balance of asset(s)
Matthews Asia Funds	94-3250972	Range of 0.33 - 0.40% of average daily balance of assets
Merger	13-3036274	Rate of 0.40% of average daily balance of asset(s)
Meridian	94-2408246	Rate of 0.04% of average daily balance of asset(s)
Merk Funds	01-0516963	Rate of 0.40% of average daily balance of asset(s)
Metropolitan West Funds	95-4597302	Range of 0.06 - 0.40% of average daily balance of assets
MFS	04-3253929	Range of 0.40 - 0.45% of average daily balance of assets
Midas	13-3823733	Rate of 0.40% of average daily balance of asset(s)
Miller Investment	04-3154394	Rate of 0.40% of average daily balance of asset(s)
Monetta	36-3280018	Rate of 0.40% of average daily balance of asset(s)
Morgan Stanley	36-3145972	Range of 0.10 - 0.40% of average daily balance of assets
Motley Fool	54-1742975	Rate of 0.40% of average daily balance of asset(s)
Munder	Not Available	Rate of 0.50% of average daily balance of asset(s)
Nationwide	31-4177100	Range of 0.10 - 0.40% of average daily balance of assets
Natixis Funds	04-3200027	Range of 0.07 - 0.35% of average daily balance of assets
Neiman Funds	56-2328324	Rate of 0.40% of average daily balance of asset(s)
Neuberger Berman	13-3216325	Range of 0.10 - 0.50% of average daily balance of assets
Nicholas	Not Available	Range of 0.10 - 0.37% of average daily balance of assets
Northern Funds	36-3608252	Range of 0.25 - 0.40% of average daily balance of assets
Nuveen	36-3817266	Range of 0.40 - 0.50% of average daily balance of assets

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Oak Associates	Not Available	Rate of 0.40% of average daily balance of asset(s)
Oakmark	04-3276558	Rate of 0.35% of average daily balance of asset(s)
Oberweis	Not Available	Rate of 0.40% of average daily balance of asset(s)
OppenheimerFunds	13-2527171	Range of 0.08 - 0.50% of average daily balance of assets
Osterweis	94-2871718	Rate of 0.06% of average daily balance of asset(s)
Pacific Advisors Funds	95-4393390	Rate of 0.40% of average daily balance of asset(s)
Pacific Financial	91-1257006	Rate of 0.25% of average daily balance of asset(s)
Palmer Square	Not Available	Rate of 0.40% of average daily balance of asset(s)
Parnassus	94-6579180	Range of 0.10 - 0.40% of average daily balance of assets
Pathway Advisors	Not Available	Rate of 0.40% of average daily balance of asset(s)
Paydenfunds	Not Available	Rate of 0.40% of average daily balance of asset(s)
Pear Tree Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
Permanent Portfolio	94-2788165	Rate of 0.38% of average daily balance of asset(s)
Pioneer Investments	13-5657669	Rate of 0.10% of average daily balance of asset(s)
Principal Funds	42-1520346	Rate of 0.40% of average daily balance of asset(s)
ProFunds	52-2035194	Range of 0.40 - 0.45% of average daily balance of assets
Prudential Investments	22-3703799	Range of 0.10 - 0.50% of average daily balance of assets
Putnam	36-4488942	Rate of 0.50% of average daily balance of asset(s)
Rainier	Not Available	Rate of 0.40% of average daily balance of asset(s)
RidgeWorth	58-1604573	Range of 0.20 - 0.40% of average daily balance of assets
RiverNorth Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
Robeco Investment Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
Royce	52-2343049	Range of 0.10 - 0.45% of average daily balance of assets
RS Funds	94-3321067	Rate of 0.40% of average daily balance of asset(s)
Rydex Funds	Not Available	Range of 0.40 - 0.45% of average daily balance of assets
Schroder	13-3048123	Rate of 0.40% of average daily balance of asset(s)
Schwab Funds	94-3106735	Range of 0.02 - 0.25% of average daily balance of assets
Scout	43-1270132	Rate of 0.40% of average daily balance of asset(s)
Sextant Mutual Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
Sit	41-1404829	Range of 0.38 - 0.40% of average daily balance of assets
Smead Funds	26-0218243	Rate of 0.40% of average daily balance of asset(s)
Sound Mind	Not Available	Rate of 0.10% of average daily balance of asset(s)
Sound Shore	06-1332926	Rate of 0.40% of average daily balance of asset(s)
State Street Global Advisors	42-1704580	Range of 0.30 - 0.38% of average daily balance of assets
Sterling Capital Funds	56-1368984	Rate of 0.40% of average daily balance of asset(s)
SunAmerica	95-4715639	Rate of 0.40% of average daily balance of asset(s)
T. Rowe Price	52-2264646	Range of 0.04 - 0.40% of average daily balance of assets
TCW	95-2749628	Rate of 0.40% of average daily balance of asset(s)
Third Avenue	01-0690900	Range of 0.08 - 0.40% of average daily balance of assets
Thomas White Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
Thompson IM Funds, Inc.	39-1484755	Rate of 0.25% of average daily balance of asset(s)
Thornburg	Not Available	Range of 0.10 - 0.60% of average daily balance of assets
TIAA-CREF Mutual Funds	13-1624203	Range of 0.30 - 0.45% of average daily balance of assets
Tocqueville	13-3549887	Rate of 0.40% of average daily balance of asset(s)
Tortoise Capital Advisors	Not Available	Rate of 0.40% of average daily balance of asset(s)
Touchstone	31-0487145	Rate of 0.40% of average daily balance of asset(s)
Transamerica	94-0932740	Rate of 0.40% of average daily balance of asset(s)
Transparent Value Trust	Not Available	Rate of 0.40% of average daily balance of asset(s)
U.S. Global Investors	74-1619375	Rate of 0.40% of average daily balance of asset(s)
USA Mutuals	Not Available	Rate of 0.40% of average daily balance of asset(s)
Value Line	13-3139843	Rate of 0.40% of average daily balance of asset(s)
Van Eck	Not Available	Rate of 0.40% of average daily balance of asset(s)
Villere	72-0343760	Rate of 0.40% of average daily balance of asset(s)
Virtus	95-4191764	Range of 0.40 - 0.50% of average daily balance of assets
Voya	95-4516049	Range of 0.30 - 0.50% of average daily balance of assets
Walthausen Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
Wasatch	87-0319391	Range of 0.35 - 0.40% of average daily balance of assets
Weitz	47-0693748	Range of 0.10 - 0.40% of average daily balance of assets
Wells Fargo Advantage	41-0449260	Range of 0.40 - 0.55% of average daily balance of assets
Westcore	Not Available	Rate of 0.30% of average daily balance of asset(s)
Westwood	04-1983910	Rate of 0.40% of average daily balance of asset(s)

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William Blair
Wintergreen Funds

Not Available
20-2940772

Rate of 0.50% of average daily balance of asset(s)
Rate of 0.40% of average daily balance of asset(s)

Plan: 10077

Nationwide Savings Plan

Run Date: 03/26/2015

SCHEDULE C SUPPLEMENTAL REPORT

PART I, LINE 3 - INFORMATION ON SERVICE PROVIDERS RECEIVING INDIRECT FEES

SERVICE PROVIDER NAME <i>Part I, Line 3(a)</i>	SERVICE CODE <i>Part I, Line 3(b)</i> <i>Part I, Line 2(b)</i>	AMOUNT OF INDIRECT COMPENSTATION <i>Part I, Line 3(c)</i>	NAME OF SOURCE OF INDIRECT COMPENSATION <i>Part I, Line 3(d)</i>	EIN/ADDRESS OF SOURCE OF INDIRECT COMPENSATION *1 <i>Part I, Line 3(d)</i>	DESCRIPTION OF INDIRECT COMPENSATION (ANNUALIZED FORMULA) <i>Part I, Line 3(e)</i>
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	BROKERAGE LINK*3	SEE NOTE *2	SEE NOTE *3

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
BLNK	BROKERAGELINK	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6
OQFB	VANG PRIME MM INST - VANGUARD GROUP, INC.	VMRXX	VANGUARD	FUND MANAGEMENT	0.07%
OTZ6	GUARANTEED FUND	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6
TDC5	INTERNATIONAL INDEX	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6
TDC6	LARGE CAP INDEX	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
TDC7	SMALL CAP INDEX	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6
TDC8	MID CAP INDEX	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6
TDC9	BOND INDEX	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6
TDD1	CORE PLUS FUND	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6
TDD2	INTERNATIONAL EQUITY	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
TDD3	LARGE CAP GROWTH	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6
TDD4	LARGE CAP VALUE	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6
TDD5	SMALL MID CAP VALUE	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6
TDD6	SMALL MID GROWTH	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6	SEE NOTE *6

SCHEDULE C SUPPLEMENTAL REPORT

*1 If EIN is provided, Address will not be provided. If EIN is not available and Address is available, the Address will be displayed. If neither EIN nor Address is available "See Note *2" will be displayed.

*2 Disclosures in this report are intended to satisfy the alternative reporting option. If complete information for non-Fidelity funds and/or other third party service providers related to compensation is not available, more information for the annual operating expenses of the fund may be found in the Fee Table of the Fund Summary section of each prospectus and/or statement of additional information. In addition, information about the services provided and the identity of the entities performing services with respect to each fund may be found in the Fund Services section of each prospectus. If the compensation being reported relates to a Fidelity fund, more information for the annual operating expenses of the fund may be found in the Fee section of one or more of the following sources: investment management agreement, trust agreement, collective trust participation agreement, commingled pool participation agreement, mutual fund prospectus, statement of additional information, the fund's investment manager or annuity provider.

*3 For Self-Directed Brokerage Investments, each fund family may offer an indirect support fee paid to Fidelity Investments. Each indirect support fee paid by a fund may differ depending on the form of investment. Please contact your Fidelity representative to receive information on indirect support fees for your Self-Directed Brokerage Investments.

*4 Net Expense Ratio is displayed.

*5 Gross Expense Ratio is displayed.

*6 Disclosures in this report are intended to satisfy the alternative reporting option. If complete information for this Fund is not available, the fee information for the annual operating expenses and/or information about the services provided and identity of the entities performing the services can be found in the Fee section of one or more of the following sources: investment management agreement, trust agreement, collective trust participation agreement, commingled pool participation agreement, mutual fund prospectus, the fund's investment manager or annuity provider.

Additional Information:

Fidelity may have provided non-monetary compensation, such as meals or business entertainment, to associates or service providers during the plan year for which this data is being reported. If you believe there are associates or plan service providers who have received total non-monetary compensation, from all sources of \$5,000 or more, that are not reflected on this report, you may contact your Fidelity representative and ask for a detailed summary of non-monetary compensation provided during the plan year. For additional information, please refer to the Auditor's Guide.

Fidelity utilizes omnibus accounts at unaffiliated banks to facilitate transactions for the defined contribution plans it services as set forth in your trust or service agreement or letter of authorization. If markets permit, omnibus account balances are invested in short-term investments that generally earn a rate approximating the Target Federal Funds Rate and/or money market rates. These earnings are called "float" and are considered eligible indirect compensation for purposes of Schedule C. Fidelity uses these earnings to pay bank fees and make other required adjustments and generally retains any float earnings that exceed such fees and adjustments. Fidelity is responsible for paying bank fees to the extent they exceed float earnings.

Since the amount of float generated depends on the length of time that assets are held in the omnibus accounts, Fidelity adheres to the following specific time frames within which cash pending investment or distribution is held:

SCHEDULE C SUPPLEMENTAL REPORT

- If contributions are received by Fidelity in good order before the close of trading, Fidelity executes transactions in the investment options as of that day's closing price (the "transaction date" or "T"). Settlement of trades for most investment options occurs on the following business day ("T+1") or, in the case of certain securities including company stock, on T+3.
- Exchange requests received by Fidelity in good order before the close of trading are processed in that day's nightly cycle. If investment options have identical settlement rules, exchanges between them generate no overnight balances, as money is received from one investment option and conveyed to another investment option on the same business day. If investment options have different settlement rules, balances attributable to exchanges may remain in the omnibus account for a few days if FMTC serves as trustee of the plan.
- Disbursement requests received in good order before the close of trading are processed in that day's nightly cycle, and reflected as debits from participant accounts as of that date ("T"). Proceeds attributable to disbursements are received from investment options or from the unaffiliated Plan trustee based on the settlement period for the investment options. Disbursements are made to participants on T+2 either through electronic funds transfers or by mailing a check. Disbursement proceeds distributed by check remain in the omnibus account until the check is presented for payment.