

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). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☒ a multiple-employer plan; 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 RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>333</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>03/01/1946</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>333</u>	1c Effective date of plan <u>03/01/1946</u>					
1b Three-digit plan number (PN) ▶	<u>333</u>								
1c Effective date of plan <u>03/01/1946</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, 1-04-101</u> <u>COLUMBUS, OH 43215-2220</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>31-4177100</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>614-677-8275</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>524140</u></td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-4177100</u>		2c Sponsor's telephone number <u>614-677-8275</u>		2d Business code (see instructions) <u>524140</u>			
2b Employer Identification Number (EIN) <u>31-4177100</u>									
2c Sponsor's telephone number <u>614-677-8275</u>									
2d Business code (see instructions) <u>524140</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.	10/12/2016	JASON BURCHWELL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2016	ROBERT 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 Name ☐ Same as Plan Sponsor Address ADMINISTRATIVE COMMITTEE ONE NATIONWIDE PLAZA 1-04-101 COLUMBUS, OH 43215-2220		3b Administrator's EIN 31-0882715
		3c Administrator's telephone number 614-249-6192
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	54038
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants	6a	27303
b Retired or separated participants receiving benefits	6b	12803
c Other retired or separated participants entitled to future benefits	6c	12431
d Subtotal. Add lines 6a , 6b , and 6c	6d	52537
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	1189
f Total. Add lines 6d and 6e	6f	53726
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	651
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: 1A 1C 1E 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>2</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☒ G (Financial Transaction Schedules)	

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan NATIONWIDE RETIREMENT PLAN	B Three-digit plan number (PN)	333
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	GA-P 258	53726	01/01/2013	12/31/2013

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	

(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	

(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		
5 Current value of plan's interest under this contract in separate accounts at year end	5		
6 Contracts With Allocated Funds:			
a State the basis of premium rates ▶			
b Premiums paid to carrier	6b		
c Premiums due but unpaid at the end of the year	6c		
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. Specify nature of costs ▶	6d		
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	226630629	
c Additions: (1) Contributions deposited during the year	7c(1)		
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)		9455534
(4) Transferred from separate account	7c(4)		
(5) Other (specify below) ▶ MARKET VALUE ADJUSTMENT	7c(5)		5608983
(6) Total additions	7c(6)	15064517	
d Total of balance and additions (add lines 7b and 7c(6))	7d	241695146	
e Deductions:			
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)		
(4) Other (specify below) ▶ TRANSFER TO CUSTODIAN	7e(4)		69183871
(5) Total deductions	7e(5)		69183871
f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	172511275	

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)	
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)	
(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)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
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 A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan NATIONWIDE RETIREMENT PLAN	B Three-digit plan number (PN) ▶	333
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	GA-P 275	25234	01/01/2013	12/31/2013

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).
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(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	

(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	
5 Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
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. Specify nature of costs ▶	6d	

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	70805398
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c Additions: (1) Contributions deposited during the year	7c(1)		
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	2824933	
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)		
▶			

(6) Total additions	7c(6)	2824933
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d Total of balance and additions (add lines 7b and 7c(6))	7d	73630331
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)	112629	
▶ MARKET VALUE ADJUSTMENT			

(5) Total deductions	7e(5)	112629
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	73517702
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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)	
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)	
(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)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
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 SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>NATIONWIDE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>333</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>NATIONWIDE MUTUAL INSURANCE COMPANY</u>	D Employer Identification Number (EIN) <u>31-4177100</u>
E Type of plan: ☐ Single ☐ Multiple-A ☒ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>4389349237</u>
b Actuarial value	2b <u>4162040465</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>13452</u> (1) Number of participants <u>1322376258</u> (2) Funding Target
b For terminated vested participants.....	3b <u>12200</u> <u>404622259</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>27282327</u>
(2) Vested benefits	3c(2) <u>1188466376</u>
(3) Total active.....	3c(3) <u>30885</u> <u>1215748703</u>
d Total.....	3d <u>56537</u> <u>2942747220</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.39 %</u>
6 Target normal cost	6 <u>92601170</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>07/31/2014</u>
	Signature of actuary	Date
<u>JEFFREY A. REES</u>		<u>14-05941</u>
	Type or print name of actuary	Most recent enrollment number
<u>DELOITTE CONSULTING LLP</u>		<u>313-396-2413</u>
	Firm name	Telephone number (including area code)
<u>200 RENAISSANCE CENTER, SUITE 3900</u> <u>DETROIT, MI 48243</u>		
	Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	212216492	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9 Amount remaining (line 7 minus line 8)	212216492	0
10 Interest on line 9 using prior year's actual return of <u>11.67</u> %	24765665	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>7.10</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	236982157	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	133.38 %
15 Adjusted funding target attainment percentage	15	141.43 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	151.75 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):												
a Target normal cost (line 6).....	31a	92601170										
b Excess assets, if applicable, but not greater than line 31a	31b	92601170										
32 Amortization installments:	<table border="1"> <thead> <tr> <th></th> <th>Outstanding Balance</th> <th>Installment</th> </tr> </thead> <tbody> <tr> <td>a Net shortfall amortization installment.....</td> <td></td> <td></td> </tr> <tr> <td>b Waiver amortization installment</td> <td></td> <td></td> </tr> </tbody> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment.....			b Waiver amortization installment		
	Outstanding Balance	Installment										
a Net shortfall amortization installment.....												
b Waiver amortization installment												
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33											
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	0										
		Carryover balance	Prefunding balance									
35 Balances elected for use to offset funding requirement.....			Total balance									
36 Additional cash requirement (line 34 minus line 35).....	36	0										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37											
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	0										
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b											
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0										
40 Unpaid minimum required contributions for all years	40	0										

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan NATIONWIDE RETIREMENT PLAN	B Three-digit plan number (PN) ▶	333
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	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

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

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

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

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

POLARIS

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?
51	UNRELATED	1394993	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?
51	UNRELATED	510903	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BANK OF NEW YORK

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?
21	UNRELATED	242396	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)

DELOITTE

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?
11	UNRELATED	178426	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	UNRELATED	124631	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

INSTITUTIONAL SHAREHOLDERS SERVICES

06-1541449

(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?
17	UNRELATED	26395	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)

HEWITT

36-2235791

(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	UNRELATED	2856752	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MERCER

13-2834414

(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?
17	UNRELATED	69972	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
(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.	
(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.	
(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:

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

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

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

SCHEDULE G (Form 5500) Department of Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	Financial Transaction Schedules This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan NATIONWIDE RETIREMENT PLAN		B Three-digit plan number (PN) ► 333
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	Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions.
--------	--

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

Part II Schedule of Leases in Default or Classified as Uncollectible

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	
(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	
(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	
(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	
(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	
(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

Part III Nonexempt Transactions

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value			(d) Purchase price
NW MUTUAL INS CO	PLAN SPONSOR/EMPLOYER	SEE PAGE 18 OF THE AUDITOR'S REPORT FOR DESCRIPTION OF TRANSACTION			
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value			(d) Purchase price
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value			(d) Purchase price
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value			(d) Purchase price
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value			(d) Purchase price
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value			(d) Purchase price
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value			(d) Purchase price
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan NATIONWIDE RETIREMENT PLAN	B Three-digit plan number (PN) ►	333
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	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	-673956	-15203455
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)	155889353	57682613
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	19907644	18844194
(2) U.S. Government securities	1c(2)	768703482	482613423
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	731070759	869001117
(B) All other	1c(3)(B)	1343127456	1503082346
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	204456	400000
(B) Common.....	1c(4)(B)	319755753	455134493
(5) Partnership/joint venture interests	1c(5)	407230507	484714046
(6) Real estate (other than employer real property).....	1c(6)	5187300	5283709
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	238343738	148087130
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	45601720	53139240
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	297436026	246028978
(15) Other.....	1c(15)	264924694	350986871

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	4596708932	4659794705

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	773352	781223
i Acquisition indebtedness	1i		
j Other liabilities	1j	23117669	202750994
k Total liabilities (add all amounts in lines 1g through 1j)	1k	23891021	203532217

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4572817911	4456262488
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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)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	-674271	
(B) U.S. Government securities	2b(1)(B)	4204576	
(C) Corporate debt instruments	2b(1)(C)	103460226	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	29215906	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		136206437
(2) Dividends: (A) Preferred stock	2b(2)(A)	13851	
(B) Common stock	2b(2)(B)	8420784	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	7066490	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		15501125
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	2953336556	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	2993688492	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-40351936
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	2264498	
(B) Other	2b(5)(B)	-52997373	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-50732875

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		-4578054
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		60680
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		8195809
c Other income.....	2c		17617178
d Total income. Add all income amounts in column (b) and enter total.....	2d		81918364

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	174424547	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		174424547
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	2997465	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	2032238	
(4) Other.....	2i(4)	2583153	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		7612856
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		182037403

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-100119039
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		16436384

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**

(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	
4c			
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		196440
4d			
e Was this plan covered by a fidelity bond?	X		100000000
4e			
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	
4f			
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	
4g			
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	
4h			
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		
4i			
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		
4j			
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	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
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.			
4n			

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)
NATIONWIDE INS COMPANIES AFFIL RETIREE HEALTH CARE PLAN	31-4177100	523
FARMLAND MUTUAL INSURANCE CO RETIREE HEALTH CARE PLAN	31-4177100	525
NATIONWIDE MUTUAL FIRE INS CO RETIREE HEALTH CARE PLAN	31-4177100	524

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 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning **01/01/2013** and ending **12/31/2013**

A Name of plan NATIONWIDE RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 333
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	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): _____ 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 1315

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: 11% Investment-Grade Debt: 53% High-Yield Debt: 1% Real Estate: 3% Other: 32%

- 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):

NATIONWIDE RETIREMENT PLAN

Financial Statements and Supplemental Schedules

December 31, 2013 and 2012

NATIONWIDE RETIREMENT PLAN

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All other supplemental 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 Auditors' Report

The Administrative Committee
Nationwide Retirement Plan:

We have audited the accompanying financial statements of the Nationwide Retirement Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, 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 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.

Auditors' 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 information regarding the Plan's net assets available for benefits as of December 31, 2013 and 2012, and the changes therein for the years then ended, and its financial status as of December 31, 2012 and changes therein for the year then ended 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, 2013, supplemental Schedule H, Line 4i – Schedule of Assets (Acquired and Disposed of Within Year) for year ended December 31, 2013, supplemental Schedule H, Line 4j – Schedule of Reportable Transactions (Series of Transactions), and supplemental Schedule G, Part III – Nonexempt Transactions for the year ended December 31, 2013, are presented for purposes of additional analysis and are not a required part of the financial statements but are 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

August 29, 2014, except as to the nonexempt transaction described in Note 8 and in Schedule G, Part III, which is as of September 28, 2016

NATIONWIDE RETIREMENT PLAN

Statements of Net Assets Available for Benefits

	December 31,	
<i>(in thousands)</i>	2013	2012
Assets		
Investments:		
Fixed maturity securities	\$ 3,073,809	\$ 2,982,949
Equity securities	419,660	291,948
Guaranteed investment fund issued by Nationwide Life Insurance Company	172,511	226,631
Limited partnerships	722,789	600,185
Other invested assets	37,688	184,678
Total investments	\$ 4,426,457	\$ 4,286,391
Net assets held in 401(h) account	176,426	176,587
Receivables from investments sold	24,393	129,931
Other assets	37,413	30,807
Total assets	\$ 4,664,689	\$ 4,623,716
Liabilities		
Amount related to obligation of 401(h) account	\$ 176,426	\$ 176,587
Other liabilities	208,426	50,899
Total liabilities	\$ 384,852	\$ 227,486
Net assets available for benefits	\$ 4,279,837	\$ 4,396,230

See accompanying notes to financial statements.

NATIONWIDE RETIREMENT PLAN

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31,	
<i>(in thousands)</i>	2013	2012
Investment income		
Net (depreciation) appreciation in fair value of investments	\$ (81,775)	\$ 309,820
Interest income	133,380	134,513
Other income	13,936	11,528
Total investment income	\$ 65,541	\$ 455,861
Benefits and expenses		
Benefits paid to participants and beneficiaries	\$ 174,425	\$ 166,030
Administrative and other expenses	7,509	5,379
Total benefits and expenses	\$ 181,934	\$ 171,409
Transfer from Pension Plan of Harleysville Group Inc. and Associated Employers	\$ -	\$ 179,366
Net (decrease) increase	\$ (116,393)	\$ 463,818
Net assets available for benefits		
Beginning of year	\$ 4,396,230	\$ 3,932,412
End of year	\$ 4,279,837	\$ 4,396,230

See accompanying notes to financial statements.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

(1) Description of the Plan

The following description of the Nationwide Retirement 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 benefit pension plan covering all eligible employees of Nationwide Mutual Insurance Company ("the Plan Sponsor") and certain subsidiaries and affiliates ("Employers"). As of December 31, 2012, the Pension Plan of Harleysville Group Inc. and Associated Employers was merged into the Plan. Under the Plan amendment, as described below, all participants in the Pension Plan of Harleysville Group Inc. and Associated Employers became participants in the Plan. 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 is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Obligations of the Plan were actuarially calculated as of January 1, 2013.

Bank of New York Mellon is the trustee and custodian of the Plan. Hewitt Associates LLC is the Plan's third-party pension administrator and recordkeeper.

Employees with one year of credited service and who are at least 21 years of age are eligible to participate in the Plan. Participants who were in the Plan on or before December 31, 2001 and have been continuously employed are eligible to receive benefits under the Plan's final average pay formula, as defined in the Plan document and described under pension benefits. Such participants, upon termination of service with the Employers, will receive the greater of the benefits under the Plan formula in effect prior to 2002, or the benefits under the cash balance program as described below. Eligible participants enrolled after December 31, 2001 will receive benefits under the cash balance program as described below.

Participants become 100% vested after attaining 3 years of service. If participants terminate before rendering 3 years of service, they forfeit the right to receive their portion of the Plan's accumulated benefits.

The Plan's actuary determines what, if any, contributions are necessary to ensure satisfaction of the minimum funding standards of Internal Revenue Code ("IRC") Section 412. The Plan's actuary also determines any contribution amount in excess of the minimum funding standards. The Plan's actuary determines these contributions using a frozen initial liability cost method. No employer contributions were required to exceed the minimum funding requirements of ERISA in 2013 and 2012.

The Plan also provides funding for future retiree health benefits under IRC Section 401(h) ("401(h) account"). Covered retired participants and their dependents are eligible for medical benefits under this amendment. The medical benefits are provided by the Nationwide Insurance Companies and Affiliates Retiree Health Care Plan, the Nationwide Mutual Fire Insurance Company Retiree Health Care Plan and the Farmland Mutual Insurance Company Retiree Health Care Plan (collectively, "the Retiree Health Care Plans"). Employer contributions or qualified transfers to the 401(h) account are determined annually and are at the discretion of the Plan Sponsor. No key employees, as defined by the Internal Revenue Service ("IRS"), will participate in these benefits.

A separate account has been established and maintained in the Plan for the net assets of the 401(h) account. In accordance with IRC Section 401(h), the Plan's investments in the 401(h) account may not be used for, or diverted to, any purpose other than providing health benefits for retirees and their beneficiaries. During 2013, the 401(h) account assets were used to pay the Employer contributions. No participants used these benefits in 2012. Any assets transferred to the 401(h) account from the Plan in a qualified transfer of excess Plan assets (and any income allocable thereto) that are not used during the Plan year must be transferred out of the 401(h) account to the Plan. The related obligations for health benefits are not included in this Plan's obligations in the schedule of accumulated plan benefits (see Note 5), but are disclosed as obligations in the financial statements of the Retiree Health Care Plans. Participants do not contribute to the 401(h) account.

Pension Benefits

Benefits are paid by the Plan's trust through the assets of the Plan. Under the terms of the Plan, participants are eligible for monthly benefit payments upon reaching normal retirement age (age 65). Subject to certain age and length-of-service requirements, a participant may elect an early retirement date at a reduced benefit.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

Under the final average pay formula, initial annual benefit payments are determined by application of a benefit ratio to an average of a participant's annual earnings rates generally over the highest 60 consecutive calendar months during a participant's last 120 months of service and are subject to certain maximum amounts. Participants may elect to receive the value of their accumulated plan benefits as a lump-sum distribution upon retirement or termination (if the value is under \$25,000, the lump-sum is limited to the participant's account balance, and if it is over \$25,000, the lump-sum is the greater of \$25,000 or 25% of the participant's account balance under the cash balance formula), or they may elect to receive their benefits as a life annuity payable monthly from retirement.

Under the cash balance program, pension benefits are maintained in separate bookkeeping accounts for each participant. The initial cash balance was actuarially calculated by applying the December 31, 2001 accrued benefit under the Plan to actuarial factors set forth in the Plan, as amended and restated effective January 1, 2002. Such actuarial factors depended on the participant's age.

For each pay period in which a participant receives eligible compensation, such participant's account will be credited with a pay credit equal to a percentage of the eligible compensation (subject to certain limitations) based on the following schedule:

Length of service (through December 31 of the prior year)	Pay credit (on all eligible compensation)	Plus pay credit (on pay over the Social Security taxable wage base)
0-2 years (0-35 months)	3%	3%
3-8 years (36-107 months)	4%	4%
9-14 years (108-179 months)	5%	4%
15-21 years (180-263 months)	6%	4%
22 years and over (264 months or more)	7%	4%

Interest credits will also be credited to each participant's account biweekly. Interest credits are based on the 30-year Treasury bill rate from the second month preceding the current year.

Death and Disability Benefits

Death benefits are paid to the beneficiaries of active and retired employees in accordance with the Plan. Active participants who become disabled continue to accrue pension benefits subject to certain limitations, as defined by the Plan; however, the Plan does not provide disability benefits.

Plan Amendments

Effective December 31, 2012, the Plan Sponsor amended and restated the Plan to include employees of Harleysville Group, Inc. ("HGI"), a subsidiary of the Plan Sponsor, as participants in the Plan. Additionally on this date, the Pension Plan of HGI merged with the Plan. Accordingly, the associated net assets and benefits and obligations for eligible individuals were transferred to the Plan at this date.

(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 benefit obligations and certain investment and derivative valuations. Actual results may differ significantly from those estimates.

Contributions

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption process, it is reasonably possible that changes in these estimates and assumptions in the near term could be material to the financial statements. Contributions are recognized when due from the Employers.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

Benefits

Benefits are recognized when paid by the Plan Sponsor as the Paying Agent.

Investments

Purchases and sales of securities and the related realized gains and losses are recorded on the trade date. Interest and dividend income is recognized when earned. Realized and unrealized gains and losses are recognized in net appreciation (depreciation) in fair value of investments in the statements of changes in net assets available for benefits.

The Plan's valuation method for its investment in the guaranteed investment fund ("GIF") issued by Nationwide Life Insurance Company ("NLIC"), an affiliate, is described in Note 6.

Limited partnerships are reported at fair value, and the Plan uses net asset value to estimate the underlying fair value as these investments do not have readily determinable fair values.

All other investments, including derivative instruments, are reported at fair value and are valued based on closing market prices provided by independent pricing services, where available. Certain investments, including private placements and bank loans, which are included in corporate securities, are valued using other independent sources. Additionally, certain asset-backed securities are valued using broker quotes.

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 the financial statements.

Derivative Instruments

The Plan uses derivative instruments to manage exposures and mitigate risks primarily associated with interest rates, equity markets and foreign currency. These derivative instruments primarily include interest rate swaps and options. All derivative instruments are held at fair value and are reflected as assets or liabilities, with the corresponding change in valuation reflected as net appreciation (depreciation) in fair value of investments in the statements of changes in net assets available for benefits.

Fair value of derivative instruments is determined using various valuation techniques relying predominantly on observable market inputs. These inputs include interest rate swap curves, credit spreads, interest rates, counterparty credit risk, equity volatility and equity index levels. In cases where observable inputs are not available, the Plan will utilize non-binding broker quotes to determine fair value, and these instruments are classified accordingly in the fair value hierarchy.

The Plan's derivative instruments, while effective in managing the defined risks, do not qualify for hedge accounting and have not been designated in hedging relationships.

The Plan's derivative transaction counterparties are generally financial institutions and corporations. To reduce the credit risk associated with open contracts, the Plan enters into master netting agreements, which permit the closeout and netting of transactions with the same counterparty upon the occurrence of certain events. In addition, the Plan attempts to reduce credit risk by obtaining collateral from counterparties. The determination of the need for and the levels of collateral vary based on an assessment of the credit risk of the counterparty. The Plan accepts collateral in the form of cash and marketable securities.

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.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

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.

Administrative Expenses

The Employers pay investment advisory fees and management fees on behalf of the Plan. All other administrative fees are the responsibility of the Plan and primarily relate to insurance premiums to the Pension Benefit Guaranty Corporation ("PBGC"), audit fees, recordkeeping, trust, administrative, actuarial and investment services. Administrative expenses are recognized when incurred.

Subsequent Events

The Plan evaluated subsequent events through August 29, 2014, the date the financial statements were issued, except as it pertains to the evaluation of subsequent events related to the nonexempt transaction noted within Note 8 and Schedule G, Part III, which is as of September 28, 2016.

(3) Recently Issued Accounting Standards

Adopted Accounting Standards

On December 31, 2012, the Plan adopted Accounting Standards Update ("ASU") 2011-04, which amends existing guidance in Accounting Standards Codification 820, *Fair Value Measurements and Disclosures*. The guidance in this ASU clarifies existing fair value measurement guidance and expands disclosures primarily related to Level 3 fair value measurements. The adoption of this guidance resulted in increased disclosures only and had no impact on the Plan's financial statements.

(4) 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 account value in the Plan. Further, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following payments in the order indicated below:

- a. Benefits of those employees receiving pensions that started at least three years before the Plan terminated and those who would have started receiving pensions at least three years before the Plan terminated if they had retired three or more years before the termination date
- b. Any other vested accrued benefits guaranteed by the PBGC, as discussed below
- c. All remaining vested accrued benefits

If the termination is the result of the bankruptcy or near bankruptcy of the Plan Sponsor and the Plan's assets are not adequate to pay all benefits vested prior to the termination, the PBGC will take over the Plan and will pay those benefits which it guarantees. In this case, some participants may receive a smaller benefit than if the Plan had continued. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits (as described in the Plan) and the level of benefits guaranteed by the PBGC at that time subject to certain limitations as determined by a statutory ceiling determined by the PBGC.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

If, however, the Plan is terminated for any reason other than the bankruptcy or near bankruptcy of the Plan Sponsor and Employers and the Plan has insufficient assets, the Plan Sponsor and Employers will be required to pay to the Plan an amount which, together with Plan assets, will satisfy all benefits accumulated as of the date of the Plan termination.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations as determined by a statutory ceiling calculated by the PBGC.

(5) Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service participants have rendered. Accumulated plan benefits include benefits expected to be paid to retired or terminated employees or their beneficiaries, beneficiaries of employees who have died and present employees or their beneficiaries.

The following table summarizes the actuarial present value of accumulated plan benefits for the Plan as of the date indicated:

<i>(in thousands)</i>	December 31, 2012
Vested benefits	
Participants currently receiving benefits	\$ 1,285,228
Active and terminated employees not currently receiving benefits	1,597,376
Nonvested benefits	21,483
Total actuarial present value of accumulated plan benefits	\$ 2,904,087

The following table summarizes the change in the total actuarial present value of accumulated plan benefits:

<i>(in thousands)</i>	
Actuarial present value of accumulated plan benefits as of December 31, 2011	\$ 2,709,899
Increase (decrease) during the year attributable to:	
Benefits accumulated	\$ 65,830
Increase for interest due to the decrease in discount period	174,557
Benefits paid	(166,030)
Changes in actuarial assumptions	(82,206)
Transfer from Harleysville	202,037
Net increase	\$ 194,188
Actuarial present value of accumulated plan benefits as of December 31, 2012	\$ 2,904,087

The actuarial present value of accumulated plan benefits (using the unit credit cost method) was determined by Deloitte Consulting LLP, the Plan's actuary. Significant assumptions underlying the actuarial computations include an assumed net rate of return on investments of 6.50%, assumed retirement at age 65 and completion of 3 years of service, assumed mortality rate based on published statistical data and assumed employee turnover rate based on actual experience for 2003 through 2011. The only assumption changes from the previous year related to an update in the mortality table based on new published statistical data and an increase in the net rate of return on investments from 6.25% to 6.50%.

These assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

(6) Investments

The Plan employs a total return investment approach whereby a mix of fixed maturity and equity securities are used to maximize the long-term return of plan assets for a prudent level of risk. Risk tolerance is established through careful consideration of plan liabilities, plan funded status and corporate financial condition. On a periodic basis, the portfolio is analyzed to establish the optimal mix of assets given current market conditions and risk tolerance. Derivatives may be utilized for management of market risk exposures when they provide a more efficient alternative to cash market transactions.

As of December 31, 2013, no investments represented 5% or more of the Plan's net assets available for benefits. As of December 31, 2012, the GIF issued by NLIC exceeded 5% of the Plan's net assets available for benefits and had a fair value of \$226.6 million.

The following table summarizes the (depreciation) appreciation in the fair value of the Plan's investments, for the years ended:

<i>(in thousands)</i>	December 31,	
	2013	2012
Fixed maturity securities	\$ (198,974)	\$ 229,898
Equity securities	113,117	59,624
Derivative instruments	(8,984)	(7,635)
Guaranteed investment fund issued by NLIC	4,200	(10,177)
Limited partnerships	10,466	37,924
Other invested assets	(1,600)	186
Net (depreciation) appreciation in fair value of investments	\$ (81,775)	\$ 309,820

Guaranteed Investment Fund

As of December 31, 2013 and 2012, the Plan held assets in a GIF. Investments in the GIF are group annuity contracts with NLIC. For the GIF, fair value is determined to be the contract value plus or minus a market value adjustment reported by the contract issuer.

The market value adjustment is the amount deducted from or added to the contract value of the GIF if it would be terminated prior to its stated maturity date. The market value adjustment is calculated by comparing market value, which is determined by the Plan to represent an estimate of a market participant's valuation of the security, to the projected liability in the GIF. The discount rate used in the GIF is the greater of Moody's A-rated intermediate term bond yield average or 7-year Treasury yield plus 0.75%. As of December 31, 2013, NLIC, the issuer of the GIF, has a credit rating of A+.

The following table presents the investments at contract value and adjustments to the contract value of the GIF, as of the dates indicated:

<i>(in thousands)</i>	December 31,	
	2013	2012
Guaranteed investment fund issued by NLIC		
Investments at contract value	\$ 171,126	\$ 229,446
Adjustment from contract value to fair value	1,385	(2,815)
Guaranteed investment fund issued by NLIC at fair value	\$ 172,511	\$ 226,631

Limited Partnerships

The Plan had unfunded commitments related to its investment in limited partnerships totaling \$191.0 million and \$64.2 million as of December 31, 2013 and 2012, respectively. The Plan expects the unfunded commitments to be paid out over the next five to ten years.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

Derivative Instruments

The Plan is exposed to certain risks related to its investing activities, which are managed using derivative instruments.

Interest rate risk management. The Plan uses interest rate contracts, primarily interest rate swaps, to reduce or alter interest rate exposure arising from mismatches between assets and liabilities. In the case of interest rate swaps, the Plan enters into a contractual agreement with a counterparty to exchange, at specified intervals, the difference between fixed and variable rates of interest, calculated on a reference notional amount.

Interest rate swaps are used by the Plan in association with fixed and variable rate investments to achieve cash flow streams that support certain financial obligations of the Plan, and to produce desired investment returns. As such, interest rate swaps are generally used to convert fixed rate cash flow streams to variable rate cash flow streams or vice versa.

Foreign currency risk management. As part of its regular investing activities, the Plan may purchase foreign currency denominated investments. These investments and the associated income expose the Plan to volatility associated with movements in foreign exchange rates. As foreign exchange rates change, the increase or decrease in the cash flows of the derivative instrument generally offsets the changes in the functional-currency equivalent cash flows of the hedged item. To mitigate this risk, the Company uses cross-currency swaps.

Credit risk associated with derivative transactions. The Plan periodically evaluates the risks within the derivative portfolios due to credit exposure. When evaluating this risk, the Plan considers several factors which include, but are not limited to, the counterparty credit risk associated with derivative receivables, the Plan's own credit as it relates to derivative payables, the collateral thresholds associated with each counterparty and changes in relevant market data in order to gain insight into the probability of default by the counterparty.

The following table summarizes the fair value and related notional amounts of derivative instruments, as of the dates indicated:

(in thousands)	Derivative assets		Derivative liabilities	
	Fair value	Notional	Fair value	Notional
December 31, 2013				
Swaps	\$ -	\$ -	\$ 2,342	\$ 29,525
Total derivative positions¹	\$ -	\$ -	\$ 2,342	\$ 29,525
December 31, 2012				
Swaps	\$ 28,514	\$ 43,346	\$ 27,263	\$ 6,000
Options	1,782	200,000	-	-
Total derivative positions¹	\$ 30,296	\$ 243,346	\$ 27,263	\$ 6,000

1 Derivative assets and liabilities are included in other invested assets and other liabilities, respectively, in the statements of net assets available for benefits. As of December 31, 2013 derivative liabilities exclude immaterial accrued interest payable. As of December 31, 2012, derivative assets exclude immaterial accrued interest receivable, and derivative liabilities exclude immaterial accrued interest payable.

The fair value of the Plan's derivative positions, subject to offsetting by master netting agreements of \$0 and \$27.1 million as of December 31, 2013 and 2012, respectively, and by collateral received from or posted with counterparties, resulted in immaterial net uncollateralized derivative asset and liability positions as of December 31, 2013 and 2012. The Plan received no collateral from derivative counterparties as of December 31, 2013. As of December 31, 2012, the Plan received cash collateral from derivative counterparties of \$1.4 million. As of December 31, 2013 and 2012, the Plan posted cash collateral of \$2.7 million and \$0.6 million, respectively, with derivative counterparties. There are no contingent features associated with the Plan's derivative instruments which would require additional collateral to be pledged to counterparties.

The following table summarizes the gains and losses for derivative instruments, for the years ended:

(in thousands)	December 31,	
	2013	2012
Swaps	\$ (7,087)	\$ 674
Options	(1,897)	(8,309)
Total derivative losses	\$ (8,984)	\$ (7,635)

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

(7) Fair Value Measurements

The following table summarizes assets and liabilities 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				
Investments:				
Fixed maturity securities:				
U.S. Treasury securities and obligations of U.S.				
Government corporations and agencies	\$ 268,589	\$ -	\$ -	\$ 268,589
Obligations of states and political subdivisions	-	231,728	-	231,728
Corporate public securities	-	1,802,201	-	1,802,201
Corporate private securities	-	53,489	-	53,489
Residential mortgage-backed securities	2,667	299,825	-	302,492
Commercial mortgage-backed securities	-	110,611	-	110,611
Other asset-backed securities	-	245,248	59,451	304,699
Total fixed maturity securities at fair value	\$ 271,256	\$ 2,743,102	\$ 59,451	\$ 3,073,809
Equity securities	\$ 415,711	\$ 3,949	\$ -	\$ 419,660
Guaranteed investment fund issued by NLIC	-	-	172,511	172,511
Limited partnerships	-	722,789	-	722,789
Other invested assets	37,610	78	-	37,688
Total other investments at fair value	\$ 453,321	\$ 726,816	\$ 172,511	\$ 1,352,648
Net assets held in 401(h) account	102,908	-	73,518	176,426
Total assets at fair value	\$ 827,485	\$ 3,469,918	\$ 305,480	\$ 4,602,883
Liabilities				
Amount related to obligation of 401(h) account	\$ (102,908)	\$ -	\$ (73,518)	\$ (176,426)
Collateral pledged for derivatives payable	(2,684)	-	-	(2,684)
Derivative liabilities	-	(2,342)	-	(2,342)
Total liabilities at fair value	\$ (105,592)	\$ (2,342)	\$ (73,518)	\$ (181,452)

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

The following table presents the rollforward of Level 3 assets and liabilities held at fair value on a recurring basis during the year ended December 31, 2013:

<i>(in thousands)</i>	Balance as of December 31, 2012	Net gains (losses) ¹	Purchases	Sales	Transfers into Level 3	Transfers out of Level 3	Balance as of December 31, 2013
Assets							
Investments:							
Fixed maturity securities:							
Other asset-backed securities ²	\$ 138,164	\$ 1,811	\$ 41,407	\$ (38,497)	\$ 15,065	\$ (98,499)	\$ 59,451
Guaranteed investment fund issued by NLIC	226,631	15,064	-	(69,184)	-	-	172,511
Net assets held in 401(h) account ³	70,807	2,711	-	-	-	-	73,518
Assets at fair value	\$ 435,602	\$ 19,586	\$ 41,407	\$ (107,681)	\$ 15,065	\$ (98,499)	\$ 305,480
Liabilities							
Amount related to obligation of							
401(h) account ³	\$ (70,807)	\$ (2,711)	\$ -	\$ -	\$ -	\$ -	\$ (73,518)
Liabilities at fair value	\$ (70,807)	\$ (2,711)	\$ -	\$ -	\$ -	\$ -	\$ (73,518)

1 The change in unrealized gains (losses) included in operations on assets and liabilities still held at the end of the year was \$(0.8) million for other asset-backed securities, \$4.2 million for GIF issued by NLIC, \$(0.1) million for net assets held in 401(h) account and \$0.1 million for amount related to obligation of 401(h) account.

2 Non-binding broker quotes were utilized to determine the fair value of other asset-backed securities as of December 31, 2013.

3 The Level 3 investment held in the 401(h) account relates to a GIF with NLIC. The discount rate used in the GIF is the greater of Moody's A-rated intermediate term bond yield average or 7-year Treasury yield plus 0.75%.

Transfers out of Level 3 during the year ended December 31, 2013 are due to certain other asset-backed securities, which moved pricing sources from broker quotes to independent pricing services.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

The following table summarizes assets and liabilities held at fair value on a recurring basis as of December 31, 2012:

<i>(in thousands)</i>	Level 1	Level 2	Level 3	Total
Assets				
Investments:				
Fixed maturity securities:				
U.S. Treasury securities and obligations of U.S.				
Government corporations and agencies	\$ 725,101	\$ -	\$ -	\$ 725,101
Obligations of states and political subdivisions	-	149,807	-	149,807
Corporate public securities	-	1,713,346	-	1,713,346
Corporate private securities	-	5,704	-	5,704
Residential mortgage-backed securities	6,545	110,254	-	116,799
Commercial mortgage-backed securities	-	97,411	-	97,411
Other asset-backed securities	-	36,617	138,164	174,781
Total fixed maturity securities at fair value	\$ 731,646	\$ 2,113,139	\$ 138,164	\$ 2,982,949
Equity securities	\$ 290,661	\$ 1,287	\$ -	\$ 291,948
Guaranteed investment fund issued by NLIC	-	-	226,631	226,631
Limited partnerships	-	600,185	-	600,185
Derivative assets	1,782	28,514	-	30,296
Other invested assets	153,938	444	-	154,382
Total other investments at fair value	\$ 446,381	\$ 630,430	\$ 226,631	\$ 1,303,442
Net assets held in 401(h) account	105,780	-	70,807	176,587
Total assets at fair value	\$ 1,283,807	\$ 2,743,569	\$ 435,602	\$ 4,462,978
Liabilities				
Amount related to obligation of 401(h) account	\$ (105,780)	\$ -	\$ (70,807)	\$ (176,587)
Derivative liabilities	-	(27,263)	-	(27,263)
Total liabilities at fair value	\$ (105,780)	\$ (27,263)	\$ (70,807)	\$ (203,850)

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

The following table presents the rollforward of Level 3 assets and liabilities held at fair value on a recurring basis during the year ended December 31, 2012:

<i>(in thousands)</i>	Balance as of December 31, 2011	Net gains (losses) ¹	Purchases	Sales	Transfers into Level 3	Transfers out of Level 3	Balance as of December 31, 2012
Assets							
Investments:							
Fixed maturity securities:							
Other asset-backed securities ²	\$ 99,035	\$ 5,263	\$ 44,433	\$ (8,567)	\$ -	\$ (2,000)	\$ 138,164
Guaranteed investment fund issued by NLIC	276,731	2,443	-	(52,543)	-	-	226,631
Net assets held in 401(h) account ³	68,756	2,051	-	-	-	-	70,807
Assets at fair value	\$ 444,522	\$ 9,757	\$ 44,433	\$ (61,110)	\$ -	\$ (2,000)	\$ 435,602
Liabilities							
Amount related to obligation of 401(h) account ³	\$ (68,756)	\$ (2,051)	\$ -	\$ -	\$ -	\$ -	\$ (70,807)
Liabilities at fair value	\$ (68,756)	\$ (2,051)	\$ -	\$ -	\$ -	\$ -	\$ (70,807)

1 The change in unrealized gains (losses) included in operations on assets and liabilities still held at the end of the year was \$5.0 million for other asset-backed securities, \$(10.2) million for GIF issued by NLIC, \$(0.8) million for net assets held in 401(h) account and \$0.8 million for amount related to obligation of 401(h) account.

2 Non-binding broker quotes were utilized to determine the fair value of other asset-backed securities as of December 31, 2012.

3 The Level 3 investment held in the 401(h) account relates to a GIF with NLIC. The discount rate used in the GIF is the greater of Moody's A-rated intermediate term bond yield average or 7-year Treasury yield plus 0.75%.

Use of Net Asset Value for Estimating Fair Value

The Plan uses net asset value to estimate the underlying fair value of investments in certain mutual funds included in other invested assets and limited partnerships that do not have readily determinable fair values.

The mutual funds within other invested assets have no unfunded commitments or restrictions and the Plan always has the ability to redeem the investment in these funds with the investee at net asset value daily and are classified as Level 1 fair value measurements. These mutual funds are primarily invested in high-quality, short-term money market securities. Since other invested assets include mutual fund investments not directed by the Plan, the underlying mutual funds may be purchased and sold in the future.

All of the limited partnerships are included in Level 2 and had fair values totaling \$722.8 million and \$600.2 million as of December 31, 2013 and 2012, respectively. The limited partnership portfolio primarily includes buyout, infrastructure, mezzanine, distressed, energy and venture capital investment strategies. See Note 6 for discussion on unfunded commitments related to limited partnerships.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

(8) Tax Status

The IRS has determined and informed the Administrative Committee of Nationwide Mutual Insurance Company ("the Plan Administrator") by letter dated July 12, 2011, that the Plan and related Trust are designed in accordance with applicable sections of the IRC. 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. In addition, the two participating employers have received letters in May 2011 (Farmland Mutual Insurance Company) and October 2010 (Nationwide Fire Mutual Insurance Company), in which the IRS stated that the Plan and related Trust, as then designed, were in compliance with applicable requirements of the IRC.

Management determined that during 2013, the Plan's 401(h) assets were used to pay for retiree medical expenses with respect to key employees, which is prohibited by the Plan document. The amounts paid were immaterial to the Plan's financial statements. The Plan Sponsor took necessary corrective action in 2015 and 2016 to: (i) reimburse the Plan's 401(h) assets (with lost earnings); (ii) file Forms 5330 with the IRS; and (iii) pay the applicable excise taxes to the IRS. Based on management's review of the prohibited transaction and corrective actions, there does not appear to be an impact to the Plan's tax status.

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, 2013, 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 2010.

(9) Related Party Transactions

NLIC receives all contributions to the GIF and provides custodial, actuarial, investment and accounting services. NLIC is compensated for such services through investment and administrative fees, which are netted against investment income in the accompanying financial statements.

Investment advisory fees for the group annuity contracts paid to NLIC are netted against interest income earned on the GIF. GIF investment advisory fees paid to NLIC were \$0.3 million and \$0.4 million for the years ended December 31, 2013 and 2012, respectively. Additionally, NLIC assessed charges of \$0.8 million and \$1.1 million on the assets of the GIF related to investment performance guarantees in 2013 and 2012, respectively. These fees were netted against investment income.

Fees for administrative services are based on average asset balances in accordance with the provisions of the group annuity contract with NLIC and are assessed directly on the investments of the Plan. The administrative fees were \$0.1 million for the years ended December 31, 2013 and 2012, which reduced net appreciation in fair value of investments.

The Plan Sponsor acts as paying agent for all benefit payments from the Plan. The Plan reimburses the Plan Sponsor for these payments. Reimbursement is applied against assets of the Plan's trust.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

(10) 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,	
	2013	2012
Net assets available for benefits per the accompanying financial statements	\$ 4,279,837	\$ 4,396,230
Funds held in 401(h) account included as assets in Form 5500	176,426	176,587
Net assets available for benefits per Form 5500	\$ 4,456,263	\$ 4,572,817

The net assets of the 401(h) account included in Form 5500 are not available to pay pension benefits, but can be used only to pay retiree health benefits.

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 years ended:

<i>(in thousands)</i>	December 31,	
	2013	2012
Change in net assets available for benefits per the accompanying financial statements	\$ (116,393)	\$ 463,818
Net appreciation in fair value of 401(h) investments	11,660	9,549
Interest income for 401(h) investments	2,827	2,817
Dividend income for 401(h) investments	1,891	1,842
Trust and investment fees for 401(h) investments	(104)	(88)
Net (loss) income per Form 5500	\$ (100,119)	\$ 477,938

NATIONWIDE RETIREMENT PLAN

Plan Number: 333
 EIN: 31-4177100

Schedule G, Part III – Financial Transaction Schedule (Nonexempt Transactions)

December 31, 2013

(in thousands)

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction (including maturity date, rate of interest, collateral, par, or maturity value)
Nationwide Mutual Insurance Company	Plan Sponsor/ Employer	Due to administrative oversight on 12/30/2013, Plan assets were used to reimburse the Plan Sponsor in the amount of \$196, related to expenses incurred by the Plan Sponsor that were ineligible to be paid from the Plan.

Note: Columns d, e, f, g, h, i and j have been omitted as they are not applicable.

See accompanying independent auditors' report.

NATIONWIDE RETIREMENT PLAN

Plan Number: 333
 EIN: 31-4177100

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

December 31, 2013

(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 value	(d) Cost	(e) Current Value
*	Nationwide Life Insurance Company	Guaranteed investment fund, 4.80% crediting rate	\$ 171,126	\$ 172,511
*	Nationwide Life Insurance Company	401(h) guaranteed investment fund, 4.05% crediting rate	\$ 72,576	\$ 73,518
*	Bank of New York Mellon Trust Operations	Assets held in trust, multiple investments (see Attachment A)	\$ 3,990,920	\$ 4,180,505

* Indicates party-in-interest

See accompanying independent auditors' report.

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

Schedule H, Line 4i – Schedule of Assets (Acquired and Disposed of Within Year)

Year ended December 31, 2013

(in thousands)

(a) Identity of issuer, borrower, lessor or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(c) Cost of acquisitions	(d) Proceeds of dispositions
Bank of New York Mellon Trust Operations	Assets held in trust, multiple investments (see Attachment B)	\$ 78,549	\$ 111,076

See accompanying independent auditors' report.

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

Schedule H, Line 4j – Schedule of Reportable Transactions (Series of Transactions)

Year ended December 31, 2013

(in thousands)

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Identity of party involved	Description of asset (include interest rate and maturity in case of loan)	Number of purchases	Number of sales	Purchase price	Selling price	Cost of asset	Net gain or (loss)
Bank of New York Mellon Trust Operations	BNY Mellon Cash Reserve	198	199	\$ 168,411	\$ 168,776	\$ 168,776	\$ -
Bank of New York Mellon Trust Operations	EB Temporary Investment FD	638	454	\$ 1,567,388	\$ 1,674,059	\$ 1,674,059	\$ -
Bank of New York Mellon Trust Operations	Commit to Pur FNMA SF Mtg	2	2	\$ 200,637	\$ 199,227	\$ 200,637	\$ (1,410)

See accompanying independent auditors' report.

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
U S TREASURY NT PRIN STRIP	0.000% 11/15/2040 DD 11/15/10	32,000,000.00	13,738,861.66	10,659,840.00
U S TREASURY NT PRIN STRIP	0.000% 02/15/2037 DD 02/15/07	44,500,000.00	14,631,400.94	17,662,495.00
U S TREASURY NT PRIN STRIP	0.000% 02/15/2042 DD 02/15/12	104,000,000.00	43,385,887.97	32,451,120.00
US TREAS-CPI INFLAT	3.625% 04/15/2028 DD 04/15/98	11,985,864.00	16,517,996.26	15,855,020.76
US TREAS-CPI INFLAT	3.375% 04/15/2032 DD 10/15/01	2,631,720.00	3,677,414.71	3,501,213.97
US TREAS-CPI INFLAT	2.375% 01/15/2025 DD 07/15/04	22,303,800.00	26,576,186.49	25,637,102.91
US TREAS-CPI INFLAT	2.000%001/15/2026 DD 01/15/06	15,592,467.50	17,977,559.71	17,261,329.30
US TREAS-CPI INFLAT	2.375% 01/15/2027 DD 01/15/07	12,160,995.00	13,346,945.82	14,008,006.92
US TREAS-CPI INFLAT	1.750% 01/15/2028 DD 01/15/08	12,096,556.50	13,561,434.50	12,950,936.29
US TREAS-CPI INFLAT	2.500% 01/15/2029 DD 01/15/09	15,828,508.50	18,149,392.37	18,601,030.05
US TREAS-CPI INFLAT	2.125% 02/15/2040 DD 02/15/10	21,342,245.00	24,468,948.27	23,979,933.06
US TREAS-CPI INFLAT	2.125% 02/15/2041 DD 02/15/11	23,730,737.50	28,176,040.98	26,663,619.35
US TREAS-CPI INFLAT	0.750% 02/15/2042 DD 02/15/12	60,727,525.00	50,835,256.15	48,819,464.62
FEDERAL NATL MTG ASSN STRIP PO	0.000% 02/01/2019 DD 02/01/89	8,000,000.00	5,812,446.60	6,962,800.00
TENNESSEE VALLEY AUTH BD	5.131% 01/15/2021 DD 12/20/02	3,849,608.85	3,841,432.82	4,234,683.69
CALIFORNIA ST	7.550% 04/01/2039 DD 04/28/09	13,715,000.00	17,887,902.71	17,739,941.05
CALIFORNIA ST	7.300% 10/01/2039 DD 10/15/09	9,000,000.00	10,508,623.45	11,313,900.00
CALIFORNIA ST	6.509% 04/01/2039 DD 10/27/11	5,000,000.00	5,000,000.00	5,422,550.00
CMWLTH FING AUTH PA	6.218% 06/01/2039 DD 11/12/09	8,125,000.00	9,274,436.76	8,419,612.50
DETROIT MI CITY SCH DIST	7.747% 05/01/2039 DD 12/30/09	8,500,000.00	9,876,156.52	9,026,575.00
JOBSONIO BEVERAGE SYS STWD LIQ	4.532% 01/01/2035 DD 02/01/13	13,000,000.00	13,336,131.82	11,950,640.00
KENTUCKY ST PROPERTY & BLDGS C	6.573% 08/01/2029 DD 07/09/09	6,000,000.00	6,000,000.00	6,616,080.00
LAS VEGAS VLY NV WTR DIST	7.013% 06/01/2039 DD 12/23/09	8,000,000.00	10,001,245.70	8,625,680.00
LOUISVILLE & JEFFERSON CNTY KY	5.980% 05/15/2040 DD 11/24/09	10,000,000.00	11,378,223.28	11,189,300.00
MET GOVT NASHVILLE & DAVIDSON	6.731% 07/01/2043 DD 04/21/10	18,995,000.00	21,932,755.12	20,920,903.05
MET WASHINGTON DC ARPTS AUTH D	7.462% 10/01/2046 DD 08/12/09	16,700,000.00	19,509,212.91	18,482,057.00
MET WASHINGTON DC ARPTS AUTH D	8.000% 10/01/2047 DD 05/27/10	2,500,000.00	2,918,178.11	2,670,675.00
MICHIGAN ST	7.625% 09/15/2027 DD 06/25/09	8,905,000.00	8,851,513.93	10,551,000.20
MUNI ELEC AUTH OF GEORGIA	6.637% 04/01/2057 DD 03/11/10	15,000,000.00	18,026,501.03	15,767,100.00
NEW JERSEY ST TURNPIKE AUTH	7.414% 01/01/2040 DD 04/28/09	8,000,000.00	8,000,000.00	10,533,200.00
NEW YORK NY	5.985% 12/01/2036 DD 12/17/09	4,710,000.00	5,444,114.50	5,224,002.30
NTHRN CA PWR AGY	7.311% 06/01/2040 DD 06/24/10	16,555,000.00	20,395,328.96	18,073,259.05
OHIO ST HGR EDUCTNL FAC COMMIS	4.723% 01/01/2032 DD 11/23/11	7,500,000.00	7,500,000.00	7,258,350.00
OREGON ST SCH BRDS ASSN SHORT-	5.528% 06/30/2028 DD 02/19/04	2,840,000.00	3,371,251.10	3,105,540.00
PITTSBURGH PA URBAN REDEV AUTH	5.400% 12/01/2016 DD 10/15/06	2,690,000.00	2,688,644.08	2,771,238.00
PORT AUTH OF NEW YORK & NEW JE	4.926% 10/01/2051 DD 10/06/11	11,965,000.00	11,368,219.79	11,195,171.90
STATE PUBLIC SCH BLDG AUTH PA	5.088% 09/15/2029 DD 11/03/11	10,000,000.00	10,000,000.00	9,781,500.00
VIRGINIA ST HSG DEV AUTH	5.251% 01/01/2039 DD 12/08/11	5,000,000.00	5,000,000.00	5,090,200.00
3M CO	1.375% 09/29/2016 DD 09/29/11	500,000.00	497,649.82	507,440.00
ABBVIE INC	4.400% 11/06/2042 DD 05/06/13	5,000,000.00	4,949,177.96	4,663,350.00

Security description 1	Security description 2	Shares/Par	Base cost	Attachment A
				Base market value
ACTAVIS INC	4.625% 10/01/2042 DD 10/02/12	13,000,000.00	11,875,425.59	11,827,400.00
AFLAC INC	3.625% 06/15/2023 DD 06/10/13	13,000,000.00	13,000,000.00	12,583,740.00
AGRIUM INC	7.125% 05/23/2036 DD 05/24/06	16,285,000.00	18,535,058.03	19,209,948.85
AGRIUM INC	6.750% 01/15/2019 DD 09/11/08	4,500,000.00	5,244,348.54	5,309,100.00
ALABAMA POWER CO	5.500% 03/15/2041 DD 03/10/11	8,204,000.00	9,200,158.00	8,984,692.64
ALTRIA GROUP INC	9.950% 11/10/2038 DD 11/10/08	3,859,000.00	5,553,127.81	5,886,518.60
ALTRIA GROUP INC	4.250% 08/09/2042 DD 08/09/12	5,000,000.00	4,938,792.68	4,267,100.00
ALTRIA GROUP INC	5.375% 01/31/2044 DD 10/31/13	10,500,000.00	10,455,384.92	10,543,470.00
AMGEN INC	5.150% 11/15/2041 DD 11/10/11	2,000,000.00	1,983,895.59	1,992,580.00
AMGEN INC	5.375% 05/15/2043 DD 05/15/12	4,000,000.00	3,999,413.10	4,106,880.00
ANADARKO PETROLEUM CORP	6.200% 03/15/2040 DD 03/16/10	5,500,000.00	5,469,990.99	6,083,715.00
ANHEUSER-BUSCH INBEV WORLDWIDE	8.200% 01/15/2039 DD 01/15/11	5,000,000.00	4,987,431.69	7,312,800.00
ARCELORMITTAL	STEP 03/01/2021 DD 03/07/11	5,000,000.00	4,994,678.84	5,300,000.00
ARIZONA PUBLIC SERVICE CO	4.500% 04/01/2042 DD 01/13/12	5,000,000.00	4,954,264.01	4,787,750.00
ASPEN DENTAL (10/10) TLB	0.000% 10/06/2016 DD 10/06/10	5,322,624.99	5,261,439.46	5,256,092.18
AT&T INC	2.950% 05/15/2016 DD 04/29/11	500,000.00	499,555.68	521,375.00
AT&T INC	5.550% 08/15/2041 DD 08/18/11	8,000,000.00	7,948,665.49	8,118,880.00
AT&T INC	3.000% 02/15/2022 DD 02/13/12	5,000,000.00	4,999,902.14	4,710,750.00
AT&T INC	4.300% 12/15/2042 DD 06/15/13	5,000,000.00	4,318,713.11	4,241,200.00
AUDIO VISUAL 11/12 TL		2,468,750.00	2,428,398.27	2,474,921.88
BANK OF AMERICA CORP	5.875% 02/07/2042 DD 02/07/12	5,000,000.00	5,661,061.58	5,718,450.00
BANK OF AMERICA CORP		313,600.00	3,391,607.96	4,882,752.00
BANK OF AMERICA NA	6.000% 10/15/2036 DD 10/26/06	19,000,000.00	18,290,125.55	21,805,540.00
BANK OF AMERICA NA	6.100% 06/15/2017 DD 06/19/07	9,250,000.00	9,729,518.55	10,430,207.50
BANK ONE MICHIGAN	8.250% 11/01/2024 DD 11/03/94	2,000,000.00	2,319,113.21	2,566,220.00
BLACK HILLS CORP	4.250% 11/30/2023 DD 11/19/13	5,000,000.00	4,976,724.74	4,977,400.00
BOARD OF TRUSTEES OF THE LELAN	4.250% 05/01/2016 DD 04/29/09	1,000,000.00	1,038,242.31	1,083,420.00
BOSTON UNIVERSITY	5.200% 10/01/2045 DD 08/24/11	10,000,000.00	9,954,654.60	9,711,299.00
BP CAPITAL MARKETS PLC	4.742% 03/11/2021 DD 03/11/11	5,000,000.00	5,344,058.88	5,469,300.00
BP CAPITAL MARKETS PLC	3.561% 11/01/2021 DD 11/01/11	10,000,000.00	10,366,264.14	10,078,100.00
BP CAPITAL MARKETS PLC	3.994% 09/26/2023 DD 09/26/13	6,000,000.00	6,159,707.91	6,061,620.00
BRITISH AIRWAYS PLC 144A	4.625% 06/20/2024 DD 07/03/13	1,055,000.00	1,063,673.97	1,078,737.50
BURLINGTON NORTHERN AND SANTA	5.629% 04/01/2024 DD 08/09/06	576,206.08	576,206.08	636,521.37
BURLINGTON NORTHERN SANTA FE L	5.050% 03/01/2041 DD 09/10/10	5,000,000.00	4,982,500.97	4,959,550.00
BURLINGTON NORTHERN SANTA FE L	4.950% 09/15/2041 DD 08/22/11	10,000,000.00	10,143,417.77	9,858,500.00
BURLINGTON NORTHERN SANTA FE L	5.150% 09/01/2043 DD 08/22/13	10,000,000.00	10,172,621.12	10,158,800.00
CANADIAN PACIFIC RAILWAY LTD	5.750% 01/15/2042 DD 12/01/11	5,000,000.00	4,882,558.21	5,376,350.00
CATHOLIC HEALTH INITIATIVES	4.350% 11/01/2042 DD 10/31/12	6,000,000.00	5,987,473.03	5,205,000.00
CELGENE CORP	5.700% 10/15/2040 DD 10/07/10	7,960,000.00	9,500,451.11	8,453,599.60
CELGENE CORP	3.250% 08/15/2022 DD 08/09/12	1,000,000.00	998,941.36	946,760.00

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
CELGENE CORP	5.250% 08/15/2043 DD 08/06/13	5,000,000.00	4,958,002.48	5,041,100.00
CF INDUSTRIES INC	4.950% 06/01/2043 DD 05/23/13	15,000,000.00	14,974,443.81	13,651,650.00
CISCO SYSTEMS INC	5.500% 01/15/2040 DD 11/17/09	5,000,000.00	5,567,718.45	5,290,150.00
CISCO SYSTEMS INC	1.625% 03/14/2014 DD 03/16/11	500,000.00	499,956.45	501,270.00
CITIGROUP INC	6.000% 10/31/2033 DD 10/30/03	5,000,000.00	4,895,981.95	5,271,150.00
CITIGROUP INC	6.875% 03/05/2038 DD 03/05/08	2,245,000.00	2,981,560.05	2,760,676.50
CITIGROUP INC	6.675% 09/13/2043 DD 09/13/13	8,000,000.00	8,454,761.84	9,205,040.00
CITIGROUP INC		82,620.00	3,263,762.09	4,305,328.20
COBANK ACB	7.875% 04/16/2018 DD 04/18/08	17,000,000.00	19,940,663.81	20,433,150.00
COLGATE-PALMOLIVE CO	2.625% 05/01/2017 DD 05/04/11	500,000.00	498,733.26	513,485.00
COMCAST CORP	6.550% 07/01/2039 DD 06/18/09	5,000,000.00	5,212,347.85	5,919,650.00
COMCAST CORP		76,200.00	1,217,434.03	3,959,733.00
COMMONWEALTH REIT	6.250% 06/15/2017 DD 06/25/07	1,000,000.00	1,043,664.77	1,072,540.00
CONAGRA FOODS INC	3.200% 01/25/2023 DD 01/25/13	8,061,000.00	7,430,803.05	7,484,074.23
CONAGRA FOODS INC	4.650% 01/25/2043 DD 01/25/13	2,300,000.00	2,112,949.17	2,113,033.00
COOPER US INC	2.375% 01/15/2016 DD 12/07/10	500,000.00	499,625.71	513,450.00
COOPERATIEVE CENTRALE RAIFFEIS	5.750% 12/01/2043 DD 11/29/13	11,400,000.00	11,209,722.71	12,085,026.00
CR BARD INC	6.700% 12/01/2026 DD 12/09/96	3,000,000.00	3,148,088.30	3,557,760.00
CUMMINS INC	4.875% 10/01/2043 DD 09/24/13	6,000,000.00	5,872,651.84	6,008,940.00
CVS PASS-THROUGH TRUST	6.943% 01/10/2030 DD 06/10/09	6,249,594.29	6,533,375.11	7,162,660.02
CVS PASS-THROUGH TRUST 144A	7.507% 01/10/2032 DD 12/22/09	10,286,932.75	12,269,934.11	12,262,846.79
CYTEC INDUSTRIES INC	3.500% 04/01/2023 DD 03/12/13	5,000,000.00	4,967,540.17	4,594,400.00
DCP MIDSTREAM OPERATING LP	4.950% 04/01/2022 DD 03/13/12	10,500,000.00	10,480,403.00	10,658,445.00
DCP MIDSTREAM OPERATING LP	3.875% 03/15/2023 DD 03/14/13	11,300,000.00	10,474,527.01	10,405,831.00
DEVON ENERGY CORP	4.000% 07/15/2021 DD 07/12/11	5,000,000.00	5,384,486.94	5,086,900.00
DEVON ENERGY CORP	5.600% 07/15/2041 DD 07/12/11	2,000,000.00	2,065,041.14	2,084,200.00
DEVON ENERGY CORP	4.750% 05/15/2042 DD 05/14/12	12,000,000.00	11,891,265.39	11,127,720.00
DEVON ENERGY CORP	3.250% 05/15/2022 DD 05/14/12	5,000,000.00	5,043,528.94	4,767,750.00
DIGNITY HEALTH	4.500% 11/01/2042 DD 10/18/12	10,000,000.00	9,867,748.57	8,076,300.00
DIRECTV HOLDINGS LLC / DIRECTV	6.375% 03/01/2041 DD 03/10/11	5,000,000.00	5,899,493.77	5,184,300.00
DIRECTV HOLDINGS LLC / DIRECTV	5.150% 03/15/2042 DD 03/08/12	5,000,000.00	4,990,281.11	4,490,500.00
DISCOVERY COMMUNICATIONS LLC	4.875% 04/01/2043 DD 03/19/13	17,000,000.00	16,010,487.86	15,682,330.00
DTE ELECTRIC CO	3.650% 03/15/2024 DD 08/27/13	5,000,000.00	4,980,113.36	4,963,650.00
DUKE ENERGY FLORIDA INC	3.100% 08/15/2021 DD 08/18/11	7,000,000.00	6,988,746.09	6,889,610.00
DURA-LINE 1/12 INCREMENTAL 2ND		5,000,000.00	4,895,496.91	5,000,000.00
EATON CORP	8.875% 06/15/2019 DD 06/22/89	2,000,000.00	2,324,409.45	2,491,320.00
ENBRIDGE ENERGY PARTNERS LP	7.500% 04/15/2038 DD 04/03/08	9,000,000.00	10,818,080.58	10,552,410.00
ENBRIDGE ENERGY PARTNERS LP	5.500% 09/15/2040 DD 09/13/10	15,500,000.00	15,372,235.56	14,983,540.00
ENCANA CORP	6.500% 08/15/2034 DD 08/04/04	2,500,000.00	2,739,645.25	2,735,750.00
ENCANA CORP	6.625% 08/15/2037 DD 08/13/07	6,000,000.00	6,764,632.42	6,636,000.00

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Security description 1	Security description 2	Shares/Par	Base cost	Base market value
ENCANA CORP	5.150% 11/15/2041 DD 11/14/11	4,206,000.00	4,237,370.09	3,943,125.00
ENERGY TRANSFER PARTNERS LP	7.500% 07/01/2038 DD 03/28/08	10,000,000.00	11,678,907.92	11,732,800.00
ENERGY TRANSFER PARTNERS LP	9.700% 03/15/2019 DD 12/23/08	3,000,000.00	2,997,894.08	3,884,280.00
ENERGY TRANSFER PARTNERS LP	5.200% 02/01/2022 DD 01/17/12	1,000,000.00	1,064,588.09	1,052,790.00
ENERGY TRANSFER PARTNERS LP	6.500% 02/01/2042 DD 01/17/12	2,500,000.00	2,612,014.13	2,686,875.00
ESCROW CB ADELPHIA COM	0.000% 09/21/2012 DD 09/20/00	601,100.78	112,033.98	4,207.71
ESCROW CB CENTURY COMM	0.000% 09/21/2012 DD 01/23/97	210,000.00	-	-
EVERYWARE 4/13 TL		2,985,000.00	2,958,212.08	3,022,312.50
EXELON GENERATION CO LLC	4.250% 06/15/2022 DD 12/15/12	10,000,000.00	9,997,855.11	9,584,000.00
EXPRESS SCRIPTS HOLDING CO	6.125% 11/15/2041 DD 11/15/12	21,000,000.00	22,358,172.54	23,622,900.00
FEDEX CORP	4.100% 04/15/2043 DD 04/11/13	10,000,000.00	8,705,667.81	8,507,700.00
FIFTH THIRD BANCORP	8.250% 03/01/2038 DD 03/04/08	18,000,000.00	22,865,335.76	23,965,020.00
FMR LLC	7.570% 06/15/2029 DD 06/15/99	2,200,000.00	2,414,889.42	2,734,006.00
FMR LLC 144A	6.500% 12/14/2040 DD 07/06/10	11,000,000.00	10,939,898.63	12,629,980.00
FMR LLC 144A	5.150% 02/01/2043 DD 02/01/13	7,750,000.00	8,060,976.42	7,439,767.50
FMR LLC 144A	6.450% 11/15/2039 DD 11/02/09	5,300,000.00	6,135,924.78	6,050,268.00
FNBC 1993-A PASS THROUGH TRUST	8.080% 01/05/2018	450,223.88	488,444.26	489,510.41
FORD MOTOR CO	4.750% 01/15/2043 DD 01/08/13	10,000,000.00	8,844,075.07	9,018,700.00
FORD MOTOR CREDIT CO LLC	5.750% 02/01/2021 DD 02/07/11	10,000,000.00	11,343,638.03	11,202,700.00
FREEPORT-MCMORAN COPPER & GOLD	5.450% 03/15/2043 DD 09/15/13	19,000,000.00	18,231,332.85	18,183,760.00
FREEPORT-MCMORAN CORP	9.500% 06/01/2031 DD 05/30/01	4,000,000.00	2,781,674.95	5,089,640.00
GENERAL DYNAMICS CORP	1.375% 01/15/2015 DD 07/12/11	500,000.00	499,760.26	504,950.00
GENERAL ELECTRIC CAPITAL CORP	5.300% 02/11/2021 DD 02/11/11	10,000,000.00	10,018,417.81	11,186,200.00
GENERAL ELECTRIC CAPITAL CORP	5.875% 01/14/2038 DD 01/14/08	21,000,000.00	21,815,922.76	23,921,310.00
GENERAL ELECTRIC CAPITAL CORP	6.875% 01/10/2039 DD 01/09/09	5,000,000.00	4,927,698.02	6,428,000.00
GENERAL ELECTRIC CAPITAL CORP	4.650% 10/17/2021 DD 10/17/11	11,800,000.00	11,779,413.03	12,855,510.00
GEORGIA POWER CO	4.750% 09/01/2040 DD 08/31/10	5,000,000.00	4,933,022.59	4,784,850.00
GILEAD SCIENCES INC	4.400% 12/01/2021 DD 12/13/11	5,000,000.00	5,305,283.50	5,339,750.00
GLOBAL MARINE INC	7.000% 06/01/2028 DD 05/26/98	5,000,000.00	5,370,029.28	5,228,450.00
HIGHWOODS REALTY LP	3.625% 01/15/2023 DD 12/18/12	8,350,000.00	8,046,810.36	7,634,238.00
HSBC BANK PLC 144A	4.750% 01/19/2021 DD 01/19/11	2,000,000.00	1,998,695.87	2,170,860.00
HSBC HOLDINGS PLC	6.800% 06/01/2038 DD 05/27/08	26,000,000.00	28,959,615.61	31,983,900.00
HSBC HOLDINGS PLC	5.100% 04/05/2021 DD 04/05/11	2,000,000.00	1,996,651.88	2,222,900.00
HSBC HOLDINGS PLC	4.000% 03/30/2022 DD 03/30/12	10,000,000.00	9,944,518.85	10,278,500.00
HUNTINGTON BANCSHARES INC/OH	7.000% 12/15/2020 DD 12/17/10	5,800,000.00	6,505,892.00	6,725,912.00
HUNTINGTON NATIONAL BANK/THE	6.600% 06/15/2018 DD 06/15/98	4,500,000.00	4,852,767.44	4,969,980.00
ING BANK NV	5.125% 05/01/2015 DD 04/17/03	10,000,000.00	10,110,780.18	10,400,500.00
ITC HOLDINGS CORP	6.375% 09/30/2036 DD 10/10/06	10,000,000.00	11,636,285.24	10,927,600.00
ITC HOLDINGS CORP 144A	5.500% 01/15/2020 DD 12/11/09	6,675,000.00	7,004,104.22	7,260,664.50
JOHNSON CONTROLS INC	6.000% 01/15/2036 DD 01/17/06	5,000,000.00	4,763,804.84	5,373,700.00

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Security description 1	Security description 2	Shares/Par	Base cost	Base market value
JOHNSON CONTROLS INC	5.700% 03/01/2041 DD 02/04/11	7,500,000.00	8,001,011.03	7,779,975.00
JOHNSON CONTROLS INC	5.250% 12/01/2041 DD 12/02/11	2,450,000.00	2,789,643.05	2,381,767.50
JP MORGAN CHASE COM C4 A3 144A	4.106% 07/15/2046 DD 06/01/11	1,500,000.00	1,660,562.15	1,603,545.00
JPMORGAN CHASE & CO	6.400% 05/15/2038 DD 05/22/08	3,000,000.00	2,989,863.02	3,580,500.00
JPMORGAN CHASE & CO	5.600% 07/15/2041 DD 07/21/11	11,500,000.00	11,452,166.99	12,480,375.00
JPMORGAN CHASE & CO	4.500% 01/24/2022 DD 01/23/12	1,000,000.00	1,067,149.76	1,057,730.00
JPMORGAN CHASE & CO	5.625% 08/16/2043 DD 08/21/13	5,000,000.00	5,026,356.60	5,283,850.00
JPMORGAN CHASE BANK NA	6.000% 10/01/2017 DD 09/24/07	10,000,000.00	10,760,774.47	11,441,200.00
KCP&L GREATER MISSOURI OPERATI	8.270% 11/15/2021 DD 03/31/99	3,800,000.00	4,269,142.77	4,543,432.00
KINDER MORGAN ENERGY PARTNERS	7.750% 03/15/2032 DD 03/14/02	4,000,000.00	4,587,707.75	4,861,640.00
KINROSS GOLD CORP	6.875% 09/01/2041 DD 03/01/12	15,000,000.00	14,880,130.02	13,441,200.00
KONINKLIJKE PHILIPS ELECTRONIC	5.000% 03/15/2042 DD 03/09/12	6,500,000.00	6,428,693.59	6,454,175.00
KONINKLIJKE PHILIPS ELECTRONIC	3.750% 03/15/2022 DD 03/09/12	5,000,000.00	5,040,359.69	5,002,700.00
KRAFT FOODS GROUP INC	5.000% 06/04/2042 DD 12/04/12	20,000,000.00	19,733,877.79	19,715,800.00
L-3 COMMUNICATIONS CORP	5.200% 10/15/2019 DD 04/15/10	23,645,000.00	25,096,391.01	25,556,698.25
LORILLARD TOBACCO CO	8.125% 05/01/2040 DD 04/12/10	7,979,000.00	9,204,204.03	9,608,232.01
MANUFACTURERS & TRADERS TRUST	VAR RT 12/28/2020 DD 12/28/05	677,000.00	661,330.87	690,506.15
MEDTRONIC INC	6.500% 03/15/2039 DD 03/12/09	5,000,000.00	4,987,952.25	6,079,800.00
MEMORIAL SLOAN-KETTERING CANCER	5.000% 07/01/2042 DD 12/08/11	10,000,000.00	10,000,000.00	9,858,100.00
MERCK & CO INC	2.250% 01/15/2016 DD 12/10/10	500,000.00	499,505.71	516,500.00
MERRILL LYNCH & CO INC	6.110% 01/29/2037 DD 01/29/07	5,000,000.00	5,210,238.03	5,392,350.00
MOLSON COORS BREWING CO	5.000% 05/01/2042 DD 05/03/12	16,000,000.00	15,731,998.14	15,655,200.00
MONDELEZ INTERNATIONAL INC	6.875% 02/01/2038 DD 12/12/07	5,000,000.00	5,318,944.56	6,091,300.00
MONDELEZ INTERNATIONAL INC	6.500% 02/09/2040 DD 02/08/10	10,000,000.00	10,756,810.94	11,950,000.00
MORGAN STANLEY	5.500% 07/24/2020 DD 07/26/10	2,000,000.00	2,032,126.93	2,236,800.00
MORGAN STANLEY	5.500% 07/28/2021 DD 07/28/11	7,500,000.00	8,548,723.67	8,380,950.00
MOSAIC GLOBAL HOLDINGS INC	7.300% 01/15/2028 DD 01/26/98	3,945,000.00	4,589,477.25	4,673,325.90
MURPHY OIL CORP	5.125% 12/01/2042 DD 11/30/12	21,500,000.00	20,372,797.77	18,294,780.00
MYLAN INC/PA	5.400% 11/29/2043 DD 11/29/13	4,000,000.00	3,975,310.36	4,032,280.00
NBCUNIVERSAL MEDIA LLC	6.400% 04/30/2040 DD 04/30/11	5,000,000.00	5,755,538.44	5,748,150.00
NBCUNIVERSAL MEDIA LLC	5.950% 04/01/2041 DD 04/01/11	3,000,000.00	2,991,946.20	3,281,520.00
NBCUNIVERSAL MEDIA LLC	4.450% 01/15/2043 DD 10/05/12	15,000,000.00	13,788,198.05	13,437,300.00
NEWCREST FINANCE PTY LTD 144A	5.750% 11/15/2041 DD 11/15/11	5,000,000.00	5,039,202.94	3,637,250.00
NEWPAGE CORP	11.375% 12/31/2014 DD 12/31/09	9,223,177.05	8,522,331.99	-
NEWS AMERICA INC	6.150% 03/01/2037 DD 03/02/07	12,000,000.00	12,783,802.31	13,189,080.00
NEWS AMERICA INC	6.150% 02/15/2041 DD 08/15/11	6,505,000.00	7,235,014.72	7,249,952.60
NEXEN INC	7.400% 05/01/2028 DD 04/28/98	6,500,000.00	7,352,512.28	8,016,775.00
NOBLE ENERGY INC	8.000% 04/01/2027 DD 04/07/97	1,755,000.00	2,031,113.54	2,237,431.95
NOBLE HOLDING INTERNATIONAL LT	3.950% 03/15/2022 DD 02/10/12	5,000,000.00	4,929,919.42	4,888,100.00
NOBLE HOLDING INTERNATIONAL LT	5.250% 03/15/2042 DD 02/10/12	12,700,000.00	12,237,269.65	12,185,396.00

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Security description 1	Security description 2	Shares/Par	Base cost	Base market value
NORTHERN STATES POWER CO/MN	3.400% 08/15/2042 DD 08/13/12	12,000,000.00	10,005,802.16	9,647,760.00
NORTHROP GRUMMAN CORP	4.750% 06/01/2043 DD 05/31/13	5,000,000.00	4,750,613.33	4,738,400.00
NOVANT HEALTH INC	4.371% 11/01/2043 DD 04/23/13	5,500,000.00	5,500,000.00	4,598,000.00
NYU HOSPITALS CENTER	5.750% 07/01/2043 DD 08/01/13	8,900,000.00	9,278,522.28	9,005,465.00
OCCIDENTAL PETROLEUM CORP	4.100% 02/01/2021 DD 12/16/10	10,000,000.00	10,308,741.44	10,497,400.00
ONCOR ELECTRIC DELIVERY CO LLC	7.250% 01/15/2033 DD 07/15/03	4,000,000.00	4,911,729.10	5,025,440.00
ORACLE CORP	5.375% 07/15/2040 DD 07/15/11	5,000,000.00	5,445,101.89	5,338,900.00
PEMEX PROJECT FUNDING MASTER T	6.625% 06/15/2035 DD 12/15/05	3,000,000.00	3,074,833.05	3,157,500.00
PETROBRAS GLOBAL FINANCE BV	5.625% 05/20/2043 DD 05/20/13	5,000,000.00	4,902,144.63	4,081,550.00
PETROLEOS MEXICANOS	8.000% 05/03/2019 DD 05/03/09	2,000,000.00	1,977,649.06	2,420,000.00
PETROLEOS MEXICANOS	5.500% 06/27/2044 DD 06/26/12	7,500,000.00	6,995,298.10	6,843,750.00
PFIZER INC	5.350% 03/15/2015 DD 03/24/09	500,000.00	499,831.33	528,325.00
PHILIP MORRIS INTERNATIONAL IN	4.875% 11/15/2043 DD 11/12/13	14,000,000.00	13,919,246.37	13,868,820.00
POTASH CORP OF SASKATCHEWAN IN	5.875% 12/01/2036 DD 12/04/06	10,100,000.00	11,036,603.90	10,871,842.00
POTASH CORP OF SASKATCHEWAN IN	5.625% 12/01/2040 DD 11/30/10	7,750,000.00	8,299,054.79	8,229,880.00
PPL CAPITAL FUNDING INC	4.200% 06/15/2022 DD 06/14/12	7,000,000.00	7,027,034.67	6,987,190.00
PRIDE INTERNATIONAL INC	6.875% 08/15/2020 DD 08/06/10	10,000,000.00	10,874,738.91	11,973,800.00
PROLOGIS LP	4.250% 08/15/2023 DD 08/15/13	15,000,000.00	14,962,503.95	14,817,900.00
PROTECTIVE LIFE CORP	6.400% 01/15/2018 DD 12/11/07	5,000,000.00	4,998,329.93	5,541,700.00
PSC HOLDINGS (7/10) TLB		4,602,805.30	4,510,814.72	4,614,312.31
PUBLIC SERVICE ELECTRIC & GAS	5.375% 11/01/2039 DD 11/24/09	5,000,000.00	4,984,911.20	5,458,000.00
PUBLIC SERVICE ELECTRIC & GAS	3.750% 03/15/2024 DD 09/12/13	7,000,000.00	6,999,385.80	7,025,830.00
QUEST DIAGNOSTICS INC	6.950% 07/01/2037 DD 06/22/07	6,150,000.00	6,490,188.65	6,785,848.50
QUEST DIAGNOSTICS INC	5.750% 01/30/2040 DD 11/17/09	6,000,000.00	5,991,396.42	5,876,820.00
QUESTAR PIPELINE CO	5.830% 02/01/2018 DD 01/15/08	5,000,000.00	4,998,441.01	5,655,000.00
REED ELSEVIER CAPITAL INC	3.125% 10/15/2022 DD 04/15/13	3,024,000.00	2,540,720.24	2,796,444.00
REGENCY ENERGY PARTNERS LP / R	5.750% 09/01/2020 DD 09/11/13	11,320,000.00	11,342,531.08	11,687,900.00
REYNOLDS AMERICAN INC	7.250% 06/15/2037 DD 06/21/07	12,276,000.00	12,697,266.06	14,374,827.72
REYNOLDS AMERICAN INC	6.150% 09/15/2043 DD 09/17/13	8,000,000.00	7,964,364.90	8,638,800.00
ROGERS COMMUNICATIONS INC	8.750% 05/01/2032 DD 04/30/02	3,000,000.00	3,325,938.30	3,889,350.00
ROHM AND HAAS HOLDINGS LTD	9.800% 04/15/2020 DD 04/15/90	650,000.00	749,377.87	764,991.50
ROWAN COS INC	4.875% 06/01/2022 DD 05/21/12	4,375,000.00	4,733,618.42	4,439,531.25
ROWAN COS INC	5.400% 12/01/2042 DD 12/11/12	5,000,000.00	4,979,071.54	4,625,700.00
ROYALTY PHARMA 11/13 TLB2		19,302,610.99	19,302,610.99	19,374,995.78
SBS SPANISH BROADCASTING SYSTE	PFD 10.750%	500.00	523,799.02	400,000.00
SOLAR STAR FUNDING LLC 144A	5.375% 06/30/2035 DD 06/27/13	15,000,000.00	15,000,000.00	14,319,000.00
SOVEREIGN BANK/WILMINGTON DE	8.750% 05/30/2018 DD 05/16/08	14,080,000.00	15,889,074.83	16,917,683.20
SPECTRA ENERGY PARTNERS LP	4.750% 03/15/2024 DD 09/25/13	10,000,000.00	9,976,978.17	10,194,000.00
SPECTRA ENERGY PARTNERS LP	5.950% 09/25/2043 DD 09/25/13	6,500,000.00	6,491,902.12	6,948,760.00
STANDARD CHARTERED BANK 144A	6.400% 09/26/2017 DD 09/26/07	19,000,000.00	20,575,155.93	21,517,690.00

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SUNOCO LOGISTICS PARTNERS OPER	6.850% 02/15/2040 DD 02/12/10	7,400,000.00	8,076,243.10	8,208,154.00
TECK RESOURCES LTD	6.250% 07/15/2041 DD 07/05/11	18,800,000.00	19,666,833.96	18,714,084.00
TIME WARNER CABLE INC	6.750% 06/15/2039 DD 06/29/09	5,000,000.00	5,033,047.50	4,708,500.00
TIME WARNER CABLE INC	5.875% 11/15/2040 DD 11/15/10	7,000,000.00	7,327,498.77	6,055,350.00
TIME WARNER INC	6.500% 11/15/2036 DD 11/13/06	5,000,000.00	5,346,266.15	5,649,400.00
TIME WARNER INC	6.250% 03/29/2041 DD 04/01/11	10,000,000.00	11,134,881.42	11,104,800.00
TIME WARNER INC	4.900% 06/15/2042 DD 06/13/12	10,000,000.00	9,440,048.27	9,492,900.00
TIME WARNER INC		51,800.00	1,678,793.85	3,611,496.00
TOYOTA MOTOR CREDIT CORP	2.050% 01/12/2017 DD 01/12/12	500,000.00	499,490.99	510,995.00
TRANSOCEAN INC	7.500% 04/15/2031 DD 04/05/01	6,000,000.00	7,099,319.54	6,857,460.00
TRANSOCEAN INC	6.800% 03/15/2038 DD 12/11/07	8,000,000.00	9,044,444.36	8,904,080.00
TRANSOCEAN INC	7.350% 12/15/2041 DD 12/05/11	5,100,000.00	5,727,202.03	6,150,600.00
TRANSOCEAN INC	6.375% 12/15/2021 DD 12/05/11	12,850,000.00	14,493,102.22	14,439,802.00
TYCO INTERNATIONAL LTD / TYCO	6.875% 01/15/2021 DD 07/15/08	8,800,000.00	10,208,129.73	10,156,872.00
UNITED TECHNOLOGIES CORP	4.500% 06/01/2042 DD 06/01/12	5,000,000.00	4,825,537.97	4,855,450.00
US AIRWAYS 2012-1 CLASS B PASS	8.000% 04/01/2021 DD 05/14/12	6,708,229.67	6,708,229.67	7,479,676.08
US SHIPPING 4/13 TL		2,985,000.00	2,959,000.54	3,052,162.50
VALE OVERSEAS LTD	6.875% 11/21/2036 DD 11/21/06	5,000,000.00	5,057,818.88	5,163,750.00
VERIZON COMMUNICATIONS INC	6.400% 02/15/2038 DD 02/12/08	5,000,000.00	5,161,771.33	5,614,850.00
VERIZON COMMUNICATIONS INC	6.550% 09/15/2043 DD 09/18/13	38,000,000.00	41,494,780.26	44,458,480.00
VERIZON NEW YORK INC	7.375% 04/01/2032 DD 03/28/02	13,286,000.00	15,606,978.03	15,062,205.34
VIACOM INC	5.850% 09/01/2043 DD 08/19/13	10,000,000.00	10,017,079.79	10,512,200.00
VILLAGE ROADSHOW 11/12 TLB		9,000,000.00	8,929,271.90	9,090,000.00
VIRGINIA ELECTRIC AND POWER CO	6.350% 11/30/2037 DD 12/04/07	5,000,000.00	4,989,314.06	6,026,350.00
WAL-MART STORES INC	2.875% 04/01/2015 DD 04/01/10	500,000.00	499,087.65	515,700.00
WAL-MART STORES INC	5.625% 04/01/2040 DD 04/01/10	2,200,000.00	2,895,804.19	2,485,120.00
WAL-MART STORES INC	5.625% 04/15/2041 DD 04/18/11	4,850,000.00	5,619,358.07	5,507,029.50
WAL-MART STORES INC	4.000% 04/11/2043 DD 04/11/13	10,500,000.00	9,282,556.11	9,344,790.00
WAL-MART STORES INC	4.750% 10/02/2043 DD 10/02/13	5,000,000.00	4,965,332.93	5,019,450.00
WEATHERFORD INTERNATIONAL INC	6.800% 06/15/2037 DD 12/15/07	8,000,000.00	7,872,615.22	8,646,240.00
WEATHERFORD INTERNATIONAL LTD/	6.500% 08/01/2036 DD 08/07/06	10,000,000.00	10,223,780.72	10,429,900.00
WEATHERFORD INTERNATIONAL LTD/	7.000% 03/15/2038 DD 03/25/08	3,000,000.00	3,398,797.87	3,320,580.00
WELLS FARGO & CO	4.125% 08/15/2023 DD 08/15/13	9,000,000.00	8,970,270.07	8,872,650.00
WELLS FARGO & CO	5.375% 11/02/2043 DD 10/28/13	8,100,000.00	8,076,083.35	8,294,481.00
WESTVACO CORP	7.650% 03/15/2027 DD 03/15/97	2,485,000.00	2,583,566.52	2,613,872.10
WEYERHAEUSER CO	6.950% 10/01/2027 DD 10/08/97	2,000,000.00	1,927,246.30	2,307,180.00
WILLIAMS PARTNERS LP	4.500% 11/15/2023 DD 11/15/13	5,000,000.00	4,970,111.43	4,966,000.00
WILLIAMS PARTNERS LP	6.300% 04/15/2040 DD 02/09/10	7,000,000.00	7,526,948.61	7,522,970.00
XCEL ENERGY INC	4.800% 09/15/2041 DD 09/12/11	13,000,000.00	13,087,403.87	12,659,270.00
XEROX CORP	6.750% 12/15/2039 DD 12/04/09	5,000,000.00	5,786,217.16	5,458,650.00

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Security description 1	Security description 2	Shares/Par	Base cost	Base market value
XSTRATA FINANCE CANADA LT 144A	6.900% 11/15/2037 DD 11/20/07	8,362,000.00	9,398,771.01	8,826,759.96
YRC 7/11 NEW TL		6,836,651.00	6,676,805.44	6,631,551.47
ACCELECARE HOLDCO		1,592,294.27	1,592,294.27	1,592,294.27
AMERICAN AIRLINES 2013-2 144A	5.600% 01/15/2022 DD 11/27/13	5,000,000.00	5,000,000.00	5,050,000.00
AMERICAN AIRLINES 2013-2 144A	4.950% 07/15/2024 DD 07/31/13	4,000,000.00	4,000,000.00	4,170,000.00
ENERGIZER HOLDINGS SER 07-G	6.550% 10/15/2017 DD 10/15/07	5,000,000.00	5,000,000.00	5,592,000.00
ERAC USA FINANCE LLC 144A	5.625% 03/15/2042 DD 03/15/12	10,186,000.00	10,331,902.23	10,403,471.10
ROCHE HOLDINGS INC 144A	7.000% 03/01/2039 DD 02/25/09	7,500,000.00	10,033,583.71	9,835,125.00
WELLS FARGO & CO 144A	5.606% 01/15/2044 DD 11/26/13	10,394,000.00	10,595,761.51	10,796,143.86
ABFC 2001-AQ1 TRUST AQ1 A6	VAR RT 11/20/2030 DD 03/01/01	346,838.58	345,496.72	337,088.95
ABFC 2005-AQ1 TRUST AQ1 A6	VAR RT 06/25/2035 DD 06/01/05	3,189,101.90	3,128,988.45	3,279,608.61
AMERICAN HOME MORTGAGE I 2 5A1	VAR RT 09/25/2035 DD 06/01/05	8,265,500.06	7,964,918.56	8,253,184.46
CHL MORTGAGE PASS-THROUG 15 A7	5.500% 08/25/2035 DD 06/01/05	2,126,427.95	2,085,660.57	1,993,441.15
CITIFINANCIAL MORTGAGE S 1 AF5	VAR RT 04/25/2034 DD 03/01/04	471,989.10	439,160.08	473,560.82
COMMIT TO PUR FNMA SF MTG	2.500% 01/01/2029 DD 01/01/14	200,000,000.00	198,812,500.00	197,938,000.00
CREDIT-BASED ASSET SER CB8 AF5	VAR RT 12/25/2035 DD 11/01/05	1,589,135.97	1,535,824.03	1,515,129.91
DEUTSCHE MORTGAGE SEC IN 1 3A6	VAR RT 12/25/2033 DD 01/01/04	648,115.44	646,157.64	658,828.79
FHLMC MULTICLASS MTG 2773 CD	4.500% 04/15/2024 DD 04/01/04	353,329.30	341,177.37	377,285.03
FHLMC MULTICLASS MTG 2810 PD	6.000% 06/15/2033 DD 06/01/04	62,078.37	61,996.22	63,884.85
FHLMC MULTICLASS MTG 33 D	8.000% 04/15/2020 DD 02/15/89	64,315.78	65,660.82	69,439.82
FHLMC MULTICLASS MTG 50 I	8.000% 06/15/2020 DD 05/15/89	32,216.30	33,370.51	34,618.67
FNMA POOL #0383661	6.620% 06/01/2016 DD 06/01/01	2,412,119.79	2,479,066.67	2,666,912.00
FNMA GTD REMIC P/T 06-46 PG	5.500% 02/25/2035 DD 05/01/06	530,458.37	521,529.72	546,987.45
FNMA GTD REMIC P/T 91-164 PX	7.500% 12/25/2021 DD 12/01/91	135,008.15	140,410.35	152,738.77
GE-WMC MORTGAGE SECURITI 1 A2A	VAR RT 08/25/2036 DD 08/21/06	210,100.64	210,100.64	81,273.23
GNMA GTD REMIC P/T 11-112 GN	2.000% 11/20/2036 DD 08/01/11	499,000.00	496,855.35	493,910.20
GNMA GTD REMIC P/T 11-82 LP	3.250% 02/20/2037 DD 06/01/11	1,000,000.00	1,014,683.41	1,021,050.00
GSAA HOME EQUITY TRUST 2 12 A1	VAR RT 08/25/2036 DD 07/28/06	1,504,471.09	1,504,471.09	792,766.00
HARBORVIEW MORTGAGE LOAN T A A	VAR RT 06/21/2037 DD 04/30/07	2,840,653.71	997,025.63	589,208.39
JP MORGAN MORTGAGE ACQ FLD1 M3	VAR RT 07/25/2035 DD 08/03/05	5,375,000.00	4,962,049.07	4,958,760.00
MASTR ALTERNATIVE LOAN T 6 1A5	5.500% 12/25/2035 DD 11/01/05	7,089,329.70	6,812,950.39	6,309,219.86
MORGAN STANLEY ABS CAPI NC6 M1	VAR RT 07/25/2034 DD 07/28/04	10,111,584.80	9,342,981.54	9,466,769.04
MORTGAGE PASS-THROUGH 18XS A6	VAR RT 06/25/2033 DD 05/01/03	364,269.16	358,953.61	361,504.36
NEW CENTURY HOME EQUITY 5 AI6	VAR RT 11/25/2033 DD 10/01/03	15,000,000.00	15,448,954.70	15,231,600.00
PEOPLE'S CHOICE HOME LOAN 1 M2	VAR RT 06/25/2034 DD 04/28/04	10,119,000.00	8,777,825.85	9,440,318.67
RAAC SERIES 2007-SP1 TR SP1 A3	VAR RT 03/25/2037 DD 04/10/07	15,000,000.00	14,001,449.63	13,710,750.00
RALI SERIES 2004-QS6 TR QS6 A1	5.000% 05/25/2019 DD 05/01/04	3,138,762.43	3,164,199.20	3,194,820.73
RAMP SERIES 2002-RS1 T RS1 AI5	VAR RT 01/25/2032 DD 01/01/02	762,744.03	749,764.17	743,759.33
RAMP SERIES 2003-RZ2 TR RZ2 A1	VAR RT 04/25/2033 DD 03/01/03	3,350,746.59	3,253,971.07	3,226,031.80
SEARS MORTGAGE SECURITIES 1 D	12.000% 02/25/2014 DD 02/01/84	17.96	17.97	17.98

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Security description 1	Security description 2	Shares/Par	Base cost	Base market value
SHEARSON LEHMAN CMO E 4	5.750% 05/01/2017 DD 01/01/87	209,186.72	216,012.74	216,552.18
SOUNDVIEW HOME LOAN TR OPT1 M2	VAR RT 06/25/2035 DD 05/12/05	14,250,000.00	9,974,163.09	11,383,612.50
WAMU MORTGAGE PASS THR AR10 A7	VAR RT 10/25/2033 DD 09/01/03	380,455.03	377,740.79	386,690.69
WELLS FARGO MORTGAGE BA 14 2A2	5.500% 10/25/2022 DD 09/01/07	2,434,174.52	2,509,682.94	2,522,023.88
BANC OF AMERICA FUNDING B 3A1	VAR RT 04/20/2035 DD 03/30/05	16,943,823.60	15,571,016.42	15,677,950.54
BANC OF AMERICA MERRILL L 6 AM	VAR RT 09/10/2047 DD 12/01/05	4,651,516.00	4,569,495.96	4,997,728.34
BEAR STEARNS COMMERCIA PW17 AM	VAR RT 06/11/2050 DD 09/01/07	2,000,000.00	2,009,801.90	2,253,180.00
BEAR STEARNS COMMERCIA PW18 A4	5.700% 06/11/2050 DD 12/01/07	3,300,000.00	3,317,567.57	3,709,266.00
BEAR STEARNS COMMERCIA PWR6 AJ	4.868% 11/11/2041 DD 12/01/04	4,285,000.00	4,320,651.14	4,407,336.75
BEAR STEARNS COMMERCIAL T18 A4	VAR RT 02/13/2042 DD 04/01/05	4,333,755.42	4,459,560.88	4,489,337.24
BEAR STEARNS COMMERCIAL T22 AM	VAR RT 04/12/2038 DD 04/01/06	2,000,000.00	2,077,194.20	2,167,020.00
CITIGROUP COMMERCIAL MO C6 A3B	VAR RT 12/10/2049 DD 07/01/07	8,000,000.00	8,400,913.86	8,218,960.00
COMMERCIAL MORTGAGE PASS C5 A3	VAR RT 09/15/2040 DD 11/01/07	8,000,000.00	8,015,759.39	8,092,960.00
GS MORTGAGE SECURITIES GG8 A4	5.560% 11/10/2039 DD 10/01/06	2,310,000.00	2,469,271.68	2,532,868.80
GS MORTGAGE SECURITIES GG8 AM	5.591% 11/10/2039 DD 10/01/06	1,500,000.00	1,455,887.85	1,644,120.00
IMPAC CMB TRUST SERIES 2 6 1A2	VAR RT 10/25/2035 DD 09/09/05	7,451,097.20	5,803,128.60	5,993,439.05
JP MORGAN CHASE COMME LDP7 A3A	VAR RT 04/15/2045 DD 06/01/06	268,197.64	272,548.85	268,103.77
JP MORGAN CHASE COMMER LDP6 A4	VAR RT 04/15/2043 DD 03/01/06	10,286,473.94	10,437,206.70	11,127,187.46
JP MORGAN CHASE COMMER LDP6 AJ	VAR RT 04/15/2043 DD 03/01/06	5,363,294.00	5,262,836.17	5,471,042.58
LB-UBS COMMERCIAL MORTGA C7 AJ	VAR RT 11/15/2040 DD 10/11/05	5,000,000.00	5,093,710.95	5,288,000.00
MERRILL LYNCH MORTGAGE CIP1 AM	VAR RT 07/12/2038 DD 08/01/05	3,625,000.00	3,752,846.54	3,827,456.25
MERRILL LYNCH MORTGAGE MCP1 A4	VAR RT 06/12/2043 DD 06/01/05	5,000,000.00	5,079,391.30	5,193,850.00
MERRILL LYNCH MORTGAGE T C1 A3	VAR RT 05/12/2039 DD 05/01/06	2,204,502.31	2,233,206.25	2,206,971.35
MORGAN STANLEY CAPITAL IQ16 A4	5.809% 12/12/2049 DD 11/01/07	3,400,000.00	3,418,112.92	3,800,996.00
MORGAN STANLEY CAPITAL T23 A4	VAR RT 08/12/2041 DD 08/01/06	3,340,000.00	3,494,566.34	3,672,396.80
TIAA SEASONED COMMER C4 D 144A	VAR RT 08/15/2039 DD 07/10/07	1,000,000.00	971,915.20	939,200.00
TIAA SEASONED COMMERCIAL C4 AJ	VAR RT 08/15/2039 DD 07/10/07	2,073,000.00	2,164,619.39	2,199,038.40
TIAA SEASONED COMMERCIAL C4 C	VAR RT 08/15/2039 DD 07/10/07	1,000,000.00	998,529.48	1,007,680.00
UBS-BAMLL TRUST WRM A 144A	3.663% 06/10/2030 DD 07/01/12	1,500,000.00	1,571,490.23	1,425,090.00
ALABAMA POWER CAPITAL TRUST V	VAR RT 10/01/2042 DD 10/02/02	3,763,000.00	3,793,093.58	3,518,405.00
ALESCO PREFERRED F 7A A1B 144A	VAR RT 07/23/2035 DD 04/19/05	21,422,602.93	17,352,228.00	16,923,856.31
AMERICAN HOME MORTGAGE IN 3 4A	VAR RT 10/25/2034 DD 09/01/04	20,042,722.07	19,505,211.30	19,447,453.22
ARES CLO LTD 11-16A AR 144A	VAR RT 05/17/2021 DD 05/17/13	4,291,945.46	4,291,945.46	4,263,618.62
ARES XXV CLO LTD 3A A 144A	VAR RT 01/17/2024 DD 01/15/13	10,000,000.00	10,000,000.00	9,984,370.00
ARES XXV CLO LTD 3A B1 144A	VAR RT 01/17/2024 DD 01/15/13	10,000,000.00	10,000,000.00	9,978,540.00
ATRIUM IX 9A A 144A	VAR RT 02/28/2024 DD 02/28/13	41,500,000.00	41,500,000.00	40,856,750.00
AVALON IV CAPITAL LT 1A B 144A	VAR RT 04/17/2023 DD 03/21/12	9,000,000.00	8,882,956.61	9,016,272.00
CARLYLE GLOBAL MARK 1A A1 144A	VAR RT 02/14/2025 DD 02/14/13	41,600,000.00	41,600,000.00	41,127,132.80
CARLYLE GLOBAL MARK 4A B1 144A	VAR RT 01/20/2025 DD 12/12/12	9,000,000.00	9,000,000.00	9,027,972.00
CLO PASS-THROUGH REP 1A B 144A	VAR RT 08/11/2019 DD 02/02/11	13,250,000.00	11,550,922.02	12,561,000.00

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HALCYON STRUCTURED 2A A1A 144A	VAR RT 10/29/2021 DD 08/30/07	38,120,147.41	35,794,019.31	37,364,606.09
LIGHTPOINT CLO V 5A A1 144A	VAR RT 08/05/2019 DD 08/03/06	1,457,221.77	1,401,000.27	1,435,751.06
OHA CREDIT PARTNERS 7A A 144A	VAR RT 11/20/2023 DD 11/08/12	16,834,000.00	16,882,041.60	16,758,162.83
OIL INSURANCE LTD	VAR RT 112/29/2049 DD 06/22/06	4,000,000.00	4,071,495.49	3,498,200.00
PREFERRED TERM SECURITIES 144A	VAR RT 12/11/2032 DD 12/04/02	2,000,000.00	1,993,394.64	1,998,800.00
PREFERRED TERM SECURITIES REGS	VAR RT 06/23/2035 DD 03/17/05	2,505,454.02	1,927,363.03	2,302,261.70
PREFERRED TERM SECURITIES XI L	VAR RT 09/24/2033 DD 09/17/03	28,152,871.35	21,830,172.63	23,208,664.08
PREFERRED TERM SECURITIES XIII	VAR RT 03/24/2034 DD 03/17/04	5,046,728.78	3,967,186.76	4,745,439.07
PREFERRED TERM SECURITIES XIV	VAR RT 06/24/2034 DD 06/17/04	12,221,036.37	9,559,617.10	9,502,711.25
PREFERRED TERM SECURITIES XVII	VAR RT 09/23/2035 DD 06/15/05	4,178,879.35	4,178,879.38	282,910.13
SHERIDAN SQUARE CLO 1A A2 144A	VAR RT 04/15/2025 DD 03/12/13	10,000,000.00	9,870,502.66	9,827,000.00
TPREF FUNDING I LTD/TPREF FUND	VAR RT 11/15/2032 DD 10/29/02	2,000,000.00	2,000,000.00	486,720.00
BEAR STEARNS ARM TRUST 20 9 A1	VAR RT 10/25/2035 DD 09/01/05	9,327,278.59	8,825,568.50	9,161,253.03
CENTERPOINT ENERGY TRANSI A A3	5.090% 08/01/2015 DD 12/16/05	151,212.02	151,206.49	151,795.70
CONTINENTAL AIRLINES 1997-4 CL	6.900% 07/02/2019 DD 10/23/97	317,909.04	317,909.04	336,983.59
CONTINENTAL AIRLINES 2000-2 CL	7.707% 10/02/2022 DD 11/28/00	3,521,600.04	2,733,353.02	3,997,016.05
JCP&L TRANSITION FUNDING A A2	5.410% 09/05/2016 DD 08/10/06	295,063.40	295,042.78	300,873.20
NORTHWEST AIRLINES 2001-1 CLAS	7.041% 10/01/2023 DD 06/01/01	299,550.37	266,327.53	341,487.42
SLM STUDENT LOAN TR 4 A5D 144A	VAR RT 03/15/2033 DD 04/16/03	2,312,394.12	2,244,383.05	2,293,245.18
AES CORP/THE		312,500.00	3,578,923.34	4,534,375.00
AGILENT TECHNOLOGIES INC		79,200.00	3,394,858.76	4,529,448.00
ALCOA INC		346,000.00	3,279,993.18	3,677,980.00
AMERICAN INTERNATIONAL GROUP I		91,500.00	3,025,274.23	4,671,075.00
AON CORP		48,900.00	2,591,698.46	4,102,221.00
APPLIED MATERIALS INC		218,000.00	2,772,137.77	3,854,240.00
ASAHI GROUP HOLDINGS LTD		206,500.00	3,166,841.45	5,823,376.48
BAKER HUGHES INC		57,800.00	2,930,835.60	3,194,028.00
BARRATT DEVELOPMENTS		1,638,253.00	2,652,400.49	9,469,614.29
BASF SE		60,000.00	4,092,854.04	6,406,640.73
BBA AVIATION PLC GBP0.2976	(POST CONS)	608,815.00	2,357,593.25	3,232,769.60
BELLWAY ORD 12.5P		217,097.00	5,309,555.17	5,645,200.43
BHP BILLITON PLC	ADR	71,363.00	2,757,990.54	4,433,069.56
BP PLC	ADR	98,300.00	4,227,611.25	4,778,363.00
CAPITAL ONE FINANCIAL CORP		60,900.00	2,937,239.01	4,665,549.00
CARDINAL HEALTH INC		60,500.00	2,380,869.05	4,042,005.00
CAVERION CORP		263,225.00	1,147,173.26	3,228,126.91
CHARLES SCHWAB CORP/THE		148,900.00	2,057,667.06	3,871,400.00
CHARTER COMMUNICATIONS INC		5,122.00	1,690,000.00	469,943.50
CHRISTIAN DIOR EUR2		38,309.00	4,569,503.96	7,250,416.22
CIT GROUP INC		88,200.00	4,292,704.84	4,597,866.00

Security description 1	Security description 2	Shares/Par	Attachment A	
			Base cost	Base market value
CITRIX SYSTEMS INC		73,800.00	4,320,493.05	4,667,850.00
CRH ORD EUR0.32 DUBLIN LIST		151,364.00	5,671,583.62	3,816,868.04
CVS CAREMARK CORP		65,400.00	2,357,158.81	4,680,678.00
DEUTSCHE TELEKOM AG NPV (REGD)		347,100.00	4,909,472.49	5,945,100.51
DIRECTV		68,400.00	3,744,664.61	4,723,704.00
DNB ASA		337,110.00	4,024,126.09	6,028,900.51
DUNI AB		407,300.00	3,538,966.10	5,279,439.02
EI DU PONT DE NEMOURS & CO		71,800.00	3,459,198.52	4,664,846.00
EQUITYCO INC	WTS 30-NOV-2015	718.00	-	-
FLEXTRONICS INTERNATIONAL LTD		453,700.00	2,936,370.42	3,525,249.00
FREENET AG AG NPV(BR)		195,320.00	4,507,641.76	5,861,895.21
GENERAL ELECTRIC CO		162,600.00	3,102,355.79	4,557,678.00
GOOGLE INC		4,250.00	2,629,698.69	4,763,017.50
GREENCORE GROUP PLC		3,120,489.00	7,699,442.84	11,525,331.09
GTECH SPA EUR1		175,164.00	3,132,579.73	5,348,697.90
GUANGDONG INVT LTD ORD HK\$0.50		3,650,000.00	2,062,600.36	3,568,208.92
HANNOVER RUECKVERSICHERUNG SE		59,500.00	2,652,156.47	5,114,413.00
HESS CORP		52,700.00	3,965,101.67	4,374,100.00
HOSPIRA INC		83,800.00	2,890,744.04	3,459,264.00
IMERYS EUR2		64,111.00	4,031,068.86	5,584,082.17
INFOSYS LTD	ADR	99,917.00	4,632,437.02	5,655,302.20
INVESCO LTD		114,800.00	2,431,384.14	4,178,720.00
INVESTOR AB SEK 6.25 'B'		150,749.00	3,910,550.53	5,194,275.49
IPSOS		76,025.00	2,839,981.06	3,260,089.15
ISHARES MSCI EAFE ETF		792,000.00	39,524,839.20	53,139,240.00
KDDI CORP Y5000		114,000.00	4,050,424.46	7,017,553.71
KOHL'S CORP		65,100.00	3,631,649.91	3,694,425.00
KONE CORPORATION NPV ORD B		258,684.00	3,870,571.82	11,691,678.66
KONECRANES OYJ EUR0.50		112,396.00	4,732,584.12	4,005,095.12
LOOMIS AB NPV'B'		76,900.00	1,453,672.24	1,825,934.98
LOWE'S COS INC		79,300.00	1,552,673.67	3,929,315.00
MARSH & MCLENNAN COS INC		85,100.00	2,428,271.08	4,115,436.00
MAUREL ET PROM EUR0.77		260,393.00	4,849,867.15	4,361,317.74
MEIJI HOLDINGS CO LTD		90,173.00	4,153,337.04	5,799,623.86
METHANEX CORP		163,161.00	2,949,712.59	9,646,846.14
MICROSOFT CORP		113,500.00	3,035,500.60	4,246,035.00
MUENCHENER RUECKVERSICHERUNGS	G NPV REGD	25,400.00	3,961,159.69	5,605,238.79
NEWPAGE HLDGS INC COM		40,000.00	4,900,000.00	3,720,000.00
NOVARTIS AG	ADR	53,600.00	2,918,081.12	4,308,368.00
NOVARTIS AG CHF0.50 (REGD)		62,700.00	2,743,390.83	5,019,666.05

Security description 1	Security description 2	Shares/Par	Attachment A	
			Base cost	Base market value
OWENS-ILLINOIS INC		104,200.00	2,199,591.26	3,728,276.00
PERSIMMON ORD 10P		392,932.00	6,772,730.90	8,063,333.01
PROCTER & GAMBLE CO/THE		40,600.00	2,559,483.29	3,305,246.00
QUALCOMM INC		73,400.00	4,641,411.65	5,449,950.00
REPUBLIC SERVICES INC		57,900.00	1,611,443.19	1,922,280.00
REXAM ORD GBP0.714285714	(POST R/	556,906.00	4,538,978.71	4,893,202.36
SAMSUNG ELECTRONICS CO LTD	GDR	13,060.00	3,760,114.94	8,489,274.26
SANOFI	ADR	78,500.00	3,007,648.99	4,209,955.00
SASOL NVP		94,464.00	3,534,110.15	4,640,336.83
SCHLUMBERGER LTD		46,600.00	3,548,578.83	4,199,126.00
SHOWA DENKO KK Y50		2,849,300.00	6,994,381.69	4,039,253.03
SOLVAY NPV		27,169.00	4,336,551.86	4,305,315.21
SOUTHWEST AIRLINES CO		197,200.00	1,829,686.90	3,715,248.00
STANDARD CHARTERED ORD USD0.50		199,181.00	5,246,164.61	4,486,552.03
SVENSKA HANDELSBANKEN SER A	NPV	114,700.00	2,735,570.35	5,643,384.31
SYMRISE AG NPV (BR)		171,900.00	2,950,939.65	7,935,131.77
TAYLOR WIMPEY PLC ORD GBP0.01		5,533,053.00	2,210,406.62	10,217,992.73
TDH III HOLDINGS INC		100.00	613,978.09	27,257.00
TERADATA CORP		30,600.00	1,367,084.06	1,391,994.00
TEVA PHARMACEUTICAL INDUSTRIES	ADR	105,330.00	4,920,605.04	4,221,626.40
TEXAS INSTRUMENTS INC		105,600.00	2,890,361.75	4,636,896.00
THAI OIL PUBLIC CO LIMITED	THB10 (ALIEN MKT)	1,874,900.00	3,454,703.64	3,209,468.16
THERMO FISHER SCIENTIFIC INC		44,500.00	2,697,767.78	4,955,075.00
TRANSGENE NPV		53,260.00	1,025,659.78	644,360.84
TREVI FINANZIARIA EUR0.50		521,523.00	5,720,195.30	4,520,199.17
TULLOW OIL PLC ORD GBP0.10		353,900.00	5,145,515.36	5,011,555.78
UNITEDHEALTH GROUP INC		48,200.00	2,529,776.96	3,629,460.00
VODAFONE GROUP PLC	ADR	117,700.00	3,542,895.32	4,626,787.00
WEATHERFORD INTERNATIONAL LTD	REG	284,600.00	3,940,856.69	4,408,454.00
WELLPOINT INC		31,100.00	1,804,830.58	2,873,329.00
WINCOR NIXDORF AG NPV		83,440.00	4,542,951.45	5,791,348.57
YIT OYJ		263,225.00	3,938,628.25	3,685,142.63
YRC WORLDWIDE INC	10.000% 03/31/2015 DD 07/22/11	3,978,720.00	3,560,110.69	3,948,879.60
BNY MELLON CASH RESERVE	0.010% 12/31/2049 DD 06/26/97	78,572.00	78,572.00	78,572.00
CASH		-	(15,203,455.26)	(15,203,455.26)
CASH - BROKER		-	1,854,187.50	1,854,187.50
CASH - BROKER		-	(111,203,853.67)	(111,203,853.67)
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	2,304,263.99	2,304,263.99	2,304,263.99
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	17,916.02	17,916.02	17,916.02
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	542.01	542.01	542.01

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	1,050,159.18	1,050,159.18	1,050,159.18
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	20,313,856.96	20,313,856.96	20,313,856.96
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	1,059.40	1,059.40	1,059.40
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	10,280,740.11	10,280,740.11	10,280,740.11
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	2,590,276.28	2,590,276.28	2,590,276.28
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	2,036,353.30	2,036,353.30	2,036,353.30
MF GLOBAL FUTURES CASH		391,878.88	391,878.88	391,878.88
NON-BASE CURRENCY		-	1,040.82	1,073.02
NON-BASE CURRENCY		-	7,078.06	7,306.87
NON-BASE CURRENCY		-	1,249,571.53	1,249,571.52
NON-BASE CURRENCY		-	116,562.43	116,562.43
NON-BASE CURRENCY		-	481,172.02	488,127.37
NON-BASE CURRENCY - BROKER		-	1,683,677.30	1,612,497.45
NON-BASE CURRENCY - BROKER		-	42,699,234.71	44,580,175.80
NON-BASE CURRENCY - BROKER		-	41,524,804.31	35,994,408.76
NON-BASE CURRENCY - BROKER		-	39,446,557.64	41,542,686.13
SWAP COLLATERAL WITH MORGAN	STANLEY	2,131,000.00	2,131,000.00	2,131,000.00
PAYABLE FOR FORWARD FOREIGN EXCHANGE CONTRACTS		-	(1,246,499.90)	(1,249,537.71)
PAYABLE FOR FORWARD FOREIGN EXCHANGE CONTRACTS		-	(965,385.24)	(965,385.24)
PAYABLE FOR INVESTMENTS PURCHASED		-	(199,020,833.33)	(199,020,833.33)
PAYABLE FOR INVESTMENTS PURCHASED		-	(967,465.97)	(967,051.19)
PAYABLE FOR INVESTMENTS PURCHASED		-	(548,186.67)	(548,186.67)
FFX CONTRACTS RECEIVABLE		-	1,246,499.90	1,246,499.90
FFX CONTRACTS RECEIVABLE		-	965,385.24	967,051.19
RECEIVABLE FOR INVESTMENTS SOLD		-	1,771,702.35	1,771,702.35
RECEIVABLE FOR INVESTMENTS SOLD		-	503,828.62	503,828.62
RECEIVABLE FOR UNITS ISSUED		-	20,000,000.00	20,000,000.00
RECEIVABLE FOR UNITS ISSUED		-	(22,478.47)	(22,478.47)
RECEIVABLE FOR UNITS ISSUED		-	22,478.47	22,478.47
90DAY EURODOLLAR FUTURE (CME)	EXP JUN 20	1,722.00	-	(486,837.50)
90DAY EURODOLLAR FUTURE (CME)	EXP JUN 21	(2,724.00)	-	2,077,362.50
90DAY EURODOLLAR FUTURE (CME)	EXP JUN 19	1,002.00	-	(1,621,487.50)
90DAY EURODOLLAR FUTURE (CME)	EXP SEP 16	(2,400.00)	-	2,660,000.00
90DAY EURODOLLAR FUTURE (CME)	EXP SEP 17	(2,400.00)	-	2,830,000.00
AUSTRALIAN DOLLAR CCY FUT(CME)	EXP MAR 14	(250.00)	-	262,000.00
BRITISH POUND CURRENCY (CME)	EXP MAR 14	(580.00)	-	(674,250.00)
DJ EURO STOXX 50 FUTURE (EUX)	EXP MAR 14	250.00	-	626,967.25
EURO FX CURR FUTURE (CME)	EXP MAR 14	(820.00)	-	(15,375.00)
FTSE 100 INDEX FUTURE (LIF)	EXP MAR 14	100.00	-	481,140.63
JAPANESE YEN CCY FUTURE (CME)	EXP MAR 14	(420.00)	-	1,292,312.50

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
S & P 500 E MINI IND FUT (CME)	EXP MAR 14	(140.00)	-	(319,950.00)
S & P 500 E MINI IND FUT (CME)	EXP MAR 14	1,050.00	-	3,491,250.00
SWISS FUTURE CCY FUTURE (CME)	EXP MAR 14	(180.00)	-	70,875.00
US 5YR TREAS NTS FUTURE (CBT)	EXP MAR 14	1,900.00	-	(2,983,086.43)
US TREAS BD FUTURE (CBT)	EXP MAR 14	900.00	-	(1,931,250.00)
US ULTRA BOND (CBT)	EXP MAR 14	238.00	-	(288,062.50)
US ULTRA BOND (CBT)	EXP MAR 14	690.00	-	(2,264,062.50)
YEN DENOM NIKKEI 225 FUT (CME)	EXP MAR 14	120.00	-	442,414.72
TRS EL UL MS SYSTEMATIC VOL ID	P 1.25% 2014 MAY 20	30,000,000.00	-	(2,342,348.42)
TRS FL UL MS SYSTEMATIC VOL ID	P 1.25% 2014 MAY 20	(30,000,000.00)	-	-
ASHMORE EMERGING MARKETS DEBT	FUND	586,214.25	113,901,075.32	104,963,729.55
CIF II OPPORTUNISTIC EMD	(SERIES 1)	10,271,291.04	109,615,939.23	109,491,962.50
FRONT POINT HEALTHCARE	HORIZONS FUND LP	27,116.44	27,116.44	41,208.00
FRONT POINT ONSHORE HEALTHCARE	FLAGSHIP ENCHANCED FUND LP	8,944.00	8,944.00	6,942.00
MARSHAL WACE GLOBAL	OPPORTUNITIES FUND	42,253.03	5,099,219.45	5,264,444.57
TITAN MASTERS INTERNATIONAL	FUND LTD	351,465.79	50,000,000.00	60,259,612.96
TWO SIGMA SPECTRUM CAYMAN	FUND LTD	5,500.00	5,500,000.00	5,741,451.65
VISIUM GLOBAL OFFSHORE FUND		10,000.00	10,000,000.00	10,406,609.00
ACCELECARE HOLDINGS INC		1,000,000.00	1,000,000.00	1,002,322.07
ACTIS GLOBAL 4		426,945.96	445,526.50	432,000.00
ARCLIGHT ENERGY PARTNERS FUND	V LP	2,433,343.00	2,433,343.00	2,640,898.00
AZURE MIDSTREAM HOLDINGS LLC		5,000,000.00	5,000,000.00	4,997,000.00
BELL INSTITUTIONAL FUND IV LLC		15,296,957.64	15,296,958.37	15,745,181.00
BLUE VISTA SPONSOR EQUITY FUND	III TE LP	1,934,290.00	1,924,960.00	1,929,724.00
BLUE VISTA SPONSOR EQUITY FUND	II LLC	7,952,060.00	4,549,853.32	8,347,600.00
BREXAN HOWARD ASIA FUND		42,991.08	10,000,000.00	18,565,738.36
CAPMARK COML REALTY PTS III		5,164,366.00	1,537,272.00	5,283,709.00
CATTERTON PARTNERS VII LP		1,172,618.00	1,172,618.00	957,270.00
COBALT INDUSTRIAL REIT III		13,167,215.00	11,336,049.71	13,755,709.00
CROW HOLDINGS REALTY PARTNERS	VI-A LP	1,716,483.00	1,716,483.00	1,670,010.00
CROW HOLDINGS REALTY PARTNERS	V LP	6,387,684.00	6,259,339.00	7,047,278.00
CYPRUM INVESTORS III LP		1,430,457.00	1,400,587.00	1,469,463.00
CYPRUM INVESTORS IV LP		44,533.00	44,533.00	567.00
ENCAP ENERGY CAPITAL FUND IX	LP	507,121.18	507,121.18	27,225.11
ENCAP ENERGY CAPITAL FUND VII	LP	2,198,269.53	4,083,731.96	2,271,105.43
ENCAP ENERGY CAPITAL VIII LP		2,714,638.64	2,353,217.08	2,849,063.00
ENCAP ENERGY FUND VIII COINVES		1,211,339.35	1,066,079.75	1,306,010.75
ENERGY SPECTRUM PARTNERS V		934,069.84	2,152,362.25	1,758,022.00
ENERGY SPECTRUM PARTNERS VI		4,234,709.15	3,753,499.32	4,245,363.00
ENERGY TRUST PARTNERS IV LP		2,564,897.00	2,727,296.55	1,962,711.00

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
GARTMORE PRIVATE EQUITY III LP		74,293,815.93	75,400,227.77	103,738,467.04
GLOBAL INFRASTRUCTURE PARTNERS	B LP	2,665,636.97	1,191,084.16	3,278,754.98
GSO CAP OPPORTUNITIES FD II LP	LP	2,831,089.00	2,048,427.00	2,988,724.00
HARBERT UNITED STATES RE FD V	LP	1,683,337.46	1,683,337.46	1,874,270.54
HARBOURVEST PARTNERS VI BUYOUT	PF LP	344,492.00	365,549.00	368,813.00
HARBOURVEST VI PARTNERSHIP FD		978,919.00	888,178.00	1,028,479.00
INTERWEST PARTNERS VIII LP		724,415.82	753,207.91	850,022.00
INVESCO REAL ESTATE FUND II		3,303,556.00	1,118,957.00	3,370,649.00
KAYNE ANDERSON CREDIT OPP FD	QP LP	1,470,000.00	1,470,000.00	1,469,172.00
KAYNE ANDERSON MEZZANINE	PARTNERS (QP) LP	5,483,737.00	5,494,034.00	5,817,252.00
KAYNE ANDERSON RE PARTNERS I	LP	1,705,530.00	1,541,877.00	1,897,576.00
KAYNE ANDERSON REAL ESTATE	PARTNERS III LP	1,463,437.00	1,463,437.00	1,415,589.00
KAYNE ANDERSON REAL ESTATE	PARTNERS II QP LP	5,505,665.00	5,530,425.00	5,861,929.00
KTR INDUSTRIAL FUND III L.P.		5,741,126.00	5,636,599.00	5,867,470.00
MACQUARIE INFRASTRUCTURE	PARTNERS INTL LP	8,223,781.07	8,036,281.07	8,400,951.37
MBK PARTNERS FUND III LP		3,064,103.00	2,222,654.00	2,992,209.00
METROPOLITAN RE PARTNERS V LP		7,261,200.00	5,244,676.00	7,713,664.00
MILLENIUM INTERNATIONAL, LTD		10,000.00	10,000,000.00	10,234,133.00
NEWSTONE CAPITAL FUND II		3,226,192.00	3,380,161.00	3,395,739.00
NEWSTONE CAPITAL PARTNERS		1,179,337.00	1,145,234.00	1,206,180.00
PRUDENTIAL CAP PTNR III		4,083,699.18	3,648,052.35	4,049,366.23
RAM REALTY PARTNERS II LLC		6,329,708.00	6,329,709.00	6,596,654.00
ROCKBRIDGE HOSPITALITY FUND	IV LP	2,932,814.68	4,213,287.80	2,989,498.00
SAGUENAY OFFSHORE FUND LIMITED	CLASS A N SERIES 2A N	300,000.00	30,000,000.00	31,913,310.00
SAGUENAY OFFSHORE FUND LIMITED	CLASS A N SERIES 1A N	350,000.00	35,000,000.00	40,610,920.00
SILVER LAKE PARTNERS IV LP		332,879.00	332,879.00	311,294.00
SILVER LAKE PTRS III		6,710,584.00	5,213,359.00	7,562,006.00
SPE I PARTNERS LP		1,364,420.00	1,406,784.33	1,470,878.00
SPE II PARTNERS LP		881,769.92	872,636.59	957,964.00
TA IX L.P.		48,585.00	214,429.06	442,297.00
TITAN TRADING FUND OFFSHORE	CLASS C-U-2-13	17,111.47	20,000,000.00	17,881,978.21
TITAN TRADING FUND OFFSHORE		26,031.11	30,000,000.00	-
TRIDENT IV LP		3,914,825.15	2,218,419.86	4,256,422.26
TRIDENT V LP		3,311,011.83	2,867,564.26	3,457,158.35
US GOVT BLDING OPEN-END FEEDER	1 LP	10,297,446.57	9,964,647.40	10,552,672.00
US INDUSTRIAL REIT II		4,946,375.00	2,126,623.29	5,229,168.00
WESTPORT CAPITAL PARTNERS FUND	II	9,786,089.50	8,166,726.50	10,020,797.29
WRIGHTWOOD CAPITAL HIGH YIELD	PARTNERS II	2,475,349.11	2,266,836.71	2,618,549.00
YUKON CAPITAL PARTNERS	PARALLEL LP	3,416,802.00	3,124,974.00	3,657,722.00
Total investments		3,483,846,349.37	3,990,919,985.66	4,180,505,200.14

Attachment B

Shares/Par	Security ID	Security description 1	Security description 2	Cost	Proceeds
4,000.00	99F167I3C	90DAY EUROS DOLLAR FUTURE (CME)	EXP SEP 23	-	19,000.00
1,600.00	99F167I5C	90DAY EUROS DOLLAR FUTURE (CME)	EXP SEP 15	-	2,280,000.00
1,600.00	99F167L5C	90DAY EUROS DOLLAR FUTURE (CME)	EXP DEC 15	-	(3,000,000.00)
1,600.00	99F167L6C	90DAY EUROS DOLLAR FUTURE (CME)	EXP DEC 16	-	(3,560,000.00)
10,000,000.00	037411BA2	APACHE CORP	4.750% 04/15/2043 DD 04/09/12	(10,552,526.84)	9,417,250.00
200.00	99F240F3C	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP JUN 13	-	1,335,650.00
200.00	99F240I3C	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP SEP 13	-	226,000.00
200.00	99F240L3C	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP DEC 13	-	382,305.00
7,000,000.00	067901AQ1	BARRICK GOLD CORP	4.100% 05/01/2023 DD 05/02/13	(6,986,390.94)	6,492,570.00
8,000,000.00	055451AV0	BHP BILLITON FINANCE USA LTD	5.000% 09/30/2043 DD 09/30/13	(7,998,800.73)	8,138,720.00
580.00	99F193F3C	BRITISH POUND CCY FUTURE (CME)	EXP JUN 13	-	(2,207,437.50)
580.00	99F193I3C	BRITISH POUND CURRENCY FUT CME	EXP SEP 13	-	(232,000.00)
580.00	99F193L3C	BRITISH POUND CURRENCY FUTURE	EXP DEC 13	-	(2,399,750.00)
2,000.00	XXF316F3S	DJ EURO STOXX 50 FUTURE (EUX)	EXP JUN 13	-	1,239,725.00
1,900.00	XXF316I3S	DJ EURO STOXX 50 FUTURE (EUX)	EXP SEP 13	-	5,363,680.98
1,650.00	XXF316L3S	DJ EURO STOXX 50 FUTURE (EUX)	EXP DEC 13	-	1,433,295.36
860.00	99F205F3C	EURO FX CURR FUTURE (CME)	EXP JUN 13	-	(3,432,500.00)
820.00	99F205I3C	EURO FX CURR FUTURE (CME)	EXP SEP 13	-	702,125.00
820.00	99F205L3C	EURO FX CURR FUTURE (CME)	EXP DEC 13	-	(5,289,000.00)
215,655.46	32007UBB4	FIRST DATA 4/13 (USD) TL		(173,995.56)	214,038.03
4,000,000.00	35671DBA2	FREEMPORT-MCMORAN COPPER & 144A	5.450% 03/15/2043 DD 03/07/13	(3,981,760.68)	4,026,520.00
930.00	EXF210F3J	FTSE 100 INDEX FUTURE (LIF)	EXP JUN 13	-	(332,125.42)
710.00	EXF210I3J	FTSE 100 INDEX FUTURE (LIF)	EXP SEP 13	-	4,144,378.56
760.00	EXF210L3J	FTSE 100 INDEX FUTURE (LIF)	EXP DEC 13	-	(1,258,260.30)
10,000,000.00	NAB1G56M7	GENERAL ELECTRIC CAPITAL CORP	VAR RT 12/29/2016	(9,802,109.01)	9,801,500.00
25,400,000.00	42809HAD9	HESS CORP	5.600% 02/15/2041 DD 08/10/10	(26,905,771.42)	27,059,806.00
370.00	99F190F3C	JAPANESE YEN CCY FUTURE (CME)	EXP JUN 13	-	238,750.00
370.00	99F190I3C	JAPANESE YEN CCY FUTURE (CME)	EXP SEP 13	-	2,280,125.00
370.00	99F190L3C	JAPANESE YEN CCY FUTURE (CME)	EXP DEC 13	-	1,022,974.61
10,000,000.00	652482CL2	NEWS AMERICA INC 144A	5.400% 10/01/2043 DD 09/30/13	(9,945,546.80)	10,289,300.00
392,932.00	EX99V2KQ8	PERSIMMON PLC 10P		(449,239.16)	446,969.97
597,300.00	EXB944DK2	REXAM NON CUM RED PRF GBP0.45	INT	-	420,997.95

Attachment B

Shares/Par	Security ID	Security description 1	Security description 2	Cost	Proceeds
900.00	99F295F3C	S & P 500 EMINI IND FUT (CME)	EXP JUN 13	-	3,326,756.31
1,200.00	99F295L3C	S & P 500 EMINI IND FUT (CME)	EXP DEC 13	-	5,770,987.50
850.00	99F295I3C	S&P 500 EMINI INDEX FUT (CME)	EXP SEP 13	-	2,763,250.00
200.00	AAF236F3U	SPI 200 INDEX FUTURE (SFE)	EXP JUN 13	-	(1,870,642.19)
160.00	AAF236I3U	SPI 200 INDEX FUTURE (SFE)	EXP SEP 13	-	2,077,549.60
160.00	AAF236L3U	SPI 200 INDEX FUTURE (SFE)	EXP DEC 13	-	(34,760.49)
180.00	99F189F3C	SWISS FUTURE CCY FUTURE (CME)	EXP JUN 13	-	(690,375.00)
180.00	99F189I3C	SWISS FUTURE CCY FUTURE (CME)	EXP SEP 13	-	357,750.00
180.00	99F189L3C	SWISS FUTURE CCY FUTURE (CME)	EXP DEC 13	-	(1,288,793.75)
1,325.00	99F139F3A	US 10 YR TREAS NTS FUT (CBT)	EXP JUN 13	-	212,031.75
2,025.00	99F139I3A	US 10 YR TREAS NTS FUT (CBT)	EXP SEP 13	-	4,491,406.25
1,000.00	99F139C3A	US 10YR TREAS NTS FUTURE (CBT)	EXP MAR 13	-	(2,400.00)
1,925.00	99F139L3A	US 10YR TREAS NTS FUTURE (CBT)	EXP DEC 13	-	(3,836,163.10)
2,000.00	99F183I3A	US 5YR TREAS NTS FUTURE (CBT)	EXP SEP 13	-	(6,562,500.00)
2,450.00	99F183L3A	US 5YR TREAS NTS FUTURE (CBT)	EXP DEC 13	-	4,258,203.85
1,400.00	99F133C3A	US TREAS BD FUTURE (CBT)	EXP MAR 13	-	3,813,687.50
810.00	99F133F3A	US TREAS BD FUTURE (CBT)	EXP JUN 13	-	5,494,687.50
1,620.00	99F133I3A	US TREAS BD FUTURE (CBT)	EXP SEP 13	-	4,762,687.20
1,120.00	99F133L3A	US TREAS BD FUTURE (CBT)	EXP DEC 13	-	1,819,062.04
1,000.00	99F1329QB	US TREAS BD FUTURE JUN 13	PUT JUN 13 142.000 ED 05/24/13	(831,229.50)	137,530.00
1,000.00	99F1339SA	US TREAS BD FUTURE SEP 13	PUT AUG 13 137.000 ED 07/26/13	(987,480.00)	2,992,216.00
1,000.00	99F1339SB	US TREAS BD FUTURE SEP 13	PUT AUG 13 133.000 ED 07/26/13	309,400.00	(374,975.00)
500.00	99F1339QC	US TREAS BOND FUTURE JUN 13	PUT JUN 13 144.000 ED 05/24/13	(243,740.00)	373,450.00
1,209.00	99F700I3A	US ULTRA BOND (CBT)	EXP SEP 13	-	(10,741,031.60)
5,144.00	99F700L3A	US ULTRA BOND (CBT)	EXP DEC 13	-	4,155,167.71
648.00	99F700F3A	US ULTRA BOND FUT (CBT)	EXP JUN 13	-	(1,180,218.75)
1,100.00	FJF232F3C	YEN DENOM NIKKEI 225 FUT (CME)	EXP JUN 13	-	7,413,501.38
950.00	FJF232I3C	YEN DENOM NIKKEI 225 FUT (CME)	EXP SEP 13	-	6,301,987.09
830.00	FJF232L3C	YEN DENOM NIKKEI 225 FUT (CME)	EXP DEC 13	-	1,871,108.80
Total assets acquired and disposed of within year				(78,549,190.64)	111,075,768.84

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
▶ Round off amounts to nearest dollar.	
▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.	
A Name of plan Nationwide Retirement Plan	B Three-digit plan number (PN) ▶ 333
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Nationwide Mutual Insurance Company	D Employer Identification Number (EIN) 31-4177100
E Type of plan: ☐ Single ☐ Multiple-A ☒ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information		
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>			
2 Assets:			
a Market value	2a 4,389,349,237		
b Actuarial value	2b 4,162,040,465		
3 Funding target/participant count breakdown:			
a For retired participants and beneficiaries receiving payment	3a 13,452	(1) Number of participants	(2) Funding Target
b For terminated vested participants	3b 12,200		
c For active participants:			
(1) Non-vested benefits	3c(1)		27,282,327
(2) Vested benefits	3c(2)		1,188,466,376
(3) Total active	3c(3) 30,885		1,215,748,703
d Total	3d 56,537		2,942,747,220
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate	5		6.39 %
6 Target normal cost	6		92,601,170

Statement by Enrolled Actuary
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	Jeffrey A. Rees 	07/31/2014
Signature of actuary		Date
Jeffrey A. Rees		14-05941
Type or print name of actuary		Most recent enrollment number
Deloitte Consulting LLP		(313) 396-2413
Firm name		Telephone number (including area code)
200 Renaissance Center, Suite 3900		
Detroit MI 48243		
Address of the firm		

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	212,216,492	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	212,216,492	0
10	Interest on line 9 using prior year's actual return of <u>11.67</u> %	24,765,665	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of <u>7.10</u> % except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	236,982,157	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	133.38 %
15	Adjusted funding target attainment percentage	15	141.43 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	151.75 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	0	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
	a Contributions allocated toward unpaid minimum required contributions from prior years	19a 0
	b Contributions made to avoid restrictions adjusted to valuation date	19b 0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 0
20	Quarterly contributions and liquidity shortfalls:	
	a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
	b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
	c If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	92,601,170	
b Excess assets, if applicable, but not greater than line 31a	31b	92,601,170	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
▶ Round off amounts to nearest dollar.	
▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.	
A Name of plan Nationwide Retirement Plan	B Three-digit plan number (PN) ▶ 333
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Nationwide Mutual Insurance Company	D Employer Identification Number (EIN) 31-4177100
E Type of plan: ☐ Single ☐ Multiple-A ☒ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>
2	Assets:
a	Market value 2a 4,389,349,237
b	Actuarial value 2b 4,162,040,465
3	Funding target/participant count breakdown:
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a 13,452 1,322,376,258
b	For terminated vested participants 3b 12,200 404,622,259
c	For active participants:
(1)	Non-vested benefits 3c(1) 27,282,327
(2)	Vested benefits 3c(2) 1,188,466,376
(3)	Total active 3c(3) 30,885 1,215,748,703
d	Total 3d 56,537 2,942,747,220
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 6.39 %
6	Target normal cost 6 92,601,170

Statement by Enrolled Actuary
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	Jeffrey A. Rees 	07/31/2014
	Signature of actuary	Date
Jeffrey A. Rees	Type or print name of actuary	14-05941
		Most recent enrollment number
Deloitte Consulting LLP	Firm name	(313) 396-2413
		Telephone number (including area code)
200 Renaissance Center, Suite 3900		
Detroit	MI 48243	
	Address of the firm	

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	212,216,492	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	212,216,492	0
10	Interest on line 9 using prior year's actual return of <u>11.67</u> %	24,765,665	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		0
b	Interest on (a) using prior year's effective interest rate of <u>7.10</u> % except as otherwise provided (see instructions)		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	236,982,157	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	133.38 %
15	Adjusted funding target attainment percentage	15	141.43 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	151.75 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	0	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a	Contributions allocated toward unpaid minimum required contributions from prior years	19a 0
b	Contributions made to avoid restrictions adjusted to valuation date	19b 0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 0
20	Quarterly contributions and liquidity shortfalls:	
a	Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b	If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c	If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	92,601,170	
b Excess assets, if applicable, but not greater than line 31a	31b	92,601,170	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Attachment to Schedule SB of 2013 Form 5500

Name: Nationwide Retirement Plan

EIN / PIN 31 - 4177100 / 333

Schedule SB, Line 22 - Description of Weighted Average Retirement Age

The valuation uses rates of retirement for each age once a participant attains early retirement eligibility. The average weighted retirement age for the plan is calculated as follows:

Cash Balance				
(A)	(B)	(C)	(D)	(A) * (D)
Age	Count	Retirement Rate	Retirements	Weighted Age
55	10,000	5%	500	27,500
56	9,500	8%	760	42,560
57	8,740	8%	699	39,854
58	8,041	10%	804	46,637
59	7,237	10%	724	42,697
60	6,513	10%	651	39,078
61	5,862	10%	586	35,757
62	5,276	15%	791	49,063
63	4,484	15%	673	42,376
64	3,812	15%	572	36,591
65	3,240	20%	648	42,118
66	2,592	10%	259	17,106
67	2,333	20%	467	31,258
68	1,866	20%	373	25,380
69	1,493	15%	224	15,452
70	1,269	100%	1,269	88,829
				<u>622,256</u>

The average weighted retirement age above is the sum of the weighted age (622,256) divided by the original count (10,000)

62

Number of 2013 Cash Balance Participants
 Number of 2013 Final Average Pay Participants
 The weighted retirement age is the blended retirement age of the two groups.

Final Average Pay Eligible				
(A)	(B)	(C)	(D)	(A) * (D)
Age	Count	Retirement Rate	Retirements	Weighted Age
55	10,000	8%	800	44,000
56	9,200	8%	736	41,216
57	8,464	8%	677	38,596
58	7,787	10%	779	45,164
59	7,008	10%	701	41,348
60	6,307	10%	631	37,844
61	5,677	15%	851	51,941
62	4,825	20%	965	59,832
63	3,860	20%	772	48,637
64	3,088	20%	618	39,528
65	2,470	30%	741	48,174
66	1,729	30%	519	34,241
67	1,211	25%	303	20,276
68	908	25%	227	15,434
69	681	28%	191	13,155
70	490	100%	490	34,319
				<u>613,706</u>

The average weighted retirement age is the sum of the weighted age above (613,706) divided by the original count (10,000)

61

19,731
 11,154
 62

Attachment to Schedule SB of 2013 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

SCHEDULE SB, PART V -- STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS**Liability Valuation Method****Funding Target and Target Normal Cost as Defined in PPA**

The funding target is defined to be the present value of the benefits accrued or earned at valuation date. The earned benefits include retirement-type benefits and ancillary benefits (1.430(d)-1(c)(1)(i)). If the amount of a benefit that is expected to be paid is neither a function of the accrued benefit at the time the benefit is expected to be paid nor a function of the participant's service at that time, then the portion of the benefit taken into account for purposes of determining the funding target for a plan year is based on the proportion of a participant's service as of the first day of the plan year relative to the service the participant will have when the participant decrements. The portion of the benefit that is taken into account in the target normal cost is the increase in the proportional benefit for the plan year (1.430(d)-1(c)(1)(ii)(C)). The determination of the funding target and target normal cost of a plan for a plan year is not permitted to take into account any limitations or anticipated limitations under section 436 (1.430(d)-1(c)(1)(iii)).

The target normal cost is the present value of all the benefits expected to accrue or to be earned during the year (benefits attributable to services performed in a prior year that are increased by reason of a compensation increase in the current year are treated as having accrued during the current year). Plan administrative expenses paid (or expected to be paid) from plan assets for a plan year are not reflected in the determination of a plan's funding target for that plan year (1.430(d)-1(c)(2)), but are reflected in the determination of a plan's target normal cost.

Generally if insurance contracts are held by the Plan, they are included in plan assets and the related benefits are included in the liability. In the case of benefits that are funded through insurance contracts purchased from an insurance company licensed under the laws of a State, the Plan is permitted to exclude the benefits from the liability and the insurance policy from the assets, but only to the extent that the right to receive benefits is an irrevocable contractual right based on premiums paid prior to the valuation date (1.430(d)-1(c)(3)).

The determination of a plan's funding target and target normal cost for a plan year is based on plan provisions that are adopted no later than the valuation date for the plan year and that become effective during that plan year. Section 412(d)(2) applies for purposes of determining whether a plan amendment is treated as having been adopted on the first day of the plan year (including a plan amendment adopted within two and one half months after the close of the plan year) (1.430(d)-1(d)).

For maximum deductible purposes, the cushion amount is equal to the sum of 50 percent of the funding target for the plan year and the amount the funding target for the plan year would increase if the Plan were to take into account increases in compensation which are expected to occur in succeeding plan years. If the Plan does not base benefits for service to date on compensation, increases in benefits which are expected to occur in succeeding plan years (determined on the basis of the average annual increase in benefits over the six preceding plan years) are taken into account in lieu of expected increases in compensation. For plans that have less than 100 participants, increases in benefits for highly compensated employees as a result of plan amendments within the last two years are excluded from the calculation of the cushion amount.

Attachment to Schedule SB of 2013 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

SCHEDULE SB, PART V -- STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS (CONTINUED)**Actuarial Methods for Funding and Present Value of Accrued Benefits****Asset Valuation Method**

Funding Purposes: Plan assets are determined using the two-year averaging method as set forth in Notice 2009-22. Under this method, the actuarial value of assets is the average of the fair market value of the assets on the valuation date and the adjusted fair market value of assets determined as of the two prior determination dates. The adjusted fair market value of assets as of a determination date is the market value of assets on that date, increased by contributions that were not included in the plan's asset balance on the determination date and decreased by benefits and administrative expenses between that determination date and the valuation date plus an adjustment for expected earnings as the sum of the expected earnings separately determined for each period between the determination date and the valuation date. The calculated value is then further constrained to be no more than 110% of the market value of assets plus discounted receivable contributions and no less than 90% of the market value of assets plus discounted contributions.

Procedures

Financial and census data: Financial and census data was submitted by the plan sponsor. Information provided was reviewed for internal consistency and we have no reason to doubt its substantial accuracy.

No benefits of materiality were excluded from the valuation of the liabilities.

The limitations of the Internal Revenue Code 415(b) and 401(a)(17) have been incorporated into our calculations.

No liability is included for participants who terminated without vesting in their benefit prior to the valuation date.

The plan sponsor provided us with the data on its employees as of the valuation date, but only those employees who have completed the Plan's eligibility requirements are included in the valuation of liabilities.

Present Value of Accrued and Vested Benefits (ASC 960)

For active participants, the accrued pension benefits as of the valuation date and payable from the assumed retirement age were determined based on actual plan compensation history for each participant. For inactive participants, accrued benefits were either supplied by the Company or estimated. The present value of accrued benefits was determined by multiplying the accrued pension benefits by single premium cost factors based on the applicable actuarial assumptions for accrued benefits.

Method Changes Since Last Year

None.

Attachment to Schedule SB of 2013 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

SCHEDULE SB, PART V -- STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS (CONTINUED)

Actuarial Cost Method	Unit Credit																														
Asset Valuation Method	2-year Annual Averaging Method as set forth in IRS Notice 2009-22																														
Interest Rates	Funding Target: January 2013 Segment Rates <table><tr><td></td><td>Pre-Map-21 Segment Rates¹</td><td>25 Year Average Segment Rates</td><td>MAP-21 Corridor (90%-110% for 2012)</td><td>Map-21 Segment Rates²</td></tr><tr><td>Lookback Month</td><td>January</td><td>N/A</td><td>N/A</td><td>N/A</td></tr><tr><td>First Segment Rate</td><td>1.62%</td><td>5.81%</td><td>4.94% - 6.68%</td><td>4.94%</td></tr><tr><td>Second Segment Rate</td><td>4.40%</td><td>7.23%</td><td>6.15% - 8.31%</td><td>6.15%</td></tr><tr><td>Third Segment Rate</td><td>5.45%</td><td>7.95%</td><td>6.76% - 9.14%</td><td>6.76%</td></tr><tr><td>Effective Rate</td><td>4.87%</td><td>N/A</td><td>N/A</td><td>6.39%</td></tr></table> ¹Used for maximum deductible, ERISA 4010 reporting, excess assets for §420 transfers ²Used for minimum funding and benefit restrictions ASC 960: 6.50% per annum		Pre-Map-21 Segment Rates ¹	25 Year Average Segment Rates	MAP-21 Corridor (90%-110% for 2012)	Map-21 Segment Rates ²	Lookback Month	January	N/A	N/A	N/A	First Segment Rate	1.62%	5.81%	4.94% - 6.68%	4.94%	Second Segment Rate	4.40%	7.23%	6.15% - 8.31%	6.15%	Third Segment Rate	5.45%	7.95%	6.76% - 9.14%	6.76%	Effective Rate	4.87%	N/A	N/A	6.39%
	Pre-Map-21 Segment Rates ¹	25 Year Average Segment Rates	MAP-21 Corridor (90%-110% for 2012)	Map-21 Segment Rates ²																											
Lookback Month	January	N/A	N/A	N/A																											
First Segment Rate	1.62%	5.81%	4.94% - 6.68%	4.94%																											
Second Segment Rate	4.40%	7.23%	6.15% - 8.31%	6.15%																											
Third Segment Rate	5.45%	7.95%	6.76% - 9.14%	6.76%																											
Effective Rate	4.87%	N/A	N/A	6.39%																											
Salary Scale	Funding Target: In accordance with Nationwide Retirement Plan experience, the following table for males and females. This table was developed in 2012 based on actual experience for 2003 through 2011. Sample rates as follows: <table><tr><td>Age</td><td>Rate</td></tr><tr><td>25</td><td>10.25%</td></tr><tr><td>30</td><td>8.50%</td></tr><tr><td>35</td><td>7.00%</td></tr><tr><td>40</td><td>5.75%</td></tr><tr><td>45</td><td>4.75%</td></tr><tr><td>50</td><td>4.00%</td></tr></table>	Age	Rate	25	10.25%	30	8.50%	35	7.00%	40	5.75%	45	4.75%	50	4.00%																
Age	Rate																														
25	10.25%																														
30	8.50%																														
35	7.00%																														
40	5.75%																														
45	4.75%																														
50	4.00%																														
415 and 401(a)(17) Limit Increase Rate (Inflation)	None.																														
Social Security Wage Base Projection Rate	3.50%																														
Cash Balance Interest Crediting Rate	4.00% at December 31, 2012 5.00% at December 31, 2011 5.00% at December 31, 2010																														
Variable Cost of Living Adjustment	0% per year for all future years, where applicable (See Plan Provisions Summary). Group Annuity Long Term fund expected return is 4.65%.																														
Mortality	Funding Target and ASC 960: As defined in proposed regulations 1.430(h)(3). This table is based on the RP2000 sex-distinct table that reflects projected mortality improvements 15 years into the future from the valuation date for non-annuitants and seven years into the future for annuitants.																														

Attachment to Schedule SB of 2013 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

SCHEDULE SB, PART V -- STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS (CONTINUED)**Withdrawal**

In accordance with Nationwide Retirement Plan experience select and ultimate tables for males and females. These tables were developed in 2012 based on actual experience for 2003 through 2011. Sample rates as follows:

<u>Age</u>	<u>Years of Service</u>		
	<u>0 - 2</u>	<u>3 - 4</u>	<u>5 +</u>
25	18.34%	13.64%	10.45%
30	16.33%	12.84%	9.04%
35	15.26%	12.04%	7.82%
40	14.55%	11.24%	6.76%
45	14.01%	10.44%	5.85%
50	13.59%	9.64%	5.06%

Retirement Age

In accordance with Nationwide Retirement Plan experience, the following tables for males and females. These tables were developed in 2012 based on actual experience for 2003 through 2011. Sample rates as follows:

<u>Cash Balance Only</u>		<u>FAP Eligible</u>	
<u>Age</u>	<u>Rate</u>	<u>Age</u>	<u>Rate</u>
55	5%	55	8%
56	8%	56	8%
57	8%	57	8%
58	10%	58	10%
59	10%	59	10%
60	10%	60	10%
61	10%	61	15%
62	15%	62	20%
63	15%	63	20%
64	15%	64	20%
65	20%	65	30%
66	10%	66	30%
67	20%	67	25%
68	20%	68	25%
69	15%	69	28%
70 +	100%	70 +	100%

Disability Incidence

Standard table developed by the Society of Actuaries, based on experience under the federal employees' retirement plans. Sample rates as follows:

<u>Age</u>	<u>Male</u>	<u>Female</u>
25	0.02%	0.03%
30	0.08%	0.07%
35	0.12%	0.12%
40	0.17%	0.17%
45	0.21%	0.24%
50	0.30%	0.40%

Lump Sum Election Rate

In accordance with Nationwide Retirement Plan experience, the following tables for males and females. These tables were developed in 2012 based on actual experience for 2003 through 2011. Sample rates as follows:

	<u>Retirement Eligibility</u>	<u>LS</u>	<u>Annuity</u>
Cash Balance	Before	40%	60%
Only:	After	60%	40%

FAP Eligible: No lump sum election; all participants assumed to elect straight life annuity.

Attachment to Schedule SB of 2013 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

SCHEDULE SB, PART V -- STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS (CONTINUED)

Percentage of Married	72% of males and 72% of females are assumed to be married. Husbands are assumed to be 3 years older than wives. Actual spousal data is used for retirees.
Benefit Form Election	All participants are assumed to elect a single life annuity .
Earnings Used for Valuation Purposes	For benefits based on pre-1996 service under the former Wausau Insurance Company Plan, annualized base pay as of December 31 of each plan year. For all other active participants, W-2 earnings modified according to the pension plan definition of covered compensation. For disabled participants, the greater of annualized base pay at date of disability or W-2 earnings (as modified by the Plan) in the year prior to disability.
Data	This actuarial valuation has been prepared based upon participant data provided by the employer. We have checked the data for reasonableness, but have not independently audited the data. We have no reason to believe the data is not complete and accurate, and know of no further information that is essential to the preparation of the actuarial valuation.
Assumption Changes Since Last Year	The mortality table was updated to the PPA Mandated Mortality Table for 2013. The long term rate of return changed from 6.25% per annum to 6.50% per annum. The following assumptions were updated to reflect the results of the 2012 actuarial Assumption Study dated November 9, 2012: • Salary Scale • Withdrawal • Retirement • Social Security Wage Base Increase • Inflation • Cash Balance Interest Crediting Rate • Lump Sum Interest Rate for Former NLICAPR Participants ▪ Lump Sum Election Rate after Retirement Eligibility for Cash Balance Only Participants

Attachment to Schedule SB of 2013 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS FOR NATIONWIDE RETIREMENT PLAN (NRP)

Employer ID and Plan Number	333 / 31-4177100
1. Plan Year	January 1 to December 31
2. Entry Date	January 1 and July 1 of each Plan Year.
3. Eligibility	For the Plan Year beginning on or after January 1, 2008, each employee will become a participant on the Entry Date coinciding with or next following the later of (a) completion of one Year Period of Eligibility Service or (b) reaching age 21.
4. Months of Participation Service	For active participants on or after January 1, 1996, one month of Participation Service is credited each calendar month during which he/she is a participant in the plan and works one or more hours.
5. Months of Accrual Service	One month of Accrual Service is credited to a participant for each calendar month after December 31, 2001, during which the Participant works one or more hours. A Participant's Accrual Service as of December 31, 2001 is equal to their Participation Service on that date.
6. Months of Vesting Service	One month of Vesting Service is credited to a Participant for each calendar month during which the Participant works or receives credit for one or more hours.
7. Normal Retirement Date	The latter of (a) the fifth anniversary of participation or (b) age 65
8. Early Retirement Date	Age 55 and 36 Months of Vesting Service.
9. Pension Covered Compensation	Modified W-2 Compensation for a calendar year (amount reported on the W-2 Wage and Tax Statement) less that portion which represents severance pay, expense reimbursements or reimbursement for relocation expenses and certain other exclusions, plus pre-tax contributions to employer sponsored benefit programs), to a maximum compensation as allowed under IRC §401(a)(17)(B).
10. Final Average Compensation	
a. For Benefit Service on or after January 1, 1996	The average of the highest 5 consecutive years of Pension Covered Compensation during the last 10 calendar years of service ending with the calendar year of termination of employment.
b. For Benefit Service before January 1, 1996	For Months of Nationwide Participation Service Prior to January 1, 1996, the average of the highest 3 consecutive Pension Covered Compensation during the last 10 calendar years of service ending with the calendar year of termination of employment. For Months of Wausau Participation Service Prior to January 1, 1996, the average of the highest 3 consecutive calendar year-end rates of base pay during the last ten calendar years of service ending with the calendar year preceding the calendar year of termination of employment. For Months of Farmland Participation Service prior to January 1, 1996, the average of the highest 4 Pension Covered Compensation during the last 10 calendar years of service ending with the calendar year of termination of employment.
11. Applicable Interest Rate	For each calendar quarter, the IRC §417(e) interest rate as published by the IRS for the second month proceeding the beginning of such calendar quarter. Starting on January 1, 2008, Sections 1.04, 1.42, 1.43, 3.03, 5.82, 6.06(E), 6.11(A)(III)(a)(i)(a), and 6.11(B)(I) are amended by replacing the term "Applicable Interest Rate" with "30-Year Treasury Rate".

Attachment to Schedule SB of 2013 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

SCHEDULE SB, PART V -- SUMMARY OF PLAN PROVISIONS FOR NRP (CONTINUED)

12. Accrued Benefit	For participants most recently hired prior to January 1, 2002, the accrued benefit is the larger of the accrued benefit from the Account Balance structure of the plan and the accrued benefit from the Final Average Compensation structure. For participants hired or rehired after December 31, 2001, the accrued benefit is the accrued benefit from the Account Balance structure of the plan.																					
13. Account Balance	For all active participants, an opening account balance was established on January 1, 2002. The opening account balance is the present value of the Normal Retirement Benefit accrued under the Final Average Compensation benefit structure as of December 31, 2001. Interest Credits accrue on the Account Balance each bi-weekly pay period at the Applicable Interest Rate. Pay credits are credited to the account at each bi-weekly pay period. The amount of the pay credit is based on Accrual Service on the first day of each Plan Year. The pay credit accrual schedule is: <table><tr><td></td><td>Base Credit</td><td>Excess Credit for Pay in</td></tr><tr><td><u>Accrual Service</u></td><td><u>for All Pay</u></td><td><u>Excess of the Wage Base</u></td></tr><tr><td>0-3 years</td><td>3%*</td><td>3%</td></tr><tr><td>4-9 years</td><td>4%</td><td>4%</td></tr><tr><td>10-15 years</td><td>5%</td><td>4%</td></tr><tr><td>15-22 years</td><td>6%</td><td>4%</td></tr><tr><td>Over 22 years</td><td>7%</td><td>4%</td></tr></table> Beginning January 1, 2010, participants accruing FAP benefits will not receive pay credits but will continue to receive interest credits on their Account Balance. * Employees of the Harleysville Group, Inc. earn an initial base credit of 4%.		Base Credit	Excess Credit for Pay in	<u>Accrual Service</u>	<u>for All Pay</u>	<u>Excess of the Wage Base</u>	0-3 years	3%*	3%	4-9 years	4%	4%	10-15 years	5%	4%	15-22 years	6%	4%	Over 22 years	7%	4%
	Base Credit	Excess Credit for Pay in																				
<u>Accrual Service</u>	<u>for All Pay</u>	<u>Excess of the Wage Base</u>																				
0-3 years	3%*	3%																				
4-9 years	4%	4%																				
10-15 years	5%	4%																				
15-22 years	6%	4%																				
Over 22 years	7%	4%																				
14. Account Balance Benefit	The Account Balance Benefit is the annuitized Account Balance at a Participant's termination date. It is a monthly annuity payable for the lifetime of the participant commencing at Normal Retirement Date. Prior to December 31, 2007 the annuity was determined using the Applicable Interest Rate and Applicable Mortality Rates prescribed in IRC §417(e). The present value of the accrued benefit determined at a subsequent benefit commencement date will be based on the Applicable Interest Rate and Applicable Mortality Rates in effect at that date. Beginning December 31, 2007 the Account Balance Benefit is the Participant's Account Balance. The Plan Administrator will convert the Participant's Account Balance into an annuity at the time distributions commence.																					
15. FAP Benefit (Final Average Compensation Structure)	Participants who have been continuously employed since December 31, 2001 are eligible to continue to accrue benefits under the FAP formula. A Participant's Accrued Benefit from the Final Average Compensation Structure shall be the total of A, B, C, D, and E:																					
A.	(i) 1.25% of Final Average Compensation; plus (ii) 0.50% of the excess of Final Average Compensation over Social Security Covered Compensation; such sum multiplied by, (iii) Months of Participation Service after December 31, 1995, converted to years, not to exceed 35 years (Total Participation Service is limited to 35 years).																					
B.	(i) 1.75% of Final Average Compensation; multiplied by (ii) Months of Farmland Participation Service prior to January 1, 1996, converted to years.																					
C.	(i) 1.25% of Final Average Compensation; plus (ii) 0.50% of the excess of Final Average Compensation over Social Security Covered Compensation; such sum multiplied by (iii) Months of Nationwide Participation Service, converted to years, not to exceed 35 years, such product added to (iv) Months of Nationwide Participation Service prior to January 1, 1996, converted to years, in excess of 35 years, not to exceed 40 years multiplied by (v) 1.66% of Final Average Compensation.																					

Attachment to Schedule SB of 2013 Form 5500
Name: Nationwide Retirement Plan

EIN/PN 31-4177100/333

SCHEDULE SB, PART V -- SUMMARY OF PLAN PROVISIONS FOR NRP (CONTINUED)

D.	(i) 1.25% of Final Average Compensation; plus (ii) 0.50% of the excess of Final Average Compensation over Social Security Covered Compensation; such sum multiplied by, (iii) Months of Wausau Participation Service prior to January 1, 1996 converted to years not to exceed 35 years.																																															
E.	(i) 1.75% of Final Average Compensation; multiplied by (ii) Months of Cooperative Services Company Participation Service prior to January 1, 1996, converted to years.																																															
16. FAP Enhancement	In the case of a participant who is eligible for a FAP Benefit and for whom the present value of their Account Balance Benefit exceeds the present value of their FAP Benefit, the FAP Enhancement is an annuity commencing at Normal Retirement Age of the excess, if any, of the Account Balance Benefit over the FAP benefit and is treated in the same manner as a FAP Benefit.																																															
17. Non-Participating Employers	Service with Non-Participating Employers is not credited for Benefit Service. Compensation with Non-Participating Employers is considered in determining Pension Covered Compensation. Gartmore Morley Financial Services and Gartmore Global Investments became Non-Participating Employers effective April 1, 2000. Nationwide Financial Network was a Non-Participating Employer effective October 1, 2002 through January 30, 2008.																																															
18. Vesting Schedule	100% after 36 Months of Vesting Service.																																															
19. Death Benefit	For a married vested member who dies prior to the commencement of benefits, the benefit that would have been paid had the participant retired on the date of death and elected a 50% contingent annuity under the FAP benefit. This is payable at the date the participant would have been eligible for retirement and is reduced for early commencement, as under early retirement.																																															
20. Disability	A participant who becomes disabled and receives benefits under both Social Security and the Employer's disability income plan continues to accrue Benefit, Vesting, and Accrual Services, for the purpose of determining the accrued benefit payable at Normal Retirement Date. Furthermore, the participant shall be credited with salary increases at a rate of 2.50% per year until the date such disability income benefits cease. For disabilities that occur on or after January 1, 2010, future benefit accruals cease.																																															
21. Early Retirement Benefit	The vested accrued benefit can commence following termination or be deferred to age 65. Benefits commencing prior to Normal Retirement Age are subject to reduction for early commencement based on age and eligibility. The Early Retirement Benefit is the greater of A and B where:																																															
a.	The vested accrued benefit reduced by the early retirement factors which are sampled in the following tables. These early retirement factors are only applicable for benefits with service attributable to months before December 31, 2009: <table><tr><th></th><th>Pre 2007 NW & Pre 1996 Wausau</th><th>Pre 1996 Farmland/CSC</th><th>All Other/ Terminations</th></tr><tr><td></td><td>Eligible</td><td>Eligible</td><td>Ineligible</td></tr><tr><td>Age</td><td>Termination</td><td>Termination</td><td>Termination</td></tr><tr><td>35</td><td>N/A</td><td>N/A</td><td>0.081232</td><td>0.083371</td></tr><tr><td>40</td><td>N/A</td><td>N/A</td><td>0.116044</td><td>0.122868</td></tr><tr><td>45</td><td>N/A</td><td>N/A</td><td>0.168304</td><td>0.182965</td></tr><tr><td>50</td><td>N/A</td><td>N/A</td><td>0.249221</td><td>0.276421</td></tr><tr><td>55</td><td>0.620000</td><td>0.500000</td><td>0.379426</td><td>0.426000</td></tr><tr><td>60</td><td>0.870000</td><td>0.860000</td><td>0.599814</td><td>0.666667</td></tr><tr><td>65</td><td>1.000000</td><td>1.000000</td><td>1.000000</td><td>1.000000</td></tr></table> Eligible Termination, in general, means a termination after age 55 with at least 36 months of Vesting Service.		Pre 2007 NW & Pre 1996 Wausau	Pre 1996 Farmland/CSC	All Other/ Terminations		Eligible	Eligible	Ineligible	Age	Termination	Termination	Termination	35	N/A	N/A	0.081232	0.083371	40	N/A	N/A	0.116044	0.122868	45	N/A	N/A	0.168304	0.182965	50	N/A	N/A	0.249221	0.276421	55	0.620000	0.500000	0.379426	0.426000	60	0.870000	0.860000	0.599814	0.666667	65	1.000000	1.000000	1.000000	1.000000
	Pre 2007 NW & Pre 1996 Wausau	Pre 1996 Farmland/CSC	All Other/ Terminations																																													
	Eligible	Eligible	Ineligible																																													
Age	Termination	Termination	Termination																																													
35	N/A	N/A	0.081232	0.083371																																												
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Attachment to Schedule SB of 2013 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

SCHEDULE SB, PART V -- SUMMARY OF PLAN PROVISIONS FOR NRP (CONTINUED)

b.	The total vested accrued benefit reduced by the early retirement factors which are sampled in the following table. <table><tr><th><u>Age</u></th><th><u>Factors</u></th></tr><tr><td>35</td><td>0.083371</td></tr><tr><td>40</td><td>0.122868</td></tr><tr><td>45</td><td>0.182965</td></tr><tr><td>50</td><td>0.276421</td></tr><tr><td>55</td><td>0.426000</td></tr><tr><td>60</td><td>0.666667</td></tr><tr><td>65</td><td>1.000000</td></tr></table>	<u>Age</u>	<u>Factors</u>	35	0.083371	40	0.122868	45	0.182965	50	0.276421	55	0.426000	60	0.666667	65	1.000000
<u>Age</u>	<u>Factors</u>																
35	0.083371																
40	0.122868																
45	0.182965																
50	0.276421																
55	0.426000																
60	0.666667																
65	1.000000																
22. Normal Form of Benefit	<u>Married participants:</u> Actuarially reduced joint and 50% survivor annuity <u>Single participants:</u> Life annuity																
23. Optional Forms	Actuarial equivalent life annuity, other contingent annuities, various certain and life annuities, or full or partial lump sums (up to the greater of \$25,000 or 25% of the Account Balance). For determining lump sum amounts, the present value of the Accrued Benefit from the Final Average Compensation structure is calculated as the greater of: a) The present value of the annuity deferred to Normal Retirement Date using the Applicable Interest Rates. b) The present value of the available immediate annuity using the Applicable Interest Rates plus 1%. For calculating the present value of Variable Benefits, the plan provides for adjustments to the interest rate.																
24. Actuarial Equivalence	The mortality table set forth in IRC §417(e) and 7.50% interest (5.00% interest for Nationwide Benefits prior to January 1, 1996).																
25. Cost of Living Adjustment	Annuity payments for all pensions in payment status on March 1, 1986 are guaranteed a 3% annual increase. Annuity payments commencing after March 1, 1986 may be guaranteed the 3% annual increase or may be granted a variable increase not to exceed 3%, based upon the investment earnings of the Variable Annuity Fund and the Excess Interest Account established after March 1, 1986. For eligible participants terminating employment after January 31, 1991, the first variable annuity increase will be pro-rated based on the number of monthly payments received prior to March 1. The annual increase for eligible participants choosing benefits accrued after January 1, 1994 shall also be limited to increases in the CPI and shall not occur prior to the calendar year after the participant attains age 65. Any portion of the Participant's Accrued Benefit under the Final Average Compensation structure attributable to Benefit Service earned on or after January 1, 1996 or under other predecessor plans will not be eligible for the variable increase.																
26. Changes Since the Prior Valuation	Following the acquisition of Harleysville Group, Inc. on May 1, 2012, the Plan was amended to include the employees of Harleysville group, Inc. effective December 31, 2012. Beginning January 1, 2013, Transition and New Employees of Harleysville Group, inc. will begin to accrue an account balance benefit under the NRP. The benefit will include an additional 1% compensation credit for Harleysville participants with less than 3 years of accrual service. Following the acquisition of VPI, the plan was amended to include employees of VPI effective December 31, 2012. Beginning January 1, 2013, employees of VPI will begin to accrue an account balance benefit under the NRP.																

Attachment to Schedule SB of 2013 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

SCHEDULE SB, PART V -- SUMMARY OF PLAN PROVISIONS FOR FORMER NATIONWIDE LIFE INSURANCE OF AMERICA RETIREMENT PLAN ("NLICARP")

1. Plan Effective Date	January 1, 2003																					
2. Plan Year	January 1 to December 31																					
3. Eligibility	Each employee who was a participant on October 1, 2002 remains a participant. Each other eligible employee becomes a participant on the first day of the month following the date on or after completing 12 months of service. No new participant after January 29, 2008 as the Plan was merged into the Nationwide Retirement Plan.																					
4. Months of Participation Service	A month of participation service is granted for each calendar month during which a participant works one or more hours.																					
5. Months of Accrual Service	A month is granted for each calendar month after December 31, 2002 during which an employee is credited with an hour of service. Transition associates receive credit for their pre-2003 Provident service.																					
6. Months of Vesting Service	One month of Vesting Service is credited to a Participant for each calendar month during which the Participant works or receives credit for one or more hours.																					
7. Normal Retirement Date	Age 65																					
8. Early Retirement Date	Age 55 and 5 years of Continuous Service																					
9. Pension Covered Compensation	Modified W-2 Compensation for a calendar year (amount reported on the W-2 Wage and Tax Statement, less that portion which represents severance pay, expense reimbursements or reimbursement for relocation expenses and certain other exclusions, plus pre-tax contributions to employer sponsored benefit programs), to a maximum compensation as allowed under §401(a)(17)(B) of the Internal Revenue Code ("IRC").																					
10. Final Average Compensation	The average of the highest 5 consecutive years of Pension Covered Compensation during the last 10 calendar years of service ending with the calendar year of termination of employment.																					
11. Applicable Interest Rate	For each calendar quarter, the IRC §417(e) interest rates as published by the IRS for the second month proceeding the beginning of such a calendar quarter.																					
12. Accrued Benefit	For participants most recently hired prior to October 1, 2002, the accrued benefit is the larger of the accrued benefit from the Account Balance structure of the plan and the accrued benefit from the Final Average Compensation structure. Benefits under the prior Provident formula accrued through December 31, 2003 will serve as minimum accrued benefit. For participants hired or rehired after December 31, 2001, the accrued benefit is the accrued benefit from the Account Balance structure of the plan.																					
13. Account Balance	The account balance is the accumulation of the Initial Account Balance, Pay Credits and Interest Credits. The Initial Account Balance was determined as of December 31, 2002 for transition associates and Interest Credits are determined each bi-weekly based upon the 30-year Treasury Rate. Pay credits are credited to the account at each bi-weekly pay period. The amount of the pay credit is based on Accrual Service on the first day of each Plan Year. The pay credit accrual schedule is: <table><tr><td></td><td><u>Base Credit for All</u></td><td><u>Excess Credit for Pay in</u></td></tr><tr><td><u>Accrual Service</u></td><td><u>Pay</u></td><td><u>Excess of the Wage Base</u></td></tr><tr><td>0-3 years</td><td>3%</td><td>3%</td></tr><tr><td>4-9 years</td><td>4%</td><td>4%</td></tr><tr><td>10-15 years</td><td>5%</td><td>4%</td></tr><tr><td>15-22 years</td><td>6%</td><td>4%</td></tr><tr><td>Over 22 years</td><td>7%</td><td>4%</td></tr></table>		<u>Base Credit for All</u>	<u>Excess Credit for Pay in</u>	<u>Accrual Service</u>	<u>Pay</u>	<u>Excess of the Wage Base</u>	0-3 years	3%	3%	4-9 years	4%	4%	10-15 years	5%	4%	15-22 years	6%	4%	Over 22 years	7%	4%
	<u>Base Credit for All</u>	<u>Excess Credit for Pay in</u>																				
<u>Accrual Service</u>	<u>Pay</u>	<u>Excess of the Wage Base</u>																				
0-3 years	3%	3%																				
4-9 years	4%	4%																				
10-15 years	5%	4%																				
15-22 years	6%	4%																				
Over 22 years	7%	4%																				

Attachment to Schedule SB of 2013 Form 5500**Name:** Nationwide Retirement Plan**EIN/PN** 31-4177100/333**SCHEDULE SB, PART V -- SUMMARY OF PLAN PROVISIONS FOR NLICARP (CONTINUED)**

14. Account Balance (continued)	Beginning January 1, 2010, participants accruing FAP benefits will not receive pay credits but will continue to receive interest credits on their Account Balance.
15. Account Balance Benefit	Beginning January 1, 2008, the participant's notional account balance. This balance will be converted to an age 65 annuity as of the date benefits commence.
16. FAP Benefit i. II. III.	Participants who have been continuously employed since December 31, 2002 are eligible to continue to accrue benefits under the FAP formula. A Participant's Accrued Benefit from the Final Average Compensation Structure shall be calculated as follows: (A) 1.35% of Final Average Compensation; plus, (B) 0.45% of the excess of Final Average Compensation over Social Security Covered Compensation; such sum multiplied by, (C) Months of Participation Service converted to years not to exceed 30 years as of December 31, 2002; plus, (D) 1.00% of Final Average Compensation; such sum multiplied by, (E) Months of Participation Service as of December 31, 2002 converted to years in excess of 30 years not to exceed 10 years; plus, (A) 1.25% of Final Average Compensation; plus, (B) 0.50% of the excess of Final Average Compensation over Social Security Covered Compensation; such sum multiplied by, (C) Months of Participation Service converted to years from January 1, 2003 to December 31, 2006 but not more than 35 years minus the years credited under (i) above; plus, (A) 1.25% of Final Average Compensation; plus, (B) 0.50% of the excess of Final Average Compensation over Social Security Covered Compensation; such sum multiplied by, (C) Months of Participation Service converted to years after December 31, 2006, but not more than 35 years minus the years credited under (i) and (ii), above.
17. Provident Benefit	Benefit accrued under the Provident formula as of December 31, 2003.
18. FAP Enhancement	For participants who are eligible for FAP Benefits, the FAP Enhancement is an incremental age 65 annuity. The amount of this enhancement is determined as the age 65 annualized equivalent of the excess, if any, of the Account Balance benefit if above the present value of the age 65 FAP benefits.
19. Available Cash Benefit I. II. III.	The portion of benefit that is available to the participant as a lump sum. For any vested Participant, means the greatest of: The present value of the Provident Benefit. 25% of such Participant's vested Account Balance on his Termination Date The lesser of: 1) The greater of: i. The present value of the Participant's FAP benefit ii. The Account Balance Benefit 2) \$25,000
20. Determination of Present Values i. II.	The present value of the Provident Benefit is calculated based upon the benefit a Participant could commence at the later of attained age or age 65 had he/she incurred an eligible termination based upon service earned to date. This calculation uses the PPA phase in between the 30-year Treasury Rate and the Applicable Interest Rate. The present value of the FAP benefit is calculated as the greater of : The immediately commencing FAP benefit calculated using the PPA phase in between the 30-year Treasury plus 100 basis points and the Applicable Interest rate. The deferred to age 65 FAP benefit utilizing the PPA phase in between the 30-year Treasury Rate and the Applicable Interest Rate.

Attachment to Schedule SB of 2013 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

SCHEDULE SB, PART V -- SUMMARY OF PLAN PROVISIONS FOR NLICARP (CONTINUED)

21. Residual FAP Benefit	The amount of accrued benefit remaining after a decision is made with respect to the Available Cash benefit. The residual is calculated as (a) or (b) where: i. For each Participant who has received a distribution of his/her Available Cash Benefit, the annuity determined as of the Lump Sum Date that is equal to his/her FAP Benefit plus his/her FAP Enhancement reduced, but not below zero, by the annuity equivalent of his Available Cash Benefit. ii. For each Participant who does not receive either his Available Cash Benefit, his FAP Benefit plus his FAP Enhancement, if any.																																																																																		
22. Early Retirement Benefit	The vested accrued benefit can commence following termination or deferred to age 55. Benefits commencing prior to Normal Retirement Age are subject to reduction for early commencement. The reductions differ by the type of benefit, age at termination and/or service. The Early Retirement Benefit is the greater of (i) and (ii) where: i. The vested accrued benefit reduced by the early retirement factors which are sampled in the following table. These early retirement factors are only applicable for benefits with service attributable to months before December 31, 2009: <table><tr><th colspan="5">FAP Slice (i)/Provident</th></tr><tr><th></th><th colspan="2">Eligible Termination With Less Than</th><th colspan="2">Eligible Termination With At Least</th></tr><tr><th>Age</th><th>X</th><th>YOS</th><th>X</th><th>YOS</th></tr><tr><td>55</td><td>0.600</td><td></td><td>0.750</td><td></td></tr><tr><td>60</td><td>0.850</td><td></td><td>0.920</td><td></td></tr><tr><td>62</td><td>0.900</td><td></td><td>1.000</td><td></td></tr></table> <table><tr><th colspan="2">FAP Slice (i)/Provident Not Eligible Termination</th><th colspan="2">FAP Slice (ii) Eligible Termination</th></tr><tr><th>Age</th><th></th><th></th><th></th></tr><tr><td>55</td><td>0.422</td><td></td><td>0.620</td></tr><tr><td>60</td><td>0.642</td><td></td><td>0.870</td></tr><tr><td>62</td><td>0.764</td><td></td><td>0.970</td></tr></table> <table><tr><th colspan="2">FAP Slice (ii) Not Eligible Termination</th><th colspan="2">FAP Slice (iii) All Termination</th></tr><tr><th>Age</th><th></th><th></th><th></th></tr><tr><td>55</td><td>0.426</td><td></td><td>0.426</td></tr><tr><td>60</td><td>0.667</td><td></td><td>0.667</td></tr><tr><td>62</td><td>0.800</td><td></td><td>0.800</td></tr></table> Eligible Termination, in general, means a termination after age 55 with at least 5 years of service. Certain participants who are terminated involuntary can be considered to have eligible terminations as early as age 52. ii. The total vested accrued benefit reduced by the early retirement factors which are sampled in the following table. <table><tr><th>Age</th><th>Factors</th></tr><tr><td>45</td><td>0.182965</td></tr><tr><td>50</td><td>0.276421</td></tr><tr><td>55</td><td>0.426000</td></tr><tr><td>60</td><td>0.666667</td></tr><tr><td>65</td><td>1.000000</td></tr></table>	FAP Slice (i)/Provident						Eligible Termination With Less Than		Eligible Termination With At Least		Age	X	YOS	X	YOS	55	0.600		0.750		60	0.850		0.920		62	0.900		1.000		FAP Slice (i)/Provident Not Eligible Termination		FAP Slice (ii) Eligible Termination		Age				55	0.422		0.620	60	0.642		0.870	62	0.764		0.970	FAP Slice (ii) Not Eligible Termination		FAP Slice (iii) All Termination		Age				55	0.426		0.426	60	0.667		0.667	62	0.800		0.800	Age	Factors	45	0.182965	50	0.276421	55	0.426000	60	0.666667	65	1.000000
FAP Slice (i)/Provident																																																																																			
	Eligible Termination With Less Than		Eligible Termination With At Least																																																																																
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65	1.000000																																																																																		
23. Vesting Schedule	100% after three years of Vesting Service.																																																																																		
24. Death Benefit	For a married vested member who dies prior to the commencement of benefits, the benefit that would have been paid had the participant retired on the date of death and elected a 50% joint and survivor annuity under the FAP benefit. This is payable at the date the participant would have been eligible for retirement and is reduced for early commencement, as under early retirement.																																																																																		
25. Normal Form of Benefit	<u>Married participants:</u> Actuarial reduced qualified joint and 50% survivor annuity <u>Single participants:</u> Life annuity																																																																																		

Attachment to Schedule SB of 2013 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

SCHEDULE SB, PART V -- SUMMARY OF PLAN PROVISIONS FOR NLICARP (CONTINUED)

26. Optional Forms	Actuarial equivalent life annuity, other contingent annuities, certain and life annuities, partial lump sum as described in the Available Cash Benefit.
27. Actuarial Equivalence	7.50% interest and the mortality table set forth in IRC §417(e).
28. Changes Since Prior Valuation	None.

Attachment to Schedule SB of 2013 Form 5500

Name: Nationwide Retirement Plan

EIN/PN 31-4177100/333

SCHEDULE SB, LINE 24 – CHANGE IN ACTUARIAL ASSUMPTIONS

The mortality table was updated to the PPA Mandated Mortality Table for 2013.

The long term rate of return changed from 6.25% per annum to 6.50% per annum.

The following assumptions were updated to reflect the results of the 2012 actuarial Assumption Study dated November 9, 2012:

- Salary Scale
- Withdrawal
- Retirement
- Social Security Wage Base Increase
- Inflation
- Cash Balance Interest Crediting Rate
- Lump Sum Interest Rate for Former NLICAPR Participants
- Lump Sum Election Rate after Retirement Eligibility for Cash Balance Only Participants

Attachment to Schedule SB of 2013 Form 5500
Name: Nationwide Retirement Plan

EIN / PN 31-4177100/333

Schedule SB, line 26 - Schedule of Active Participant Data

Attained Age	YEARS OF CREDITED SERVICE														
	Under 1			1 to 4			5 to 9			10 to 14			15 to 19		
	Average			Average			Average			Average			Average		
	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.
Under 25	35	34,454	27	611	36,749	900	17	*	*						
25 to 29	128	44,383	0	2,230	43,130	1,986	787	50,011	10,458	22	50,233	16,524			
30 to 34	153	57,915	20	1,539	52,161	2,668	2,087	61,906	14,809	670	66,932	20,725	3	*	*
35 to 39	134	66,815	40	942	63,328	3,296	1,499	73,829	19,252	1,488	75,740	24,562	154	77,220	32,035
40 to 44	212	76,702	5	791	71,847	3,672	1,313	81,840	22,914	1,489	83,102	29,791	619	95,798	48,430
45 to 49	318	79,329	8	587	76,076	4,280	1,044	83,443	24,071	1,152	85,798	34,397	492	93,285	55,753
50 to 54	321	80,251	0	450	74,654	3,800	784	81,549	23,802	964	81,204	35,322	382	91,769	63,593
55 to 59	276	89,798	4	337	72,787	3,801	589	76,607	22,294	754	79,339	37,361	266	87,378	67,635
60 to 64	178	78,753	0	135	63,152	3,288	295	69,459	20,066	454	76,642	39,238	159	78,474	67,754
65 to 69	51	73,898	0	36	56,182	4,270	93	62,127	19,164	99	72,501	37,545	37	79,579	78,844
70 & up	6	*	*	3	*	*	10	*	*	16	*	*	5	*	*

Attained Age	YEARS OF CREDITED SERVICE														
	20 to 24			25 to 29			30 to 34			35 to 39			40 & up		
	Average			Average			Average			Average			Average		
	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.
Under 25															
25 to 29															
30 to 34															
35 to 39															
40 to 44	193	85,935	60,226	8	*	*									
45 to 49	551	92,417	79,763	276	78,820	85,919									
50 to 54	385	90,095	91,284	512	90,251	122,936	274	74,494	121,855	3	*	*			
55 to 59	252	92,791	116,139	249	93,723	159,063	293	86,431	180,355	129	73,147	179,357	37	67,104	183,074
60 to 64	142	80,534	115,426	122	81,052	164,737	83	83,166	216,017	41	85,800	266,968	51	78,419	261,372
65 to 69	19	*	*	14	*	*	7	*	*	7	*	*	13	*	*
70 & up	2	*	*	3	*	*	2	*	*				1	*	*

* Less than 20 participants

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

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

December 31, 2013

(in thousands)

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
*	Nationwide Life Insurance Company	Guaranteed Investment Fund, 4.80% crediting rate	\$ 171,126	172,511
*	Nationwide Life Insurance Company	401(h) Guaranteed Investment Fund, 4.05% crediting rate	72,576	73,518
	Bank of New York Mellon Trust Operations	Assets held in trust, multiple investments (see Attachment A)	3,990,920	4,180,505
			4,234,623	4,426,534

* Indicates party-in-interest

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

Attachment A

December 31, 2013

Security Description 1	Security Description 2	Shares/Par	Base Cost	Base Market Value
3M CO	1.375% 09/29/2016 DD 09/29/11	500,000.0000	497,649.82	507,440.00
90DAY EURODOLLAR FUTURE (CME)	EXP JUN 21	-2,724.0000	0.00	2,077,362.50
90DAY EURODOLLAR FUTURE (CME)	EXP SEP 16	-2,400.0000	0.00	2,660,000.00
90DAY EURODOLLAR FUTURE (CME)	EXP SEP 17	-2,400.0000	0.00	2,830,000.00
90DAY EURODOLLAR FUTURE (CME)	EXP JUN 19	1,002.0000	0.00	(1,621,487.50)
90DAY EURODOLLAR FUTURE (CME)	EXP JUN 20	1,722.0000	0.00	(486,837.50)
ABBVIE INC	4.400% 11/06/2042 DD 05/06/13	5,000,000.0000	4,949,177.96	4,663,350.00
ABFC 2001-AQ1 TRUST AQ1 A6	VAR RT 11/20/2030 DD 03/01/01	346,838.5800	345,496.72	337,088.95
ABFC 2005-AQ1 TRUST AQ1 A6	VAR RT 06/25/2035 DD 06/01/05	3,189,101.9000	3,128,988.45	3,279,608.61
ACCELECARE HOLDCO		1,592,294.2700	1,592,294.27	1,592,294.27
ACCELECARE HOLDINGS INC		1,000,000.0000	1,000,000.00	1,002,322.07
ACTAVIS INC	4.625% 10/01/2042 DD 10/02/12	13,000,000.0000	11,875,425.59	11,827,400.00
ACTIS GLOBAL 4		426,945.9600	445,526.50	432,000.00
AES CORP/THE		312,500.0000	3,578,923.34	4,534,375.00
AFLAC INC	3.625% 06/15/2023 DD 06/10/13	13,000,000.0000	13,000,000.00	12,583,740.00
AGILENT TECHNOLOGIES INC		79,200.0000	3,394,858.76	4,529,448.00
AGRIUM INC	6.750% 01/15/2019 DD 09/11/08	4,500,000.0000	5,244,348.54	5,309,100.00
AGRIUM INC	7.125% 05/23/2036 DD 05/24/06	16,285,000.0000	18,535,058.03	19,209,948.85
ALABAMA POWER CAPITAL TRUST V	VAR RT 10/01/2042 DD 10/02/02	3,763,000.0000	3,793,093.58	3,518,405.00
ALABAMA POWER CO	5.500% 03/15/2041 DD 03/10/11	8,204,000.0000	9,200,158.00	8,984,692.64
ALCOA INC		346,000.0000	3,279,993.18	3,677,980.00
ALESCO PREFERRED F 7A A1B 144A	VAR RT 07/23/2035 DD 04/19/05	21,422,602.9300	17,352,228.00	16,923,856.31
ALTRIA GROUP INC	9.950% 11/10/2038 DD 11/10/08	3,859,000.0000	5,553,127.81	5,886,518.60
ALTRIA GROUP INC	4.250% 08/09/2042 DD 08/09/12	5,000,000.0000	4,938,792.68	4,267,100.00
ALTRIA GROUP INC	5.375% 01/31/2044 DD 10/31/13	10,500,000.0000	10,455,384.92	10,543,470.00
AMERICAN AIRLINES 2013-2 144A	4.950% 07/15/2024 DD 07/31/13	4,000,000.0000	4,000,000.00	4,170,000.00
AMERICAN AIRLINES 2013-2 144A	5.600% 01/15/2022 DD 11/27/13	5,000,000.0000	5,000,000.00	5,050,000.00
AMERICAN HOME MORTGAGE I 2 5A1	VAR RT 09/25/2035 DD 06/01/05	8,265,500.0600	7,964,918.56	8,253,184.46
AMERICAN HOME MORTGAGE IN 3 4A	VAR RT 10/25/2034 DD 09/01/04	20,042,722.0700	19,505,211.30	19,447,453.22
AMERICAN INTERNATIONAL GROUP I		91,500.0000	3,025,274.23	4,671,075.00
AMGEN INC	5.150% 11/15/2041 DD 11/10/11	2,000,000.0000	1,983,895.59	1,992,580.00
AMGEN INC	5.375% 05/15/2043 DD 05/15/12	4,000,000.0000	3,999,413.10	4,106,880.00
ANADARKO PETROLEUM CORP	6.200% 03/15/2040 DD 03/16/10	5,500,000.0000	5,469,990.99	6,083,715.00
ANHEUSER-BUSCH INBEV WORLDWIDE	8.200% 01/15/2039 DD 01/15/11	5,000,000.0000	4,987,431.69	7,312,800.00
AON CORP		48,900.0000	2,591,698.46	4,102,221.00
APPLIED MATERIALS INC		218,000.0000	2,772,137.77	3,854,240.00
ARCELORMITTAL	STEP 03/01/2021 DD 03/07/11	5,000,000.0000	4,994,678.84	5,300,000.00
ARCLIGHT ENERGY PARTNERS FUND	V LP	2,433,343.0000	2,433,343.00	2,640,898.00
ARES CLO LTD 11-16A AR 144A	VAR RT 05/17/2021 DD 05/17/13	4,291,945.4600	4,291,945.46	4,263,618.62
ARES XXV CLO LTD 3A A 144A	VAR RT 01/17/2024 DD 01/15/13	10,000,000.0000	10,000,000.00	9,984,370.00
ARES XXV CLO LTD 3A B1 144A	VAR RT 01/17/2024 DD 01/15/13	10,000,000.0000	10,000,000.00	9,978,540.00
ARIZONA PUBLIC SERVICE CO	4.500% 04/01/2042 DD 01/13/12	5,000,000.0000	4,954,264.01	4,787,750.00
ASAHI GROUP HOLDINGS LTD		206,500.0000	3,166,841.45	5,823,376.48
ASHMORE EMERGING MARKETS DEBT	FUND	586,214.2470	113,901,075.32	104,963,729.55
ASPEN DENTAL (10/10) TLB	0.000% 10/06/2016 DD 10/06/10	5,322,624.9900	5,261,439.46	5,256,092.18
AT&T INC	2.950% 05/15/2016 DD 04/29/11	500,000.0000	499,555.68	521,375.00
AT&T INC	3.000% 02/15/2022 DD 02/13/12	5,000,000.0000	4,999,902.14	4,710,750.00
AT&T INC	4.300% 12/15/2042 DD 06/15/13	5,000,000.0000	4,318,713.11	4,241,200.00
AT&T INC	5.550% 08/15/2041 DD 08/18/11	8,000,000.0000	7,948,665.49	8,118,880.00
ATRIUM IX 9A A 144A	VAR RT 02/28/2024 DD 02/28/13	41,500,000.0000	41,500,000.00	40,856,750.00
AUDIO VISUAL 11/12 TL		2,468,750.0000	2,428,398.27	2,474,921.88
AUSTRALIAN DOLLAR CCY FUT(CME)	EXP MAR 14	-250.0000	0.00	262,000.00
AVALON IV CAPITAL LT 1A B 144A	VAR RT 04/17/2023 DD 03/21/12	9,000,000.0000	8,882,956.61	9,016,272.00
AZURE MIDSTREAM HOLDINGS LLC		5,000,000.0000	5,000,000.00	4,997,000.00
BAKER HUGHES INC		57,800.0000	2,930,835.60	3,194,028.00
BANC OF AMERICA FUNDING B 3A1	VAR RT 04/20/2035 DD 03/30/05	16,943,823.6000	15,571,016.42	15,677,950.54
BANC OF AMERICA MERRILL L 6 AM	VAR RT 09/10/2047 DD 12/01/05	4,651,516.0000	4,569,495.96	4,997,728.34
BANK OF AMERICA CORP		313,600.0000	3,391,607.96	4,882,752.00
BANK OF AMERICA CORP	5.875% 02/07/2042 DD 02/07/12	5,000,000.0000	5,661,061.58	5,718,450.00
BANK OF AMERICA NA	6.100% 06/15/2017 DD 06/19/07	9,250,000.0000	9,729,518.55	10,430,207.50
BANK OF AMERICA NA	6.000% 10/15/2036 DD 10/26/06	19,000,000.0000	18,290,125.55	21,805,540.00
BANK ONE MICHIGAN	8.250% 11/01/2024 DD 11/03/94	2,000,000.0000	2,319,113.21	2,566,220.00
BARRATT DEVELOPMENTS		1,638,253.0000	2,652,400.49	9,469,614.29
BASF SE		60,000.0000	4,092,854.04	6,406,640.73
BBA AVIATION PLC GBP0.2976	(POST CONS)	608,815.0000	2,357,593.25	3,232,769.60
BEAR STEARNS ARM TRUST 20 9 A1	VAR RT 10/25/2035 DD 09/01/05	9,327,278.5900	8,825,568.50	9,161,253.03
BEAR STEARNS COMMERCIA PW17 AM	VAR RT 06/11/2050 DD 09/01/07	2,000,000.0000	2,009,801.90	2,253,180.00
BEAR STEARNS COMMERCIA PW18 A4	5.700% 06/11/2050 DD 12/01/07	3,300,000.0000	3,317,567.57	3,709,266.00
BEAR STEARNS COMMERCIA PWR6 AJ	4.868% 11/11/2041 DD 12/01/04	4,285,000.0000	4,320,651.14	4,407,336.75
BEAR STEARNS COMMERCIAL T18 A4	VAR RT 02/13/2042 DD 04/01/05	4,333,755.4200	4,459,560.88	4,489,337.24
BEAR STEARNS COMMERCIAL T22 AM	VAR RT 04/12/2038 DD 04/01/06	2,000,000.0000	2,077,194.20	2,167,020.00
BELL INSTITUTIONAL FUND IV LLC		15,296,957.6400	15,296,958.37	15,745,181.00
BELLWAY ORD 12.5P		217,097.0000	5,309,555.17	5,645,200.43
BHP BILLITON PLC	ADR	71,363.0000	2,757,990.54	4,433,069.56
BLACK HILLS CORP	4.250% 11/30/2023 DD 11/19/13	5,000,000.0000	4,976,724.74	4,977,400.00
BLUE VISTA SPONSOR EQUITY FUND	III TE LP	1,934,290.0000	1,924,960.00	1,929,724.00

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

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Security Description 1	Security Description 2	Shares/Par	Base Cost	Base Market Value
BLUE VISTA SPONSOR EQUITY FUND	II LLC	7,952,060.0000	4,549,853.32	8,347,600.00
BNY MELLON CASH RESERVE	0.010% 12/31/2049 DD 06/26/97	78,572.0000	78,572.00	78,572.00
BOARD OF TRUSTEES OF THE LELAN	4.250% 05/01/2016 DD 04/29/09	1,000,000.0000	1,038,242.31	1,083,420.00
BOSTON UNIVERSITY	5.200% 10/01/2045 DD 08/24/11	10,000,000.0000	9,954,654.60	9,711,299.00
BP CAPITAL MARKETS PLC	4.742% 03/11/2021 DD 03/11/11	5,000,000.0000	5,344,058.88	5,469,300.00
BP CAPITAL MARKETS PLC	3.994% 09/26/2023 DD 09/26/13	6,000,000.0000	6,159,707.91	6,061,620.00
BP CAPITAL MARKETS PLC	3.561% 11/01/2021 DD 11/01/11	10,000,000.0000	10,366,264.14	10,078,100.00
BP PLC	ADR	98,300.0000	4,227,611.25	4,778,363.00
BREVAN HOWARD ASIA FUND		42,991.08	10,000,000.00	18,565,738.36
BRITISH AIRWAYS PLC 144A	4.625% 06/20/2024 DD 07/03/13	1,055,000.0000	1,063,673.97	1,078,737.50
BRITISH POUND CURRENCY (CME)	EXP MAR 14	-580.0000	0.00	(674,250.00)
BURLINGTON NORTHERN AND SANTA	5.629% 04/01/2024 DD 08/09/06	576,206.0800	576,206.08	636,521.37
BURLINGTON NORTHERN SANTA FE L	5.050% 03/01/2041 DD 09/10/10	5,000,000.0000	4,982,500.97	4,959,550.00
BURLINGTON NORTHERN SANTA FE L	4.950% 09/15/2041 DD 08/22/11	10,000,000.0000	10,143,417.77	9,858,500.00
BURLINGTON NORTHERN SANTA FE L	5.150% 09/01/2043 DD 08/22/13	10,000,000.0000	10,172,621.12	10,158,800.00
CALIFORNIA ST	6.509% 04/01/2039 DD 10/27/11	5,000,000.0000	5,000,000.00	5,422,550.00
CALIFORNIA ST	7.300% 10/01/2039 DD 10/15/09	9,000,000.0000	10,508,623.45	11,313,900.00
CALIFORNIA ST	7.550% 04/01/2039 DD 04/28/09	13,715,000.0000	17,887,902.71	17,739,941.05
CANADIAN PACIFIC RAILWAY LTD	5.750% 01/15/2042 DD 12/01/11	5,000,000.0000	4,882,558.21	5,376,350.00
CAPITAL ONE FINANCIAL CORP		60,900.0000	2,937,239.01	4,665,549.00
CAPMARK COML REALTY PTS III		5,164,366.0000	1,537,272.00	5,283,709.00
CARDINAL HEALTH INC		60,500.0000	2,380,869.05	4,042,005.00
CARLYLE GLOBAL MARK 1A A1 144A	VAR RT 02/14/2025 DD 02/14/13	41,600,000.0000	41,600,000.00	41,127,132.80
CARLYLE GLOBAL MARK 4A B1 144A	VAR RT 01/20/2025 DD 12/12/12	9,000,000.0000	9,000,000.00	9,027,972.00
CASH		0.0000	-15,203,455.26	(15,203,455.26)
CASH - BROKER		0.0000	1,854,187.50	1,854,187.50
CASH - BROKER		0.0000	-111,203,853.67	(111,203,853.67)
CATHOLIC HEALTH INITIATIVES	4.350% 11/01/2042 DD 10/31/12	6,000,000.0000	5,987,473.03	5,205,000.00
CATTERTON PARTNERS VII LP		1,172,618.0000	1,172,618.00	957,270.00
CAVERION CORP		263,225.0000	1,147,173.26	3,228,126.91
CELGENE CORP	3.250% 08/15/2022 DD 08/09/12	1,000,000.0000	998,941.36	946,760.00
CELGENE CORP	5.250% 08/15/2043 DD 08/06/13	5,000,000.0000	4,958,002.48	5,041,100.00
CELGENE CORP	5.700% 10/15/2040 DD 10/07/10	7,960,000.0000	9,500,451.11	8,453,599.60
CENTERPOINT ENERGY TRANSI A A3	5.090% 08/01/2015 DD 12/16/05	151,212.0200	151,206.49	151,795.70
CF INDUSTRIES INC	4.950% 06/01/2043 DD 05/23/13	15,000,000.0000	14,974,443.81	13,651,650.00
CHARLES SCHWAB CORP/THE		148,900.0000	2,057,667.06	3,871,400.00
CHARTER COMMUNICATIONS INC		5,122.0000	1,690,000.00	469,943.50
CHL MORTGAGE PASS-THROUG 15 A7	5.500% 08/25/2035 DD 06/01/05	2,126,427.9500	2,085,660.57	1,993,441.15
CHRISTIAN DIOR EUR2		38,309.0000	4,569,503.96	7,250,416.22
CIF II OPPORTUNISTIC EMD	(SERIES 1)	10,271,291.0410	109,615,939.23	109,491,962.50
CISCO SYSTEMS INC	1.625% 03/14/2014 DD 03/16/11	500,000.0000	499,956.45	501,270.00
CISCO SYSTEMS INC	5.500% 01/15/2040 DD 11/17/09	5,000,000.0000	5,567,718.45	5,290,150.00
CIT GROUP INC		88,200.0000	4,292,704.84	4,597,866.00
CITIFINANCIAL MORTGAGE S 1 AF5	VAR RT 04/25/2034 DD 03/01/04	471,989.1000	439,160.08	473,560.82
CITIGROUP COMMERCIAL MO C6 A3B	VAR RT 12/10/2049 DD 07/01/07	8,000,000.0000	8,400,913.86	8,218,960.00
CITIGROUP INC		82,620.0000	3,263,762.09	4,305,328.20
CITIGROUP INC	6.875% 03/05/2038 DD 03/05/08	2,245,000.0000	2,981,560.05	2,760,676.50
CITIGROUP INC	6.000% 10/31/2033 DD 10/30/03	5,000,000.0000	4,895,981.95	5,271,150.00
CITIGROUP INC	6.675% 09/13/2043 DD 09/13/13	8,000,000.0000	8,454,761.84	9,205,040.00
CITRIX SYSTEMS INC		73,800.0000	4,320,493.05	4,667,850.00
CLO PASS-THROUGH REP 1A B 144A	VAR RT 08/11/2019 DD 02/02/11	13,250,000.0000	11,550,922.02	12,561,000.00
CMWLTH FING AUTH PA	6.218% 06/01/2039 DD 11/12/09	8,125,000.0000	9,274,436.76	8,419,612.50
COBALT INDUSTRIAL REIT III		13,167,215.0000	11,336,049.71	13,755,709.00
COBANK ACB	7.875% 04/16/2018 DD 04/18/08	17,000,000.0000	19,940,663.81	20,433,150.00
COLGATE-PALMOLIVE CO	2.625% 05/01/2017 DD 05/04/11	500,000.0000	498,733.26	513,485.00
COMCAST CORP		76,200.0000	1,217,434.03	3,959,733.00
COMCAST CORP	6.550% 07/01/2039 DD 06/18/09	5,000,000.0000	5,212,347.85	5,919,650.00
COMMERCIAL MORTGAGE PASS C5 A3	VAR RT 09/15/2040 DD 11/01/07	8,000,000.0000	8,015,759.39	8,092,960.00
COMMIT TO PUR FNMA SF MTG	2.500% 01/01/2029 DD 01/01/14	200,000,000.0000	198,812,500.00	197,938,000.00
COMMONWEALTH REIT	6.250% 06/15/2017 DD 06/25/07	1,000,000.0000	1,043,664.77	1,072,540.00
CONAGRA FOODS INC	4.650% 01/25/2043 DD 01/25/13	2,300,000.0000	2,112,949.17	2,113,033.00
CONAGRA FOODS INC	3.200% 01/25/2023 DD 01/25/13	8,061,000.0000	7,430,803.05	7,484,074.23
CONTINENTAL AIRLINES 1997-4 CL	6.900% 07/02/2019 DD 10/23/97	317,909.0430	317,909.04	336,983.59
CONTINENTAL AIRLINES 2000-2 CL	7.707% 10/02/2022 DD 11/28/00	3,521,600.0400	2,733,353.02	3,997,016.05
COOPER US INC	2.375% 01/15/2016 DD 12/07/10	500,000.0000	499,625.71	513,450.00
COOPERATIEVE CENTRALE RAIFFEIS	5.750% 12/01/2043 DD 11/29/13	11,400,000.0000	11,209,722.71	12,085,026.00
CR BARD INC	6.700% 12/01/2026 DD 12/09/96	3,000,000.0000	3,148,088.30	3,557,760.00
CREDIT-BASED ASSET SER CB8 AF5	VAR RT 12/25/2035 DD 11/01/05	1,589,135.9700	1,535,824.03	1,515,129.91
CRH ORD EURO.32 DUBLIN LIST		151,364.0000	5,671,583.62	3,816,868.04
CROW HOLDINGS REALTY PARTNERS	VI-A LP	1,716,483.0000	1,716,483.00	1,670,010.00
CROW HOLDINGS REALTY PARTNERS	V LP	6,387,684.0000	6,259,339.00	7,047,278.00
CUMMINS INC	4.875% 10/01/2043 DD 09/24/13	6,000,000.0000	5,872,651.84	6,008,940.00
CVS CAREMARK CORP		65,400.0000	2,357,158.81	4,680,678.00
CVS PASS-THROUGH TRUST	6.943% 01/10/2030 DD 06/10/09	6,249,594.2900	6,533,375.11	7,162,660.02
CVS PASS-THROUGH TRUST 144A	7.507% 01/10/2032 DD 12/22/09	10,286,932.7500	12,269,934.11	12,262,846.79
CYPRUM INVESTORS III LP		1,430,457.0000	1,400,587.00	1,469,463.00

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Security Description 1	Security Description 2	Shares/Par	Base Cost	Base Market Value
CYPRUM INVESTORS IV LP		44,533.0000	44,533.00	567.00
CYTEC INDUSTRIES INC	3.500% 04/01/2023 DD 03/12/13	5,000,000.0000	4,967,540.17	4,594,400.00
DCP MIDSTREAM OPERATING LP	4.950% 04/01/2022 DD 03/13/12	10,500,000.0000	10,480,403.00	10,658,445.00
DCP MIDSTREAM OPERATING LP	3.875% 03/15/2023 DD 03/14/13	11,300,000.0000	10,474,527.01	10,405,831.00
DETROIT MI CITY SCH DIST	7.747% 05/01/2039 DD 12/30/09	8,500,000.0000	9,876,156.52	9,026,575.00
DEUTSCHE MORTGAGE SEC IN 1 3A6	VAR RT 12/25/2033 DD 01/01/04	648,115.4400	646,157.64	658,828.79
DEUTSCHE TELEKOM AG NPV (REGD)		347,100.0000	4,909,472.49	5,945,100.51
DEVON ENERGY CORP	5.600% 07/15/2041 DD 07/12/11	2,000,000.0000	2,065,041.14	2,084,200.00
DEVON ENERGY CORP	4.000% 07/15/2021 DD 07/12/11	5,000,000.0000	5,384,486.94	5,086,900.00
DEVON ENERGY CORP	3.250% 05/15/2022 DD 05/14/12	5,000,000.0000	5,043,528.94	4,767,750.00
DEVON ENERGY CORP	4.750% 05/15/2042 DD 05/14/12	12,000,000.0000	11,891,265.39	11,127,720.00
DIGNITY HEALTH	4.500% 11/01/2042 DD 10/18/12	10,000,000.0000	9,867,748.57	8,076,300.00
DIRECTV		68,400.0000	3,744,664.61	4,723,704.00
DIRECTV HOLDINGS LLC / DIRECTV	6.375% 03/01/2041 DD 03/10/11	5,000,000.0000	5,899,493.77	5,184,300.00
DIRECTV HOLDINGS LLC / DIRECTV	5.150% 03/15/2042 DD 03/08/12	5,000,000.0000	4,990,281.11	4,490,500.00
DISCOVERY COMMUNICATIONS LLC	4.875% 04/01/2043 DD 03/19/13	17,000,000.0000	16,010,487.86	15,682,330.00
DJ EURO STOXX 50 FUTURE (EUX)	EXP MAR 14	250.0000	0.00	626,967.25
DNB ASA		337,110.0000	4,024,126.09	6,028,900.51
DTE ELECTRIC CO	3.650% 03/15/2024 DD 08/27/13	5,000,000.0000	4,980,113.36	4,963,650.00
DUKE ENERGY FLORIDA INC	3.100% 08/15/2021 DD 08/18/11	7,000,000.0000	6,988,746.09	6,889,610.00
DUNI AB		407,300.0000	3,538,966.10	5,279,439.02
DURA-LINE 1/12 INCREMENTAL 2ND		5,000,000.0000	4,895,496.91	5,000,000.00
EATON CORP	8.875% 06/15/2019 DD 06/22/89	2,000,000.0000	2,324,409.45	2,491,320.00
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	542.0100	542.01	542.01
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	1,059.4000	1,059.40	1,059.40
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	17,916.0200	17,916.02	17,916.02
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	1,050,159.1800	1,050,159.18	1,050,159.18
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	2,036,353.3000	2,036,353.30	2,036,353.30
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	2,304,263.9900	2,304,263.99	2,304,263.99
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	2,590,276.2800	2,590,276.28	2,590,276.28
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	10,280,740.1100	10,280,740.11	10,280,740.11
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	20,313,856.9600	20,313,856.96	20,313,856.96
EI DU PONT DE NEMOURS & CO		71,800.0000	3,459,198.52	4,664,846.00
ENBRIDGE ENERGY PARTNERS LP	7.500% 04/15/2038 DD 04/03/08	9,000,000.0000	10,818,080.58	10,552,410.00
ENBRIDGE ENERGY PARTNERS LP	5.500% 09/15/2040 DD 09/13/10	15,500,000.0000	15,372,235.56	14,983,540.00
ENCANA CORP	6.500% 08/15/2034 DD 08/04/04	2,500,000.0000	2,739,645.25	2,735,750.00
ENCANA CORP	5.150% 11/15/2041 DD 11/14/11	4,206,000.0000	4,237,370.09	3,943,125.00
ENCANA CORP	6.625% 08/15/2037 DD 08/13/07	6,000,000.0000	6,764,632.42	6,636,000.00
ENCAP ENERGY CAPITAL FUND IX	LP	507,121.1800	507,121.18	27,225.11
ENCAP ENERGY CAPITAL FUND VII	LP	2,198,269.5300	4,083,731.96	2,271,105.43
ENCAP ENERGY CAPITAL VIII LP		2,714,638.6400	2,353,217.08	2,849,063.00
ENCAP ENERGY FUND VIII COINVES		1,211,339.3500	1,066,079.75	1,306,010.75
ENERGIZER HOLDINGS SER 07-G	6.550% 10/15/2017 DD 10/15/07	5,000,000.0000	5,000,000.00	5,592,000.00
ENERGY SPECTRUM PARTNERS V		934,069.8400	2,152,362.25	1,758,022.00
ENERGY SPECTRUM PARTNERS VI		4,234,709.1500	3,753,499.32	4,245,363.00
ENERGY TRANSFER PARTNERS LP	5.200% 02/01/2022 DD 01/17/12	1,000,000.0000	1,064,588.09	1,052,790.00
ENERGY TRANSFER PARTNERS LP	6.500% 02/01/2042 DD 01/17/12	2,500,000.0000	2,612,014.13	2,686,875.00
ENERGY TRANSFER PARTNERS LP	9.700% 03/15/2019 DD 12/23/08	3,000,000.0000	2,997,894.08	3,884,280.00
ENERGY TRANSFER PARTNERS LP	7.500% 07/01/2038 DD 03/28/08	10,000,000.0000	11,678,907.92	11,732,800.00
ENERGY TRUST PARTNERS IV LP		2,564,897.0000	2,727,296.55	1,962,711.00
EQUITYCO INC	WTS 30-NOV-2015	718.0000	0.00	-
ERAC USA FINANCE LLC 144A	5.625% 03/15/2042 DD 03/15/12	10,186,000.0000	10,331,902.23	10,403,471.10
ESCROW CB ADELPHIA COMM	0.000% 09/21/2012 DD 09/20/00	601,100.7800	112,033.98	4,207.71
ESCROW CB CENTURY COMM	0.000% 09/21/2012 DD 01/23/97	210,000.0000	0.00	-
EURO FX CURR FUTURE (CME)	EXP MAR 14	-820.0000	0.00	(15,375.00)
EVERYWARE 4/13 TL		2,985,000.0000	2,958,212.08	3,022,312.50
EXELON GENERATION CO LLC	4.250% 06/15/2022 DD 12/15/12	10,000,000.0000	9,997,855.11	9,584,000.00
EXPRESS SCRIPTS HOLDING CO	6.125% 11/15/2041 DD 11/15/12	21,000,000.0000	22,358,172.54	23,622,900.00
FEDERAL NATL MTG ASSN STRIP PO	0.000% 02/01/2019 DD 02/01/89	8,000,000.0000	5,812,446.60	6,962,800.00
FEDEX CORP	4.100% 04/15/2043 DD 04/11/13	10,000,000.0000	8,705,667.81	8,507,700.00
FFX CONTRACTS RECEIVABLE		0.0000	1,246,499.90	1,246,499.90
FFX CONTRACTS RECEIVABLE		0.0000	965,385.24	967,051.19
FHLMC MULTICLASS MTG 2773 CD	4.500% 04/15/2024 DD 04/01/04	353,329.3000	341,177.37	377,285.03
FHLMC MULTICLASS MTG 2810 PD	6.000% 06/15/2033 DD 06/01/04	62,078.3700	61,996.22	63,884.85
FHLMC MULTICLASS MTG 33 D	8.000% 04/15/2020 DD 02/15/89	64,315.7810	65,660.82	69,439.82
FHLMC MULTICLASS MTG 50 I	8.000% 06/15/2020 DD 05/15/89	32,216.3000	33,370.51	34,618.67
FIFTH THIRD BANCORP	8.250% 03/01/2038 DD 03/04/08	18,000,000.0000	22,865,335.76	23,965,020.00
FLEXTRONICS INTERNATIONAL LTD		453,700.0000	2,936,370.42	3,525,249.00
FMR LLC	7.570% 06/15/2029 DD 06/15/99	2,200,000.0000	2,414,889.42	2,734,006.00
FMR LLC 144A	6.450% 11/15/2039 DD 11/02/09	5,300,000.0000	6,135,924.78	6,050,268.00
FMR LLC 144A	5.150% 02/01/2043 DD 02/01/13	7,750,000.0000	8,060,976.42	7,439,767.50
FMR LLC 144A	6.500% 12/14/2040 DD 07/06/10	11,000,000.0000	10,939,898.63	12,629,980.00
FNBC 1993-A PASS THROUGH TRUST	8.080% 01/05/2018	450,223.8760	488,444.26	489,510.41
FNMA POOL #0383661	6.620% 06/01/2016 DD 06/01/01	2,412,119.7900	2,479,066.67	2,666,912.00
FNMA GTD REMIC P/T 06-46 PG	5.500% 02/25/2035 DD 05/01/06	530,458.3700	521,529.72	546,987.45
FNMA GTD REMIC P/T 91-164 PX	7.500% 12/25/2021 DD 12/01/91	135,008.1500	140,410.35	152,738.77

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FORD MOTOR CO	4.750% 01/15/2043 DD 01/08/13	10,000,000.0000	8,844,075.07	9,018,700.00
FORD MOTOR CREDIT CO LLC	5.750% 02/01/2021 DD 02/07/11	10,000,000.0000	11,343,638.03	11,202,700.00
FREENET AG AG NPV(BR)		195,320.0000	4,507,641.76	5,861,895.21
FREEPORT-MCMORAN COPPER & GOLD	5.450% 03/15/2043 DD 09/15/13	19,000,000.0000	18,231,332.85	18,183,760.00
FREEPORT-MCMORAN CORP	9.500% 06/01/2031 DD 05/30/01	4,000,000.0000	2,781,674.95	5,089,640.00
FRONT POINT HEALTHCARE	HORIZONS FUND LP	27,116.4440	27,116.44	41,208.00
FRONT POINT ONSHORE HEALTHCARE	FLAGSHIP ENCHANCED FUND LP	8,944.0000	8,944.00	6,942.00
FTSE 100 INDEX FUTURE (LIF)	EXP MAR 14	100.0000	0.00	481,140.63
GARTMORE PRIVATE EQUITY III LP		74,293,815.9300	75,400,227.77	103,738,467.04
GENERAL DYNAMICS CORP	1.375% 01/15/2015 DD 07/12/11	500,000.0000	499,760.26	504,950.00
GENERAL ELECTRIC CAPITAL CORP	6.875% 01/10/2039 DD 01/09/09	5,000,000.0000	4,927,698.02	6,428,000.00
GENERAL ELECTRIC CAPITAL CORP	5.300% 02/11/2021 DD 02/11/11	10,000,000.0000	10,018,417.81	11,186,200.00
GENERAL ELECTRIC CAPITAL CORP	4.650% 10/17/2021 DD 10/17/11	11,800,000.0000	11,779,413.03	12,855,510.00
GENERAL ELECTRIC CAPITAL CORP	5.875% 01/14/2038 DD 01/14/08	21,000,000.0000	21,815,922.76	23,921,310.00
GENERAL ELECTRIC CO		162,600.0000	3,102,355.79	4,557,678.00
GEORGIA POWER CO	4.750% 09/01/2040 DD 08/31/10	5,000,000.0000	4,933,022.59	4,784,850.00
GE-WMC MORTGAGE SECURITI 1 A2A	VAR RT 08/25/2036 DD 08/21/06	210,100.6400	210,100.64	81,273.23
GILEAD SCIENCES INC	4.400% 12/01/2021 DD 12/13/11	5,000,000.0000	5,305,283.50	5,339,750.00
GLOBAL INFRASTRUCTURE PARTNERS	B LP	2,665,636.9700	1,191,084.16	3,278,754.98
GLOBAL MARINE INC	7.000% 06/01/2028 DD 05/26/98	5,000,000.0000	5,370,029.28	5,228,450.00
GNMA GTD REMIC P/T 11-112 GN	2.000% 11/20/2036 DD 08/01/11	499,000.0000	496,855.35	493,910.20
GNMA GTD REMIC P/T 11-82 LP	3.250% 02/20/2037 DD 06/01/11	1,000,000.0000	1,014,683.41	1,021,050.00
GOOGLE INC		4,250.0000	2,629,698.69	4,763,017.50
GREENCORE GROUP PLC		3,120,489.0000	7,699,442.84	11,525,331.09
GS MORTGAGE SECURITIES GG8 A4	5.560% 11/10/2039 DD 10/01/06	2,310,000.0000	2,469,271.68	2,532,868.80
GS MORTGAGE SECURITIES GG8 AM	5.591% 11/10/2039 DD 10/01/06	1,500,000.0000	1,455,887.85	1,644,120.00
GSA HOME EQUITY TRUST 2 12 A1	VAR RT 08/25/2036 DD 07/28/06	1,504,471.0900	1,504,471.09	792,766.00
GSO CAP OPPORTUNITIES FD II LP	LP	2,831,089.0000	2,048,427.00	2,988,724.00
GTECH SPA EUR1		175,164.0000	3,132,579.73	5,348,697.90
GUANGDONG INVT LTD ORD HK\$0.50		3,650,000.0000	2,062,600.36	3,568,208.92
HALCYON STRUCTURED 2A A1A 144A	VAR RT 10/29/2021 DD 08/30/07	38,120,147.4100	35,794,019.31	37,364,606.09
HANNOVER RUECKVERSICHERUNG SE		59,500.0000	2,652,156.47	5,114,413.00
HARBERT UNITED STATES RE FD V	LP	1,683,337.4600	1,683,337.46	1,874,270.54
HARBORVIEW MORTGAGE LOAN T A A	VAR RT 06/21/2037 DD 04/30/07	2,840,653.7100	997,025.63	589,208.39
HARBOURVEST PARTNERS VI BUYOUT	PF LP	344,492.0000	365,549.00	368,813.00
HARBOURVEST VI PARTNERSHIP FD		978,919.0000	888,178.00	1,028,479.00
HESS CORP		52,700.0000	3,965,101.67	4,374,100.00
HIGHWOODS REALTY LP	3.625% 01/15/2023 DD 12/18/12	8,350,000.0000	8,046,810.36	7,634,238.00
HOSPIRA INC		83,800.0000	2,890,744.04	3,459,264.00
HSBC BANK PLC 144A	4.750% 01/19/2021 DD 01/19/11	2,000,000.0000	1,998,695.87	2,170,860.00
HSBC HOLDINGS PLC	5.100% 04/05/2021 DD 04/05/11	2,000,000.0000	1,996,651.88	2,222,900.00
HSBC HOLDINGS PLC	4.000% 03/30/2022 DD 03/30/12	10,000,000.0000	9,944,518.85	10,278,500.00
HSBC HOLDINGS PLC	6.800% 06/01/2038 DD 05/27/08	26,000,000.0000	28,959,615.61	31,983,900.00
HUNTINGTON BANCSHARES INC/OH	7.000% 12/15/2020 DD 12/17/10	5,800,000.0000	6,505,892.00	6,725,912.00
HUNTINGTON NATIONAL BANK/THE	6.600% 06/15/2018 DD 06/15/98	4,500,000.0000	4,852,767.44	4,969,980.00
IMERYS EUR2		64,111.0000	4,031,068.86	5,584,082.17
IMPAC CMB TRUST SERIES 2 6 1A2	VAR RT 10/25/2035 DD 09/09/05	7,451,097.2000	5,803,128.60	5,993,439.05
INFOSYS LTD	ADR	99,917.0000	4,632,437.02	5,655,302.20
ING BANK NV	5.125% 05/01/2015 DD 04/17/03	10,000,000.0000	10,110,780.18	10,400,500.00
INTERWEST PARTNERS VIII LP		724,415.8200	753,207.91	850,022.00
INVESCO LTD		114,800.0000	2,431,384.14	4,178,720.00
INVESCO REAL ESTATE FUND II		3,303,556.0000	1,118,957.00	3,370,649.00
INVESTOR AB SEK 6.25 'B'		150,749.0000	3,910,550.53	5,194,275.49
IPSON		76,025.0000	2,839,981.06	3,260,089.15
ISHARES MSCI EAFE ETF		792,000.0000	39,524,839.20	53,139,240.00
ITC HOLDINGS CORP	6.375% 09/30/2036 DD 10/10/06	10,000,000.0000	11,636,285.24	10,927,600.00
ITC HOLDINGS CORP 144A	5.500% 01/15/2020 DD 12/11/09	6,675,000.0000	7,004,104.22	7,260,664.50
JAPANESE YEN CCY FUTURE (CME)	EXP MAR 14	-420.0000	0.00	1,292,312.50
JCP&L TRANSITION FUNDING A A2	5.410% 09/05/2016 DD 08/10/06	295,063.4000	295,042.78	300,873.20
JOBSONHO BEVERAGE SYS STWD LIQ	4.532% 01/01/2035 DD 02/01/13	13,000,000.0000	13,336,131.82	11,950,640.00
JOHNSON CONTROLS INC	5.250% 12/01/2041 DD 12/02/11	2,450,000.0000	2,789,643.05	2,381,767.50
JOHNSON CONTROLS INC	6.000% 01/15/2036 DD 01/17/06	5,000,000.0000	4,763,804.84	5,373,700.00
JOHNSON CONTROLS INC	5.700% 03/01/2041 DD 02/04/11	7,500,000.0000	8,001,011.03	7,779,975.00
JP MORGAN CHASE COM C4 A3 144A	4.106% 07/15/2046 DD 06/01/11	1,500,000.0000	1,660,562.15	1,603,545.00
JP MORGAN CHASE COMME LDP7 A3A	VAR RT 04/15/2045 DD 06/01/06	268,197.6400	272,548.85	268,103.77
JP MORGAN CHASE COMMER LDP6 A4	VAR RT 04/15/2043 DD 03/01/06	10,286,473.9400	10,437,206.70	11,127,187.46
JP MORGAN CHASE COMMER LDP6 AJ	VAR RT 04/15/2043 DD 03/01/06	5,363,294.0000	5,262,836.17	5,471,042.58
JP MORGAN MORTGAGE ACQ FLD1 M3	VAR RT 07/25/2035 DD 08/03/05	5,375,000.0000	4,962,049.07	4,958,760.00
JPMORGAN CHASE & CO	4.500% 01/24/2022 DD 01/23/12	1,000,000.0000	1,067,149.76	1,057,730.00
JPMORGAN CHASE & CO	6.400% 05/15/2038 DD 05/22/08	3,000,000.0000	2,989,863.02	3,580,500.00
JPMORGAN CHASE & CO	5.625% 08/16/2043 DD 08/21/13	5,000,000.0000	5,026,356.60	5,283,850.00
JPMORGAN CHASE & CO	5.600% 07/15/2041 DD 07/21/11	11,500,000.0000	11,452,166.99	12,480,375.00
JPMORGAN CHASE BANK NA	6.000% 10/01/2017 DD 09/24/07	10,000,000.0000	10,760,774.47	11,441,200.00
KAYNE ANDERSON CREDIT OPP FD	QP LP	1,470,000.0000	1,470,000.00	1,469,172.00
KAYNE ANDERSON MEZZANINE	PARTNERS (QP) LP	5,483,737.0000	5,494,034.00	5,817,252.00
KAYNE ANDERSON RE PARTNERS I	LP	1,705,530.0000	1,541,877.00	1,897,576.00

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Security Description 1	Security Description 2	Shares/Par	Base Cost	Base Market Value
KAYNE ANDERSON REAL ESTATE	PARTNERS III LP	1,463,437.0000	1,463,437.00	1,415,589.00
KAYNE ANDERSON REAL ESTATE	PARTNERS II QP LP	5,505,665.0000	5,530,425.00	5,861,929.00
KCP&L GREATER MISSOURI OPERATI	8.270% 11/15/2021 DD 03/31/99	3,800,000.0000	4,269,142.77	4,543,432.00
KDDI CORP Y5000		114,000.0000	4,050,424.46	7,017,553.71
KENTUCKY ST PROPERTY & BLDGS C	6.573% 08/01/2029 DD 07/09/09	6,000,000.0000	6,000,000.00	6,616,080.00
KINDER MORGAN ENERGY PARTNERS	7.750% 03/15/2032 DD 03/14/02	4,000,000.0000	4,587,707.75	4,861,640.00
KINROSS GOLD CORP	6.875% 09/01/2041 DD 03/01/12	15,000,000.0000	14,880,130.02	13,441,200.00
KOHL'S CORP		65,100.0000	3,631,649.91	3,694,425.00
KONE CORPORATION NPV ORD B		258,684.0000	3,870,571.82	11,691,678.66
KONECRANES OYJ EUR0.50		112,396.0000	4,732,584.12	4,005,095.12
KONINKLIJKE PHILIPS ELECTRONIC	3.750% 03/15/2022 DD 03/09/12	5,000,000.0000	5,040,359.69	5,002,700.00
KONINKLIJKE PHILIPS ELECTRONIC	5.000% 03/15/2042 DD 03/09/12	6,500,000.0000	6,428,693.59	6,454,175.00
KRAFT FOODS GROUP INC	5.000% 06/04/2042 DD 12/04/12	20,000,000.0000	19,733,877.79	19,715,800.00
KTR INDUSTRIAL FUND III L.P.		5,741,126.0000	5,636,599.00	5,867,470.00
L-3 COMMUNICATIONS CORP	5.200% 10/15/2019 DD 04/15/10	23,645,000.0000	25,096,391.01	25,556,698.25
LAS VEGAS VLY NV WTR DIST	7.013% 06/01/2039 DD 12/23/09	8,000,000.0000	10,001,245.70	8,625,680.00
LB-UBS COMMERCIAL MORTGA C7 AJ	VAR RT 11/15/2040 DD 10/11/05	5,000,000.0000	5,093,710.95	5,288,000.00
LIGHTPOINT CLO V 5A A1 144A	VAR RT 08/05/2019 DD 08/03/06	1,457,221.7700	1,401,000.27	1,435,751.06
LOOMIS AB NPV'B		76,900.0000	1,453,672.24	1,825,934.98
LORILLARD TOBACCO CO	8.125% 05/01/2040 DD 04/12/10	7,979,000.0000	9,204,204.03	9,608,232.01
LOUISVILLE & JEFFERSON CNTY KY	5.980% 05/15/2040 DD 11/24/09	10,000,000.0000	11,378,223.28	11,189,300.00
LOWE'S COS INC		79,300.0000	1,552,673.67	3,929,315.00
MACQUARIE INFRASTRUCTURE	PARTNERS INTL LP	8,223,781.0700	8,036,281.07	8,400,951.37
MANUFACTURERS & TRADERS TRUST	VAR RT 12/28/2020 DD 12/28/05	677,000.0000	661,330.87	690,506.15
MARSH & MCLENNAN COS INC		85,100.0000	2,428,271.08	4,115,436.00
MARSHAL WACE GLOBAL	OPPORTUNITIES FUND	42,253.0310	5,099,219.45	5,264,444.57
MASTR ALTERNATIVE LOAN T 6 1A5	5.500% 12/25/2035 DD 11/01/05	7,089,329.7000	6,812,950.39	6,309,219.86
MAUREL ET PROM EUR0.77		260,393.0000	4,849,867.15	4,361,317.74
MBK PARTNERS FUND III LP		3,064,103.0000	2,222,654.00	2,992,209.00
MEDTRONIC INC	6.500% 03/15/2039 DD 03/12/09	5,000,000.0000	4,987,952.25	6,079,800.00
MEIJI HOLDINGS CO LTD		90,173.0000	4,153,337.04	5,799,623.86
MEMORIAL SLOAN-KETTERING CANCE	5.000% 07/01/2042 DD 12/08/11	10,000,000.0000	10,000,000.00	9,858,100.00
MERCK & CO INC	2.250% 01/15/2016 DD 12/10/10	500,000.0000	499,505.71	516,500.00
MERRILL LYNCH & CO INC	6.110% 01/29/2037 DD 01/29/07	5,000,000.0000	5,210,238.03	5,392,350.00
MERRILL LYNCH MORTGAGE CIP1 AM	VAR RT 07/12/2038 DD 08/01/05	3,625,000.0000	3,752,846.54	3,827,456.25
MERRILL LYNCH MORTGAGE MCP1 A4	VAR RT 06/12/2043 DD 06/01/05	5,000,000.0000	5,079,391.30	5,193,850.00
MERRILL LYNCH MORTGAGE T C1 A3	VAR RT 05/12/2039 DD 05/01/06	2,204,502.3100	2,233,206.25	2,206,971.35
MET GOVT NASHVILLE & DAVIDSON	6.731% 07/01/2043 DD 04/21/10	18,995,000.0000	21,932,755.12	20,920,903.05
MET WASHINGTON DC ARPTS AUTH D	8.000% 10/01/2047 DD 05/27/10	2,500,000.0000	2,918,178.11	2,670,675.00
MET WASHINGTON DC ARPTS AUTH D	7.462% 10/01/2046 DD 08/12/09	16,700,000.0000	19,509,212.91	18,482,057.00
METHANEX CORP		163,161.0000	2,949,712.59	9,646,846.14
METROPOLITAN RE PARTNERS V LP		7,261,200.0000	5,244,676.00	7,713,664.00
MF GLOBAL FUTURES CASH		391,878.8800	391,878.88	391,878.88
MICHIGAN ST	7.625% 09/15/2027 DD 06/25/09	8,905,000.0000	8,851,513.93	10,551,000.20
MICROSOFT CORP		113,500.0000	3,035,500.60	4,246,035.00
MILLENIUM INTERNATIONAL, LTD		10,000.0000	10,000,000.00	10,234,133.00
MOLSON COORS BREWING CO	5.000% 05/01/2042 DD 05/03/12	16,000,000.0000	15,731,998.14	15,655,200.00
MONDELEZ INTERNATIONAL INC	6.875% 02/01/2038 DD 12/12/07	5,000,000.0000	5,318,944.56	6,091,300.00
MONDELEZ INTERNATIONAL INC	6.500% 02/09/2040 DD 02/08/10	10,000,000.0000	10,756,810.94	11,950,000.00
MORGAN STANLEY	5.500% 07/24/2020 DD 07/26/10	2,000,000.0000	2,032,126.93	2,236,800.00
MORGAN STANLEY	5.500% 07/28/2021 DD 07/28/11	7,500,000.0000	8,548,723.67	8,380,950.00
MORGAN STANLEY ABS CAPI NC6 M1	VAR RT 07/25/2034 DD 07/28/04	10,111,584.8000	9,342,981.54	9,466,769.04
MORGAN STANLEY CAPITAL IQ16 A4	5.809% 12/12/2049 DD 11/01/07	3,400,000.0000	3,418,112.92	3,800,996.00
MORGAN STANLEY CAPITAL T23 A4	VAR RT 08/12/2041 DD 08/01/06	3,340,000.0000	3,494,566.34	3,672,396.80
MORTGAGE PASS-THROUGH 18XS A6	VAR RT 06/25/2033 DD 05/01/03	364,269.1600	358,953.61	361,504.36
MOSAIC GLOBAL HOLDINGS INC	7.300% 01/15/2028 DD 01/26/98	3,945,000.0000	4,589,477.25	4,673,325.90
MUENCHENER RUECKVERSICHERUNGS	G NPV REGD	25,400.0000	3,961,159.69	5,605,238.79
MUNI ELEC AUTH OF GEORGIA	6.637% 04/01/2057 DD 03/11/10	15,000,000.0000	18,026,501.03	15,767,100.00
MURPHY OIL CORP	5.125% 12/01/2042 DD 11/30/12	21,500,000.0000	20,372,797.77	18,294,780.00
MYLAN INC/PA	5.400% 11/29/2043 DD 11/29/13	4,000,000.0000	3,975,310.36	4,032,280.00
NBCUNIVERSAL MEDIA LLC	5.950% 04/01/2041 DD 04/01/11	3,000,000.0000	2,991,946.20	3,281,520.00
NBCUNIVERSAL MEDIA LLC	6.400% 04/30/2040 DD 04/30/11	5,000,000.0000	5,755,538.44	5,748,150.00
NBCUNIVERSAL MEDIA LLC	4.450% 01/15/2043 DD 10/05/12	15,000,000.0000	13,788,198.05	13,437,300.00
NEW CENTURY HOME EQUITY 5 AI6	VAR RT 11/25/2033 DD 10/01/03	15,000,000.0000	15,448,954.70	15,231,600.00
NEW JERSEY ST TURNPIKE AUTH	7.414% 01/01/2040 DD 04/28/09	8,000,000.0000	8,000,000.00	10,533,200.00
NEW YORK NY	5.985% 12/01/2036 DD 12/17/09	4,710,000.0000	5,444,114.50	5,224,002.30
NEWCREST FINANCE PTY LTD 144A	5.750% 11/15/2041 DD 11/15/11	5,000,000.0000	5,039,202.94	3,637,250.00
NEWPAGE CORP	11.375% 12/31/2014 DD 12/31/09	9,223,177.0500	8,522,331.99	-
NEWPAGE HLDGS INC COM		40,000.0000	4,900,000.00	3,720,000.00
NEWS AMERICA INC	6.150% 02/15/2041 DD 08/15/11	6,505,000.0000	7,235,014.72	7,249,952.60
NEWS AMERICA INC	6.150% 03/01/2037 DD 03/02/07	12,000,000.0000	12,783,802.31	13,189,080.00
NEWSTONE CAPITAL FUND II		3,226,192.0000	3,380,161.00	3,395,739.00
NEWSTONE CAPITAL PARTNERS		1,179,337.0000	1,145,234.00	1,206,180.00
NEXEN INC	7.400% 05/01/2028 DD 04/28/98	6,500,000.0000	7,352,512.28	8,016,775.00
NOBLE ENERGY INC	8.000% 04/01/2027 DD 04/07/97	1,755,000.0000	2,031,113.54	2,237,431.95
NOBLE HOLDING INTERNATIONAL LT	3.950% 03/15/2022 DD 02/10/12	5,000,000.0000	4,929,919.42	4,888,100.00

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NOBLE HOLDING INTERNATIONAL LT	5.250% 03/15/2042 DD 02/10/12	12,700,000.0000	12,237,269.65	12,185,396.00
NON-BASE CURRENCY		0.0000	1,040.82	1,073.02
NON-BASE CURRENCY		0.0000	7,078.06	7,306.87
NON-BASE CURRENCY		0.0000	1,249,571.53	1,249,571.52
NON-BASE CURRENCY		0.0000	116,562.43	116,562.43
NON-BASE CURRENCY		0.0000	481,172.02	488,127.37
NON-BASE CURRENCY - BROKER		0.0000	1,683,677.30	1,612,497.45
NON-BASE CURRENCY - BROKER		0.0000	42,699,234.71	44,580,175.80
NON-BASE CURRENCY - BROKER		0.0000	41,524,804.31	35,994,408.76
NON-BASE CURRENCY - BROKER		0.0000	39,446,557.64	41,542,686.13
NORTHERN STATES POWER CO/MN	3.400% 08/15/2042 DD 08/13/12	12,000,000.0000	10,005,802.16	9,647,760.00
NORTHROP GRUMMAN CORP	4.750% 06/01/2043 DD 05/31/13	5,000,000.0000	4,750,613.33	4,738,400.00
NORTHWEST AIRLINES 2001-1 CLAS	7.041% 10/01/2023 DD 06/01/01	299,550.3650	266,327.53	341,487.42
NOVANT HEALTH INC	4.371% 11/01/2043 DD 04/23/13	5,500,000.0000	5,500,000.00	4,598,000.00
NOVARTIS AG	ADR	53,600.0000	2,918,081.12	4,308,368.00
NOVARTIS AG CHF0.50 (REGD)		62,700.0000	2,743,390.83	5,019,666.05
NTHR CA PWR AGY	7.311% 06/01/2040 DD 06/24/10	16,555,000.0000	20,395,328.96	18,073,259.05
NYU HOSPITALS CENTER	5.750% 07/01/2043 DD 08/01/13	8,900,000.0000	9,278,522.28	9,005,465.00
OCCIDENTAL PETROLEUM CORP	4.100% 02/01/2021 DD 12/16/10	10,000,000.0000	10,308,741.44	10,497,400.00
OHA CREDIT PARTNERS 7A A 144A	VAR RT 11/20/2023 DD 11/08/12	16,834,000.0000	16,882,041.60	16,758,162.83
OHIO ST HGR EDUC TNL FAC COMMIS	4.723% 01/01/2032 DD 11/23/11	7,500,000.0000	7,500,000.00	7,258,350.00
OIL INSURANCE LTD	VAR RT 11/29/2049 DD 06/22/06	4,000,000.0000	4,071,495.49	3,498,200.00
ONCOR ELECTRIC DELIVERY CO LLC	7.250% 01/15/2033 DD 07/15/03	4,000,000.0000	4,911,729.10	5,025,440.00
ORACLE CORP	5.375% 07/15/2040 DD 07/15/11	5,000,000.0000	5,445,101.89	5,338,900.00
OREGON ST SCH BRDS ASSN SHORT-	5.528% 06/30/2028 DD 02/19/04	2,840,000.0000	3,371,251.10	3,105,540.00
OWENS-ILLINOIS INC		104,200.0000	2,199,591.26	3,728,276.00
PAYABLE FOR FORWARD FOREIGN EXCHANGE CONTRACTS		0.0000	-1,246,499.90	(1,249,537.71)
PAYABLE FOR FORWARD FOREIGN EXCHANGE CONTRACTS		0.0000	-965,385.24	(965,385.24)
PAYABLE FOR INVESTMENTS PURCHASED		0.0000	-199,020,833.33	(199,020,833.33)
PAYABLE FOR INVESTMENTS PURCHASED		0.0000	-967,465.97	(967,051.19)
PAYABLE FOR INVESTMENTS PURCHASED		0.0000	-548,186.67	(548,186.67)
PEMEX PROJECT FUNDING MASTER T	6.625% 06/15/2035 DD 12/15/05	3,000,000.0000	3,074,833.05	3,157,500.00
PEOPLE'S CHOICE HOME LOAN 1 M2	VAR RT 06/25/2034 DD 04/28/04	10,119,000.0000	8,777,825.85	9,440,318.67
PERSIMMON ORD 10P		392,932.0000	6,772,730.90	8,063,333.01
PETROBRAS GLOBAL FINANCE BV	5.625% 05/20/2043 DD 05/20/13	5,000,000.0000	4,902,144.63	4,081,550.00
PETROLEOS MEXICANOS	8.000% 05/03/2019 DD 05/03/09	2,000,000.0000	1,977,649.06	2,420,000.00
PETROLEOS MEXICANOS	5.500% 06/27/2044 DD 06/26/12	7,500,000.0000	6,995,298.10	6,843,750.00
PFIZER INC	5.350% 03/15/2015 DD 03/24/09	500,000.0000	499,831.33	528,325.00
PHILIP MORRIS INTERNATIONAL IN	4.875% 11/15/2043 DD 11/12/13	14,000,000.0000	13,919,246.37	13,868,820.00
PITTSBURGH PA URBAN REDEV AUTH	5.400% 12/01/2016 DD 10/15/06	2,690,000.0000	2,688,644.08	2,771,238.00
PORT AUTH OF NEW YORK & NEW JE	4.926% 10/01/2051 DD 10/06/11	11,965,000.0000	11,368,219.79	11,195,171.90
POTASH CORP OF SASKATCHEWAN IN	5.625% 12/01/2040 DD 11/30/10	7,750,000.0000	8,299,054.79	8,229,880.00
POTASH CORP OF SASKATCHEWAN IN	5.875% 12/01/2036 DD 12/04/06	10,100,000.0000	11,036,603.90	10,871,842.00
PPL CAPITAL FUNDING INC	4.200% 06/15/2022 DD 06/14/12	7,000,000.0000	7,027,034.67	6,987,190.00
PREFERRED TERM SECURITIES 144A	VAR RT 12/11/2032 DD 12/04/02	2,000,000.0000	1,993,394.64	1,998,800.00
PREFERRED TERM SECURITIES REGS	VAR RT 06/23/2035 DD 03/17/05	2,505,454.0200	1,927,363.03	2,302,261.70
PREFERRED TERM SECURITIES XI L	VAR RT 09/24/2033 DD 09/17/03	28,152,871.3500	21,830,172.63	23,208,664.08
PREFERRED TERM SECURITIES XIII	VAR RT 03/24/2034 DD 03/17/04	5,046,728.7800	3,967,186.76	4,745,439.07
PREFERRED TERM SECURITIES XIV	VAR RT 06/24/2034 DD 06/17/04	12,221,036.3700	9,559,617.10	9,502,711.25
PREFERRED TERM SECURITIES XVII	VAR RT 09/23/2035 DD 06/15/05	4,178,879.3500	4,178,879.38	282,910.13
PRIDE INTERNATIONAL INC	6.875% 08/15/2020 DD 08/06/10	10,000,000.0000	10,874,738.91	11,973,800.00
PROCTER & GAMBLE CO/THE		40,600.0000	2,559,483.29	3,305,246.00
PROLOGIS LP	4.250% 08/15/2023 DD 08/15/13	15,000,000.0000	14,962,503.95	14,817,900.00
PROTECTIVE LIFE CORP	6.400% 01/15/2018 DD 12/11/07	5,000,000.0000	4,998,329.93	5,541,700.00
PRUDENTIAL CAP PTNR III		4,083,699.1800	3,648,052.35	4,049,366.23
PSC HOLDINGS (7/10) TLB		4,602,805.3000	4,510,814.72	4,614,312.31
PUBLIC SERVICE ELECTRIC & GAS	5.375% 11/01/2039 DD 11/24/09	5,000,000.0000	4,984,911.20	5,458,000.00
PUBLIC SERVICE ELECTRIC & GAS	3.750% 03/15/2024 DD 09/12/13	7,000,000.0000	6,999,385.80	7,025,830.00
QUALCOMM INC		73,400.0000	4,641,411.65	5,449,950.00
QUEST DIAGNOSTICS INC	5.750% 01/30/2040 DD 11/17/09	6,000,000.0000	5,991,396.42	5,876,820.00
QUEST DIAGNOSTICS INC	6.950% 07/01/2037 DD 06/22/07	6,150,000.0000	6,490,188.65	6,785,848.50
QUESTAR PIPELINE CO	5.830% 02/01/2018 DD 01/15/08	5,000,000.0000	4,998,441.01	5,655,000.00
RAAC SERIES 2007-SP1 TR SP1 A3	VAR RT 03/25/2037 DD 04/10/07	15,000,000.0000	14,001,449.63	13,710,750.00
RALI SERIES 2004-QS6 TR QS6 A1	5.000% 05/25/2019 DD 05/01/04	3,138,762.4300	3,164,199.20	3,194,820.73
RAM REALTY PARTNERS II LLC		6,329,708.0000	6,329,709.00	6,596,654.00
RAMP SERIES 2002-RS1 T RS1 AI5	VAR RT 01/25/2032 DD 01/01/02	762,744.0300	749,764.17	743,759.33
RAMP SERIES 2003-RZ2 TR RZ2 A1	VAR RT 04/25/2033 DD 03/01/03	3,350,746.5900	3,253,971.07	3,226,031.80
RECEIVABLE FOR INVESTMENTS SOLD		0.0000	1,771,702.35	1,771,702.35
RECEIVABLE FOR INVESTMENTS SOLD		0.0000	503,828.62	503,828.62
RECEIVABLE FOR UNITS ISSUED		0.0000	20,000,000.00	20,000,000.00
RECEIVABLE FOR UNITS ISSUED		0.0000	-22,478.47	(22,478.47)
RECEIVABLE FOR UNITS ISSUED		0.0000	22,478.47	22,478.47
REED ELSEVIER CAPITAL INC	3.125% 10/15/2022 DD 04/15/13	3,024,000.0000	2,540,720.24	2,796,444.00
REGENCY ENERGY PARTNERS LP / R	5.750% 09/01/2020 DD 09/11/13	11,320,000.0000	11,342,531.08	11,687,900.00
REPUBLIC SERVICES INC		57,900.0000	1,611,443.19	1,922,280.00
REXAM ORD GBP0.714285714	(POST R/	556,906.0000	4,538,978.71	4,893,202.36

NATIONWIDE RETIREMENT PLAN

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Security Description 1	Security Description 2	Shares/Par	Base Cost	Base Market Value
REYNOLDS AMERICAN INC	6.150% 09/15/2043 DD 09/17/13	8,000,000.0000	7,964,364.90	8,638,800.00
REYNOLDS AMERICAN INC	7.250% 06/15/2037 DD 06/21/07	12,276,000.0000	12,697,266.06	14,374,827.72
ROCHE HOLDINGS INC 144A	7.000% 03/01/2039 DD 02/25/09	7,500,000.0000	10,033,583.71	9,835,125.00
ROCKBRIDGE HOSPITALITY FUND	IV LP	2,932,814.6800	4,213,287.80	2,989,498.00
ROGERS COMMUNICATIONS INC	8.750% 05/01/2032 DD 04/30/02	3,000,000.0000	3,325,938.30	3,889,350.00
ROHM AND HAAS HOLDINGS LTD	9.800% 04/15/2020 DD 04/15/90	650,000.0000	749,377.87	764,991.50
ROWAN COS INC	4.875% 06/01/2022 DD 05/21/12	4,375,000.0000	4,733,618.42	4,439,531.25
ROWAN COS INC	5.400% 12/01/2042 DD 12/11/12	5,000,000.0000	4,979,071.54	4,625,700.00
ROYALTY PHARMA 11/13 TLB2		19,302,610.9900	19,302,610.99	19,374,995.78
S & P 500 E MINI IND FUT (CME)	EXP MAR 14	-140.0000	0.00	(319,950.00)
S & P 500 E MINI IND FUT (CME)	EXP MAR 14	1,050.0000	0.00	3,491,250.00
SAGUENAY OFFSHORE FUND LIMITED	CLASS A N SERIES 2A N	300,000.0000	30,000,000.00	31,913,310.00
SAGUENAY OFFSHORE FUND LIMITED	CLASS A N SERIES 1A N	350,000.0000	35,000,000.00	40,610,920.00
SAMSUNG ELECTRONICS CO LTD	GDR	13,060.0000	3,760,114.94	8,489,274.26
SANOFI	ADR	78,500.0000	3,007,648.99	4,209,955.00
SASOL NVP		94,464.0000	3,534,110.15	4,640,336.83
SBS SPANISH BROADCASTING SYSTE	PFD 10.750%	500.0000	523,799.02	400,000.00
SCHLUMBERGER LTD		46,600.0000	3,548,578.83	4,199,126.00
SEARS MORTGAGE SECURITIES 1 D	12.000% 02/25/2014 DD 02/01/84	17.9600	17.97	17.98
SHEARSON LEHMAN CMO E 4	5.750% 05/01/2017 DD 01/01/87	209,186.7200	216,012.74	216,552.18
SHERIDAN SQUARE CLO 1A A2 144A	VAR RT 04/15/2025 DD 03/12/13	10,000,000.0000	9,870,502.66	9,827,000.00
SHOWA DENKO KK Y50		2,849,300.0000	6,994,381.69	4,039,253.03
SILVER LAKE PARTNERS IV LP		332,879.0000	332,879.00	311,294.00
SILVER LAKE PTRS III		6,710,584.0000	5,213,359.00	7,562,006.00
SLM STUDENT LOAN TR 4 A5D 144A	VAR RT 03/15/2033 DD 04/16/03	2,312,394.1200	2,244,383.05	2,293,245.18
SOLAR STAR FUNDING LLC 144A	5.375% 06/30/2035 DD 06/27/13	15,000,000.0000	15,000,000.00	14,319,000.00
SOLVAY NPV		27,169.0000	4,336,551.86	4,305,315.21
SOUNDVIEW HOME LOAN TR OPT1 M2	VAR RT 06/25/2035 DD 05/12/05	14,250,000.0000	9,974,163.09	11,383,612.50
SOUTHWEST AIRLINES CO		197,200.0000	1,829,686.90	3,715,248.00
SOVEREIGN BANK/WILMINGTON DE	8.750% 05/30/2018 DD 05/16/08	14,080,000.0000	15,889,074.83	16,917,683.20
SPE I PARTNERS LP		1,364,420.0000	1,406,784.33	1,470,878.00
SPE II PARTNERS LP		881,769.9200	872,636.59	957,964.00
SPECTRA ENERGY PARTNERS LP	5.950% 09/25/2043 DD 09/25/13	6,500,000.0000	6,491,902.12	6,948,760.00
SPECTRA ENERGY PARTNERS LP	4.750% 03/15/2024 DD 09/25/13	10,000,000.0000	9,976,978.17	10,194,000.00
STANDARD CHARTERED BANK 144A	6.400% 09/26/2017 DD 09/26/07	19,000,000.0000	20,575,155.93	21,517,690.00
STANDARD CHARTERED ORD USD0.50		199,181.0000	5,246,164.61	4,486,552.03
STATE PUBLIC SCH BLDG AUTH PA	5.088% 09/15/2029 DD 11/03/11	10,000,000.0000	10,000,000.00	9,781,500.00
SUNOCO LOGISTICS PARTNERS OPER	6.850% 02/15/2040 DD 02/12/10	7,400,000.0000	8,076,243.10	8,208,154.00
SVENSKA HANDELSBANKEN SER A	NPV	114,700.0000	2,735,570.35	5,643,384.31
SWAP COLLATERAL WITH MORGAN	STANLEY	2,131,000.0000	2,131,000.00	2,131,000.00
SWISS FUTURE CCY FUTURE (CME)	EXP MAR 14	-180.0000	0.00	70,875.00
SYMRISE AG NPV (BR)		171,900.0000	2,950,939.65	7,935,131.77
TA IX L.P.		48,585.0000	214,429.06	442,297.00
TAYLOR WIMPEY PLC ORD GBP0.01		5,533,053.0000	2,210,406.62	10,217,992.73
TDH III HOLDINGS INC		100.0000	613,978.09	27,257.00
TECK RESOURCES LTD	6.250% 07/15/2041 DD 07/05/11	18,800,000.0000	19,666,833.96	18,714,084.00
TENNESSEE VALLEY AUTH BD	5.131% 01/15/2021 DD 12/20/02	3,849,608.8520	3,841,432.82	4,234,683.69
TERADATA CORP		30,600.0000	1,367,084.06	1,391,994.00
TEVA PHARMACEUTICAL INDUSTRIES	ADR	105,330.0000	4,920,605.04	4,221,626.40
TEXAS INSTRUMENTS INC		105,600.0000	2,890,361.75	4,636,896.00
THAI OIL PUBLIC CO LIMITED	THB10 (ALIEN MKT)	1,874,900.0000	3,454,703.64	3,209,468.16
THERMO FISHER SCIENTIFIC INC		44,500.0000	2,697,767.78	4,955,075.00
TIAA SEASONED COMMER C4 D 144A	VAR RT 08/15/2039 DD 07/10/07	1,000,000.0000	971,915.20	939,200.00
TIAA SEASONED COMMERCIAL C4 AJ	VAR RT 08/15/2039 DD 07/10/07	2,073,000.0000	2,164,619.39	2,199,038.40
TIAA SEASONED COMMERCIAL C4 C	VAR RT 08/15/2039 DD 07/10/07	1,000,000.0000	998,529.48	1,007,680.00
TIME WARNER CABLE INC	6.750% 06/15/2039 DD 06/29/09	5,000,000.0000	5,033,047.50	4,708,500.00
TIME WARNER CABLE INC	5.875% 11/15/2040 DD 11/15/10	7,000,000.0000	7,327,498.77	6,055,350.00
TIME WARNER INC		51,800.0000	1,678,793.85	3,611,496.00
TIME WARNER INC	6.500% 11/15/2036 DD 11/13/06	5,000,000.0000	5,346,266.15	5,649,400.00
TIME WARNER INC	6.250% 03/29/2041 DD 04/01/11	10,000,000.0000	11,134,881.42	11,104,800.00
TIME WARNER INC	4.900% 06/15/2042 DD 06/13/12	10,000,000.0000	9,440,048.27	9,492,900.00
TITAN MASTERS INTERNATIONAL	FUND LTD	351,465.7940	50,000,000.00	60,259,612.96
TITAN TRADING FUND OFFSHORE	CLASS C-U-2-13	17,111.4690	20,000,000.00	17,881,978.21
TITAN TRADING FUND OFFSHORE		26,031.1120	30,000,000.00	-
TOYOTA MOTOR CREDIT CORP	2.050% 01/12/2017 DD 01/12/12	500,000.0000	499,490.99	510,995.00
TPREF FUNDING I LTD/TPREF FUND	VAR RT 11/15/2032 DD 10/29/02	2,000,000.0000	2,000,000.00	486,720.00
TRANSGENE NPV		53,260.0000	1,025,659.78	644,360.84
TRANSOCEAN INC	7.350% 12/15/2041 DD 12/05/11	5,100,000.0000	5,727,202.03	6,150,600.00
TRANSOCEAN INC	7.500% 04/15/2031 DD 04/05/01	6,000,000.0000	7,099,319.54	6,857,460.00
TRANSOCEAN INC	6.800% 03/15/2038 DD 12/11/07	8,000,000.0000	9,044,444.36	8,904,080.00
TRANSOCEAN INC	6.375% 12/15/2021 DD 12/05/11	12,850,000.0000	14,493,102.22	14,439,802.00
TREVI FINANZIARIA EURO.50		521,523.0000	5,720,195.30	4,520,199.17
TRIDENT IV LP		3,914,825.1500	2,218,419.86	4,256,422.26
TRIDENT V LP		3,311,011.8300	2,867,564.26	3,457,158.35
TRS EL UL MS SYSTEMATIC VOL ID	P 1.25% 2014 MAY 20	30,000,000.0000	0.00	(2,342,348.42)
TRS FL UL MS SYSTEMATIC VOL ID	P 1.25% 2014 MAY 20	-30,000,000.0000	0.00	-

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Security Description 1	Security Description 2	Shares/Par	Base Cost	Base Market Value
TULLOW OIL PLC ORD GBP0.10		353,900.0000	5,145,515.36	5,011,555.78
TWO SIGMA SPECTRUM CAYMAN		5,500.0000	5,500,000.00	5,741,451.65
TYCO INTERNATIONAL LTD / TYCO		8,800,000.0000	10,208,129.73	10,156,872.00
U S TREASURY NT PRIN STRIP	6.875% 01/15/2021 DD 07/15/08	32,000,000.0000	13,738,861.66	10,659,840.00
U S TREASURY NT PRIN STRIP	0.000% 11/15/2040 DD 11/15/10	44,500,000.0000	14,631,400.94	17,662,495.00
U S TREASURY NT PRIN STRIP	0.000% 02/15/2037 DD 02/15/07	104,000,000.0000	43,385,887.97	32,451,120.00
UBS-BAMLL TRUST WRM A 144A	0.000% 02/15/2042 DD 02/15/12	1,500,000.0000	1,571,490.23	1,425,090.00
UNITED TECHNOLOGIES CORP	3.663% 06/10/2030 DD 07/01/12	5,000,000.0000	4,825,537.97	4,855,450.00
UNITEDHEALTH GROUP INC	4.500% 06/01/2042 DD 06/01/12	48,200.0000	2,529,776.96	3,629,460.00
US 5YR TREAS NTS FUTURE (CBT)	EXP MAR 14	1,900.0000	0.00	(2,983,086.43)
US AIRWAYS 2012-1 CLASS B PASS	8.000% 04/01/2021 DD 05/14/12	6,708,229.6700	6,708,229.67	7,479,676.08
US GOVT BLDING OPEN-END FEEDER	1 LP	10,297,446.5700	9,964,647.40	10,552,672.00
US INDUSTRIAL REIT II		4,946,375.0000	2,126,623.29	5,229,168.00
US SHIPPING 4/13 TL		2,985,000.0000	2,959,000.54	3,052,162.50
US TREAS BD FUTURE (CBT)	EXP MAR 14	900.0000	0.00	(1,931,250.00)
US TREAS-CPI INFLAT	3.375% 04/15/2032 DD 10/15/01	2,631,720.0000	3,677,414.71	3,501,213.97
US TREAS-CPI INFLAT	3.625% 04/15/2028 DD 04/15/98	11,985,864.0000	16,517,996.26	15,855,020.76
US TREAS-CPI INFLAT	1.750% 01/15/2028 DD 01/15/08	12,096,556.5000	13,561,434.50	12,950,936.29
US TREAS-CPI INFLAT	2.375% 01/15/2027 DD 01/15/07	12,160,995.0000	13,346,945.82	14,008,006.92
US TREAS-CPI INFLAT	2.000%001/15/2026 DD 01/15/06	15,592,467.5000	17,977,559.71	17,261,329.30
US TREAS-CPI INFLAT	2.500% 01/15/2029 DD 01/15/09	15,828,508.5000	18,149,392.37	18,601,030.05
US TREAS-CPI INFLAT	2.125% 02/15/2040 DD 02/15/10	21,342,245.0000	24,468,948.27	23,979,933.06
US TREAS-CPI INFLAT	2.375% 01/15/2025 DD 07/15/04	22,303,800.0000	26,576,186.49	25,637,102.91
US TREAS-CPI INFLAT	2.125% 02/15/2041 DD 02/15/11	23,730,737.5000	28,176,040.98	26,663,619.35
US TREAS-CPI INFLAT	0.750% 02/15/2042 DD 02/15/12	60,727,525.0000	50,835,256.15	48,819,464.62
US ULTRA BOND (CBT)	EXP MAR 14	238.0000	0.00	(288,062.50)
US ULTRA BOND (CBT)	EXP MAR 14	690.0000	0.00	(2,264,062.50)
VALE OVERSEAS LTD	6.875% 11/21/2036 DD 11/21/06	5,000,000.0000	5,057,818.88	5,163,750.00
VERIZON COMMUNICATIONS INC	6.400% 02/15/2038 DD 02/12/08	5,000,000.0000	5,161,771.33	5,614,850.00
VERIZON COMMUNICATIONS INC	6.550% 09/15/2043 DD 09/18/13	38,000,000.0000	41,494,780.26	44,458,480.00
VERIZON NEW YORK INC	7.375% 04/01/2032 DD 03/28/02	13,286,000.0000	15,606,978.03	15,062,205.34
VIACOM INC	5.850% 09/01/2043 DD 08/19/13	10,000,000.0000	10,017,079.79	10,512,200.00
VILLAGE ROADSHOW 11/12 TLB		9,000,000.0000	8,929,271.90	9,090,000.00
VIRGINIA ELECTRIC AND POWER CO	6.350% 11/30/2037 DD 12/04/07	5,000,000.0000	4,989,314.06	6,026,350.00
VIRGINIA ST HSG DEV AUTH	5.251% 01/01/2039 DD 12/08/11	5,000,000.0000	5,000,000.00	5,090,200.00
VISIUM GLOBAL OFFSHORE FUND		10,000.0000	10,000,000.00	10,406,609.00
VODAFONE GROUP PLC	ADR	117,700.0000	3,542,895.32	4,626,787.00
WAL-MART STORES INC	2.875% 04/01/2015 DD 04/01/10	500,000.0000	499,087.65	515,700.00
WAL-MART STORES INC	5.625% 04/01/2040 DD 04/01/10	2,200,000.0000	2,895,804.19	2,485,120.00
WAL-MART STORES INC	5.625% 04/15/2041 DD 04/18/11	4,850,000.0000	5,619,358.07	5,507,029.50
WAL-MART STORES INC	4.750% 10/02/2043 DD 10/02/13	5,000,000.0000	4,965,332.93	5,019,450.00
WAL-MART STORES INC	4.000% 04/11/2043 DD 04/11/13	10,500,000.0000	9,282,556.11	9,344,790.00
WAMU MORTGAGE PASS THR AR10 A7	VAR RT 10/25/2033 DD 09/01/03	380,455.0310	377,740.79	386,690.69
WEATHERFORD INTERNATIONAL INC	6.800% 06/15/2037 DD 12/15/07	8,000,000.0000	7,872,615.22	8,646,240.00
WEATHERFORD INTERNATIONAL LTD/	7.000% 03/15/2038 DD 03/25/08	3,000,000.0000	3,398,797.87	3,320,580.00
WEATHERFORD INTERNATIONAL LTD/	6.500% 08/01/2036 DD 08/07/06	10,000,000.0000	10,223,780.72	10,429,900.00
WEATHERFORD INTERNATIONL LTD	REG	284,600.0000	3,940,856.69	4,408,454.00
WELLPOINT INC		31,100.0000	1,804,830.58	2,873,329.00
WELLS FARGO & CO	5.375% 11/02/2043 DD 10/28/13	8,100,000.0000	8,076,083.35	8,294,481.00
WELLS FARGO & CO	4.125% 08/15/2023 DD 08/15/13	9,000,000.0000	8,970,270.07	8,872,650.00
WELLS FARGO & CO 144A	5.606% 01/15/2044 DD 11/26/13	10,394,000.0000	10,595,761.51	10,796,143.86
WELLS FARGO MORTGAGE BA 14 2A2	5.500% 10/25/2022 DD 09/01/07	2,434,174.5200	2,509,682.94	2,522,023.88
WESTPORT CAPITAL PARTNERS FUND	II	9,786,089.5000	8,166,726.50	10,020,797.29
WESTVACO CORP	7.650% 03/15/2027 DD 03/15/97	2,485,000.0000	2,583,566.52	2,613,872.10
WEYERHAEUSER CO	6.950% 10/01/2027 DD 10/08/97	2,000,000.0000	1,927,246.30	2,307,180.00
WILLIAMS PARTNERS LP	4.500% 11/15/2023 DD 11/15/13	5,000,000.0000	4,970,111.43	4,966,000.00
WILLIAMS PARTNERS LP	6.300% 04/15/2040 DD 02/09/10	7,000,000.0000	7,526,948.61	7,522,970.00
WINCOR NIXDORF AG NPV		83,440.0000	4,542,951.45	5,791,348.57
WRIGHTWOOD CAPITAL HIGH YIELD	PARTNERS II	2,475,349.1100	2,266,836.71	2,618,549.00
XCEL ENERGY INC	4.800% 09/15/2041 DD 09/12/11	13,000,000.0000	13,087,403.87	12,659,270.00
XEROX CORP	6.750% 12/15/2039 DD 12/04/09	5,000,000.0000	5,786,217.16	5,458,650.00
XSTRATA FINANCE CANADA LT 144A	6.900% 11/15/2037 DD 11/20/07	8,362,000.0000	9,398,771.01	8,826,759.96
YEN DENOM NIKKEI 225 FUT (CME)	EXP MAR 14	120.0000	0.00	442,414.72
YIT OYJ		263,225.0000	3,938,628.25	3,685,142.63
YRC 7/11 NEW TL		6,836,651.0000	6,676,805.44	6,631,551.47
YRC WORLDWIDE INC	10.000% 03/31/2015 DD 07/22/11	3,978,720.0000	3,560,110.69	3,948,879.60
YUKON CAPITAL PARTNERS	PARALLEL LP	3,416,802.0000	3,124,974.00	3,657,722.00

3,483,846,349.37	3,990,919,985.66	4,180,505,200.14
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Exclude:

NRP GUARANTEED FUND	171,126,190.7100	171,126,190.71	171,126,190.71
401 H GUARANTEED FUND	72,576,386.6100	72,576,386.61	72,576,386.61
	243,702,577.32	243,702,577.32	243,702,577.32

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

Attachment A

December 31, 2013

Security Description 1

Total

Security Description 2

Shares/Par	Base Cost	Base Market Value
3,727,548,926.69	4,234,622,562.98	4,424,207,777.46

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

Schedule H, Line 4i – Schedule of Assets (Acquired and Disposed of Within Year)

Year Ended December 31, 2013

(in thousands)

(a) Identity of issuer, borrower, lessor or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Cost	(d) Proceeds of dispositions
Bank of New York Mellon Trust Operations	Assets held in trust, multiple investments (see Attachment B)	78,549	111,076

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

Attachment B

Year Ended December 31, 2013

Report Run Date	Report ID	Beginning of Period Date	End of Period Date	REPORTING ACCOUNT	Account	Security ID	Units	Security Description	Security Description 2	Cost	Proceeds	Account Long Name 1	Account Long Name 2
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	037411BA2	10,000,000.00	APACHE CORP	4.750% 04/15/2043 DD 04/09/12	(10,552,526.84)	9,417,250.00	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	055451AV0	8,000,000.00	BHP BILLITON FINANCE USA LTD	5.000% 09/30/2043 DD 09/30/13	(7,998,800.73)	8,138,720.00	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	067901AQ1	7,000,000.00	BARRICK GOLD CORP	4.100% 05/01/2023 DD 05/02/13	(6,986,390.94)	6,492,570.00	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	32007UBB4	215,655.46	FIRST DATA 4/13 (USD) TL		(173,995.56)	214,038.03	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	35671DBA2	4,000,000.00	FREEMPORT-MCMORAN COPPER & 144A	5.450% 03/15/2043 DD 03/07/13	(3,981,760.68)	4,026,520.00	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	42809HAD9	25,400,000.00	HESS CORP	5.600% 02/15/2041 DD 08/10/10	(26,905,771.42)	27,059,800.00	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	652482CL2	10,000,000.00	NEWS AMERICA INC 144A	5.400% 10/01/2043 DD 09/30/13	(9,945,546.80)	10,289,300.00	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	NA81G56M7	10,000,000.00	GENERAL ELECTRIC CAPITAL CORP	VAR RT 12/29/2016	(9,802,109.01)	9,801,500.00	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F1329QB	1,000.00	US TREAS BD FUTURE JUN 13	PUT JUN 13 142.000 ED 05/24/13	(831,229.50)	137,530.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F1359QC	500.00	US TREAS BOND FUTURE JUN 13	PUT JUN 13 144.000 ED 05/24/13	(243,740.00)	373,450.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F1395SA	1,000.00	US TREAS BD FUTURE SEP 13	PUT AUG 13 137.000 ED 07/26/13	(987,480.00)	2,992,216.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F1395SB	1,000.00	US TREAS BD FUTURE SEP 13	PUT AUG 13 133.000 ED 07/26/13	309,400.00	(374,975.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F133C3A	1,400.00	US TREAS BD FUTURE (CBT)	EXP MAR 13	-	3,813,687.50	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F133F3A	810.00	US TREAS BD FUTURE (CBT)	EXP JUN 13	-	5,494,687.50	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F133I3A	1,620.00	US TREAS BD FUTURE (CBT)	EXP SEP 13	-	4,762,687.20	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F133L3A	1,120.00	US TREAS BD FUTURE (CBT)	EXP DEC 13	-	1,819,062.04	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F139C3A	1,000.00	US 10YR TREAS NTS FUTURE (CBT)	EXP MAR 13	-	(2,400.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F139F3A	1,325.00	US 10 YR TREAS NTS FUT (CBT)	EXP JUN 13	-	212,031.75	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F139I3A	2,025.00	US 10 YR TREAS NTS FUT (CBT)	EXP SEP 13	-	4,491,406.25	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F139L3A	1,925.00	US 10YR TREAS NTS FUTURE (CBT)	EXP DEC 13	-	(3,836,163.10)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F167I3C	4,000.00	90DAY EURODOLLAR FUTURE (CME)	EXP SEP 25	-	19,000.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F167I5C	1,600.00	90DAY EURODOLLAR FUTURE (CME)	EXP SEP 15	-	2,280,000.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F167L5C	1,600.00	90DAY EURODOLLAR FUTURE (CME)	EXP DEC 15	-	(3,000,000.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F167L5C	1,600.00	90DAY EURODOLLAR FUTURE (CME)	EXP DEC 16	-	(3,560,000.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F183I3A	2,000.00	US 5YR TREAS NTS FUTURE (CBT)	EXP SEP 13	-	(6,562,500.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F183L3A	2,450.00	US 5YR TREAS NTS FUTURE (CBT)	EXP DEC 13	-	4,258,203.85	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F189F3C	180.00	SWISS FUTURE CCY FUTURE (CME)	EXP JUN 13	-	(690,375.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F189I3C	180.00	SWISS FUTURE CCY FUTURE (CME)	EXP SEP 13	-	357,750.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F189L3C	180.00	SWISS FUTURE CCY FUTURE (CME)	EXP DEC 13	-	(1,288,793.75)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F190F3C	370.00	JAPANESE YEN CCY FUTURE (CME)	EXP JUN 13	-	238,750.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F190I3C	370.00	JAPANESE YEN CCY FUTURE (CME)	EXP SEP 13	-	2,280,125.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F190L3C	370.00	JAPANESE YEN CCY FUTURE (CME)	EXP DEC 13	-	1,022,974.61	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F193F3C	580.00	BRITISH POUND CCY FUTURE (CME)	EXP JUN 13	-	(2,207,437.50)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F193I3C	580.00	BRITISH POUND CURRENCY FUT CME	EXP SEP 13	-	(232,000.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F193L3C	580.00	BRITISH POUND CURRENCY FUTURE	EXP DEC 13	-	(2,399,750.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F205F3C	860.00	EURO FX CURR FUTURE (CME)	EXP JUN 13	-	(3,432,500.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F205I3C	820.00	EURO FX CURR FUTURE (CME)	EXP SEP 13	-	702,125.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F205L3C	820.00	EURO FX CURR FUTURE (CME)	EXP DEC 13	-	(5,289,000.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F240F3C	200.00	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP JUN 13	-	1,335,650.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F240I3C	200.00	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP SEP 13	-	226,000.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F240L3C	200.00	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP DEC 13	-	382,305.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F285F3C	900.00	S & P 500 EMINI IND FUT (CME)	EXP JUN 13	-	3,326,756.31	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F295I3C	850.00	S&P 500 EMINI INDEX FUT (CME)	EXP SEP 13	-	2,763,250.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F295L3C	1,200.00	S & P 500 EMINI IND FUT (CME)	EXP DEC 13	-	5,770,987.50	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F700F3A	648.00	US ULTRA BOND FUT (CBT)	EXP JUN 13	-	(1,180,218.75)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F700I3A	1,209.00	US ULTRA BOND (CBT)	EXP SEP 13	-	(10,741,031.60)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F700L3A	5,144.00	US ULTRA BOND (CBT)	EXP DEC 13	-	4,155,167.71	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	AAF236F3U	200.00	SPI 200 INDEX FUTURE (SFE)	EXP JUN 13	-	(1,870,642.19)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	AAF236I3U	160.00	SPI 200 INDEX FUTURE (SFE)	EXP SEP 13	-	2,077,549.60	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	AAF236L3U	160.00	SPI 200 INDEX FUTURE (SFE)	EXP DEC 13	-	(34,760.49)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	EXF210F3J	930.00	FTSE 100 INDEX FUTURE (LIF)	EXP JUN 13	-	(332,125.42)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	EXF210I3J	710.00	FTSE 100 INDEX FUTURE (LIF)	EXP SEP 13	-	4,144,378.56	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	EXF210L3J	760.00	FTSE 100 INDEX FUTURE (LIF)	EXP DEC 13	-	(1,258,260.30)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	FJF232F3C	1,100.00	YEN DENOM NIKKEI 225 FUT (CME)	EXP JUN 13	-	7,413,501.38	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	FJF232I3C	950.00	YEN DENOM NIKKEI 225 FUT (CME)	EXP SEP 13	-	6,301,987.09	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	FJF232L3C	830.00	YEN DENOM NIKKEI 225 FUT (CME)	EXP DEC 13	-	1,871,108.80	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	XXF316F3S	2,000.00	DJ EURO STOXX 50 FUTURE (EUX)	EXP JUN 13	-	1,239,725.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	XXF316I3S	1,900.00	DJ EURO STOXX 50 FUTURE (EUX)	EXP SEP 13	-	5,363,680.98	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	XXF316L3S	1,650.00	DJ EURO STOXX 50 FUTURE (EUX)	EXP DEC 13	-	1,433,295.36	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF60010002	EX99N2KQ8	392,932.00	PERSIMMON PLC 10P		(449,239.16)	446,969.97	NATIONWIDE DB MASTER TRUST	POLARIS
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF60010002	EXB944DK2	597,300.00	REXAM NON CUM RED PRF GBP0.45	INT	-	420,997.95	NATIONWIDE DB MASTER TRUST	POLARIS
										(78,549,190.64)	111,075,768.84		

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

Schedule H, Line 4j – Schedule of Reportable Transactions (Series of Transactions)

Year ended December 31, 2013

(in thousands)

(a)	(b)	(c)	(d)	(e)	(f)	(g)
Identity of party involved	Description of asset (include interest rate and maturity in case of loan)	Number of purchases	Number of sales	Purchase price	Selling price	Net gain or (loss)
Bank of New York Mellon Trust Operations	BNY Mellon Cash Reserve	198	199	168,411	168,776	-
Bank of New York Mellon Trust Operations	EB Temporary Investment FD	638	454	1,567,388	1,674,059	-
Bank of New York Mellon Trust Operations	Commit to Pur FNMA SF Mtg	2	2	200,637	199,227	(1,410)
				<u>1,936,435</u>	<u>2,042,062</u>	<u>(1,410)</u>

<u>Account</u>	<u>12/31/2012</u>	<u>5% Value</u>
2012 5500 Report*	4,572,817,911.00	228,640,895.55

*The 5% is based on the prior year-end balance.

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

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

December 31, 2013

(in thousands)

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
*	Nationwide Life Insurance Company	Guaranteed Investment Fund, 4.80% crediting rate	\$ 171,126	172,511
*	Nationwide Life Insurance Company	401(h) Guaranteed Investment Fund, 4.05% crediting rate	72,576	73,518
	Bank of New York Mellon Trust Operations	Assets held in trust, multiple investments (see Attachment A)	3,990,920	4,180,505
			4,234,623	4,426,534

* Indicates party-in-interest

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

Attachment A

December 31, 2013

Security Description 1	Security Description 2	Shares/Par	Base Cost	Base Market Value
3M CO	1.375% 09/29/2016 DD 09/29/11	500,000.0000	497,649.82	507,440.00
90DAY EURODOLLAR FUTURE (CME)	EXP JUN 21	-2,724.0000	0.00	2,077,362.50
90DAY EURODOLLAR FUTURE (CME)	EXP SEP 16	-2,400.0000	0.00	2,660,000.00
90DAY EURODOLLAR FUTURE (CME)	EXP SEP 17	-2,400.0000	0.00	2,830,000.00
90DAY EURODOLLAR FUTURE (CME)	EXP JUN 19	1,002.0000	0.00	(1,621,487.50)
90DAY EURODOLLAR FUTURE (CME)	EXP JUN 20	1,722.0000	0.00	(486,837.50)
ABBVIE INC	4.400% 11/06/2042 DD 05/06/13	5,000,000.0000	4,949,177.96	4,663,350.00
ABFC 2001-AQ1 TRUST AQ1 A6	VAR RT 11/20/2030 DD 03/01/01	346,838.5800	345,496.72	337,088.95
ABFC 2005-AQ1 TRUST AQ1 A6	VAR RT 06/25/2035 DD 06/01/05	3,189,101.9000	3,128,988.45	3,279,608.61
ACCELECARE HOLDCO		1,592,294.2700	1,592,294.27	1,592,294.27
ACCELECARE HOLDINGS INC		1,000,000.0000	1,000,000.00	1,002,322.07
ACTAVIS INC	4.625% 10/01/2042 DD 10/02/12	13,000,000.0000	11,875,425.59	11,827,400.00
ACTIS GLOBAL 4		426,945.9600	445,526.50	432,000.00
AES CORP/THE		312,500.0000	3,578,923.34	4,534,375.00
AFLAC INC	3.625% 06/15/2023 DD 06/10/13	13,000,000.0000	13,000,000.00	12,583,740.00
AGILENT TECHNOLOGIES INC		79,200.0000	3,394,858.76	4,529,448.00
AGRIUM INC	6.750% 01/15/2019 DD 09/11/08	4,500,000.0000	5,244,348.54	5,309,100.00
AGRIUM INC	7.125% 05/23/2036 DD 05/24/06	16,285,000.0000	18,535,058.03	19,209,948.85
ALABAMA POWER CAPITAL TRUST V	VAR RT 10/01/2042 DD 10/02/02	3,763,000.0000	3,793,093.58	3,518,405.00
ALABAMA POWER CO	5.500% 03/15/2041 DD 03/10/11	8,204,000.0000	9,200,158.00	8,984,692.64
ALCOA INC		346,000.0000	3,279,993.18	3,677,980.00
ALESCO PREFERRED F 7A A1B 144A	VAR RT 07/23/2035 DD 04/19/05	21,422,602.9300	17,352,228.00	16,923,856.31
ALTRIA GROUP INC	9.950% 11/10/2038 DD 11/10/08	3,859,000.0000	5,553,127.81	5,886,518.60
ALTRIA GROUP INC	4.250% 08/09/2042 DD 08/09/12	5,000,000.0000	4,938,792.68	4,267,100.00
ALTRIA GROUP INC	5.375% 01/31/2044 DD 10/31/13	10,500,000.0000	10,455,384.92	10,543,470.00
AMERICAN AIRLINES 2013-2 144A	4.950% 07/15/2024 DD 07/31/13	4,000,000.0000	4,000,000.00	4,170,000.00
AMERICAN AIRLINES 2013-2 144A	5.600% 01/15/2022 DD 11/27/13	5,000,000.0000	5,000,000.00	5,050,000.00
AMERICAN HOME MORTGAGE I 2 5A1	VAR RT 09/25/2035 DD 06/01/05	8,265,500.0600	7,964,918.56	8,253,184.46
AMERICAN HOME MORTGAGE IN 3 4A	VAR RT 10/25/2034 DD 09/01/04	20,042,722.0700	19,505,211.30	19,447,453.22
AMERICAN INTERNATIONAL GROUP I		91,500.0000	3,025,274.23	4,671,075.00
AMGEN INC	5.150% 11/15/2041 DD 11/10/11	2,000,000.0000	1,983,895.59	1,992,580.00
AMGEN INC	5.375% 05/15/2043 DD 05/15/12	4,000,000.0000	3,999,413.10	4,106,880.00
ANADARKO PETROLEUM CORP	6.200% 03/15/2040 DD 03/16/10	5,500,000.0000	5,469,990.99	6,083,715.00
ANHEUSER-BUSCH INBEV WORLDWIDE	8.200% 01/15/2039 DD 01/15/11	5,000,000.0000	4,987,431.69	7,312,800.00
AON CORP		48,900.0000	2,591,698.46	4,102,221.00
APPLIED MATERIALS INC		218,000.0000	2,772,137.77	3,854,240.00
ARCELORMITTAL	STEP 03/01/2021 DD 03/07/11	5,000,000.0000	4,994,678.84	5,300,000.00
ARCLIGHT ENERGY PARTNERS FUND	V LP	2,433,343.0000	2,433,343.00	2,640,898.00
ARES CLO LTD 11-16A AR 144A	VAR RT 05/17/2021 DD 05/17/13	4,291,945.4600	4,291,945.46	4,263,618.62
ARES XXV CLO LTD 3A A 144A	VAR RT 01/17/2024 DD 01/15/13	10,000,000.0000	10,000,000.00	9,984,370.00
ARES XXV CLO LTD 3A B1 144A	VAR RT 01/17/2024 DD 01/15/13	10,000,000.0000	10,000,000.00	9,978,540.00
ARIZONA PUBLIC SERVICE CO	4.500% 04/01/2042 DD 01/13/12	5,000,000.0000	4,954,264.01	4,787,750.00
ASAHI GROUP HOLDINGS LTD		206,500.0000	3,166,841.45	5,823,376.48
ASHMORE EMERGING MARKETS DEBT	FUND	586,214.2470	113,901,075.32	104,963,729.55
ASPEN DENTAL (10/10) TLB	0.000% 10/06/2016 DD 10/06/10	5,322,624.9900	5,261,439.46	5,256,092.18
AT&T INC	2.950% 05/15/2016 DD 04/29/11	500,000.0000	499,555.68	521,375.00
AT&T INC	3.000% 02/15/2022 DD 02/13/12	5,000,000.0000	4,999,902.14	4,710,750.00
AT&T INC	4.300% 12/15/2042 DD 06/15/13	5,000,000.0000	4,318,713.11	4,241,200.00
AT&T INC	5.550% 08/15/2041 DD 08/18/11	8,000,000.0000	7,948,665.49	8,118,880.00
ATRIUM IX 9A A 144A	VAR RT 02/28/2024 DD 02/28/13	41,500,000.0000	41,500,000.00	40,856,750.00
AUDIO VISUAL 11/12 TL		2,468,750.0000	2,428,398.27	2,474,921.88
AUSTRALIAN DOLLAR CCY FUT(CME)	EXP MAR 14	-250.0000	0.00	262,000.00
AVALON IV CAPITAL LT 1A B 144A	VAR RT 04/17/2023 DD 03/21/12	9,000,000.0000	8,882,956.61	9,016,272.00
AZURE MIDSTREAM HOLDINGS LLC		5,000,000.0000	5,000,000.00	4,997,000.00
BAKER HUGHES INC		57,800.0000	2,930,835.60	3,194,028.00
BANC OF AMERICA FUNDING B 3A1	VAR RT 04/20/2035 DD 03/30/05	16,943,823.6000	15,571,016.42	15,677,950.54
BANC OF AMERICA MERRILL L 6 AM	VAR RT 09/10/2047 DD 12/01/05	4,651,516.0000	4,569,495.96	4,997,728.34
BANK OF AMERICA CORP		313,600.0000	3,391,607.96	4,882,752.00
BANK OF AMERICA CORP	5.875% 02/07/2042 DD 02/07/12	5,000,000.0000	5,661,061.58	5,718,450.00
BANK OF AMERICA NA	6.100% 06/15/2017 DD 06/19/07	9,250,000.0000	9,729,518.55	10,430,207.50
BANK OF AMERICA NA	6.000% 10/15/2036 DD 10/26/06	19,000,000.0000	18,290,125.55	21,805,540.00
BANK ONE MICHIGAN	8.250% 11/01/2024 DD 11/03/94	2,000,000.0000	2,319,113.21	2,566,220.00
BARRATT DEVELOPMENTS		1,638,253.0000	2,652,400.49	9,469,614.29
BASF SE		60,000.0000	4,092,854.04	6,406,640.73
BBA AVIATION PLC GBP0.2976	(POST CONS)	608,815.0000	2,357,593.25	3,232,769.60
BEAR STEARNS ARM TRUST 20 9 A1	VAR RT 10/25/2035 DD 09/01/05	9,327,278.5900	8,825,568.50	9,161,253.03
BEAR STEARNS COMMERCIA PW17 AM	VAR RT 06/11/2050 DD 09/01/07	2,000,000.0000	2,009,801.90	2,253,180.00
BEAR STEARNS COMMERCIA PW18 A4	5.700% 06/11/2050 DD 12/01/07	3,300,000.0000	3,317,567.57	3,709,266.00
BEAR STEARNS COMMERCIA PWR6 AJ	4.868% 11/11/2041 DD 12/01/04	4,285,000.0000	4,320,651.14	4,407,336.75
BEAR STEARNS COMMERCIAL T18 A4	VAR RT 02/13/2042 DD 04/01/05	4,333,755.4200	4,459,560.88	4,489,337.24
BEAR STEARNS COMMERCIAL T22 AM	VAR RT 04/12/2038 DD 04/01/06	2,000,000.0000	2,077,194.20	2,167,020.00
BELL INSTITUTIONAL FUND IV LLC		15,296,957.6400	15,296,958.37	15,745,181.00
BELLWAY ORD 12.5P		217,097.0000	5,309,555.17	5,645,200.43
BHP BILLITON PLC	ADR	71,363.0000	2,757,990.54	4,433,069.56
BLACK HILLS CORP	4.250% 11/30/2023 DD 11/19/13	5,000,000.0000	4,976,724.74	4,977,400.00
BLUE VISTA SPONSOR EQUITY FUND	III TE LP	1,934,290.0000	1,924,960.00	1,929,724.00

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Security Description 1	Security Description 2	Shares/Par	Base Cost	Base Market Value
BLUE VISTA SPONSOR EQUITY FUND	II LLC	7,952,060.0000	4,549,853.32	8,347,600.00
BNY MELLON CASH RESERVE	0.010% 12/31/2049 DD 06/26/97	78,572.0000	78,572.00	78,572.00
BOARD OF TRUSTEES OF THE LELAN	4.250% 05/01/2016 DD 04/29/09	1,000,000.0000	1,038,242.31	1,083,420.00
BOSTON UNIVERSITY	5.200% 10/01/2045 DD 08/24/11	10,000,000.0000	9,954,654.60	9,711,299.00
BP CAPITAL MARKETS PLC	4.742% 03/11/2021 DD 03/11/11	5,000,000.0000	5,344,058.88	5,469,300.00
BP CAPITAL MARKETS PLC	3.994% 09/26/2023 DD 09/26/13	6,000,000.0000	6,159,707.91	6,061,620.00
BP CAPITAL MARKETS PLC	3.561% 11/01/2021 DD 11/01/11	10,000,000.0000	10,366,264.14	10,078,100.00
BP PLC	ADR	98,300.0000	4,227,611.25	4,778,363.00
BREVAN HOWARD ASIA FUND		42,991.08	10,000,000.00	18,565,738.36
BRITISH AIRWAYS PLC 144A	4.625% 06/20/2024 DD 07/03/13	1,055,000.0000	1,063,673.97	1,078,737.50
BRITISH POUND CURRENCY (CME)	EXP MAR 14	-580.0000	0.00	(674,250.00)
BURLINGTON NORTHERN AND SANTA	5.629% 04/01/2024 DD 08/09/06	576,206.0800	576,206.08	636,521.37
BURLINGTON NORTHERN SANTA FE L	5.050% 03/01/2041 DD 09/10/10	5,000,000.0000	4,982,500.97	4,959,550.00
BURLINGTON NORTHERN SANTA FE L	4.950% 09/15/2041 DD 08/22/11	10,000,000.0000	10,143,417.77	9,858,500.00
BURLINGTON NORTHERN SANTA FE L	5.150% 09/01/2043 DD 08/22/13	10,000,000.0000	10,172,621.12	10,158,800.00
CALIFORNIA ST	6.509% 04/01/2039 DD 10/27/11	5,000,000.0000	5,000,000.00	5,422,550.00
CALIFORNIA ST	7.300% 10/01/2039 DD 10/15/09	9,000,000.0000	10,508,623.45	11,313,900.00
CALIFORNIA ST	7.550% 04/01/2039 DD 04/28/09	13,715,000.0000	17,887,902.71	17,739,941.05
CANADIAN PACIFIC RAILWAY LTD	5.750% 01/15/2042 DD 12/01/11	5,000,000.0000	4,882,558.21	5,376,350.00
CAPITAL ONE FINANCIAL CORP		60,900.0000	2,937,239.01	4,665,549.00
CAPMARK COML REALTY PTS III		5,164,366.0000	1,537,272.00	5,283,709.00
CARDINAL HEALTH INC		60,500.0000	2,380,869.05	4,042,005.00
CARLYLE GLOBAL MARK 1A A1 144A	VAR RT 02/14/2025 DD 02/14/13	41,600,000.0000	41,600,000.00	41,127,132.80
CARLYLE GLOBAL MARK 4A B1 144A	VAR RT 01/20/2025 DD 12/12/12	9,000,000.0000	9,000,000.00	9,027,972.00
CASH		0.0000	-15,203,455.26	(15,203,455.26)
CASH - BROKER		0.0000	1,854,187.50	1,854,187.50
CASH - BROKER		0.0000	-111,203,853.67	(111,203,853.67)
CATHOLIC HEALTH INITIATIVES	4.350% 11/01/2042 DD 10/31/12	6,000,000.0000	5,987,473.03	5,205,000.00
CATTERTON PARTNERS VII LP		1,172,618.0000	1,172,618.00	957,270.00
CAVERION CORP		263,225.0000	1,147,173.26	3,228,126.91
CELGENE CORP	3.250% 08/15/2022 DD 08/09/12	1,000,000.0000	998,941.36	946,760.00
CELGENE CORP	5.250% 08/15/2043 DD 08/06/13	5,000,000.0000	4,958,002.48	5,041,100.00
CELGENE CORP	5.700% 10/15/2040 DD 10/07/10	7,960,000.0000	9,500,451.11	8,453,599.60
CENTERPOINT ENERGY TRANSI A A3	5.090% 08/01/2015 DD 12/16/05	151,212.0200	151,206.49	151,795.70
CF INDUSTRIES INC	4.950% 06/01/2043 DD 05/23/13	15,000,000.0000	14,974,443.81	13,651,650.00
CHARLES SCHWAB CORP/THE		148,900.0000	2,057,667.06	3,871,400.00
CHARTER COMMUNICATIONS INC		5,122.0000	1,690,000.00	469,943.50
CHL MORTGAGE PASS-THROUG 15 A7	5.500% 08/25/2035 DD 06/01/05	2,126,427.9500	2,085,660.57	1,993,441.15
CHRISTIAN DIOR EUR2		38,309.0000	4,569,503.96	7,250,416.22
CIF II OPPORTUNISTIC EMD	(SERIES 1)	10,271,291.0410	109,615,939.23	109,491,962.50
CISCO SYSTEMS INC	1.625% 03/14/2014 DD 03/16/11	500,000.0000	499,956.45	501,270.00
CISCO SYSTEMS INC	5.500% 01/15/2040 DD 11/17/09	5,000,000.0000	5,567,718.45	5,290,150.00
CIT GROUP INC		88,200.0000	4,292,704.84	4,597,866.00
CITIFINANCIAL MORTGAGE S 1 AF5	VAR RT 04/25/2034 DD 03/01/04	471,989.1000	439,160.08	473,560.82
CITIGROUP COMMERCIAL MO C6 A3B	VAR RT 12/10/2049 DD 07/01/07	8,000,000.0000	8,400,913.86	8,218,960.00
CITIGROUP INC		82,620.0000	3,263,762.09	4,305,328.20
CITIGROUP INC	6.875% 03/05/2038 DD 03/05/08	2,245,000.0000	2,981,560.05	2,760,676.50
CITIGROUP INC	6.000% 10/31/2033 DD 10/30/03	5,000,000.0000	4,895,981.95	5,271,150.00
CITIGROUP INC	6.675% 09/13/2043 DD 09/13/13	8,000,000.0000	8,454,761.84	9,205,040.00
CITRIX SYSTEMS INC		73,800.0000	4,320,493.05	4,667,850.00
CLO PASS-THROUGH REP 1A B 144A	VAR RT 08/11/2019 DD 02/02/11	13,250,000.0000	11,550,922.02	12,561,000.00
CMWLTH FING AUTH PA	6.218% 06/01/2039 DD 11/12/09	8,125,000.0000	9,274,436.76	8,419,612.50
COBALT INDUSTRIAL REIT III		13,167,215.0000	11,336,049.71	13,755,709.00
COBANK ACB	7.875% 04/16/2018 DD 04/18/08	17,000,000.0000	19,940,663.81	20,433,150.00
COLGATE-PALMOLIVE CO	2.625% 05/01/2017 DD 05/04/11	500,000.0000	498,733.26	513,485.00
COMCAST CORP		76,200.0000	1,217,434.03	3,959,733.00
COMCAST CORP	6.550% 07/01/2039 DD 06/18/09	5,000,000.0000	5,212,347.85	5,919,650.00
COMMERCIAL MORTGAGE PASS C5 A3	VAR RT 09/15/2040 DD 11/01/07	8,000,000.0000	8,015,759.39	8,092,960.00
COMMIT TO PUR FNMA SF MTG	2.500% 01/01/2029 DD 01/01/14	200,000,000.0000	198,812,500.00	197,938,000.00
COMMONWEALTH REIT	6.250% 06/15/2017 DD 06/25/07	1,000,000.0000	1,043,664.77	1,072,540.00
CONAGRA FOODS INC	4.650% 01/25/2043 DD 01/25/13	2,300,000.0000	2,112,949.17	2,113,033.00
CONAGRA FOODS INC	3.200% 01/25/2023 DD 01/25/13	8,061,000.0000	7,430,803.05	7,484,074.23
CONTINENTAL AIRLINES 1997-4 CL	6.900% 07/02/2019 DD 10/23/97	317,909.0430	317,909.04	336,983.59
CONTINENTAL AIRLINES 2000-2 CL	7.707% 10/02/2022 DD 11/28/00	3,521,600.0400	2,733,353.02	3,997,016.05
COOPER US INC	2.375% 01/15/2016 DD 12/07/10	500,000.0000	499,625.71	513,450.00
COOPERATIEVE CENTRALE RAIFFEIS	5.750% 12/01/2043 DD 11/29/13	11,400,000.0000	11,209,722.71	12,085,026.00
CR BARD INC	6.700% 12/01/2026 DD 12/09/96	3,000,000.0000	3,148,088.30	3,557,760.00
CREDIT-BASED ASSET SER CB8 AF5	VAR RT 12/25/2035 DD 11/01/05	1,589,135.9700	1,535,824.03	1,515,129.91
CRH ORD EURO.32 DUBLIN LIST		151,364.0000	5,671,583.62	3,816,868.04
CROW HOLDINGS REALTY PARTNERS	VI-A LP	1,716,483.0000	1,716,483.00	1,670,010.00
CROW HOLDINGS REALTY PARTNERS	V LP	6,387,684.0000	6,259,339.00	7,047,278.00
CUMMINS INC	4.875% 10/01/2043 DD 09/24/13	6,000,000.0000	5,872,651.84	6,008,940.00
CVS CAREMARK CORP		65,400.0000	2,357,158.81	4,680,678.00
CVS PASS-THROUGH TRUST	6.943% 01/10/2030 DD 06/10/09	6,249,594.2900	6,533,375.11	7,162,660.02
CVS PASS-THROUGH TRUST 144A	7.507% 01/10/2032 DD 12/22/09	10,286,932.7500	12,269,934.11	12,262,846.79
CYPRUM INVESTORS III LP		1,430,457.0000	1,400,587.00	1,469,463.00

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Security Description 1	Security Description 2	Shares/Par	Base Cost	Base Market Value
CYPRUM INVESTORS IV LP		44,533.0000	44,533.00	567.00
CYTEC INDUSTRIES INC	3.500% 04/01/2023 DD 03/12/13	5,000,000.0000	4,967,540.17	4,594,400.00
DCP MIDSTREAM OPERATING LP	4.950% 04/01/2022 DD 03/13/12	10,500,000.0000	10,480,403.00	10,658,445.00
DCP MIDSTREAM OPERATING LP	3.875% 03/15/2023 DD 03/14/13	11,300,000.0000	10,474,527.01	10,405,831.00
DETROIT MI CITY SCH DIST	7.747% 05/01/2039 DD 12/30/09	8,500,000.0000	9,876,156.52	9,026,575.00
DEUTSCHE MORTGAGE SEC IN 1 3A6	VAR RT 12/25/2033 DD 01/01/04	648,115.4400	646,157.64	658,828.79
DEUTSCHE TELEKOM AG NPV (REGD)		347,100.0000	4,909,472.49	5,945,100.51
DEVON ENERGY CORP	5.600% 07/15/2041 DD 07/12/11	2,000,000.0000	2,065,041.14	2,084,200.00
DEVON ENERGY CORP	4.000% 07/15/2021 DD 07/12/11	5,000,000.0000	5,384,486.94	5,086,900.00
DEVON ENERGY CORP	3.250% 05/15/2022 DD 05/14/12	5,000,000.0000	5,043,528.94	4,767,750.00
DEVON ENERGY CORP	4.750% 05/15/2042 DD 05/14/12	12,000,000.0000	11,891,265.39	11,127,720.00
DIGNITY HEALTH	4.500% 11/01/2042 DD 10/18/12	10,000,000.0000	9,867,748.57	8,076,300.00
DIRECTV		68,400.0000	3,744,664.61	4,723,704.00
DIRECTV HOLDINGS LLC / DIRECTV	6.375% 03/01/2041 DD 03/10/11	5,000,000.0000	5,899,493.77	5,184,300.00
DIRECTV HOLDINGS LLC / DIRECTV	5.150% 03/15/2042 DD 03/08/12	5,000,000.0000	4,990,281.11	4,490,500.00
DISCOVERY COMMUNICATIONS LLC	4.875% 04/01/2043 DD 03/19/13	17,000,000.0000	16,010,487.86	15,682,330.00
DJ EURO STOXX 50 FUTURE (EUX)	EXP MAR 14	250.0000	0.00	626,967.25
DNB ASA		337,110.0000	4,024,126.09	6,028,900.51
DTE ELECTRIC CO	3.650% 03/15/2024 DD 08/27/13	5,000,000.0000	4,980,113.36	4,963,650.00
DUKE ENERGY FLORIDA INC	3.100% 08/15/2021 DD 08/18/11	7,000,000.0000	6,988,746.09	6,889,610.00
DUNI AB		407,300.0000	3,538,966.10	5,279,439.02
DURA-LINE 1/12 INCREMENTAL 2ND		5,000,000.0000	4,895,496.91	5,000,000.00
EATON CORP	8.875% 06/15/2019 DD 06/22/89	2,000,000.0000	2,324,409.45	2,491,320.00
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	542.0100	542.01	542.01
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	1,059.4000	1,059.40	1,059.40
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	17,916.0200	17,916.02	17,916.02
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	1,050,159.1800	1,050,159.18	1,050,159.18
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	2,036,353.3000	2,036,353.30	2,036,353.30
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	2,304,263.9900	2,304,263.99	2,304,263.99
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	2,590,276.2800	2,590,276.28	2,590,276.28
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	10,280,740.1100	10,280,740.11	10,280,740.11
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	20,313,856.9600	20,313,856.96	20,313,856.96
EI DU PONT DE NEMOURS & CO		71,800.0000	3,459,198.52	4,664,846.00
ENBRIDGE ENERGY PARTNERS LP	7.500% 04/15/2038 DD 04/03/08	9,000,000.0000	10,818,080.58	10,552,410.00
ENBRIDGE ENERGY PARTNERS LP	5.500% 09/15/2040 DD 09/13/10	15,500,000.0000	15,372,235.56	14,983,540.00
ENCANA CORP	6.500% 08/15/2034 DD 08/04/04	2,500,000.0000	2,739,645.25	2,735,750.00
ENCANA CORP	5.150% 11/15/2041 DD 11/14/11	4,206,000.0000	4,237,370.09	3,943,125.00
ENCANA CORP	6.625% 08/15/2037 DD 08/13/07	6,000,000.0000	6,764,632.42	6,636,000.00
ENCAP ENERGY CAPITAL FUND IX	LP	507,121.1800	507,121.18	27,225.11
ENCAP ENERGY CAPITAL FUND VII	LP	2,198,269.5300	4,083,731.96	2,271,105.43
ENCAP ENERGY CAPITAL VIII LP		2,714,638.6400	2,353,217.08	2,849,063.00
ENCAP ENERGY FUND VIII COINVES		1,211,339.3500	1,066,079.75	1,306,010.75
ENERGIZER HOLDINGS SER 07-G	6.550% 10/15/2017 DD 10/15/07	5,000,000.0000	5,000,000.00	5,592,000.00
ENERGY SPECTRUM PARTNERS V		934,069.8400	2,152,362.25	1,758,022.00
ENERGY SPECTRUM PARTNERS VI		4,234,709.1500	3,753,499.32	4,245,363.00
ENERGY TRANSFER PARTNERS LP	5.200% 02/01/2022 DD 01/17/12	1,000,000.0000	1,064,588.09	1,052,790.00
ENERGY TRANSFER PARTNERS LP	6.500% 02/01/2042 DD 01/17/12	2,500,000.0000	2,612,014.13	2,686,875.00
ENERGY TRANSFER PARTNERS LP	9.700% 03/15/2019 DD 12/23/08	3,000,000.0000	2,997,894.08	3,884,280.00
ENERGY TRANSFER PARTNERS LP	7.500% 07/01/2038 DD 03/28/08	10,000,000.0000	11,678,907.92	11,732,800.00
ENERGY TRUST PARTNERS IV LP		2,564,897.0000	2,727,296.55	1,962,711.00
EQUITYCO INC	WTS 30-NOV-2015	718.0000	0.00	-
ERAC USA FINANCE LLC 144A	5.625% 03/15/2042 DD 03/15/12	10,186,000.0000	10,331,902.23	10,403,471.10
ESCROW CB ADELPHIA COMM	0.000% 09/21/2012 DD 09/20/00	601,100.7800	112,033.98	4,207.71
ESCROW CB CENTURY COMM	0.000% 09/21/2012 DD 01/23/97	210,000.0000	0.00	-
EURO FX CURR FUTURE (CME)	EXP MAR 14	-820.0000	0.00	(15,375.00)
EVERYWARE 4/13 TL		2,985,000.0000	2,958,212.08	3,022,312.50
EXELON GENERATION CO LLC	4.250% 06/15/2022 DD 12/15/12	10,000,000.0000	9,997,855.11	9,584,000.00
EXPRESS SCRIPTS HOLDING CO	6.125% 11/15/2041 DD 11/15/12	21,000,000.0000	22,358,172.54	23,622,900.00
FEDERAL NATL MTG ASSN STRIP PO	0.000% 02/01/2019 DD 02/01/89	8,000,000.0000	5,812,446.60	6,962,800.00
FEDEX CORP	4.100% 04/15/2043 DD 04/11/13	10,000,000.0000	8,705,667.81	8,507,700.00
FFX CONTRACTS RECEIVABLE		0.0000	1,246,499.90	1,246,499.90
FFX CONTRACTS RECEIVABLE		0.0000	965,385.24	967,051.19
FHLMC MULTICLASS MTG 2773 CD	4.500% 04/15/2024 DD 04/01/04	353,329.3000	341,177.37	377,285.03
FHLMC MULTICLASS MTG 2810 PD	6.000% 06/15/2033 DD 06/01/04	62,078.3700	61,996.22	63,884.85
FHLMC MULTICLASS MTG 33 D	8.000% 04/15/2020 DD 02/15/89	64,315.7810	65,660.82	69,439.82
FHLMC MULTICLASS MTG 50 I	8.000% 06/15/2020 DD 05/15/89	32,216.3000	33,370.51	34,618.67
FIFTH THIRD BANCORP	8.250% 03/01/2038 DD 03/04/08	18,000,000.0000	22,865,335.76	23,965,020.00
FLEXTRONICS INTERNATIONAL LTD		453,700.0000	2,936,370.42	3,525,249.00
FMR LLC	7.570% 06/15/2029 DD 06/15/99	2,200,000.0000	2,414,889.42	2,734,006.00
FMR LLC 144A	6.450% 11/15/2039 DD 11/02/09	5,300,000.0000	6,135,924.78	6,050,268.00
FMR LLC 144A	5.150% 02/01/2043 DD 02/01/13	7,750,000.0000	8,060,976.42	7,439,767.50
FMR LLC 144A	6.500% 12/14/2040 DD 07/06/10	11,000,000.0000	10,939,898.63	12,629,980.00
FNBC 1993-A PASS THROUGH TRUST	8.080% 01/05/2018	450,223.8760	488,444.26	489,510.41
FNMA POOL #0383661	6.620% 06/01/2016 DD 06/01/01	2,412,119.7900	2,479,066.67	2,666,912.00
FNMA GTD REMIC P/T 06-46 PG	5.500% 02/25/2035 DD 05/01/06	530,458.3700	521,529.72	546,987.45
FNMA GTD REMIC P/T 91-164 PX	7.500% 12/25/2021 DD 12/01/91	135,008.1500	140,410.35	152,738.77

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Security Description 1	Security Description 2	Shares/Par	Base Cost	Base Market Value
FORD MOTOR CO	4.750% 01/15/2043 DD 01/08/13	10,000,000.0000	8,844,075.07	9,018,700.00
FORD MOTOR CREDIT CO LLC	5.750% 02/01/2021 DD 02/07/11	10,000,000.0000	11,343,638.03	11,202,700.00
FREENET AG AG NPV(BR)		195,320.0000	4,507,641.76	5,861,895.21
FREEPORT-MCMORAN COPPER & GOLD	5.450% 03/15/2043 DD 09/15/13	19,000,000.0000	18,231,332.85	18,183,760.00
FREEPORT-MCMORAN CORP	9.500% 06/01/2031 DD 05/30/01	4,000,000.0000	2,781,674.95	5,089,640.00
FRONT POINT HEALTHCARE	HORIZONS FUND LP	27,116.4440	27,116.44	41,208.00
FRONT POINT ONSHORE HEALTHCARE	FLAGSHIP ENCHANCED FUND LP	8,944.0000	8,944.00	6,942.00
FTSE 100 INDEX FUTURE (LIF)	EXP MAR 14	100.0000	0.00	481,140.63
GARTMORE PRIVATE EQUITY III LP		74,293,815.9300	75,400,227.77	103,738,467.04
GENERAL DYNAMICS CORP	1.375% 01/15/2015 DD 07/12/11	500,000.0000	499,760.26	504,950.00
GENERAL ELECTRIC CAPITAL CORP	6.875% 01/10/2039 DD 01/09/09	5,000,000.0000	4,927,698.02	6,428,000.00
GENERAL ELECTRIC CAPITAL CORP	5.300% 02/11/2021 DD 02/11/11	10,000,000.0000	10,018,417.81	11,186,200.00
GENERAL ELECTRIC CAPITAL CORP	4.650% 10/17/2021 DD 10/17/11	11,800,000.0000	11,779,413.03	12,855,510.00
GENERAL ELECTRIC CAPITAL CORP	5.875% 01/14/2038 DD 01/14/08	21,000,000.0000	21,815,922.76	23,921,310.00
GENERAL ELECTRIC CO		162,600.0000	3,102,355.79	4,557,678.00
GEORGIA POWER CO	4.750% 09/01/2040 DD 08/31/10	5,000,000.0000	4,933,022.59	4,784,850.00
GE-WMC MORTGAGE SECURITI 1 A2A	VAR RT 08/25/2036 DD 08/21/06	210,100.6400	210,100.64	81,273.23
GILEAD SCIENCES INC	4.400% 12/01/2021 DD 12/13/11	5,000,000.0000	5,305,283.50	5,339,750.00
GLOBAL INFRASTRUCTURE PARTNERS	B LP	2,665,636.9700	1,191,084.16	3,278,754.98
GLOBAL MARINE INC	7.000% 06/01/2028 DD 05/26/98	5,000,000.0000	5,370,029.28	5,228,450.00
GNMA GTD REMIC P/T 11-112 GN	2.000% 11/20/2036 DD 08/01/11	499,000.0000	496,855.35	493,910.20
GNMA GTD REMIC P/T 11-82 LP	3.250% 02/20/2037 DD 06/01/11	1,000,000.0000	1,014,683.41	1,021,050.00
GOOGLE INC		4,250.0000	2,629,698.69	4,763,017.50
GREENCORE GROUP PLC		3,120,489.0000	7,699,442.84	11,525,331.09
GS MORTGAGE SECURITIES GG8 A4	5.560% 11/10/2039 DD 10/01/06	2,310,000.0000	2,469,271.68	2,532,868.80
GS MORTGAGE SECURITIES GG8 AM	5.591% 11/10/2039 DD 10/01/06	1,500,000.0000	1,455,887.85	1,644,120.00
GSA HOME EQUITY TRUST 2 12 A1	VAR RT 08/25/2036 DD 07/28/06	1,504,471.0900	1,504,471.09	792,766.00
GSO CAP OPPORTUNITIES FD II LP	LP	2,831,089.0000	2,048,427.00	2,988,724.00
GTECH SPA EUR1		175,164.0000	3,132,579.73	5,348,697.90
GUANGDONG INVT LTD ORD HK\$0.50		3,650,000.0000	2,062,600.36	3,568,208.92
HALCYON STRUCTURED 2A A1A 144A	VAR RT 10/29/2021 DD 08/30/07	38,120,147.4100	35,794,019.31	37,364,606.09
HANNOVER RUECKVERSICHERUNG SE		59,500.0000	2,652,156.47	5,114,413.00
HARBERT UNITED STATES RE FD V	LP	1,683,337.4600	1,683,337.46	1,874,270.54
HARBORVIEW MORTGAGE LOAN T A A	VAR RT 06/21/2037 DD 04/30/07	2,840,653.7100	997,025.63	589,208.39
HARBOURVEST PARTNERS VI BUYOUT	PF LP	344,492.0000	365,549.00	368,813.00
HARBOURVEST VI PARTNERSHIP FD		978,919.0000	888,178.00	1,028,479.00
HESS CORP		52,700.0000	3,965,101.67	4,374,100.00
HIGHWOODS REALTY LP	3.625% 01/15/2023 DD 12/18/12	8,350,000.0000	8,046,810.36	7,634,238.00
HOSPIRA INC		83,800.0000	2,890,744.04	3,459,264.00
HSBC BANK PLC 144A	4.750% 01/19/2021 DD 01/19/11	2,000,000.0000	1,998,695.87	2,170,860.00
HSBC HOLDINGS PLC	5.100% 04/05/2021 DD 04/05/11	2,000,000.0000	1,996,651.88	2,222,900.00
HSBC HOLDINGS PLC	4.000% 03/30/2022 DD 03/30/12	10,000,000.0000	9,944,518.85	10,278,500.00
HSBC HOLDINGS PLC	6.800% 06/01/2038 DD 05/27/08	26,000,000.0000	28,959,615.61	31,983,900.00
HUNTINGTON BANCSHARES INC/OH	7.000% 12/15/2020 DD 12/17/10	5,800,000.0000	6,505,892.00	6,725,912.00
HUNTINGTON NATIONAL BANK/THE	6.600% 06/15/2018 DD 06/15/98	4,500,000.0000	4,852,767.44	4,969,980.00
IMERYS EUR2		64,111.0000	4,031,068.86	5,584,082.17
IMPAC CMB TRUST SERIES 2 6 1A2	VAR RT 10/25/2035 DD 09/09/05	7,451,097.2000	5,803,128.60	5,993,439.05
INFOSYS LTD	ADR	99,917.0000	4,632,437.02	5,655,302.20
ING BANK NV	5.125% 05/01/2015 DD 04/17/03	10,000,000.0000	10,110,780.18	10,400,500.00
INTERWEST PARTNERS VIII LP		724,415.8200	753,207.91	850,022.00
INVESCO LTD		114,800.0000	2,431,384.14	4,178,720.00
INVESCO REAL ESTATE FUND II		3,303,556.0000	1,118,957.00	3,370,649.00
INVESTOR AB SEK 6.25 'B'		150,749.0000	3,910,550.53	5,194,275.49
IPSON		76,025.0000	2,839,981.06	3,260,089.15
ISHARES MSCI EAFE ETF		792,000.0000	39,524,839.20	53,139,240.00
ITC HOLDINGS CORP	6.375% 09/30/2036 DD 10/10/06	10,000,000.0000	11,636,285.24	10,927,600.00
ITC HOLDINGS CORP 144A	5.500% 01/15/2020 DD 12/11/09	6,675,000.0000	7,004,104.22	7,260,664.50
JAPANESE YEN CCY FUTURE (CME)	EXP MAR 14	-420.0000	0.00	1,292,312.50
JCP&L TRANSITION FUNDING A A2	5.410% 09/05/2016 DD 08/10/06	295,063.4000	295,042.78	300,873.20
JOBSONHO BEVERAGE SYS STWD LIQ	4.532% 01/01/2035 DD 02/01/13	13,000,000.0000	13,336,131.82	11,950,640.00
JOHNSON CONTROLS INC	5.250% 12/01/2041 DD 12/02/11	2,450,000.0000	2,789,643.05	2,381,767.50
JOHNSON CONTROLS INC	6.000% 01/15/2036 DD 01/17/06	5,000,000.0000	4,763,804.84	5,373,700.00
JOHNSON CONTROLS INC	5.700% 03/01/2041 DD 02/04/11	7,500,000.0000	8,001,011.03	7,779,975.00
JP MORGAN CHASE COM C4 A3 144A	4.106% 07/15/2046 DD 06/01/11	1,500,000.0000	1,660,562.15	1,603,545.00
JP MORGAN CHASE COMME LDP7 A3A	VAR RT 04/15/2045 DD 06/01/06	268,197.6400	272,548.85	268,103.77
JP MORGAN CHASE COMMER LDP6 A4	VAR RT 04/15/2043 DD 03/01/06	10,286,473.9400	10,437,206.70	11,127,187.46
JP MORGAN CHASE COMMER LDP6 AJ	VAR RT 04/15/2043 DD 03/01/06	5,363,294.0000	5,262,836.17	5,471,042.58
JP MORGAN MORTGAGE ACQ FLD1 M3	VAR RT 07/25/2035 DD 08/03/05	5,375,000.0000	4,962,049.07	4,958,760.00
JPMORGAN CHASE & CO	4.500% 01/24/2022 DD 01/23/12	1,000,000.0000	1,067,149.76	1,057,730.00
JPMORGAN CHASE & CO	6.400% 05/15/2038 DD 05/22/08	3,000,000.0000	2,989,863.02	3,580,500.00
JPMORGAN CHASE & CO	5.625% 08/16/2043 DD 08/21/13	5,000,000.0000	5,026,356.60	5,283,850.00
JPMORGAN CHASE & CO	5.600% 07/15/2041 DD 07/21/11	11,500,000.0000	11,452,166.99	12,480,375.00
JPMORGAN CHASE BANK NA	6.000% 10/01/2017 DD 09/24/07	10,000,000.0000	10,760,774.47	11,441,200.00
KAYNE ANDERSON CREDIT OPP FD	QP LP	1,470,000.0000	1,470,000.00	1,469,172.00
KAYNE ANDERSON MEZZANINE	PARTNERS (QP) LP	5,483,737.0000	5,494,034.00	5,817,252.00
KAYNE ANDERSON RE PARTNERS I	LP	1,705,530.0000	1,541,877.00	1,897,576.00

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Security Description 1	Security Description 2	Shares/Par	Base Cost	Base Market Value
KAYNE ANDERSON REAL ESTATE	PARTNERS III LP	1,463,437.0000	1,463,437.00	1,415,589.00
KAYNE ANDERSON REAL ESTATE	PARTNERS II QP LP	5,505,665.0000	5,530,425.00	5,861,929.00
KCP&L GREATER MISSOURI OPERATI	8.270% 11/15/2021 DD 03/31/99	3,800,000.0000	4,269,142.77	4,543,432.00
KDDI CORP Y5000		114,000.0000	4,050,424.46	7,017,553.71
KENTUCKY ST PROPERTY & BLDGS C	6.573% 08/01/2029 DD 07/09/09	6,000,000.0000	6,000,000.00	6,616,080.00
KINDER MORGAN ENERGY PARTNERS	7.750% 03/15/2032 DD 03/14/02	4,000,000.0000	4,587,707.75	4,861,640.00
KINROSS GOLD CORP	6.875% 09/01/2041 DD 03/01/12	15,000,000.0000	14,880,130.02	13,441,200.00
KOHL'S CORP		65,100.0000	3,631,649.91	3,694,425.00
KONE CORPORATION NPV ORD B		258,684.0000	3,870,571.82	11,691,678.66
KONECRANES OYJ EUR0.50		112,396.0000	4,732,584.12	4,005,095.12
KONINKLIJKE PHILIPS ELECTRONIC	3.750% 03/15/2022 DD 03/09/12	5,000,000.0000	5,040,359.69	5,002,700.00
KONINKLIJKE PHILIPS ELECTRONIC	5.000% 03/15/2042 DD 03/09/12	6,500,000.0000	6,428,693.59	6,454,175.00
KRAFT FOODS GROUP INC	5.000% 06/04/2042 DD 12/04/12	20,000,000.0000	19,733,877.79	19,715,800.00
KTR INDUSTRIAL FUND III L.P.		5,741,126.0000	5,636,599.00	5,867,470.00
L-3 COMMUNICATIONS CORP	5.200% 10/15/2019 DD 04/15/10	23,645,000.0000	25,096,391.01	25,556,698.25
LAS VEGAS VLY NV WTR DIST	7.013% 06/01/2039 DD 12/23/09	8,000,000.0000	10,001,245.70	8,625,680.00
LB-UBS COMMERCIAL MORTGA C7 AJ	VAR RT 11/15/2040 DD 10/11/05	5,000,000.0000	5,093,710.95	5,288,000.00
LIGHTPOINT CLO V 5A A1 144A	VAR RT 08/05/2019 DD 08/03/06	1,457,221.7700	1,401,000.27	1,435,751.06
LOOMIS AB NPV'B		76,900.0000	1,453,672.24	1,825,934.98
LORILLARD TOBACCO CO	8.125% 05/01/2040 DD 04/12/10	7,979,000.0000	9,204,204.03	9,608,232.01
LOUISVILLE & JEFFERSON CNTY KY	5.980% 05/15/2040 DD 11/24/09	10,000,000.0000	11,378,223.28	11,189,300.00
LOWE'S COS INC		79,300.0000	1,552,673.67	3,929,315.00
MACQUARIE INFRASTRUCTURE	PARTNERS INTL LP	8,223,781.0700	8,036,281.07	8,400,951.37
MANUFACTURERS & TRADERS TRUST	VAR RT 12/28/2020 DD 12/28/05	677,000.0000	661,330.87	690,506.15
MARSH & MCLENNAN COS INC		85,100.0000	2,428,271.08	4,115,436.00
MARSHAL WACE GLOBAL	OPPORTUNITIES FUND	42,253.0310	5,099,219.45	5,264,444.57
MASTR ALTERNATIVE LOAN T 6 1A5	5.500% 12/25/2035 DD 11/01/05	7,089,329.7000	6,812,950.39	6,309,219.86
MAUREL ET PROM EUR0.77		260,393.0000	4,849,867.15	4,361,317.74
MBK PARTNERS FUND III LP		3,064,103.0000	2,222,654.00	2,992,209.00
MEDTRONIC INC	6.500% 03/15/2039 DD 03/12/09	5,000,000.0000	4,987,952.25	6,079,800.00
MEIJI HOLDINGS CO LTD		90,173.0000	4,153,337.04	5,799,623.86
MEMORIAL SLOAN-KETTERING CANCE	5.000% 07/01/2042 DD 12/08/11	10,000,000.0000	10,000,000.00	9,858,100.00
MERCK & CO INC	2.250% 01/15/2016 DD 12/10/10	500,000.0000	499,505.71	516,500.00
MERRILL LYNCH & CO INC	6.110% 01/29/2037 DD 01/29/07	5,000,000.0000	5,210,238.03	5,392,350.00
MERRILL LYNCH MORTGAGE CIP1 AM	VAR RT 07/12/2038 DD 08/01/05	3,625,000.0000	3,752,846.54	3,827,456.25
MERRILL LYNCH MORTGAGE MCP1 A4	VAR RT 06/12/2043 DD 06/01/05	5,000,000.0000	5,079,391.30	5,193,850.00
MERRILL LYNCH MORTGAGE T C1 A3	VAR RT 05/12/2039 DD 05/01/06	2,204,502.3100	2,233,206.25	2,206,971.35
MET GOVT NASHVILLE & DAVIDSON	6.731% 07/01/2043 DD 04/21/10	18,995,000.0000	21,932,755.12	20,920,903.05
MET WASHINGTON DC ARPTS AUTH D	8.000% 10/01/2047 DD 05/27/10	2,500,000.0000	2,918,178.11	2,670,675.00
MET WASHINGTON DC ARPTS AUTH D	7.462% 10/01/2046 DD 08/12/09	16,700,000.0000	19,509,212.91	18,482,057.00
METHANEX CORP		163,161.0000	2,949,712.59	9,646,846.14
METROPOLITAN RE PARTNERS V LP		7,261,200.0000	5,244,676.00	7,713,664.00
MF GLOBAL FUTURES CASH		391,878.8800	391,878.88	391,878.88
MICHIGAN ST	7.625% 09/15/2027 DD 06/25/09	8,905,000.0000	8,851,513.93	10,551,000.20
MICROSOFT CORP		113,500.0000	3,035,500.60	4,246,035.00
MILLENIUM INTERNATIONAL, LTD		10,000.0000	10,000,000.00	10,234,133.00
MOLSON COORS BREWING CO	5.000% 05/01/2042 DD 05/03/12	16,000,000.0000	15,731,998.14	15,655,200.00
MONDELEZ INTERNATIONAL INC	6.875% 02/01/2038 DD 12/12/07	5,000,000.0000	5,318,944.56	6,091,300.00
MONDELEZ INTERNATIONAL INC	6.500% 02/09/2040 DD 02/08/10	10,000,000.0000	10,756,810.94	11,950,000.00
MORGAN STANLEY	5.500% 07/24/2020 DD 07/26/10	2,000,000.0000	2,032,126.93	2,236,800.00
MORGAN STANLEY	5.500% 07/28/2021 DD 07/28/11	7,500,000.0000	8,548,723.67	8,380,950.00
MORGAN STANLEY ABS CAPI NC6 M1	VAR RT 07/25/2034 DD 07/28/04	10,111,584.8000	9,342,981.54	9,466,769.04
MORGAN STANLEY CAPITAL IQ16 A4	5.809% 12/12/2049 DD 11/01/07	3,400,000.0000	3,418,112.92	3,800,996.00
MORGAN STANLEY CAPITAL T23 A4	VAR RT 08/12/2041 DD 08/01/06	3,340,000.0000	3,494,566.34	3,672,396.80
MORTGAGE PASS-THROUGH 18XS A6	VAR RT 06/25/2033 DD 05/01/03	364,269.1600	358,953.61	361,504.36
MOSAIC GLOBAL HOLDINGS INC	7.300% 01/15/2028 DD 01/26/98	3,945,000.0000	4,589,477.25	4,673,325.90
MUENCHENER RUECKVERSICHERUNGS	G NPV REGD	25,400.0000	3,961,159.69	5,605,238.79
MUNI ELEC AUTH OF GEORGIA	6.637% 04/01/2057 DD 03/11/10	15,000,000.0000	18,026,501.03	15,767,100.00
MURPHY OIL CORP	5.125% 12/01/2042 DD 11/30/12	21,500,000.0000	20,372,797.77	18,294,780.00
MYLAN INC/PA	5.400% 11/29/2043 DD 11/29/13	4,000,000.0000	3,975,310.36	4,032,280.00
NBCUNIVERSAL MEDIA LLC	5.950% 04/01/2041 DD 04/01/11	3,000,000.0000	2,991,946.20	3,281,520.00
NBCUNIVERSAL MEDIA LLC	6.400% 04/30/2040 DD 04/30/11	5,000,000.0000	5,755,538.44	5,748,150.00
NBCUNIVERSAL MEDIA LLC	4.450% 01/15/2043 DD 10/05/12	15,000,000.0000	13,788,198.05	13,437,300.00
NEW CENTURY HOME EQUITY 5 AI6	VAR RT 11/25/2033 DD 10/01/03	15,000,000.0000	15,448,954.70	15,231,600.00
NEW JERSEY ST TURNPIKE AUTH	7.414% 01/01/2040 DD 04/28/09	8,000,000.0000	8,000,000.00	10,533,200.00
NEW YORK NY	5.985% 12/01/2036 DD 12/17/09	4,710,000.0000	5,444,114.50	5,224,002.30
NEWCREST FINANCE PTY LTD 144A	5.750% 11/15/2041 DD 11/15/11	5,000,000.0000	5,039,202.94	3,637,250.00
NEWPAGE CORP	11.375% 12/31/2014 DD 12/31/09	9,223,177.0500	8,522,331.99	-
NEWPAGE HLDGS INC COM		40,000.0000	4,900,000.00	3,720,000.00
NEWS AMERICA INC	6.150% 02/15/2041 DD 08/15/11	6,505,000.0000	7,235,014.72	7,249,952.60
NEWS AMERICA INC	6.150% 03/01/2037 DD 03/02/07	12,000,000.0000	12,783,802.31	13,189,080.00
NEWSTONE CAPITAL FUND II		3,226,192.0000	3,380,161.00	3,395,739.00
NEWSTONE CAPITAL PARTNERS		1,179,337.0000	1,145,234.00	1,206,180.00
NEXEN INC	7.400% 05/01/2028 DD 04/28/98	6,500,000.0000	7,352,512.28	8,016,775.00
NOBLE ENERGY INC	8.000% 04/01/2027 DD 04/07/97	1,755,000.0000	2,031,113.54	2,237,431.95
NOBLE HOLDING INTERNATIONAL LT	3.950% 03/15/2022 DD 02/10/12	5,000,000.0000	4,929,919.42	4,888,100.00

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

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Security Description 1	Security Description 2	Shares/Par	Base Cost	Base Market Value
NOBLE HOLDING INTERNATIONAL LT	5.250% 03/15/2042 DD 02/10/12	12,700,000.0000	12,237,269.65	12,185,396.00
NON-BASE CURRENCY		0.0000	1,040.82	1,073.02
NON-BASE CURRENCY		0.0000	7,078.06	7,306.87
NON-BASE CURRENCY		0.0000	1,249,571.53	1,249,571.52
NON-BASE CURRENCY		0.0000	116,562.43	116,562.43
NON-BASE CURRENCY		0.0000	481,172.02	488,127.37
NON-BASE CURRENCY - BROKER		0.0000	1,683,677.30	1,612,497.45
NON-BASE CURRENCY - BROKER		0.0000	42,699,234.71	44,580,175.80
NON-BASE CURRENCY - BROKER		0.0000	41,524,804.31	35,994,408.76
NON-BASE CURRENCY - BROKER		0.0000	39,446,557.64	41,542,686.13
NORTHERN STATES POWER CO/MN	3.400% 08/15/2042 DD 08/13/12	12,000,000.0000	10,005,802.16	9,647,760.00
NORTHROP GRUMMAN CORP	4.750% 06/01/2043 DD 05/31/13	5,000,000.0000	4,750,613.33	4,738,400.00
NORTHWEST AIRLINES 2001-1 CLAS	7.041% 10/01/2023 DD 06/01/01	299,550.3650	266,327.53	341,487.42
NOVANT HEALTH INC	4.371% 11/01/2043 DD 04/23/13	5,500,000.0000	5,500,000.00	4,598,000.00
NOVARTIS AG	ADR	53,600.0000	2,918,081.12	4,308,368.00
NOVARTIS AG CHF0.50 (REGD)		62,700.0000	2,743,390.83	5,019,666.05
NTHR CA PWR AGY	7.311% 06/01/2040 DD 06/24/10	16,555,000.0000	20,395,328.96	18,073,259.05
NYU HOSPITALS CENTER	5.750% 07/01/2043 DD 08/01/13	8,900,000.0000	9,278,522.28	9,005,465.00
OCCIDENTAL PETROLEUM CORP	4.100% 02/01/2021 DD 12/16/10	10,000,000.0000	10,308,741.44	10,497,400.00
OHA CREDIT PARTNERS 7A A 144A	VAR RT 11/20/2023 DD 11/08/12	16,834,000.0000	16,882,041.60	16,758,162.83
OHIO ST HGR EDUC TNL FAC COMMIS	4.723% 01/01/2032 DD 11/23/11	7,500,000.0000	7,500,000.00	7,258,350.00
OIL INSURANCE LTD	VAR RT 11/29/2049 DD 06/22/06	4,000,000.0000	4,071,495.49	3,498,200.00
ONCOR ELECTRIC DELIVERY CO LLC	7.250% 01/15/2033 DD 07/15/03	4,000,000.0000	4,911,729.10	5,025,440.00
ORACLE CORP	5.375% 07/15/2040 DD 07/15/11	5,000,000.0000	5,445,101.89	5,338,900.00
OREGON ST SCH BRDS ASSN SHORT-	5.528% 06/30/2028 DD 02/19/04	2,840,000.0000	3,371,251.10	3,105,540.00
OWENS-ILLINOIS INC		104,200.0000	2,199,591.26	3,728,276.00
PAYABLE FOR FORWARD FOREIGN EXCHANGE CONTRACTS		0.0000	-1,246,499.90	(1,249,537.71)
PAYABLE FOR FORWARD FOREIGN EXCHANGE CONTRACTS		0.0000	-965,385.24	(965,385.24)
PAYABLE FOR INVESTMENTS PURCHASED		0.0000	-199,020,833.33	(199,020,833.33)
PAYABLE FOR INVESTMENTS PURCHASED		0.0000	-967,465.97	(967,051.19)
PAYABLE FOR INVESTMENTS PURCHASED		0.0000	-548,186.67	(548,186.67)
PEMEX PROJECT FUNDING MASTER T	6.625% 06/15/2035 DD 12/15/05	3,000,000.0000	3,074,833.05	3,157,500.00
PEOPLE'S CHOICE HOME LOAN 1 M2	VAR RT 06/25/2034 DD 04/28/04	10,119,000.0000	8,777,825.85	9,440,318.67
PERSIMMON ORD 10P		392,932.0000	6,772,730.90	8,063,333.01
PETROBRAS GLOBAL FINANCE BV	5.625% 05/20/2043 DD 05/20/13	5,000,000.0000	4,902,144.63	4,081,550.00
PETROLEOS MEXICANOS	8.000% 05/03/2019 DD 05/03/09	2,000,000.0000	1,977,649.06	2,420,000.00
PETROLEOS MEXICANOS	5.500% 06/27/2044 DD 06/26/12	7,500,000.0000	6,995,298.10	6,843,750.00
PFIZER INC	5.350% 03/15/2015 DD 03/24/09	500,000.0000	499,831.33	528,325.00
PHILIP MORRIS INTERNATIONAL IN	4.875% 11/15/2043 DD 11/12/13	14,000,000.0000	13,919,246.37	13,868,820.00
PITTSBURGH PA URBAN REDEV AUTH	5.400% 12/01/2016 DD 10/15/06	2,690,000.0000	2,688,644.08	2,771,238.00
PORT AUTH OF NEW YORK & NEW JE	4.926% 10/01/2051 DD 10/06/11	11,965,000.0000	11,368,219.79	11,195,171.90
POTASH CORP OF SASKATCHEWAN IN	5.625% 12/01/2040 DD 11/30/10	7,750,000.0000	8,299,054.79	8,229,880.00
POTASH CORP OF SASKATCHEWAN IN	5.875% 12/01/2036 DD 12/04/06	10,100,000.0000	11,036,603.90	10,871,842.00
PPL CAPITAL FUNDING INC	4.200% 06/15/2022 DD 06/14/12	7,000,000.0000	7,027,034.67	6,987,190.00
PREFERRED TERM SECURITIES 144A	VAR RT 12/11/2032 DD 12/04/02	2,000,000.0000	1,993,394.64	1,998,800.00
PREFERRED TERM SECURITIES REGS	VAR RT 06/23/2035 DD 03/17/05	2,505,454.0200	1,927,363.03	2,302,261.70
PREFERRED TERM SECURITIES XI L	VAR RT 09/24/2033 DD 09/17/03	28,152,871.3500	21,830,172.63	23,208,664.08
PREFERRED TERM SECURITIES XIII	VAR RT 03/24/2034 DD 03/17/04	5,046,728.7800	3,967,186.76	4,745,439.07
PREFERRED TERM SECURITIES XIV	VAR RT 06/24/2034 DD 06/17/04	12,221,036.3700	9,559,617.10	9,502,711.25
PREFERRED TERM SECURITIES XVII	VAR RT 09/23/2035 DD 06/15/05	4,178,879.3500	4,178,879.38	282,910.13
PRIDE INTERNATIONAL INC	6.875% 08/15/2020 DD 08/06/10	10,000,000.0000	10,874,738.91	11,973,800.00
PROCTER & GAMBLE CO/THE		40,600.0000	2,559,483.29	3,305,246.00
PROLOGIS LP	4.250% 08/15/2023 DD 08/15/13	15,000,000.0000	14,962,503.95	14,817,900.00
PROTECTIVE LIFE CORP	6.400% 01/15/2018 DD 12/11/07	5,000,000.0000	4,998,329.93	5,541,700.00
PRUDENTIAL CAP PTNR III		4,083,699.1800	3,648,052.35	4,049,366.23
PSC HOLDINGS (7/10) TLB		4,602,805.3000	4,510,814.72	4,614,312.31
PUBLIC SERVICE ELECTRIC & GAS	5.375% 11/01/2039 DD 11/24/09	5,000,000.0000	4,984,911.20	5,458,000.00
PUBLIC SERVICE ELECTRIC & GAS	3.750% 03/15/2024 DD 09/12/13	7,000,000.0000	6,999,385.80	7,025,830.00
QUALCOMM INC		73,400.0000	4,641,411.65	5,449,950.00
QUEST DIAGNOSTICS INC	5.750% 01/30/2040 DD 11/17/09	6,000,000.0000	5,991,396.42	5,876,820.00
QUEST DIAGNOSTICS INC	6.950% 07/01/2037 DD 06/22/07	6,150,000.0000	6,490,188.65	6,785,848.50
QUESTAR PIPELINE CO	5.830% 02/01/2018 DD 01/15/08	5,000,000.0000	4,998,441.01	5,655,000.00
RAAC SERIES 2007-SP1 TR SP1 A3	VAR RT 03/25/2037 DD 04/10/07	15,000,000.0000	14,001,449.63	13,710,750.00
RALI SERIES 2004-QS6 TR QS6 A1	5.000% 05/25/2019 DD 05/01/04	3,138,762.4300	3,164,199.20	3,194,820.73
RAM REALTY PARTNERS II LLC		6,329,708.0000	6,329,709.00	6,596,654.00
RAMP SERIES 2002-RS1 T RS1 AI5	VAR RT 01/25/2032 DD 01/01/02	762,744.0300	749,764.17	743,759.33
RAMP SERIES 2003-RZ2 TR RZ2 A1	VAR RT 04/25/2033 DD 03/01/03	3,350,746.5900	3,253,971.07	3,226,031.80
RECEIVABLE FOR INVESTMENTS SOLD		0.0000	1,771,702.35	1,771,702.35
RECEIVABLE FOR INVESTMENTS SOLD		0.0000	503,828.62	503,828.62
RECEIVABLE FOR UNITS ISSUED		0.0000	20,000,000.00	20,000,000.00
RECEIVABLE FOR UNITS ISSUED		0.0000	-22,478.47	(22,478.47)
RECEIVABLE FOR UNITS ISSUED		0.0000	22,478.47	22,478.47
REED ELSEVIER CAPITAL INC	3.125% 10/15/2022 DD 04/15/13	3,024,000.0000	2,540,720.24	2,796,444.00
REGENCY ENERGY PARTNERS LP / R	5.750% 09/01/2020 DD 09/11/13	11,320,000.0000	11,342,531.08	11,687,900.00
REPUBLIC SERVICES INC		57,900.0000	1,611,443.19	1,922,280.00
REXAM ORD GBP0.714285714	(POST R/	556,906.0000	4,538,978.71	4,893,202.36

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Security Description 1	Security Description 2	Shares/Par	Base Cost	Base Market Value
REYNOLDS AMERICAN INC	6.150% 09/15/2043 DD 09/17/13	8,000,000.0000	7,964,364.90	8,638,800.00
REYNOLDS AMERICAN INC	7.250% 06/15/2037 DD 06/21/07	12,276,000.0000	12,697,266.06	14,374,827.72
ROCHE HOLDINGS INC 144A	7.000% 03/01/2039 DD 02/25/09	7,500,000.0000	10,033,583.71	9,835,125.00
ROCKBRIDGE HOSPITALITY FUND	IV LP	2,932,814.6800	4,213,287.80	2,989,498.00
ROGERS COMMUNICATIONS INC	8.750% 05/01/2032 DD 04/30/02	3,000,000.0000	3,325,938.30	3,889,350.00
ROHM AND HAAS HOLDINGS LTD	9.800% 04/15/2020 DD 04/15/90	650,000.0000	749,377.87	764,991.50
ROWAN COS INC	4.875% 06/01/2022 DD 05/21/12	4,375,000.0000	4,733,618.42	4,439,531.25
ROWAN COS INC	5.400% 12/01/2042 DD 12/11/12	5,000,000.0000	4,979,071.54	4,625,700.00
ROYALTY PHARMA 11/13 TLB2		19,302,610.9900	19,302,610.99	19,374,995.78
S & P 500 E MINI IND FUT (CME)	EXP MAR 14	-140.0000	0.00	(319,950.00)
S & P 500 E MINI IND FUT (CME)	EXP MAR 14	1,050.0000	0.00	3,491,250.00
SAGUENAY OFFSHORE FUND LIMITED	CLASS A N SERIES 2A N	300,000.0000	30,000,000.00	31,913,310.00
SAGUENAY OFFSHORE FUND LIMITED	CLASS A N SERIES 1A N	350,000.0000	35,000,000.00	40,610,920.00
SAMSUNG ELECTRONICS CO LTD	GDR	13,060.0000	3,760,114.94	8,489,274.26
SANOFI	ADR	78,500.0000	3,007,648.99	4,209,955.00
SASOL NVP		94,464.0000	3,534,110.15	4,640,336.83
SBS SPANISH BROADCASTING SYSTE	PFD 10.750%	500.0000	523,799.02	400,000.00
SCHLUMBERGER LTD		46,600.0000	3,548,578.83	4,199,126.00
SEARS MORTGAGE SECURITIES 1 D	12.000% 02/25/2014 DD 02/01/84	17.9600	17.97	17.98
SHEARSON LEHMAN CMO E 4	5.750% 05/01/2017 DD 01/01/87	209,186.7200	216,012.74	216,552.18
SHERIDAN SQUARE CLO 1A A2 144A	VAR RT 04/15/2025 DD 03/12/13	10,000,000.0000	9,870,502.66	9,827,000.00
SHOWA DENKO KK Y50		2,849,300.0000	6,994,381.69	4,039,253.03
SILVER LAKE PARTNERS IV LP		332,879.0000	332,879.00	311,294.00
SILVER LAKE PTRS III		6,710,584.0000	5,213,359.00	7,562,006.00
SLM STUDENT LOAN TR 4 A5D 144A	VAR RT 03/15/2033 DD 04/16/03	2,312,394.1200	2,244,383.05	2,293,245.18
SOLAR STAR FUNDING LLC 144A	5.375% 06/30/2035 DD 06/27/13	15,000,000.0000	15,000,000.00	14,319,000.00
SOLVAY NPV		27,169.0000	4,336,551.86	4,305,315.21
SOUNDVIEW HOME LOAN TR OPT1 M2	VAR RT 06/25/2035 DD 05/12/05	14,250,000.0000	9,974,163.09	11,383,612.50
SOUTHWEST AIRLINES CO		197,200.0000	1,829,686.90	3,715,248.00
SOVEREIGN BANK/WILMINGTON DE	8.750% 05/30/2018 DD 05/16/08	14,080,000.0000	15,889,074.83	16,917,683.20
SPE I PARTNERS LP		1,364,420.0000	1,406,784.33	1,470,878.00
SPE II PARTNERS LP		881,769.9200	872,636.59	957,964.00
SPECTRA ENERGY PARTNERS LP	5.950% 09/25/2043 DD 09/25/13	6,500,000.0000	6,491,902.12	6,948,760.00
SPECTRA ENERGY PARTNERS LP	4.750% 03/15/2024 DD 09/25/13	10,000,000.0000	9,976,978.17	10,194,000.00
STANDARD CHARTERED BANK 144A	6.400% 09/26/2017 DD 09/26/07	19,000,000.0000	20,575,155.93	21,517,690.00
STANDARD CHARTERED ORD USD0.50		199,181.0000	5,246,164.61	4,486,552.03
STATE PUBLIC SCH BLDG AUTH PA	5.088% 09/15/2029 DD 11/03/11	10,000,000.0000	10,000,000.00	9,781,500.00
SUNOCO LOGISTICS PARTNERS OPER	6.850% 02/15/2040 DD 02/12/10	7,400,000.0000	8,076,243.10	8,208,154.00
SVENSKA HANDELSBANKEN SER A	NPV	114,700.0000	2,735,570.35	5,643,384.31
SWAP COLLATERAL WITH MORGAN	STANLEY	2,131,000.0000	2,131,000.00	2,131,000.00
SWISS FUTURE CCY FUTURE (CME)	EXP MAR 14	-180.0000	0.00	70,875.00
SYMRISE AG NPV (BR)		171,900.0000	2,950,939.65	7,935,131.77
TA IX L.P.		48,585.0000	214,429.06	442,297.00
TAYLOR WIMPEY PLC ORD GBP0.01		5,533,053.0000	2,210,406.62	10,217,992.73
TDH III HOLDINGS INC		100.0000	613,978.09	27,257.00
TECK RESOURCES LTD	6.250% 07/15/2041 DD 07/05/11	18,800,000.0000	19,666,833.96	18,714,084.00
TENNESSEE VALLEY AUTH BD	5.131% 01/15/2021 DD 12/20/02	3,849,608.8520	3,841,432.82	4,234,683.69
TERADATA CORP		30,600.0000	1,367,084.06	1,391,994.00
TEVA PHARMACEUTICAL INDUSTRIES	ADR	105,330.0000	4,920,605.04	4,221,626.40
TEXAS INSTRUMENTS INC		105,600.0000	2,890,361.75	4,636,896.00
THAI OIL PUBLIC CO LIMITED	THB10 (ALIEN MKT)	1,874,900.0000	3,454,703.64	3,209,468.16
THERMO FISHER SCIENTIFIC INC		44,500.0000	2,697,767.78	4,955,075.00
TIAA SEASONED COMMER C4 D 144A	VAR RT 08/15/2039 DD 07/10/07	1,000,000.0000	971,915.20	939,200.00
TIAA SEASONED COMMERCIAL C4 AJ	VAR RT 08/15/2039 DD 07/10/07	2,073,000.0000	2,164,619.39	2,199,038.40
TIAA SEASONED COMMERCIAL C4 C	VAR RT 08/15/2039 DD 07/10/07	1,000,000.0000	998,529.48	1,007,680.00
TIME WARNER CABLE INC	6.750% 06/15/2039 DD 06/29/09	5,000,000.0000	5,033,047.50	4,708,500.00
TIME WARNER CABLE INC	5.875% 11/15/2040 DD 11/15/10	7,000,000.0000	7,327,498.77	6,055,350.00
TIME WARNER INC		51,800.0000	1,678,793.85	3,611,496.00
TIME WARNER INC	6.500% 11/15/2036 DD 11/13/06	5,000,000.0000	5,346,266.15	5,649,400.00
TIME WARNER INC	6.250% 03/29/2041 DD 04/01/11	10,000,000.0000	11,134,881.42	11,104,800.00
TIME WARNER INC	4.900% 06/15/2042 DD 06/13/12	10,000,000.0000	9,440,048.27	9,492,900.00
TITAN MASTERS INTERNATIONAL	FUND LTD	351,465.7940	50,000,000.00	60,259,612.96
TITAN TRADING FUND OFFSHORE	CLASS C-U-2-13	17,111.4690	20,000,000.00	17,881,978.21
TITAN TRADING FUND OFFSHORE		26,031.1120	30,000,000.00	-
TOYOTA MOTOR CREDIT CORP	2.050% 01/12/2017 DD 01/12/12	500,000.0000	499,490.99	510,995.00
TPREF FUNDING I LTD/TPREF FUND	VAR RT 11/15/2032 DD 10/29/02	2,000,000.0000	2,000,000.00	486,720.00
TRANSGENE NPV		53,260.0000	1,025,659.78	644,360.84
TRANSOCEAN INC	7.350% 12/15/2041 DD 12/05/11	5,100,000.0000	5,727,202.03	6,150,600.00
TRANSOCEAN INC	7.500% 04/15/2031 DD 04/05/01	6,000,000.0000	7,099,319.54	6,857,460.00
TRANSOCEAN INC	6.800% 03/15/2038 DD 12/11/07	8,000,000.0000	9,044,444.36	8,904,080.00
TRANSOCEAN INC	6.375% 12/15/2021 DD 12/05/11	12,850,000.0000	14,493,102.22	14,439,802.00
TREVI FINANZIARIA EURO.50		521,523.0000	5,720,195.30	4,520,199.17
TRIDENT IV LP		3,914,825.1500	2,218,419.86	4,256,422.26
TRIDENT V LP		3,311,011.8300	2,867,564.26	3,457,158.35
TRS EL UL MS SYSTEMATIC VOL ID	P 1.25% 2014 MAY 20	30,000,000.0000	0.00	(2,342,348.42)
TRS FL UL MS SYSTEMATIC VOL ID	P 1.25% 2014 MAY 20	-30,000,000.0000	0.00	-

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Security Description 1	Security Description 2	Shares/Par	Base Cost	Base Market Value
TULLOW OIL PLC ORD GBP0.10		353,900.0000	5,145,515.36	5,011,555.78
TWO SIGMA SPECTRUM CAYMAN		5,500.0000	5,500,000.00	5,741,451.65
TYCO INTERNATIONAL LTD / TYCO		8,800,000.0000	10,208,129.73	10,156,872.00
U S TREASURY NT PRIN STRIP	6.875% 01/15/2021 DD 07/15/08	32,000,000.0000	13,738,861.66	10,659,840.00
U S TREASURY NT PRIN STRIP	0.000% 11/15/2040 DD 11/15/10	44,500,000.0000	14,631,400.94	17,662,495.00
U S TREASURY NT PRIN STRIP	0.000% 02/15/2037 DD 02/15/07	104,000,000.0000	43,385,887.97	32,451,120.00
UBS-BAMLL TRUST WRM A 144A	0.000% 02/15/2042 DD 02/15/12	1,500,000.0000	1,571,490.23	1,425,090.00
UNITED TECHNOLOGIES CORP	3.663% 06/10/2030 DD 07/01/12	5,000,000.0000	4,825,537.97	4,855,450.00
UNITEDHEALTH GROUP INC	4.500% 06/01/2042 DD 06/01/12	48,200.0000	2,529,776.96	3,629,460.00
US 5YR TREAS NTS FUTURE (CBT)	EXP MAR 14	1,900.0000	0.00	(2,983,086.43)
US AIRWAYS 2012-1 CLASS B PASS	8.000% 04/01/2021 DD 05/14/12	6,708,229.6700	6,708,229.67	7,479,676.08
US GOVT BLDING OPEN-END FEEDER	1 LP	10,297,446.5700	9,964,647.40	10,552,672.00
US INDUSTRIAL REIT II		4,946,375.0000	2,126,623.29	5,229,168.00
US SHIPPING 4/13 TL		2,985,000.0000	2,959,000.54	3,052,162.50
US TREAS BD FUTURE (CBT)	EXP MAR 14	900.0000	0.00	(1,931,250.00)
US TREAS-CPI INFLAT	3.375% 04/15/2032 DD 10/15/01	2,631,720.0000	3,677,414.71	3,501,213.97
US TREAS-CPI INFLAT	3.625% 04/15/2028 DD 04/15/98	11,985,864.0000	16,517,996.26	15,855,020.76
US TREAS-CPI INFLAT	1.750% 01/15/2028 DD 01/15/08	12,096,556.5000	13,561,434.50	12,950,936.29
US TREAS-CPI INFLAT	2.375% 01/15/2027 DD 01/15/07	12,160,995.0000	13,346,945.82	14,008,006.92
US TREAS-CPI INFLAT	2.000%001/15/2026 DD 01/15/06	15,592,467.5000	17,977,559.71	17,261,329.30
US TREAS-CPI INFLAT	2.500% 01/15/2029 DD 01/15/09	15,828,508.5000	18,149,392.37	18,601,030.05
US TREAS-CPI INFLAT	2.125% 02/15/2040 DD 02/15/10	21,342,245.0000	24,468,948.27	23,979,933.06
US TREAS-CPI INFLAT	2.375% 01/15/2025 DD 07/15/04	22,303,800.0000	26,576,186.49	25,637,102.91
US TREAS-CPI INFLAT	2.125% 02/15/2041 DD 02/15/11	23,730,737.5000	28,176,040.98	26,663,619.35
US TREAS-CPI INFLAT	0.750% 02/15/2042 DD 02/15/12	60,727,525.0000	50,835,256.15	48,819,464.62
US ULTRA BOND (CBT)	EXP MAR 14	238.0000	0.00	(288,062.50)
US ULTRA BOND (CBT)	EXP MAR 14	690.0000	0.00	(2,264,062.50)
VALE OVERSEAS LTD	6.875% 11/21/2036 DD 11/21/06	5,000,000.0000	5,057,818.88	5,163,750.00
VERIZON COMMUNICATIONS INC	6.400% 02/15/2038 DD 02/12/08	5,000,000.0000	5,161,771.33	5,614,850.00
VERIZON COMMUNICATIONS INC	6.550% 09/15/2043 DD 09/18/13	38,000,000.0000	41,494,780.26	44,458,480.00
VERIZON NEW YORK INC	7.375% 04/01/2032 DD 03/28/02	13,286,000.0000	15,606,978.03	15,062,205.34
VIACOM INC	5.850% 09/01/2043 DD 08/19/13	10,000,000.0000	10,017,079.79	10,512,200.00
VILLAGE ROADSHOW 11/12 TLB		9,000,000.0000	8,929,271.90	9,090,000.00
VIRGINIA ELECTRIC AND POWER CO	6.350% 11/30/2037 DD 12/04/07	5,000,000.0000	4,989,314.06	6,026,350.00
VIRGINIA ST HSG DEV AUTH	5.251% 01/01/2039 DD 12/08/11	5,000,000.0000	5,000,000.00	5,090,200.00
VISIUM GLOBAL OFFSHORE FUND		10,000.0000	10,000,000.00	10,406,609.00
VODAFONE GROUP PLC	ADR	117,700.0000	3,542,895.32	4,626,787.00
WAL-MART STORES INC	2.875% 04/01/2015 DD 04/01/10	500,000.0000	499,087.65	515,700.00
WAL-MART STORES INC	5.625% 04/01/2040 DD 04/01/10	2,200,000.0000	2,895,804.19	2,485,120.00
WAL-MART STORES INC	5.625% 04/15/2041 DD 04/18/11	4,850,000.0000	5,619,358.07	5,507,029.50
WAL-MART STORES INC	4.750% 10/02/2043 DD 10/02/13	5,000,000.0000	4,965,332.93	5,019,450.00
WAL-MART STORES INC	4.000% 04/11/2043 DD 04/11/13	10,500,000.0000	9,282,556.11	9,344,790.00
WAMU MORTGAGE PASS THR AR10 A7	VAR RT 10/25/2033 DD 09/01/03	380,455.0310	377,740.79	386,690.69
WEATHERFORD INTERNATIONAL INC	6.800% 06/15/2037 DD 12/15/07	8,000,000.0000	7,872,615.22	8,646,240.00
WEATHERFORD INTERNATIONAL LTD/	7.000% 03/15/2038 DD 03/25/08	3,000,000.0000	3,398,797.87	3,320,580.00
WEATHERFORD INTERNATIONAL LTD/	6.500% 08/01/2036 DD 08/07/06	10,000,000.0000	10,223,780.72	10,429,900.00
WEATHERFORD INTERNATIONL LTD	REG	284,600.0000	3,940,856.69	4,408,454.00
WELLPOINT INC		31,100.0000	1,804,830.58	2,873,329.00
WELLS FARGO & CO	5.375% 11/02/2043 DD 10/28/13	8,100,000.0000	8,076,083.35	8,294,481.00
WELLS FARGO & CO	4.125% 08/15/2023 DD 08/15/13	9,000,000.0000	8,970,270.07	8,872,650.00
WELLS FARGO & CO 144A	5.606% 01/15/2044 DD 11/26/13	10,394,000.0000	10,595,761.51	10,796,143.86
WELLS FARGO MORTGAGE BA 14 2A2	5.500% 10/25/2022 DD 09/01/07	2,434,174.5200	2,509,682.94	2,522,023.88
WESTPORT CAPITAL PARTNERS FUND	II	9,786,089.5000	8,166,726.50	10,020,797.29
WESTVACO CORP	7.650% 03/15/2027 DD 03/15/97	2,485,000.0000	2,583,566.52	2,613,872.10
WEYERHAEUSER CO	6.950% 10/01/2027 DD 10/08/97	2,000,000.0000	1,927,246.30	2,307,180.00
WILLIAMS PARTNERS LP	4.500% 11/15/2023 DD 11/15/13	5,000,000.0000	4,970,111.43	4,966,000.00
WILLIAMS PARTNERS LP	6.300% 04/15/2040 DD 02/09/10	7,000,000.0000	7,526,948.61	7,522,970.00
WINCOR NIXDORF AG NPV		83,440.0000	4,542,951.45	5,791,348.57
WRIGHTWOOD CAPITAL HIGH YIELD	PARTNERS II	2,475,349.1100	2,266,836.71	2,618,549.00
XCEL ENERGY INC	4.800% 09/15/2041 DD 09/12/11	13,000,000.0000	13,087,403.87	12,659,270.00
XEROX CORP	6.750% 12/15/2039 DD 12/04/09	5,000,000.0000	5,786,217.16	5,458,650.00
XSTRATA FINANCE CANADA LT 144A	6.900% 11/15/2037 DD 11/20/07	8,362,000.0000	9,398,771.01	8,826,759.96
YEN DENOM NIKKEI 225 FUT (CME)	EXP MAR 14	120.0000	0.00	442,414.72
YIT OYJ		263,225.0000	3,938,628.25	3,685,142.63
YRC 7/11 NEW TL		6,836,651.0000	6,676,805.44	6,631,551.47
YRC WORLDWIDE INC	10.000% 03/31/2015 DD 07/22/11	3,978,720.0000	3,560,110.69	3,948,879.60
YUKON CAPITAL PARTNERS	PARALLEL LP	3,416,802.0000	3,124,974.00	3,657,722.00

3,483,846,349.37	3,990,919,985.66	4,180,505,200.14
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Exclude:

NRP GUARANTEED FUND	171,126,190.7100	171,126,190.71	171,126,190.71
401 H GUARANTEED FUND	72,576,386.6100	72,576,386.61	72,576,386.61
	243,702,577.32	243,702,577.32	243,702,577.32

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

Attachment A

December 31, 2013

Security Description 1

Total

Security Description 2

Shares/Par	Base Cost	Base Market Value
3,727,548,926.69	4,234,622,562.98	4,424,207,777.46

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

Schedule H, Line 4i – Schedule of Assets (Acquired and Disposed of Within Year)

Year Ended December 31, 2013

(in thousands)

(a) Identity of issuer, borrower, lessor or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Cost	(d) Proceeds of dispositions
Bank of New York Mellon Trust Operations	Assets held in trust, multiple investments (see Attachment B)	78,549	111,076

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

Attachment B

Year Ended December 31, 2013

Report Run Date	Report ID	Beginning of Period Date	End of Period Date	REPORTING ACCOUNT	Account	Security ID	Units	Security Description	Security Description 2	Cost	Proceeds	Account Long Name 1	Account Long Name 2
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	037411BA2	10,000,000.00	APACHE CORP	4.750% 04/15/2043 DD 04/09/12	(10,552,526.84)	9,417,250.00	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	055451AV0	8,000,000.00	BHP BILLITON FINANCE USA LTD	5.000% 09/30/2043 DD 09/30/13	(7,998,800.73)	8,138,720.00	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	067901AQ1	7,000,000.00	BARRICK GOLD CORP	4.100% 05/01/2023 DD 05/02/13	(6,986,390.94)	6,492,570.00	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	32007UBB4	215,655.46	FIRST DATA 4/13 (USD) TL		(173,995.56)	214,038.03	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	35671DBA2	4,000,000.00	FREEMPORT-MCMORAN COPPER & 144A	5.450% 03/15/2043 DD 03/07/13	(3,981,760.68)	4,026,520.00	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	42809HAD9	25,400,000.00	HESS CORP	5.600% 02/15/2041 DD 08/10/10	(26,905,771.42)	27,059,800.00	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	652482CL2	10,000,000.00	NEWS AMERICA INC 144A	5.400% 10/01/2043 DD 09/30/13	(9,945,546.80)	10,289,300.00	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	NA81G56M7	10,000,000.00	GENERAL ELECTRIC CAPITAL CORP	VAR RT 12/29/2016	(9,802,109.01)	9,801,500.00	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F1329QB	1,000.00	US TREAS BD FUTURE JUN 13	PUT JUN 13 142.000 ED 05/24/13	(831,229.50)	137,530.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F1359QC	500.00	US TREAS BOND FUTURE JUN 13	PUT JUN 13 144.000 ED 05/24/13	(243,740.00)	373,450.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F1395SA	1,000.00	US TREAS BD FUTURE SEP 13	PUT AUG 13 137.000 ED 07/26/13	(987,480.00)	2,992,216.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F1395SB	1,000.00	US TREAS BD FUTURE SEP 13	PUT AUG 13 133.000 ED 07/26/13	309,400.00	(374,975.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F133C3A	1,400.00	US TREAS BD FUTURE (CBT)	EXP MAR 13	-	3,813,687.50	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F133F3A	810.00	US TREAS BD FUTURE (CBT)	EXP JUN 13	-	5,494,687.50	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F133I3A	1,620.00	US TREAS BD FUTURE (CBT)	EXP SEP 13	-	4,762,687.20	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F133L3A	1,120.00	US TREAS BD FUTURE (CBT)	EXP DEC 13	-	1,819,062.04	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F139C3A	1,000.00	US 10YR TREAS NTS FUTURE (CBT)	EXP MAR 13	-	(2,400.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F139F3A	1,325.00	US 10 YR TREAS NTS FUT (CBT)	EXP JUN 13	-	212,031.75	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F139I3A	2,025.00	US 10 YR TREAS NTS FUT (CBT)	EXP SEP 13	-	4,491,406.25	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F139L3A	1,925.00	US 10YR TREAS NTS FUTURE (CBT)	EXP DEC 13	-	(3,836,163.10)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F167I3C	4,000.00	90DAY EURODOLLAR FUTURE (CME)	EXP SEP 25	-	19,000.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F167I5C	1,600.00	90DAY EURODOLLAR FUTURE (CME)	EXP SEP 15	-	2,280,000.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F167L5C	1,600.00	90DAY EURODOLLAR FUTURE (CME)	EXP DEC 15	-	(3,000,000.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F167L8C	1,600.00	90DAY EURODOLLAR FUTURE (CME)	EXP DEC 16	-	(3,560,000.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F183I3A	2,000.00	US 5YR TREAS NTS FUTURE (CBT)	EXP SEP 13	-	(6,562,500.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F183L3A	2,450.00	US 5YR TREAS NTS FUTURE (CBT)	EXP DEC 13	-	4,258,203.85	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F189F3C	180.00	SWISS FUTURE CCY FUTURE (CME)	EXP JUN 13	-	(690,375.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F189I3C	180.00	SWISS FUTURE CCY FUTURE (CME)	EXP SEP 13	-	357,750.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F189L3C	180.00	SWISS FUTURE CCY FUTURE (CME)	EXP DEC 13	-	(1,288,793.75)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F190F3C	370.00	JAPANESE YEN CCY FUTURE (CME)	EXP JUN 13	-	238,750.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F190I3C	370.00	JAPANESE YEN CCY FUTURE (CME)	EXP SEP 13	-	2,280,125.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F190L3C	370.00	JAPANESE YEN CCY FUTURE (CME)	EXP DEC 13	-	1,022,974.61	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F193F3C	580.00	BRITISH POUND CCY FUTURE (CME)	EXP JUN 13	-	(2,207,437.50)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F193I3C	580.00	BRITISH POUND CURRENCY FUT CME	EXP SEP 13	-	(232,000.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F193L3C	580.00	BRITISH POUND CURRENCY FUTURE	EXP DEC 13	-	(2,399,750.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F205F3C	860.00	EURO FX CURR FUTURE (CME)	EXP JUN 13	-	(3,432,500.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F205I3C	820.00	EURO FX CURR FUTURE (CME)	EXP SEP 13	-	702,125.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F205L3C	820.00	EURO FX CURR FUTURE (CME)	EXP DEC 13	-	(5,289,000.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F240F3C	200.00	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP JUN 13	-	1,335,650.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F240I3C	200.00	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP SEP 13	-	226,000.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F240L3C	200.00	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP DEC 13	-	382,305.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F285F3C	900.00	S & P 500 EMINI IND FUT (CME)	EXP JUN 13	-	3,326,756.31	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F295I3C	850.00	S&P 500 EMINI INDEX FUT (CME)	EXP SEP 13	-	2,763,250.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F295L3C	1,200.00	S & P 500 EMINI IND FUT (CME)	EXP DEC 13	-	5,770,987.50	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F700F3A	648.00	US ULTRA BOND FUT (CBT)	EXP JUN 13	-	(1,180,218.75)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F700I3A	1,209.00	US ULTRA BOND (CBT)	EXP SEP 13	-	(10,741,031.60)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F700L3A	5,144.00	US ULTRA BOND (CBT)	EXP DEC 13	-	4,155,167.71	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	AAF236F3U	200.00	SPI 200 INDEX FUTURE (SFE)	EXP JUN 13	-	(1,870,642.19)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	AAF236I3U	160.00	SPI 200 INDEX FUTURE (SFE)	EXP SEP 13	-	2,077,549.60	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	AAF236L3U	160.00	SPI 200 INDEX FUTURE (SFE)	EXP DEC 13	-	(34,760.49)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	EXF210F3J	930.00	FTSE 100 INDEX FUTURE (LIF)	EXP JUN 13	-	(332,125.42)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	EXF210I3J	710.00	FTSE 100 INDEX FUTURE (LIF)	EXP SEP 13	-	4,144,378.56	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	EXF210L3J	760.00	FTSE 100 INDEX FUTURE (LIF)	EXP DEC 13	-	(1,258,260.30)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	FJF232F3C	1,100.00	YEN DENOM NIKKEI 225 FUT (CME)	EXP JUN 13	-	7,413,501.38	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	FJF232I3C	950.00	YEN DENOM NIKKEI 225 FUT (CME)	EXP SEP 13	-	6,301,987.09	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	FJF232L3C	830.00	YEN DENOM NIKKEI 225 FUT (CME)	EXP DEC 13	-	1,871,108.80	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	XXF316F3S	2,000.00	DJ EURO STOXX 50 FUTURE (EUX)	EXP JUN 13	-	1,239,725.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	XXF316I3S	1,900.00	DJ EURO STOXX 50 FUTURE (EUX)	EXP SEP 13	-	5,363,680.98	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	XXF316L3S	1,650.00	DJ EURO STOXX 50 FUTURE (EUX)	EXP DEC 13	-	1,433,295.36	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF60010002	EX99N2KQ8	392,932.00	PERSIMMON PLC 10P		(449,239.16)	446,969.97	NATIONWIDE DB MASTER TRUST	POLARIS
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF60010002	EXB944DK2	597,300.00	REXAM NON CUM RED PRF GBP0.45	INT	-	420,997.95	NATIONWIDE DB MASTER TRUST	POLARIS
										(78,549,190.64)	111,075,768.84		

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

Schedule H, Line 4j – Schedule of Reportable Transactions (Series of Transactions)

Year ended December 31, 2013

(in thousands)

(a)	(b)	(c)	(d)	(e)	(f)	(g)
Identity of party involved	Description of asset (include interest rate and maturity in case of loan)	Number of purchases	Number of sales	Purchase price	Selling price	Net gain or (loss)
Bank of New York Mellon Trust Operations	BNY Mellon Cash Reserve	198	199	168,411	168,776	-
Bank of New York Mellon Trust Operations	EB Temporary Investment FD	638	454	1,567,388	1,674,059	-
Bank of New York Mellon Trust Operations	Commit to Pur FNMA SF Mtg	2	2	200,637	199,227	(1,410)
				<u>1,936,435</u>	<u>2,042,062</u>	<u>(1,410)</u>

<u>Account</u>	<u>12/31/2012</u>	<u>5% Value</u>
2012 5500 Report*	4,572,817,911.00	228,640,895.55

*The 5% is based on the prior year-end balance.

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

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

December 31, 2013

(in thousands)

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
*	Nationwide Life Insurance Company	Guaranteed Investment Fund, 4.80% crediting rate	\$ 171,126	172,511
*	Nationwide Life Insurance Company	401(h) Guaranteed Investment Fund, 4.05% crediting rate	72,576	73,518
	Bank of New York Mellon Trust Operations	Assets held in trust, multiple investments (see Attachment A)	3,990,920	4,180,505
			4,234,623	4,426,534

* Indicates party-in-interest

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

Attachment A

December 31, 2013

Security Description 1	Security Description 2	Shares/Par	Base Cost	Base Market Value
3M CO	1.375% 09/29/2016 DD 09/29/11	500,000.0000	497,649.82	507,440.00
90DAY EURODOLLAR FUTURE (CME)	EXP JUN 21	-2,724.0000	0.00	2,077,362.50
90DAY EURODOLLAR FUTURE (CME)	EXP SEP 16	-2,400.0000	0.00	2,660,000.00
90DAY EURODOLLAR FUTURE (CME)	EXP SEP 17	-2,400.0000	0.00	2,830,000.00
90DAY EURODOLLAR FUTURE (CME)	EXP JUN 19	1,002.0000	0.00	(1,621,487.50)
90DAY EURODOLLAR FUTURE (CME)	EXP JUN 20	1,722.0000	0.00	(486,837.50)
ABBVIE INC	4.400% 11/06/2042 DD 05/06/13	5,000,000.0000	4,949,177.96	4,663,350.00
ABFC 2001-AQ1 TRUST AQ1 A6	VAR RT 11/20/2030 DD 03/01/01	346,838.5800	345,496.72	337,088.95
ABFC 2005-AQ1 TRUST AQ1 A6	VAR RT 06/25/2035 DD 06/01/05	3,189,101.9000	3,128,988.45	3,279,608.61
ACCELECARE HOLDCO		1,592,294.2700	1,592,294.27	1,592,294.27
ACCELECARE HOLDINGS INC		1,000,000.0000	1,000,000.00	1,002,322.07
ACTAVIS INC	4.625% 10/01/2042 DD 10/02/12	13,000,000.0000	11,875,425.59	11,827,400.00
ACTIS GLOBAL 4		426,945.9600	445,526.50	432,000.00
AES CORP/THE		312,500.0000	3,578,923.34	4,534,375.00
AFLAC INC	3.625% 06/15/2023 DD 06/10/13	13,000,000.0000	13,000,000.00	12,583,740.00
AGILENT TECHNOLOGIES INC		79,200.0000	3,394,858.76	4,529,448.00
AGRIUM INC	6.750% 01/15/2019 DD 09/11/08	4,500,000.0000	5,244,348.54	5,309,100.00
AGRIUM INC	7.125% 05/23/2036 DD 05/24/06	16,285,000.0000	18,535,058.03	19,209,948.85
ALABAMA POWER CAPITAL TRUST V	VAR RT 10/01/2042 DD 10/02/02	3,763,000.0000	3,793,093.58	3,518,405.00
ALABAMA POWER CO	5.500% 03/15/2041 DD 03/10/11	8,204,000.0000	9,200,158.00	8,984,692.64
ALCOA INC		346,000.0000	3,279,993.18	3,677,980.00
ALESCO PREFERRED F 7A A1B 144A	VAR RT 07/23/2035 DD 04/19/05	21,422,602.9300	17,352,228.00	16,923,856.31
ALTRIA GROUP INC	9.950% 11/10/2038 DD 11/10/08	3,859,000.0000	5,553,127.81	5,886,518.60
ALTRIA GROUP INC	4.250% 08/09/2042 DD 08/09/12	5,000,000.0000	4,938,792.68	4,267,100.00
ALTRIA GROUP INC	5.375% 01/31/2044 DD 10/31/13	10,500,000.0000	10,455,384.92	10,543,470.00
AMERICAN AIRLINES 2013-2 144A	4.950% 07/15/2024 DD 07/31/13	4,000,000.0000	4,000,000.00	4,170,000.00
AMERICAN AIRLINES 2013-2 144A	5.600% 01/15/2022 DD 11/27/13	5,000,000.0000	5,000,000.00	5,050,000.00
AMERICAN HOME MORTGAGE I 2 5A1	VAR RT 09/25/2035 DD 06/01/05	8,265,500.0600	7,964,918.56	8,253,184.46
AMERICAN HOME MORTGAGE IN 3 4A	VAR RT 10/25/2034 DD 09/01/04	20,042,722.0700	19,505,211.30	19,447,453.22
AMERICAN INTERNATIONAL GROUP I		91,500.0000	3,025,274.23	4,671,075.00
AMGEN INC	5.150% 11/15/2041 DD 11/10/11	2,000,000.0000	1,983,895.59	1,992,580.00
AMGEN INC	5.375% 05/15/2043 DD 05/15/12	4,000,000.0000	3,999,413.10	4,106,880.00
ANADARKO PETROLEUM CORP	6.200% 03/15/2040 DD 03/16/10	5,500,000.0000	5,469,990.99	6,083,715.00
ANHEUSER-BUSCH INBEV WORLDWIDE	8.200% 01/15/2039 DD 01/15/11	5,000,000.0000	4,987,431.69	7,312,800.00
AON CORP		48,900.0000	2,591,698.46	4,102,221.00
APPLIED MATERIALS INC		218,000.0000	2,772,137.77	3,854,240.00
ARCELORMITTAL	STEP 03/01/2021 DD 03/07/11	5,000,000.0000	4,994,678.84	5,300,000.00
ARCLIGHT ENERGY PARTNERS FUND	V LP	2,433,343.0000	2,433,343.00	2,640,898.00
ARES CLO LTD 11-16A AR 144A	VAR RT 05/17/2021 DD 05/17/13	4,291,945.4600	4,291,945.46	4,263,618.62
ARES XXV CLO LTD 3A A 144A	VAR RT 01/17/2024 DD 01/15/13	10,000,000.0000	10,000,000.00	9,984,370.00
ARES XXV CLO LTD 3A B1 144A	VAR RT 01/17/2024 DD 01/15/13	10,000,000.0000	10,000,000.00	9,978,540.00
ARIZONA PUBLIC SERVICE CO	4.500% 04/01/2042 DD 01/13/12	5,000,000.0000	4,954,264.01	4,787,750.00
ASAHI GROUP HOLDINGS LTD		206,500.0000	3,166,841.45	5,823,376.48
ASHMORE EMERGING MARKETS DEBT	FUND	586,214.2470	113,901,075.32	104,963,729.55
ASPEN DENTAL (10/10) TLB	0.000% 10/06/2016 DD 10/06/10	5,322,624.9900	5,261,439.46	5,256,092.18
AT&T INC	2.950% 05/15/2016 DD 04/29/11	500,000.0000	499,555.68	521,375.00
AT&T INC	3.000% 02/15/2022 DD 02/13/12	5,000,000.0000	4,999,902.14	4,710,750.00
AT&T INC	4.300% 12/15/2042 DD 06/15/13	5,000,000.0000	4,318,713.11	4,241,200.00
AT&T INC	5.550% 08/15/2041 DD 08/18/11	8,000,000.0000	7,948,665.49	8,118,880.00
ATRIUM IX 9A A 144A	VAR RT 02/28/2024 DD 02/28/13	41,500,000.0000	41,500,000.00	40,856,750.00
AUDIO VISUAL 11/12 TL		2,468,750.0000	2,428,398.27	2,474,921.88
AUSTRALIAN DOLLAR CCY FUT(CME)	EXP MAR 14	-250.0000	0.00	262,000.00
AVALON IV CAPITAL LT 1A B 144A	VAR RT 04/17/2023 DD 03/21/12	9,000,000.0000	8,882,956.61	9,016,272.00
AZURE MIDSTREAM HOLDINGS LLC		5,000,000.0000	5,000,000.00	4,997,000.00
BAKER HUGHES INC		57,800.0000	2,930,835.60	3,194,028.00
BANC OF AMERICA FUNDING B 3A1	VAR RT 04/20/2035 DD 03/30/05	16,943,823.6000	15,571,016.42	15,677,950.54
BANC OF AMERICA MERRILL L 6 AM	VAR RT 09/10/2047 DD 12/01/05	4,651,516.0000	4,569,495.96	4,997,728.34
BANK OF AMERICA CORP		313,600.0000	3,391,607.96	4,882,752.00
BANK OF AMERICA CORP	5.875% 02/07/2042 DD 02/07/12	5,000,000.0000	5,661,061.58	5,718,450.00
BANK OF AMERICA NA	6.100% 06/15/2017 DD 06/19/07	9,250,000.0000	9,729,518.55	10,430,207.50
BANK OF AMERICA NA	6.000% 10/15/2036 DD 10/26/06	19,000,000.0000	18,290,125.55	21,805,540.00
BANK ONE MICHIGAN	8.250% 11/01/2024 DD 11/03/94	2,000,000.0000	2,319,113.21	2,566,220.00
BARRATT DEVELOPMENTS		1,638,253.0000	2,652,400.49	9,469,614.29
BASF SE		60,000.0000	4,092,854.04	6,406,640.73
BBA AVIATION PLC GBP0.2976	(POST CONS)	608,815.0000	2,357,593.25	3,232,769.60
BEAR STEARNS ARM TRUST 20 9 A1	VAR RT 10/25/2035 DD 09/01/05	9,327,278.5900	8,825,568.50	9,161,253.03
BEAR STEARNS COMMERCIA PW17 AM	VAR RT 06/11/2050 DD 09/01/07	2,000,000.0000	2,009,801.90	2,253,180.00
BEAR STEARNS COMMERCIA PW18 A4	5.700% 06/11/2050 DD 12/01/07	3,300,000.0000	3,317,567.57	3,709,266.00
BEAR STEARNS COMMERCIA PWR6 AJ	4.868% 11/11/2041 DD 12/01/04	4,285,000.0000	4,320,651.14	4,407,336.75
BEAR STEARNS COMMERCIAL T18 A4	VAR RT 02/13/2042 DD 04/01/05	4,333,755.4200	4,459,560.88	4,489,337.24
BEAR STEARNS COMMERCIAL T22 AM	VAR RT 04/12/2038 DD 04/01/06	2,000,000.0000	2,077,194.20	2,167,020.00
BELL INSTITUTIONAL FUND IV LLC		15,296,957.6400	15,296,958.37	15,745,181.00
BELLWAY ORD 12.5P		217,097.0000	5,309,555.17	5,645,200.43
BHP BILLITON PLC	ADR	71,363.0000	2,757,990.54	4,433,069.56
BLACK HILLS CORP	4.250% 11/30/2023 DD 11/19/13	5,000,000.0000	4,976,724.74	4,977,400.00
BLUE VISTA SPONSOR EQUITY FUND	III TE LP	1,934,290.0000	1,924,960.00	1,929,724.00

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

Attachment A

December 31, 2013

Security Description 1	Security Description 2	Shares/Par	Base Cost	Base Market Value
BLUE VISTA SPONSOR EQUITY FUND	II LLC	7,952,060.0000	4,549,853.32	8,347,600.00
BNY MELLON CASH RESERVE	0.010% 12/31/2049 DD 06/26/97	78,572.0000	78,572.00	78,572.00
BOARD OF TRUSTEES OF THE LELAN	4.250% 05/01/2016 DD 04/29/09	1,000,000.0000	1,038,242.31	1,083,420.00
BOSTON UNIVERSITY	5.200% 10/01/2045 DD 08/24/11	10,000,000.0000	9,954,654.60	9,711,299.00
BP CAPITAL MARKETS PLC	4.742% 03/11/2021 DD 03/11/11	5,000,000.0000	5,344,058.88	5,469,300.00
BP CAPITAL MARKETS PLC	3.994% 09/26/2023 DD 09/26/13	6,000,000.0000	6,159,707.91	6,061,620.00
BP CAPITAL MARKETS PLC	3.561% 11/01/2021 DD 11/01/11	10,000,000.0000	10,366,264.14	10,078,100.00
BP PLC	ADR	98,300.0000	4,227,611.25	4,778,363.00
BREXAN HOWARD ASIA FUND		42,991.08	10,000,000.00	18,565,738.36
BRITISH AIRWAYS PLC 144A	4.625% 06/20/2024 DD 07/03/13	1,055,000.0000	1,063,673.97	1,078,737.50
BRITISH POUND CURRENCY (CME)	EXP MAR 14	-580.0000	0.00	(674,250.00)
BURLINGTON NORTHERN AND SANTA	5.629% 04/01/2024 DD 08/09/06	576,206.0800	576,206.08	636,521.37
BURLINGTON NORTHERN SANTA FE L	5.050% 03/01/2041 DD 09/10/10	5,000,000.0000	4,982,500.97	4,959,550.00
BURLINGTON NORTHERN SANTA FE L	4.950% 09/15/2041 DD 08/22/11	10,000,000.0000	10,143,417.77	9,858,500.00
BURLINGTON NORTHERN SANTA FE L	5.150% 09/01/2043 DD 08/22/13	10,000,000.0000	10,172,621.12	10,158,800.00
CALIFORNIA ST	6.509% 04/01/2039 DD 10/27/11	5,000,000.0000	5,000,000.00	5,422,550.00
CALIFORNIA ST	7.300% 10/01/2039 DD 10/15/09	9,000,000.0000	10,508,623.45	11,313,900.00
CALIFORNIA ST	7.550% 04/01/2039 DD 04/28/09	13,715,000.0000	17,887,902.71	17,739,941.05
CANADIAN PACIFIC RAILWAY LTD	5.750% 01/15/2042 DD 12/01/11	5,000,000.0000	4,882,558.21	5,376,350.00
CAPITAL ONE FINANCIAL CORP		60,900.0000	2,937,239.01	4,665,549.00
CAPMARK COML REALTY PTS III		5,164,366.0000	1,537,272.00	5,283,709.00
CARDINAL HEALTH INC		60,500.0000	2,380,869.05	4,042,005.00
CARLYLE GLOBAL MARK 1A A1 144A	VAR RT 02/14/2025 DD 02/14/13	41,600,000.0000	41,600,000.00	41,127,132.80
CARLYLE GLOBAL MARK 4A B1 144A	VAR RT 01/20/2025 DD 12/12/12	9,000,000.0000	9,000,000.00	9,027,972.00
CASH		0.0000	-15,203,455.26	(15,203,455.26)
CASH - BROKER		0.0000	1,854,187.50	1,854,187.50
CASH - BROKER		0.0000	-111,203,853.67	(111,203,853.67)
CATHOLIC HEALTH INITIATIVES	4.350% 11/01/2042 DD 10/31/12	6,000,000.0000	5,987,473.03	5,205,000.00
CATTERTON PARTNERS VII LP		1,172,618.0000	1,172,618.00	957,270.00
CAVERION CORP		263,225.0000	1,147,173.26	3,228,126.91
CELGENE CORP	3.250% 08/15/2022 DD 08/09/12	1,000,000.0000	998,941.36	946,760.00
CELGENE CORP	5.250% 08/15/2043 DD 08/06/13	5,000,000.0000	4,958,002.48	5,041,100.00
CELGENE CORP	5.700% 10/15/2040 DD 10/07/10	7,960,000.0000	9,500,451.11	8,453,599.60
CENTERPOINT ENERGY TRANSI A A3	5.090% 08/01/2015 DD 12/16/05	151,212.0200	151,206.49	151,795.70
CF INDUSTRIES INC	4.950% 06/01/2043 DD 05/23/13	15,000,000.0000	14,974,443.81	13,651,650.00
CHARLES SCHWAB CORP/THE		148,900.0000	2,057,667.06	3,871,400.00
CHARTER COMMUNICATIONS INC		5,122.0000	1,690,000.00	469,943.50
CHL MORTGAGE PASS-THROUG 15 A7	5.500% 08/25/2035 DD 06/01/05	2,126,427.9500	2,085,660.57	1,993,441.15
CHRISTIAN DIOR EUR2		38,309.0000	4,569,503.96	7,250,416.22
CIF II OPPORTUNISTIC EMD	(SERIES 1)	10,271,291.0410	109,615,939.23	109,491,962.50
CISCO SYSTEMS INC	1.625% 03/14/2014 DD 03/16/11	500,000.0000	499,956.45	501,270.00
CISCO SYSTEMS INC	5.500% 01/15/2040 DD 11/17/09	5,000,000.0000	5,567,718.45	5,290,150.00
CIT GROUP INC		88,200.0000	4,292,704.84	4,597,866.00
CITIFINANCIAL MORTGAGE S 1 AF5	VAR RT 04/25/2034 DD 03/01/04	471,989.1000	439,160.08	473,560.82
CITIGROUP COMMERCIAL MO C6 A3B	VAR RT 12/10/2049 DD 07/01/07	8,000,000.0000	8,400,913.86	8,218,960.00
CITIGROUP INC		82,620.0000	3,263,762.09	4,305,328.20
CITIGROUP INC	6.875% 03/05/2038 DD 03/05/08	2,245,000.0000	2,981,560.05	2,760,676.50
CITIGROUP INC	6.000% 10/31/2033 DD 10/30/03	5,000,000.0000	4,895,981.95	5,271,150.00
CITIGROUP INC	6.675% 09/13/2043 DD 09/13/13	8,000,000.0000	8,454,761.84	9,205,040.00
CITRIX SYSTEMS INC		73,800.0000	4,320,493.05	4,667,850.00
CLO PASS-THROUGH REP 1A B 144A	VAR RT 08/11/2019 DD 02/02/11	13,250,000.0000	11,550,922.02	12,561,000.00
CMWLTH FING AUTH PA	6.218% 06/01/2039 DD 11/12/09	8,125,000.0000	9,274,436.76	8,419,612.50
COBALT INDUSTRIAL REIT III		13,167,215.0000	11,336,049.71	13,755,709.00
COBANK ACB	7.875% 04/16/2018 DD 04/18/08	17,000,000.0000	19,940,663.81	20,433,150.00
COLGATE-PALMOLIVE CO	2.625% 05/01/2017 DD 05/04/11	500,000.0000	498,733.26	513,485.00
COMCAST CORP		76,200.0000	1,217,434.03	3,959,733.00
COMCAST CORP	6.550% 07/01/2039 DD 06/18/09	5,000,000.0000	5,212,347.85	5,919,650.00
COMMERCIAL MORTGAGE PASS C5 A3	VAR RT 09/15/2040 DD 11/01/07	8,000,000.0000	8,015,759.39	8,092,960.00
COMMIT TO PUR FNMA SF MTG	2.500% 01/01/2029 DD 01/01/14	200,000,000.0000	198,812,500.00	197,938,000.00
COMMONWEALTH REIT	6.250% 06/15/2017 DD 06/25/07	1,000,000.0000	1,043,664.77	1,072,540.00
CONAGRA FOODS INC	4.650% 01/25/2043 DD 01/25/13	2,300,000.0000	2,112,949.17	2,113,033.00
CONAGRA FOODS INC	3.200% 01/25/2023 DD 01/25/13	8,061,000.0000	7,430,803.05	7,484,074.23
CONTINENTAL AIRLINES 1997-4 CL	6.900% 07/02/2019 DD 10/23/97	317,909.0430	317,909.04	336,983.59
CONTINENTAL AIRLINES 2000-2 CL	7.707% 10/02/2022 DD 11/28/00	3,521,600.0400	2,733,353.02	3,997,016.05
COOPER US INC	2.375% 01/15/2016 DD 12/07/10	500,000.0000	499,625.71	513,450.00
COOPERATIEVE CENTRALE RAIFFEIS	5.750% 12/01/2043 DD 11/29/13	11,400,000.0000	11,209,722.71	12,085,026.00
CR BARD INC	6.700% 12/01/2026 DD 12/09/96	3,000,000.0000	3,148,088.30	3,557,760.00
CREDIT-BASED ASSET SER CB8 AF5	VAR RT 12/25/2035 DD 11/01/05	1,589,135.9700	1,535,824.03	1,515,129.91
CRH ORD EURO.32 DUBLIN LIST		151,364.0000	5,671,583.62	3,816,868.04
CROW HOLDINGS REALTY PARTNERS	VI-A LP	1,716,483.0000	1,716,483.00	1,670,010.00
CROW HOLDINGS REALTY PARTNERS	V LP	6,387,684.0000	6,259,339.00	7,047,278.00
CUMMINS INC	4.875% 10/01/2043 DD 09/24/13	6,000,000.0000	5,872,651.84	6,008,940.00
CVS CAREMARK CORP		65,400.0000	2,357,158.81	4,680,678.00
CVS PASS-THROUGH TRUST	6.943% 01/10/2030 DD 06/10/09	6,249,594.2900	6,533,375.11	7,162,660.02
CVS PASS-THROUGH TRUST 144A	7.507% 01/10/2032 DD 12/22/09	10,286,932.7500	12,269,934.11	12,262,846.79
CYPRUM INVESTORS III LP		1,430,457.0000	1,400,587.00	1,469,463.00

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CYPRUM INVESTORS IV LP		44,533.0000	44,533.00	567.00
CYTEC INDUSTRIES INC	3.500% 04/01/2023 DD 03/12/13	5,000,000.0000	4,967,540.17	4,594,400.00
DCP MIDSTREAM OPERATING LP	4.950% 04/01/2022 DD 03/13/12	10,500,000.0000	10,480,403.00	10,658,445.00
DCP MIDSTREAM OPERATING LP	3.875% 03/15/2023 DD 03/14/13	11,300,000.0000	10,474,527.01	10,405,831.00
DETROIT MI CITY SCH DIST	7.747% 05/01/2039 DD 12/30/09	8,500,000.0000	9,876,156.52	9,026,575.00
DEUTSCHE MORTGAGE SEC IN 1 3A6	VAR RT 12/25/2033 DD 01/01/04	648,115.4400	646,157.64	658,828.79
DEUTSCHE TELEKOM AG NPV (REGD)		347,100.0000	4,909,472.49	5,945,100.51
DEVON ENERGY CORP	5.600% 07/15/2041 DD 07/12/11	2,000,000.0000	2,065,041.14	2,084,200.00
DEVON ENERGY CORP	4.000% 07/15/2021 DD 07/12/11	5,000,000.0000	5,384,486.94	5,086,900.00
DEVON ENERGY CORP	3.250% 05/15/2022 DD 05/14/12	5,000,000.0000	5,043,528.94	4,767,750.00
DEVON ENERGY CORP	4.750% 05/15/2042 DD 05/14/12	12,000,000.0000	11,891,265.39	11,127,720.00
DIGNITY HEALTH	4.500% 11/01/2042 DD 10/18/12	10,000,000.0000	9,867,748.57	8,076,300.00
DIRECTV		68,400.0000	3,744,664.61	4,723,704.00
DIRECTV HOLDINGS LLC / DIRECTV	6.375% 03/01/2041 DD 03/10/11	5,000,000.0000	5,899,493.77	5,184,300.00
DIRECTV HOLDINGS LLC / DIRECTV	5.150% 03/15/2042 DD 03/08/12	5,000,000.0000	4,990,281.11	4,490,500.00
DISCOVERY COMMUNICATIONS LLC	4.875% 04/01/2043 DD 03/19/13	17,000,000.0000	16,010,487.86	15,682,330.00
DJ EURO STOXX 50 FUTURE (EUX)	EXP MAR 14	250.0000	0.00	626,967.25
DNB ASA		337,110.0000	4,024,126.09	6,028,900.51
DTE ELECTRIC CO	3.650% 03/15/2024 DD 08/27/13	5,000,000.0000	4,980,113.36	4,963,650.00
DUKE ENERGY FLORIDA INC	3.100% 08/15/2021 DD 08/18/11	7,000,000.0000	6,988,746.09	6,889,610.00
DUNI AB		407,300.0000	3,538,966.10	5,279,439.02
DURA-LINE 1/12 INCREMENTAL 2ND		5,000,000.0000	4,895,496.91	5,000,000.00
EATON CORP	8.875% 06/15/2019 DD 06/22/89	2,000,000.0000	2,324,409.45	2,491,320.00
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	542.0100	542.01	542.01
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	1,059.4000	1,059.40	1,059.40
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	17,916.0200	17,916.02	17,916.02
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	1,050,159.1800	1,050,159.18	1,050,159.18
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	2,036,353.3000	2,036,353.30	2,036,353.30
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	2,304,263.9900	2,304,263.99	2,304,263.99
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	2,590,276.2800	2,590,276.28	2,590,276.28
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	10,280,740.1100	10,280,740.11	10,280,740.11
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	20,313,856.9600	20,313,856.96	20,313,856.96
EI DU PONT DE NEMOURS & CO		71,800.0000	3,459,198.52	4,664,846.00
ENBRIDGE ENERGY PARTNERS LP	7.500% 04/15/2038 DD 04/03/08	9,000,000.0000	10,818,080.58	10,552,410.00
ENBRIDGE ENERGY PARTNERS LP	5.500% 09/15/2040 DD 09/13/10	15,500,000.0000	15,372,235.56	14,983,540.00
ENCANA CORP	6.500% 08/15/2034 DD 08/04/04	2,500,000.0000	2,739,645.25	2,735,750.00
ENCANA CORP	5.150% 11/15/2041 DD 11/14/11	4,206,000.0000	4,237,370.09	3,943,125.00
ENCANA CORP	6.625% 08/15/2037 DD 08/13/07	6,000,000.0000	6,764,632.42	6,636,000.00
ENCAP ENERGY CAPITAL FUND IX	LP	507,121.1800	507,121.18	27,225.11
ENCAP ENERGY CAPITAL FUND VII	LP	2,198,269.5300	4,083,731.96	2,271,105.43
ENCAP ENERGY CAPITAL VIII LP		2,714,638.6400	2,353,217.08	2,849,063.00
ENCAP ENERGY FUND VIII COINVES		1,211,339.3500	1,066,079.75	1,306,010.75
ENERGIZER HOLDINGS SER 07-G	6.550% 10/15/2017 DD 10/15/07	5,000,000.0000	5,000,000.00	5,592,000.00
ENERGY SPECTRUM PARTNERS V		934,069.8400	2,152,362.25	1,758,022.00
ENERGY SPECTRUM PARTNERS VI		4,234,709.1500	3,753,499.32	4,245,363.00
ENERGY TRANSFER PARTNERS LP	5.200% 02/01/2022 DD 01/17/12	1,000,000.0000	1,064,588.09	1,052,790.00
ENERGY TRANSFER PARTNERS LP	6.500% 02/01/2042 DD 01/17/12	2,500,000.0000	2,612,014.13	2,686,875.00
ENERGY TRANSFER PARTNERS LP	9.700% 03/15/2019 DD 12/23/08	3,000,000.0000	2,997,894.08	3,884,280.00
ENERGY TRANSFER PARTNERS LP	7.500% 07/01/2038 DD 03/28/08	10,000,000.0000	11,678,907.92	11,732,800.00
ENERGY TRUST PARTNERS IV LP		2,564,897.0000	2,727,296.55	1,962,711.00
EQUITYCO INC	WTS 30-NOV-2015	718.0000	0.00	-
ERAC USA FINANCE LLC 144A	5.625% 03/15/2042 DD 03/15/12	10,186,000.0000	10,331,902.23	10,403,471.10
ESCROW CB ADELPHIA COMM	0.000% 09/21/2012 DD 09/20/00	601,100.7800	112,033.98	4,207.71
ESCROW CB CENTURY COMM	0.000% 09/21/2012 DD 01/23/97	210,000.0000	0.00	-
EURO FX CURR FUTURE (CME)	EXP MAR 14	-820.0000	0.00	(15,375.00)
EVERYWARE 4/13 TL		2,985,000.0000	2,958,212.08	3,022,312.50
EXELON GENERATION CO LLC	4.250% 06/15/2022 DD 12/15/12	10,000,000.0000	9,997,855.11	9,584,000.00
EXPRESS SCRIPTS HOLDING CO	6.125% 11/15/2041 DD 11/15/12	21,000,000.0000	22,358,172.54	23,622,900.00
FEDERAL NATL MTG ASSN STRIP PO	0.000% 02/01/2019 DD 02/01/89	8,000,000.0000	5,812,446.60	6,962,800.00
FEDEX CORP	4.100% 04/15/2043 DD 04/11/13	10,000,000.0000	8,705,667.81	8,507,700.00
FFX CONTRACTS RECEIVABLE		0.0000	1,246,499.90	1,246,499.90
FFX CONTRACTS RECEIVABLE		0.0000	965,385.24	967,051.19
FHLMC MULTICLASS MTG 2773 CD	4.500% 04/15/2024 DD 04/01/04	353,329.3000	341,177.37	377,285.03
FHLMC MULTICLASS MTG 2810 PD	6.000% 06/15/2033 DD 06/01/04	62,078.3700	61,996.22	63,884.85
FHLMC MULTICLASS MTG 33 D	8.000% 04/15/2020 DD 02/15/89	64,315.7810	65,660.82	69,439.82
FHLMC MULTICLASS MTG 50 I	8.000% 06/15/2020 DD 05/15/89	32,216.3000	33,370.51	34,618.67
FIFTH THIRD BANCORP	8.250% 03/01/2038 DD 03/04/08	18,000,000.0000	22,865,335.76	23,965,020.00
FLEXTRONICS INTERNATIONAL LTD		453,700.0000	2,936,370.42	3,525,249.00
FMR LLC	7.570% 06/15/2029 DD 06/15/99	2,200,000.0000	2,414,889.42	2,734,006.00
FMR LLC 144A	6.450% 11/15/2039 DD 11/02/09	5,300,000.0000	6,135,924.78	6,050,268.00
FMR LLC 144A	5.150% 02/01/2043 DD 02/01/13	7,750,000.0000	8,060,976.42	7,439,767.50
FMR LLC 144A	6.500% 12/14/2040 DD 07/06/10	11,000,000.0000	10,939,898.63	12,629,980.00
FNBC 1993-A PASS THROUGH TRUST	8.080% 01/05/2018	450,223.8760	488,444.26	489,510.41
FNMA POOL #0383661	6.620% 06/01/2016 DD 06/01/01	2,412,119.7900	2,479,066.67	2,666,912.00
FNMA GTD REMIC P/T 06-46 PG	5.500% 02/25/2035 DD 05/01/06	530,458.3700	521,529.72	546,987.45
FNMA GTD REMIC P/T 91-164 PX	7.500% 12/25/2021 DD 12/01/91	135,008.1500	140,410.35	152,738.77

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FORD MOTOR CO	4.750% 01/15/2043 DD 01/08/13	10,000,000.0000	8,844,075.07	9,018,700.00
FORD MOTOR CREDIT CO LLC	5.750% 02/01/2021 DD 02/07/11	10,000,000.0000	11,343,638.03	11,202,700.00
FREENET AG AG NPV(BR)		195,320.0000	4,507,641.76	5,861,895.21
FREEPORT-MCMORAN COPPER & GOLD	5.450% 03/15/2043 DD 09/15/13	19,000,000.0000	18,231,332.85	18,183,760.00
FREEPORT-MCMORAN CORP	9.500% 06/01/2031 DD 05/30/01	4,000,000.0000	2,781,674.95	5,089,640.00
FRONT POINT HEALTHCARE	HORIZONS FUND LP	27,116.4440	27,116.44	41,208.00
FRONT POINT ONSHORE HEALTHCARE	FLAGSHIP ENCHANCED FUND LP	8,944.0000	8,944.00	6,942.00
FTSE 100 INDEX FUTURE (LIF)	EXP MAR 14	100.0000	0.00	481,140.63
GARTMORE PRIVATE EQUITY III LP		74,293,815.9300	75,400,227.77	103,738,467.04
GENERAL DYNAMICS CORP	1.375% 01/15/2015 DD 07/12/11	500,000.0000	499,760.26	504,950.00
GENERAL ELECTRIC CAPITAL CORP	6.875% 01/10/2039 DD 01/09/09	5,000,000.0000	4,927,698.02	6,428,000.00
GENERAL ELECTRIC CAPITAL CORP	5.300% 02/11/2021 DD 02/11/11	10,000,000.0000	10,018,417.81	11,186,200.00
GENERAL ELECTRIC CAPITAL CORP	4.650% 10/17/2021 DD 10/17/11	11,800,000.0000	11,779,413.03	12,855,510.00
GENERAL ELECTRIC CAPITAL CORP	5.875% 01/14/2038 DD 01/14/08	21,000,000.0000	21,815,922.76	23,921,310.00
GENERAL ELECTRIC CO		162,600.0000	3,102,355.79	4,557,678.00
GEORGIA POWER CO	4.750% 09/01/2040 DD 08/31/10	5,000,000.0000	4,933,022.59	4,784,850.00
GE-WMC MORTGAGE SECURITI 1 A2A	VAR RT 08/25/2036 DD 08/21/06	210,100.6400	210,100.64	81,273.23
GILEAD SCIENCES INC	4.400% 12/01/2021 DD 12/13/11	5,000,000.0000	5,305,283.50	5,339,750.00
GLOBAL INFRASTRUCTURE PARTNERS	B LP	2,665,636.9700	1,191,084.16	3,278,754.98
GLOBAL MARINE INC	7.000% 06/01/2028 DD 05/26/98	5,000,000.0000	5,370,029.28	5,228,450.00
GNMA GTD REMIC P/T 11-112 GN	2.000% 11/20/2036 DD 08/01/11	499,000.0000	496,855.35	493,910.20
GNMA GTD REMIC P/T 11-82 LP	3.250% 02/20/2037 DD 06/01/11	1,000,000.0000	1,014,683.41	1,021,050.00
GOOGLE INC		4,250.0000	2,629,698.69	4,763,017.50
GREENCORE GROUP PLC		3,120,489.0000	7,699,442.84	11,525,331.09
GS MORTGAGE SECURITIES GG8 A4	5.560% 11/10/2039 DD 10/01/06	2,310,000.0000	2,469,271.68	2,532,868.80
GS MORTGAGE SECURITIES GG8 AM	5.591% 11/10/2039 DD 10/01/06	1,500,000.0000	1,455,887.85	1,644,120.00
GSA HOME EQUITY TRUST 2 12 A1	VAR RT 08/25/2036 DD 07/28/06	1,504,471.0900	1,504,471.09	792,766.00
GSO CAP OPPORTUNITIES FD II LP	LP	2,831,089.0000	2,048,427.00	2,988,724.00
GTECH SPA EUR1		175,164.0000	3,132,579.73	5,348,697.90
GUANGDONG INVT LTD ORD HK\$0.50		3,650,000.0000	2,062,600.36	3,568,208.92
HALCYON STRUCTURED 2A A1A 144A	VAR RT 10/29/2021 DD 08/30/07	38,120,147.4100	35,794,019.31	37,364,606.09
HANNOVER RUECKVERSICHERUNG SE		59,500.0000	2,652,156.47	5,114,413.00
HARBERT UNITED STATES RE FD V	LP	1,683,337.4600	1,683,337.46	1,874,270.54
HARBORVIEW MORTGAGE LOAN T A A	VAR RT 06/21/2037 DD 04/30/07	2,840,653.7100	997,025.63	589,208.39
HARBOURVEST PARTNERS VI BUYOUT	PF LP	344,492.0000	365,549.00	368,813.00
HARBOURVEST VI PARTNERSHIP FD		978,919.0000	888,178.00	1,028,479.00
HESS CORP		52,700.0000	3,965,101.67	4,374,100.00
HIGHWOODS REALTY LP	3.625% 01/15/2023 DD 12/18/12	8,350,000.0000	8,046,810.36	7,634,238.00
HOSPIRA INC		83,800.0000	2,890,744.04	3,459,264.00
HSBC BANK PLC 144A	4.750% 01/19/2021 DD 01/19/11	2,000,000.0000	1,998,695.87	2,170,860.00
HSBC HOLDINGS PLC	5.100% 04/05/2021 DD 04/05/11	2,000,000.0000	1,996,651.88	2,222,900.00
HSBC HOLDINGS PLC	4.000% 03/30/2022 DD 03/30/12	10,000,000.0000	9,944,518.85	10,278,500.00
HSBC HOLDINGS PLC	6.800% 06/01/2038 DD 05/27/08	26,000,000.0000	28,959,615.61	31,983,900.00
HUNTINGTON BANCSHARES INC/OH	7.000% 12/15/2020 DD 12/17/10	5,800,000.0000	6,505,892.00	6,725,912.00
HUNTINGTON NATIONAL BANK/THE	6.600% 06/15/2018 DD 06/15/98	4,500,000.0000	4,852,767.44	4,969,980.00
IMERYS EUR2		64,111.0000	4,031,068.86	5,584,082.17
IMPAC CMB TRUST SERIES 2 6 1A2	VAR RT 10/25/2035 DD 09/09/05	7,451,097.2000	5,803,128.60	5,993,439.05
INFOSYS LTD	ADR	99,917.0000	4,632,437.02	5,655,302.20
ING BANK NV	5.125% 05/01/2015 DD 04/17/03	10,000,000.0000	10,110,780.18	10,400,500.00
INTERWEST PARTNERS VIII LP		724,415.8200	753,207.91	850,022.00
INVESCO LTD		114,800.0000	2,431,384.14	4,178,720.00
INVESCO REAL ESTATE FUND II		3,303,556.0000	1,118,957.00	3,370,649.00
INVESTOR AB SEK 6.25 'B'		150,749.0000	3,910,550.53	5,194,275.49
IPSO		76,025.0000	2,839,981.06	3,260,089.15
ISHARES MSCI EAFE ETF		792,000.0000	39,524,839.20	53,139,240.00
ITC HOLDINGS CORP	6.375% 09/30/2036 DD 10/10/06	10,000,000.0000	11,636,285.24	10,927,600.00
ITC HOLDINGS CORP 144A	5.500% 01/15/2020 DD 12/11/09	6,675,000.0000	7,004,104.22	7,260,664.50
JAPANESE YEN CCY FUTURE (CME)	EXP MAR 14	-420.0000	0.00	1,292,312.50
JCP&L TRANSITION FUNDING A A2	5.410% 09/05/2016 DD 08/10/06	295,063.4000	295,042.78	300,873.20
JOBOSHO BEVERAGE SYS STWD LIQ	4.532% 01/01/2035 DD 02/01/13	13,000,000.0000	13,336,131.82	11,950,640.00
JOHNSON CONTROLS INC	5.250% 12/01/2041 DD 12/02/11	2,450,000.0000	2,789,643.05	2,381,767.50
JOHNSON CONTROLS INC	6.000% 01/15/2036 DD 01/17/06	5,000,000.0000	4,763,804.84	5,373,700.00
JOHNSON CONTROLS INC	5.700% 03/01/2041 DD 02/04/11	7,500,000.0000	8,001,011.03	7,779,975.00
JP MORGAN CHASE COM C4 A3 144A	4.106% 07/15/2046 DD 06/01/11	1,500,000.0000	1,660,562.15	1,603,545.00
JP MORGAN CHASE COMME LDP7 A3A	VAR RT 04/15/2045 DD 06/01/06	268,197.6400	272,548.85	268,103.77
JP MORGAN CHASE COMMER LDP6 A4	VAR RT 04/15/2043 DD 03/01/06	10,286,473.9400	10,437,206.70	11,127,187.46
JP MORGAN CHASE COMMER LDP6 AJ	VAR RT 04/15/2043 DD 03/01/06	5,363,294.0000	5,262,836.17	5,471,042.58
JP MORGAN MORTGAGE ACQ FLD1 M3	VAR RT 07/25/2035 DD 08/03/05	5,375,000.0000	4,962,049.07	4,958,760.00
JPMORGAN CHASE & CO	4.500% 01/24/2022 DD 01/23/12	1,000,000.0000	1,067,149.76	1,057,730.00
JPMORGAN CHASE & CO	6.400% 05/15/2038 DD 05/22/08	3,000,000.0000	2,989,863.02	3,580,500.00
JPMORGAN CHASE & CO	5.625% 08/16/2043 DD 08/21/13	5,000,000.0000	5,026,356.60	5,283,850.00
JPMORGAN CHASE & CO	5.600% 07/15/2041 DD 07/21/11	11,500,000.0000	11,452,166.99	12,480,375.00
JPMORGAN CHASE BANK NA	6.000% 10/01/2017 DD 09/24/07	10,000,000.0000	10,760,774.47	11,441,200.00
KAYNE ANDERSON CREDIT OPP FD	QP LP	1,470,000.0000	1,470,000.00	1,469,172.00
KAYNE ANDERSON MEZZANINE	PARTNERS (QP) LP	5,483,737.0000	5,494,034.00	5,817,252.00
KAYNE ANDERSON RE PARTNERS I	LP	1,705,530.0000	1,541,877.00	1,897,576.00

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Security Description 1	Security Description 2	Shares/Par	Base Cost	Base Market Value
KAYNE ANDERSON REAL ESTATE	PARTNERS III LP	1,463,437.0000	1,463,437.00	1,415,589.00
KAYNE ANDERSON REAL ESTATE	PARTNERS II QP LP	5,505,665.0000	5,530,425.00	5,861,929.00
KCP&L GREATER MISSOURI OPERATI	8.270% 11/15/2021 DD 03/31/99	3,800,000.0000	4,269,142.77	4,543,432.00
KDDI CORP Y5000		114,000.0000	4,050,424.46	7,017,553.71
KENTUCKY ST PROPERTY & BLDGS C	6.573% 08/01/2029 DD 07/09/09	6,000,000.0000	6,000,000.00	6,616,080.00
KINDER MORGAN ENERGY PARTNERS	7.750% 03/15/2032 DD 03/14/02	4,000,000.0000	4,587,707.75	4,861,640.00
KINROSS GOLD CORP	6.875% 09/01/2041 DD 03/01/12	15,000,000.0000	14,880,130.02	13,441,200.00
KOHL'S CORP		65,100.0000	3,631,649.91	3,694,425.00
KONE CORPORATION NPV ORD B		258,684.0000	3,870,571.82	11,691,678.66
KONECRANES OYJ EUR0.50		112,396.0000	4,732,584.12	4,005,095.12
KONINKLIJKE PHILIPS ELECTRONIC	3.750% 03/15/2022 DD 03/09/12	5,000,000.0000	5,040,359.69	5,002,700.00
KONINKLIJKE PHILIPS ELECTRONIC	5.000% 03/15/2042 DD 03/09/12	6,500,000.0000	6,428,693.59	6,454,175.00
KRAFT FOODS GROUP INC	5.000% 06/04/2042 DD 12/04/12	20,000,000.0000	19,733,877.79	19,715,800.00
KTR INDUSTRIAL FUND III L.P.		5,741,126.0000	5,636,599.00	5,867,470.00
L-3 COMMUNICATIONS CORP	5.200% 10/15/2019 DD 04/15/10	23,645,000.0000	25,096,391.01	25,556,698.25
LAS VEGAS VLY NV WTR DIST	7.013% 06/01/2039 DD 12/23/09	8,000,000.0000	10,001,245.70	8,625,680.00
LB-UBS COMMERCIAL MORTGA C7 AJ	VAR RT 11/15/2040 DD 10/11/05	5,000,000.0000	5,093,710.95	5,288,000.00
LIGHTPOINT CLO V 5A A1 144A	VAR RT 08/05/2019 DD 08/03/06	1,457,221.7700	1,401,000.27	1,435,751.06
LOOMIS AB NPV'B		76,900.0000	1,453,672.24	1,825,934.98
LORILLARD TOBACCO CO	8.125% 05/01/2040 DD 04/12/10	7,979,000.0000	9,204,204.03	9,608,232.01
LOUISVILLE & JEFFERSON CNTY KY	5.980% 05/15/2040 DD 11/24/09	10,000,000.0000	11,378,223.28	11,189,300.00
LOWE'S COS INC		79,300.0000	1,552,673.67	3,929,315.00
MACQUARIE INFRASTRUCTURE	PARTNERS INTL LP	8,223,781.0700	8,036,281.07	8,400,951.37
MANUFACTURERS & TRADERS TRUST	VAR RT 12/28/2020 DD 12/28/05	677,000.0000	661,330.87	690,506.15
MARSH & MCLENNAN COS INC		85,100.0000	2,428,271.08	4,115,436.00
MARSHAL WACE GLOBAL	OPPORTUNITIES FUND	42,253.0310	5,099,219.45	5,264,444.57
MASTR ALTERNATIVE LOAN T 6 1A5	5.500% 12/25/2035 DD 11/01/05	7,089,329.7000	6,812,950.39	6,309,219.86
MAUREL ET PROM EUR0.77		260,393.0000	4,849,867.15	4,361,317.74
MBK PARTNERS FUND III LP		3,064,103.0000	2,222,654.00	2,992,209.00
MEDTRONIC INC	6.500% 03/15/2039 DD 03/12/09	5,000,000.0000	4,987,952.25	6,079,800.00
MEIJI HOLDINGS CO LTD		90,173.0000	4,153,337.04	5,799,623.86
MEMORIAL SLOAN-KETTERING CANCE	5.000% 07/01/2042 DD 12/08/11	10,000,000.0000	10,000,000.00	9,858,100.00
MERCK & CO INC	2.250% 01/15/2016 DD 12/10/10	500,000.0000	499,505.71	516,500.00
MERRILL LYNCH & CO INC	6.110% 01/29/2037 DD 01/29/07	5,000,000.0000	5,210,238.03	5,392,350.00
MERRILL LYNCH MORTGAGE CIP1 AM	VAR RT 07/12/2038 DD 08/01/05	3,625,000.0000	3,752,846.54	3,827,456.25
MERRILL LYNCH MORTGAGE MCP1 A4	VAR RT 06/12/2043 DD 06/01/05	5,000,000.0000	5,079,391.30	5,193,850.00
MERRILL LYNCH MORTGAGE T C1 A3	VAR RT 05/12/2039 DD 05/01/06	2,204,502.3100	2,233,206.25	2,206,971.35
MET GOVT NASHVILLE & DAVIDSON	6.731% 07/01/2043 DD 04/21/10	18,995,000.0000	21,932,755.12	20,920,903.05
MET WASHINGTON DC ARPTS AUTH D	8.000% 10/01/2047 DD 05/27/10	2,500,000.0000	2,918,178.11	2,670,675.00
MET WASHINGTON DC ARPTS AUTH D	7.462% 10/01/2046 DD 08/12/09	16,700,000.0000	19,509,212.91	18,482,057.00
METHANEX CORP		163,161.0000	2,949,712.59	9,646,846.14
METROPOLITAN RE PARTNERS V LP		7,261,200.0000	5,244,676.00	7,713,664.00
MF GLOBAL FUTURES CASH		391,878.8800	391,878.88	391,878.88
MICHIGAN ST	7.625% 09/15/2027 DD 06/25/09	8,905,000.0000	8,851,513.93	10,551,000.20
MICROSOFT CORP		113,500.0000	3,035,500.60	4,246,035.00
MILLENIUM INTERNATIONAL, LTD		10,000.0000	10,000,000.00	10,234,133.00
MOLSON COORS BREWING CO	5.000% 05/01/2042 DD 05/03/12	16,000,000.0000	15,731,998.14	15,655,200.00
MONDELEZ INTERNATIONAL INC	6.875% 02/01/2038 DD 12/12/07	5,000,000.0000	5,318,944.56	6,091,300.00
MONDELEZ INTERNATIONAL INC	6.500% 02/09/2040 DD 02/08/10	10,000,000.0000	10,756,810.94	11,950,000.00
MORGAN STANLEY	5.500% 07/24/2020 DD 07/26/10	2,000,000.0000	2,032,126.93	2,236,800.00
MORGAN STANLEY	5.500% 07/28/2021 DD 07/28/11	7,500,000.0000	8,548,723.67	8,380,950.00
MORGAN STANLEY ABS CAPI NC6 M1	VAR RT 07/25/2034 DD 07/28/04	10,111,584.8000	9,342,981.54	9,466,769.04
MORGAN STANLEY CAPITAL IQ16 A4	5.809% 12/12/2049 DD 11/01/07	3,400,000.0000	3,418,112.92	3,800,996.00
MORGAN STANLEY CAPITAL T23 A4	VAR RT 08/12/2041 DD 08/01/06	3,340,000.0000	3,494,566.34	3,672,396.80
MORTGAGE PASS-THROUGH 18XS A6	VAR RT 06/25/2033 DD 05/01/03	364,269.1600	358,953.61	361,504.36
MOSAIC GLOBAL HOLDINGS INC	7.300% 01/15/2028 DD 01/26/98	3,945,000.0000	4,589,477.25	4,673,325.90
MUENCHENER RUECKVERSICHERUNGS	G NPV REGD	25,400.0000	3,961,159.69	5,605,238.79
MUNI ELEC AUTH OF GEORGIA	6.637% 04/01/2057 DD 03/11/10	15,000,000.0000	18,026,501.03	15,767,100.00
MURPHY OIL CORP	5.125% 12/01/2042 DD 11/30/12	21,500,000.0000	20,372,797.77	18,294,780.00
MYLAN INC/PA	5.400% 11/29/2043 DD 11/29/13	4,000,000.0000	3,975,310.36	4,032,280.00
NBCUNIVERSAL MEDIA LLC	5.950% 04/01/2041 DD 04/01/11	3,000,000.0000	2,991,946.20	3,281,520.00
NBCUNIVERSAL MEDIA LLC	6.400% 04/30/2040 DD 04/30/11	5,000,000.0000	5,755,538.44	5,748,150.00
NBCUNIVERSAL MEDIA LLC	4.450% 01/15/2043 DD 10/05/12	15,000,000.0000	13,788,198.05	13,437,300.00
NEW CENTURY HOME EQUITY 5 A16	VAR RT 11/25/2033 DD 10/01/03	15,000,000.0000	15,448,954.70	15,231,600.00
NEW JERSEY ST TURNPIKE AUTH	7.414% 01/01/2040 DD 04/28/09	8,000,000.0000	8,000,000.00	10,533,200.00
NEW YORK NY	5.985% 12/01/2036 DD 12/17/09	4,710,000.0000	5,444,114.50	5,224,002.30
NEWCREST FINANCE PTY LTD 144A	5.750% 11/15/2041 DD 11/15/11	5,000,000.0000	5,039,202.94	3,637,250.00
NEWPAGE CORP	11.375% 12/31/2014 DD 12/31/09	9,223,177.0500	8,522,331.99	-
NEWPAGE HLDGS INC COM		40,000.0000	4,900,000.00	3,720,000.00
NEWS AMERICA INC	6.150% 02/15/2041 DD 08/15/11	6,505,000.0000	7,235,014.72	7,249,952.60
NEWS AMERICA INC	6.150% 03/01/2037 DD 03/02/07	12,000,000.0000	12,783,802.31	13,189,080.00
NEWSTONE CAPITAL FUND II		3,226,192.0000	3,380,161.00	3,395,739.00
NEWSTONE CAPITAL PARTNERS		1,179,337.0000	1,145,234.00	1,206,180.00
NEXEN INC	7.400% 05/01/2028 DD 04/28/98	6,500,000.0000	7,352,512.28	8,016,775.00
NOBLE ENERGY INC	8.000% 04/01/2027 DD 04/07/97	1,755,000.0000	2,031,113.54	2,237,431.95
NOBLE HOLDING INTERNATIONAL LT	3.950% 03/15/2022 DD 02/10/12	5,000,000.0000	4,929,919.42	4,888,100.00

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Security Description 1	Security Description 2	Shares/Par	Base Cost	Base Market Value
NOBLE HOLDING INTERNATIONAL LT	5.250% 03/15/2042 DD 02/10/12	12,700,000.0000	12,237,269.65	12,185,396.00
NON-BASE CURRENCY		0.0000	1,040.82	1,073.02
NON-BASE CURRENCY		0.0000	7,078.06	7,306.87
NON-BASE CURRENCY		0.0000	1,249,571.53	1,249,571.52
NON-BASE CURRENCY		0.0000	116,562.43	116,562.43
NON-BASE CURRENCY		0.0000	481,172.02	488,127.37
NON-BASE CURRENCY - BROKER		0.0000	1,683,677.30	1,612,497.45
NON-BASE CURRENCY - BROKER		0.0000	42,699,234.71	44,580,175.80
NON-BASE CURRENCY - BROKER		0.0000	41,524,804.31	35,994,408.76
NON-BASE CURRENCY - BROKER		0.0000	39,446,557.64	41,542,686.13
NORTHERN STATES POWER CO/MN	3.400% 08/15/2042 DD 08/13/12	12,000,000.0000	10,005,802.16	9,647,760.00
NORTHROP GRUMMAN CORP	4.750% 06/01/2043 DD 05/31/13	5,000,000.0000	4,750,613.33	4,738,400.00
NORTHWEST AIRLINES 2001-1 CLAS	7.041% 10/01/2023 DD 06/01/01	299,550.3650	266,327.53	341,487.42
NOVANT HEALTH INC	4.371% 11/01/2043 DD 04/23/13	5,500,000.0000	5,500,000.00	4,598,000.00
NOVARTIS AG	ADR	53,600.0000	2,918,081.12	4,308,368.00
NOVARTIS AG CHF0.50 (REGD)		62,700.0000	2,743,390.83	5,019,666.05
NTHR CA PWR AGY	7.311% 06/01/2040 DD 06/24/10	16,555,000.0000	20,395,328.96	18,073,259.05
NYU HOSPITALS CENTER	5.750% 07/01/2043 DD 08/01/13	8,900,000.0000	9,278,522.28	9,005,465.00
OCCIDENTAL PETROLEUM CORP	4.100% 02/01/2021 DD 12/16/10	10,000,000.0000	10,308,741.44	10,497,400.00
OHA CREDIT PARTNERS 7A A 144A	VAR RT 11/20/2023 DD 11/08/12	16,834,000.0000	16,882,041.60	16,758,162.83
OHIO ST HGR EDUC TNL FAC COMMIS	4.723% 01/01/2032 DD 11/23/11	7,500,000.0000	7,500,000.00	7,258,350.00
OIL INSURANCE LTD	VAR RT 11/29/2049 DD 06/22/06	4,000,000.0000	4,071,495.49	3,498,200.00
ONCOR ELECTRIC DELIVERY CO LLC	7.250% 01/15/2033 DD 07/15/03	4,000,000.0000	4,911,729.10	5,025,440.00
ORACLE CORP	5.375% 07/15/2040 DD 07/15/11	5,000,000.0000	5,445,101.89	5,338,900.00
OREGON ST SCH BRDS ASSN SHORT-	5.528% 06/30/2028 DD 02/19/04	2,840,000.0000	3,371,251.10	3,105,540.00
OWENS-ILLINOIS INC		104,200.0000	2,199,591.26	3,728,276.00
PAYABLE FOR FORWARD FOREIGN EXCHANGE CONTRACTS		0.0000	-1,246,499.90	(1,249,537.71)
PAYABLE FOR FORWARD FOREIGN EXCHANGE CONTRACTS		0.0000	-965,385.24	(965,385.24)
PAYABLE FOR INVESTMENTS PURCHASED		0.0000	-199,020,833.33	(199,020,833.33)
PAYABLE FOR INVESTMENTS PURCHASED		0.0000	-967,465.97	(967,051.19)
PAYABLE FOR INVESTMENTS PURCHASED		0.0000	-548,186.67	(548,186.67)
PEMEX PROJECT FUNDING MASTER T	6.625% 06/15/2035 DD 12/15/05	3,000,000.0000	3,074,833.05	3,157,500.00
PEOPLE'S CHOICE HOME LOAN 1 M2	VAR RT 06/25/2034 DD 04/28/04	10,119,000.0000	8,777,825.85	9,440,318.67
PERSIMMON ORD 10P		392,932.0000	6,772,730.90	8,063,333.01
PETROBRAS GLOBAL FINANCE BV	5.625% 05/20/2043 DD 05/20/13	5,000,000.0000	4,902,144.63	4,081,550.00
PETROLEOS MEXICANOS	8.000% 05/03/2019 DD 05/03/09	2,000,000.0000	1,977,649.06	2,420,000.00
PETROLEOS MEXICANOS	5.500% 06/27/2044 DD 06/26/12	7,500,000.0000	6,995,298.10	6,843,750.00
PFIZER INC	5.350% 03/15/2015 DD 03/24/09	500,000.0000	499,831.33	528,325.00
PHILIP MORRIS INTERNATIONAL IN	4.875% 11/15/2043 DD 11/12/13	14,000,000.0000	13,919,246.37	13,868,820.00
PITTSBURGH PA URBAN REDEV AUTH	5.400% 12/01/2016 DD 10/15/06	2,690,000.0000	2,688,644.08	2,771,238.00
PORT AUTH OF NEW YORK & NEW JE	4.926% 10/01/2051 DD 10/06/11	11,965,000.0000	11,368,219.79	11,195,171.90
POTASH CORP OF SASKATCHEWAN IN	5.625% 12/01/2040 DD 11/30/10	7,750,000.0000	8,299,054.79	8,229,880.00
POTASH CORP OF SASKATCHEWAN IN	5.875% 12/01/2036 DD 12/04/06	10,100,000.0000	11,036,603.90	10,871,842.00
PPL CAPITAL FUNDING INC	4.200% 06/15/2022 DD 06/14/12	7,000,000.0000	7,027,034.67	6,987,190.00
PREFERRED TERM SECURITIES 144A	VAR RT 12/11/2032 DD 12/04/02	2,000,000.0000	1,993,394.64	1,998,800.00
PREFERRED TERM SECURITIES REGS	VAR RT 06/23/2035 DD 03/17/05	2,505,454.0200	1,927,363.03	2,302,261.70
PREFERRED TERM SECURITIES XI L	VAR RT 09/24/2033 DD 09/17/03	28,152,871.3500	21,830,172.63	23,208,664.08
PREFERRED TERM SECURITIES XIII	VAR RT 03/24/2034 DD 03/17/04	5,046,728.7800	3,967,186.76	4,745,439.07
PREFERRED TERM SECURITIES XIV	VAR RT 06/24/2034 DD 06/17/04	12,221,036.3700	9,559,617.10	9,502,711.25
PREFERRED TERM SECURITIES XVII	VAR RT 09/23/2035 DD 06/15/05	4,178,879.3500	4,178,879.38	282,910.13
PRIDE INTERNATIONAL INC	6.875% 08/15/2020 DD 08/06/10	10,000,000.0000	10,874,738.91	11,973,800.00
PROCTER & GAMBLE CO/THE		40,600.0000	2,559,483.29	3,305,246.00
PROLOGIS LP	4.250% 08/15/2023 DD 08/15/13	15,000,000.0000	14,962,503.95	14,817,900.00
PROTECTIVE LIFE CORP	6.400% 01/15/2018 DD 12/11/07	5,000,000.0000	4,998,329.93	5,541,700.00
PRUDENTIAL CAP PTNR III		4,083,699.1800	3,648,052.35	4,049,366.23
PSC HOLDINGS (7/10) TLB		4,602,805.3000	4,510,814.72	4,614,312.31
PUBLIC SERVICE ELECTRIC & GAS	5.375% 11/01/2039 DD 11/24/09	5,000,000.0000	4,984,911.20	5,458,000.00
PUBLIC SERVICE ELECTRIC & GAS	3.750% 03/15/2024 DD 09/12/13	7,000,000.0000	6,999,385.80	7,025,830.00
QUALCOMM INC		73,400.0000	4,641,411.65	5,449,950.00
QUEST DIAGNOSTICS INC	5.750% 01/30/2040 DD 11/17/09	6,000,000.0000	5,991,396.42	5,876,820.00
QUEST DIAGNOSTICS INC	6.950% 07/01/2037 DD 06/22/07	6,150,000.0000	6,490,188.65	6,785,848.50
QUESTAR PIPELINE CO	5.830% 02/01/2018 DD 01/15/08	5,000,000.0000	4,998,441.01	5,655,000.00
RAAC SERIES 2007-SP1 TR SP1 A3	VAR RT 03/25/2037 DD 04/10/07	15,000,000.0000	14,001,449.63	13,710,750.00
RALI SERIES 2004-QS6 TR QS6 A1	5.000% 05/25/2019 DD 05/01/04	3,138,762.4300	3,164,199.20	3,194,820.73
RAM REALTY PARTNERS II LLC		6,329,708.0000	6,329,709.00	6,596,654.00
RAMP SERIES 2002-RS1 T RS1 AI5	VAR RT 01/25/2032 DD 01/01/02	762,744.0300	749,764.17	743,759.33
RAMP SERIES 2003-RZ2 TR RZ2 A1	VAR RT 04/25/2033 DD 03/01/03	3,350,746.5900	3,253,971.07	3,226,031.80
RECEIVABLE FOR INVESTMENTS SOLD		0.0000	1,771,702.35	1,771,702.35
RECEIVABLE FOR INVESTMENTS SOLD		0.0000	503,828.62	503,828.62
RECEIVABLE FOR UNITS ISSUED		0.0000	20,000,000.00	20,000,000.00
RECEIVABLE FOR UNITS ISSUED		0.0000	-22,478.47	(22,478.47)
RECEIVABLE FOR UNITS ISSUED		0.0000	22,478.47	22,478.47
REED ELSEVIER CAPITAL INC	3.125% 10/15/2022 DD 04/15/13	3,024,000.0000	2,540,720.24	2,796,444.00
REGENCY ENERGY PARTNERS LP / R	5.750% 09/01/2020 DD 09/11/13	11,320,000.0000	11,342,531.08	11,687,900.00
REPUBLIC SERVICES INC		57,900.0000	1,611,443.19	1,922,280.00
REXAM ORD GBP0.714285714	(POST R/	556,906.0000	4,538,978.71	4,893,202.36

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Security Description 1	Security Description 2	Shares/Par	Base Cost	Base Market Value
REYNOLDS AMERICAN INC	6.150% 09/15/2043 DD 09/17/13	8,000,000.0000	7,964,364.90	8,638,800.00
REYNOLDS AMERICAN INC	7.250% 06/15/2037 DD 06/21/07	12,276,000.0000	12,697,266.06	14,374,827.72
ROCHE HOLDINGS INC 144A	7.000% 03/01/2039 DD 02/25/09	7,500,000.0000	10,033,583.71	9,835,125.00
ROCKBRIDGE HOSPITALITY FUND	IV LP	2,932,814.6800	4,213,287.80	2,989,498.00
ROGERS COMMUNICATIONS INC	8.750% 05/01/2032 DD 04/30/02	3,000,000.0000	3,325,938.30	3,889,350.00
ROHM AND HAAS HOLDINGS LTD	9.800% 04/15/2020 DD 04/15/90	650,000.0000	749,377.87	764,991.50
ROWAN COS INC	4.875% 06/01/2022 DD 05/21/12	4,375,000.0000	4,733,618.42	4,439,531.25
ROWAN COS INC	5.400% 12/01/2042 DD 12/11/12	5,000,000.0000	4,979,071.54	4,625,700.00
ROYALTY PHARMA 11/13 TLB2		19,302,610.9900	19,302,610.99	19,374,995.78
S & P 500 E MINI IND FUT (CME)	EXP MAR 14	-140.0000	0.00	(319,950.00)
S & P 500 E MINI IND FUT (CME)	EXP MAR 14	1,050.0000	0.00	3,491,250.00
SAGUENAY OFFSHORE FUND LIMITED	CLASS A N SERIES 2A N	300,000.0000	30,000,000.00	31,913,310.00
SAGUENAY OFFSHORE FUND LIMITED	CLASS A N SERIES 1A N	350,000.0000	35,000,000.00	40,610,920.00
SAMSUNG ELECTRONICS CO LTD	GDR	13,060.0000	3,760,114.94	8,489,274.26
SANOFI	ADR	78,500.0000	3,007,648.99	4,209,955.00
SASOL NVP		94,464.0000	3,534,110.15	4,640,336.83
SBS SPANISH BROADCASTING SYSTE	PFD 10.750%	500.0000	523,799.02	400,000.00
SCHLUMBERGER LTD		46,600.0000	3,548,578.83	4,199,126.00
SEARS MORTGAGE SECURITIES 1 D	12.000% 02/25/2014 DD 02/01/84	17.9600	17.97	17.98
SHEARSON LEHMAN CMO E 4	5.750% 05/01/2017 DD 01/01/87	209,186.7200	216,012.74	216,552.18
SHERIDAN SQUARE CLO 1A A2 144A	VAR RT 04/15/2025 DD 03/12/13	10,000,000.0000	9,870,502.66	9,827,000.00
SHOWA DENKO KK Y50		2,849,300.0000	6,994,381.69	4,039,253.03
SILVER LAKE PARTNERS IV LP		332,879.0000	332,879.00	311,294.00
SILVER LAKE PTRS III		6,710,584.0000	5,213,359.00	7,562,006.00
SLM STUDENT LOAN TR 4 A5D 144A	VAR RT 03/15/2033 DD 04/16/03	2,312,394.1200	2,244,383.05	2,293,245.18
SOLAR STAR FUNDING LLC 144A	5.375% 06/30/2035 DD 06/27/13	15,000,000.0000	15,000,000.00	14,319,000.00
SOLVAY NPV		27,169.0000	4,336,551.86	4,305,315.21
SOUNDVIEW HOME LOAN TR OPT1 M2	VAR RT 06/25/2035 DD 05/12/05	14,250,000.0000	9,974,163.09	11,383,612.50
SOUTHWEST AIRLINES CO		197,200.0000	1,829,686.90	3,715,248.00
SOVEREIGN BANK/WILMINGTON DE	8.750% 05/30/2018 DD 05/16/08	14,080,000.0000	15,889,074.83	16,917,683.20
SPE I PARTNERS LP		1,364,420.0000	1,406,784.33	1,470,878.00
SPE II PARTNERS LP		881,769.9200	872,636.59	957,964.00
SPECTRA ENERGY PARTNERS LP	5.950% 09/25/2043 DD 09/25/13	6,500,000.0000	6,491,902.12	6,948,760.00
SPECTRA ENERGY PARTNERS LP	4.750% 03/15/2024 DD 09/25/13	10,000,000.0000	9,976,978.17	10,194,000.00
STANDARD CHARTERED BANK 144A	6.400% 09/26/2017 DD 09/26/07	19,000,000.0000	20,575,155.93	21,517,690.00
STANDARD CHARTERED ORD USD0.50		199,181.0000	5,246,164.61	4,486,552.03
STATE PUBLIC SCH BLDG AUTH PA	5.088% 09/15/2029 DD 11/03/11	10,000,000.0000	10,000,000.00	9,781,500.00
SUNOCO LOGISTICS PARTNERS OPER	6.850% 02/15/2040 DD 02/12/10	7,400,000.0000	8,076,243.10	8,208,154.00
SVENSKA HANDELSBANKEN SER A	NPV	114,700.0000	2,735,570.35	5,643,384.31
SWAP COLLATERAL WITH MORGAN	STANLEY	2,131,000.0000	2,131,000.00	2,131,000.00
SWISS FUTURE CCY FUTURE (CME)	EXP MAR 14	-180.0000	0.00	70,875.00
SYMRISE AG NPV (BR)		171,900.0000	2,950,939.65	7,935,131.77
TA IX L.P.		48,585.0000	214,429.06	442,297.00
TAYLOR WIMPEY PLC ORD GBP0.01		5,533,053.0000	2,210,406.62	10,217,992.73
TDH III HOLDINGS INC		100.0000	613,978.09	27,257.00
TECK RESOURCES LTD	6.250% 07/15/2041 DD 07/05/11	18,800,000.0000	19,666,833.96	18,714,084.00
TENNESSEE VALLEY AUTH BD	5.131% 01/15/2021 DD 12/20/02	3,849,608.8520	3,841,432.82	4,234,683.69
TERADATA CORP		30,600.0000	1,367,084.06	1,391,994.00
TEVA PHARMACEUTICAL INDUSTRIES	ADR	105,330.0000	4,920,605.04	4,221,626.40
TEXAS INSTRUMENTS INC		105,600.0000	2,890,361.75	4,636,896.00
THAI OIL PUBLIC CO LIMITED	THB10 (ALIEN MKT)	1,874,900.0000	3,454,703.64	3,209,468.16
THERMO FISHER SCIENTIFIC INC		44,500.0000	2,697,767.78	4,955,075.00
TIAA SEASONED COMMER C4 D 144A	VAR RT 08/15/2039 DD 07/10/07	1,000,000.0000	971,915.20	939,200.00
TIAA SEASONED COMMERCIAL C4 AJ	VAR RT 08/15/2039 DD 07/10/07	2,073,000.0000	2,164,619.39	2,199,038.40
TIAA SEASONED COMMERCIAL C4 C	VAR RT 08/15/2039 DD 07/10/07	1,000,000.0000	998,529.48	1,007,680.00
TIME WARNER CABLE INC	6.750% 06/15/2039 DD 06/29/09	5,000,000.0000	5,033,047.50	4,708,500.00
TIME WARNER CABLE INC	5.875% 11/15/2040 DD 11/15/10	7,000,000.0000	7,327,498.77	6,055,350.00
TIME WARNER INC		51,800.0000	1,678,793.85	3,611,496.00
TIME WARNER INC	6.500% 11/15/2036 DD 11/13/06	5,000,000.0000	5,346,266.15	5,649,400.00
TIME WARNER INC	6.250% 03/29/2041 DD 04/01/11	10,000,000.0000	11,134,881.42	11,104,800.00
TIME WARNER INC	4.900% 06/15/2042 DD 06/13/12	10,000,000.0000	9,440,048.27	9,492,900.00
TITAN MASTERS INTERNATIONAL	FUND LTD	351,465.7940	50,000,000.00	60,259,612.96
TITAN TRADING FUND OFFSHORE	CLASS C-U-2-13	17,111.4690	20,000,000.00	17,881,978.21
TITAN TRADING FUND OFFSHORE		26,031.1120	30,000,000.00	-
TOYOTA MOTOR CREDIT CORP	2.050% 01/12/2017 DD 01/12/12	500,000.0000	499,490.99	510,995.00
TPREF FUNDING I LTD/TPREF FUND	VAR RT 11/15/2032 DD 10/29/02	2,000,000.0000	2,000,000.00	486,720.00
TRANSGENE NPV		53,260.0000	1,025,659.78	644,360.84
TRANSOCEAN INC	7.350% 12/15/2041 DD 12/05/11	5,100,000.0000	5,727,202.03	6,150,600.00
TRANSOCEAN INC	7.500% 04/15/2031 DD 04/05/01	6,000,000.0000	7,099,319.54	6,857,460.00
TRANSOCEAN INC	6.800% 03/15/2038 DD 12/11/07	8,000,000.0000	9,044,444.36	8,904,080.00
TRANSOCEAN INC	6.375% 12/15/2021 DD 12/05/11	12,850,000.0000	14,493,102.22	14,439,802.00
TREVI FINANZIARIA EURO.50		521,523.0000	5,720,195.30	4,520,199.17
TRIDENT IV LP		3,914,825.1500	2,218,419.86	4,256,422.26
TRIDENT V LP		3,311,011.8300	2,867,564.26	3,457,158.35
TRS EL UL MS SYSTEMATIC VOL ID	P 1.25% 2014 MAY 20	30,000,000.0000	0.00	(2,342,348.42)
TRS FL UL MS SYSTEMATIC VOL ID	P 1.25% 2014 MAY 20	-30,000,000.0000	0.00	-

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

Attachment A

December 31, 2013

Security Description 1	Security Description 2	Shares/Par	Base Cost	Base Market Value
TULLOW OIL PLC ORD GBP0.10		353,900.0000	5,145,515.36	5,011,555.78
TWO SIGMA SPECTRUM CAYMAN		5,500.0000	5,500,000.00	5,741,451.65
TYCO INTERNATIONAL LTD / TYCO		8,800,000.0000	10,208,129.73	10,156,872.00
U S TREASURY NT PRIN STRIP	6.875% 01/15/2021 DD 07/15/08	32,000,000.0000	13,738,861.66	10,659,840.00
U S TREASURY NT PRIN STRIP	0.000% 11/15/2040 DD 11/15/10	44,500,000.0000	14,631,400.94	17,662,495.00
U S TREASURY NT PRIN STRIP	0.000% 02/15/2037 DD 02/15/07	104,000,000.0000	43,385,887.97	32,451,120.00
UBS-BAMLL TRUST WRM A 144A	0.000% 02/15/2042 DD 02/15/12	1,500,000.0000	1,571,490.23	1,425,090.00
UNITED TECHNOLOGIES CORP	3.663% 06/10/2030 DD 07/01/12	5,000,000.0000	4,825,537.97	4,855,450.00
UNITEDHEALTH GROUP INC	4.500% 06/01/2042 DD 06/01/12	48,200.0000	2,529,776.96	3,629,460.00
US 5YR TREAS NTS FUTURE (CBT)	EXP MAR 14	1,900.0000	0.00	(2,983,086.43)
US AIRWAYS 2012-1 CLASS B PASS	8.000% 04/01/2021 DD 05/14/12	6,708,229.6700	6,708,229.67	7,479,676.08
US GOVT BLDING OPEN-END FEEDER	1 LP	10,297,446.5700	9,964,647.40	10,552,672.00
US INDUSTRIAL REIT II		4,946,375.0000	2,126,623.29	5,229,168.00
US SHIPPING 4/13 TL		2,985,000.0000	2,959,000.54	3,052,162.50
US TREAS BD FUTURE (CBT)	EXP MAR 14	900.0000	0.00	(1,931,250.00)
US TREAS-CPI INFLAT	3.375% 04/15/2032 DD 10/15/01	2,631,720.0000	3,677,414.71	3,501,213.97
US TREAS-CPI INFLAT	3.625% 04/15/2028 DD 04/15/98	11,985,864.0000	16,517,996.26	15,855,020.76
US TREAS-CPI INFLAT	1.750% 01/15/2028 DD 01/15/08	12,096,556.5000	13,561,434.50	12,950,936.29
US TREAS-CPI INFLAT	2.375% 01/15/2027 DD 01/15/07	12,160,995.0000	13,346,945.82	14,008,006.92
US TREAS-CPI INFLAT	2.000%001/15/2026 DD 01/15/06	15,592,467.5000	17,977,559.71	17,261,329.30
US TREAS-CPI INFLAT	2.500% 01/15/2029 DD 01/15/09	15,828,508.5000	18,149,392.37	18,601,030.05
US TREAS-CPI INFLAT	2.125% 02/15/2040 DD 02/15/10	21,342,245.0000	24,468,948.27	23,979,933.06
US TREAS-CPI INFLAT	2.375% 01/15/2025 DD 07/15/04	22,303,800.0000	26,576,186.49	25,637,102.91
US TREAS-CPI INFLAT	2.125% 02/15/2041 DD 02/15/11	23,730,737.5000	28,176,040.98	26,663,619.35
US TREAS-CPI INFLAT	0.750% 02/15/2042 DD 02/15/12	60,727,525.0000	50,835,256.15	48,819,464.62
US ULTRA BOND (CBT)	EXP MAR 14	238.0000	0.00	(288,062.50)
US ULTRA BOND (CBT)	EXP MAR 14	690.0000	0.00	(2,264,062.50)
VALE OVERSEAS LTD	6.875% 11/21/2036 DD 11/21/06	5,000,000.0000	5,057,818.88	5,163,750.00
VERIZON COMMUNICATIONS INC	6.400% 02/15/2038 DD 02/12/08	5,000,000.0000	5,161,771.33	5,614,850.00
VERIZON COMMUNICATIONS INC	6.550% 09/15/2043 DD 09/18/13	38,000,000.0000	41,494,780.26	44,458,480.00
VERIZON NEW YORK INC	7.375% 04/01/2032 DD 03/28/02	13,286,000.0000	15,606,978.03	15,062,205.34
VIACOM INC	5.850% 09/01/2043 DD 08/19/13	10,000,000.0000	10,017,079.79	10,512,200.00
VILLAGE ROADSHOW 11/12 TLB		9,000,000.0000	8,929,271.90	9,090,000.00
VIRGINIA ELECTRIC AND POWER CO	6.350% 11/30/2037 DD 12/04/07	5,000,000.0000	4,989,314.06	6,026,350.00
VIRGINIA ST HSG DEV AUTH	5.251% 01/01/2039 DD 12/08/11	5,000,000.0000	5,000,000.00	5,090,200.00
VISIUM GLOBAL OFFSHORE FUND		10,000.0000	10,000,000.00	10,406,609.00
VODAFONE GROUP PLC	ADR	117,700.0000	3,542,895.32	4,626,787.00
WAL-MART STORES INC	2.875% 04/01/2015 DD 04/01/10	500,000.0000	499,087.65	515,700.00
WAL-MART STORES INC	5.625% 04/01/2040 DD 04/01/10	2,200,000.0000	2,895,804.19	2,485,120.00
WAL-MART STORES INC	5.625% 04/15/2041 DD 04/18/11	4,850,000.0000	5,619,358.07	5,507,029.50
WAL-MART STORES INC	4.750% 10/02/2043 DD 10/02/13	5,000,000.0000	4,965,332.93	5,019,450.00
WAL-MART STORES INC	4.000% 04/11/2043 DD 04/11/13	10,500,000.0000	9,282,556.11	9,344,790.00
WAMU MORTGAGE PASS THR AR10 A7	VAR RT 10/25/2033 DD 09/01/03	380,455.0310	377,740.79	386,690.69
WEATHERFORD INTERNATIONAL INC	6.800% 06/15/2037 DD 12/15/07	8,000,000.0000	7,872,615.22	8,646,240.00
WEATHERFORD INTERNATIONAL LTD/	7.000% 03/15/2038 DD 03/25/08	3,000,000.0000	3,398,797.87	3,320,580.00
WEATHERFORD INTERNATIONAL LTD/	6.500% 08/01/2036 DD 08/07/06	10,000,000.0000	10,223,780.72	10,429,900.00
WEATHERFORD INTERNATIONL LTD	REG	284,600.0000	3,940,856.69	4,408,454.00
WELLPOINT INC		31,100.0000	1,804,830.58	2,873,329.00
WELLS FARGO & CO	5.375% 11/02/2043 DD 10/28/13	8,100,000.0000	8,076,083.35	8,294,481.00
WELLS FARGO & CO	4.125% 08/15/2023 DD 08/15/13	9,000,000.0000	8,970,270.07	8,872,650.00
WELLS FARGO & CO 144A	5.606% 01/15/2044 DD 11/26/13	10,394,000.0000	10,595,761.51	10,796,143.86
WELLS FARGO MORTGAGE BA 14 2A2	5.500% 10/25/2022 DD 09/01/07	2,434,174.5200	2,509,682.94	2,522,023.88
WESTPORT CAPITAL PARTNERS FUND	II	9,786,089.5000	8,166,726.50	10,020,797.29
WESTVACO CORP	7.650% 03/15/2027 DD 03/15/97	2,485,000.0000	2,583,566.52	2,613,872.10
WEYERHAEUSER CO	6.950% 10/01/2027 DD 10/08/97	2,000,000.0000	1,927,246.30	2,307,180.00
WILLIAMS PARTNERS LP	4.500% 11/15/2023 DD 11/15/13	5,000,000.0000	4,970,111.43	4,966,000.00
WILLIAMS PARTNERS LP	6.300% 04/15/2040 DD 02/09/10	7,000,000.0000	7,526,948.61	7,522,970.00
WINCOR NIXDORF AG NPV		83,440.0000	4,542,951.45	5,791,348.57
WRIGHTWOOD CAPITAL HIGH YIELD	PARTNERS II	2,475,349.1100	2,266,836.71	2,618,549.00
XCEL ENERGY INC	4.800% 09/15/2041 DD 09/12/11	13,000,000.0000	13,087,403.87	12,659,270.00
XEROX CORP	6.750% 12/15/2039 DD 12/04/09	5,000,000.0000	5,786,217.16	5,458,650.00
XSTRATA FINANCE CANADA LT 144A	6.900% 11/15/2037 DD 11/20/07	8,362,000.0000	9,398,771.01	8,826,759.96
YEN DENOM NIKKEI 225 FUT (CME)	EXP MAR 14	120.0000	0.00	442,414.72
YIT OYJ		263,225.0000	3,938,628.25	3,685,142.63
YRC 7/11 NEW TL		6,836,651.0000	6,676,805.44	6,631,551.47
YRC WORLDWIDE INC	10.000% 03/31/2015 DD 07/22/11	3,978,720.0000	3,560,110.69	3,948,879.60
YUKON CAPITAL PARTNERS	PARALLEL LP	3,416,802.0000	3,124,974.00	3,657,722.00

3,483,846,349.37	3,990,919,985.66	4,180,505,200.14
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Exclude:

NRP GUARANTEED FUND	171,126,190.7100	171,126,190.71	171,126,190.71
401 H GUARANTEED FUND	72,576,386.6100	72,576,386.61	72,576,386.61
	243,702,577.32	243,702,577.32	243,702,577.32

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

Attachment A

December 31, 2013

Security Description 1

Total

Security Description 2

Shares/Par	Base Cost	Base Market Value
3,727,548,926.69	4,234,622,562.98	4,424,207,777.46

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

Schedule H, Line 4i – Schedule of Assets (Acquired and Disposed of Within Year)

Year Ended December 31, 2013

(in thousands)

(a) Identity of issuer, borrower, lessor or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Cost	(d) Proceeds of dispositions
Bank of New York Mellon Trust Operations	Assets held in trust, multiple investments (see Attachment B)	78,549	111,076

NATIONWIDE RETIREMENT PLAN

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Attachment B

Year Ended December 31, 2013

Report Run Date	Report ID	Beginning of Period Date	End of Period Date	REPORTING ACCOUNT	Account	Security ID	Units	Security Description	Security Description 2	Cost	Proceeds	Account Long Name 1	Account Long Name 2
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	037411BA2	10,000,000.00	APACHE CORP	4.750% 04/15/2043 DD 04/09/12	(10,552,526.84)	9,417,250.00	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	055451AV0	8,000,000.00	BHP BILLITON FINANCE USA LTD	5.000% 09/30/2043 DD 09/30/13	(7,998,800.73)	8,138,720.00	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	067901AQ1	7,000,000.00	BARRICK GOLD CORP	4.100% 05/01/2023 DD 05/02/13	(6,986,390.94)	6,492,570.00	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	32007UBB4	215,655.46	FIRST DATA 4/13 (USD) TL		(173,995.56)	214,038.03	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	35671DBA2	4,000,000.00	FREEMPORT-MCMORAN COPPER & 144A	5.450% 03/15/2043 DD 03/07/13	(3,981,760.68)	4,026,520.00	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	42809HAD9	25,400,000.00	HESS CORP	5.600% 02/15/2041 DD 08/10/10	(26,905,771.42)	27,059,800.00	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	652482CL2	10,000,000.00	NEWS AMERICA INC 144A	5.400% 10/01/2043 DD 09/30/13	(9,945,546.80)	10,289,300.00	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF10010002	NA81G56M7	10,000,000.00	GENERAL ELECTRIC CAPITAL CORP	VAR RT 12/29/2016	(9,802,109.01)	9,801,500.00	NATIONWIDE DB MASTER TRUST	NATIONWIDE FIXED INC
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F1329QB	1,000.00	US TREAS BD FUTURE JUN 13	PUT JUN 13 142.000 ED 05/24/13	(831,229.50)	137,530.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F1359QC	500.00	US TREAS BOND FUTURE JUN 13	PUT JUN 13 144.000 ED 05/24/13	(243,740.00)	373,450.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F1395SA	1,000.00	US TREAS BD FUTURE SEP 13	PUT AUG 13 137.000 ED 07/26/13	(987,480.00)	2,992,216.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F1395SB	1,000.00	US TREAS BD FUTURE SEP 13	PUT AUG 13 133.000 ED 07/26/13	309,400.00	(374,975.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F133C3A	1,400.00	US TREAS BD FUTURE (CBT)	EXP MAR 13	-	3,813,687.50	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F133F3A	810.00	US TREAS BD FUTURE (CBT)	EXP JUN 13	-	5,494,687.50	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F133I3A	1,620.00	US TREAS BD FUTURE (CBT)	EXP SEP 13	-	4,762,687.20	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F133L3A	1,120.00	US TREAS BD FUTURE (CBT)	EXP DEC 13	-	1,819,062.04	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F139C3A	1,000.00	US 10YR TREAS NTS FUTURE (CBT)	EXP MAR 13	-	(2,400.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F139F3A	1,325.00	US 10 YR TREAS NTS FUT (CBT)	EXP JUN 13	-	212,031.75	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F139I3A	2,025.00	US 10 YR TREAS NTS FUT (CBT)	EXP SEP 13	-	4,491,406.25	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F139L3A	1,925.00	US 10YR TREAS NTS FUTURE (CBT)	EXP DEC 13	-	(3,836,163.10)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F167I3C	4,000.00	90DAY EURODOLLAR FUTURE (CME)	EXP SEP 25	-	19,000.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F167I5C	1,600.00	90DAY EURODOLLAR FUTURE (CME)	EXP SEP 15	-	2,280,000.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F167L5C	1,600.00	90DAY EURODOLLAR FUTURE (CME)	EXP DEC 15	-	(3,000,000.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F167L5C	1,600.00	90DAY EURODOLLAR FUTURE (CME)	EXP DEC 16	-	(3,560,000.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F183I3A	2,000.00	US 5YR TREAS NTS FUTURE (CBT)	EXP SEP 13	-	(6,562,500.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F183L3A	2,450.00	US 5YR TREAS NTS FUTURE (CBT)	EXP DEC 13	-	4,258,203.85	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F189F3C	180.00	SWISS FUTURE CCY FUTURE (CME)	EXP JUN 13	-	(690,375.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F189I3C	180.00	SWISS FUTURE CCY FUTURE (CME)	EXP SEP 13	-	357,750.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F189L3C	180.00	SWISS FUTURE CCY FUTURE (CME)	EXP DEC 13	-	(1,288,793.75)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F190F3C	370.00	JAPANESE YEN CCY FUTURE (CME)	EXP JUN 13	-	238,750.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F190I3C	370.00	JAPANESE YEN CCY FUTURE (CME)	EXP SEP 13	-	2,280,125.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F190L3C	370.00	JAPANESE YEN CCY FUTURE (CME)	EXP DEC 13	-	1,022,974.61	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F193F3C	580.00	BRITISH POUND CCY FUTURE (CME)	EXP JUN 13	-	(2,207,437.50)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F193I3C	580.00	BRITISH POUND CURRENCY FUT CME	EXP SEP 13	-	(232,000.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F193L3C	580.00	BRITISH POUND CURRENCY FUTURE	EXP DEC 13	-	(2,399,750.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F205F3C	860.00	EURO FX CURR FUTURE (CME)	EXP JUN 13	-	(3,432,500.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F205I3C	820.00	EURO FX CURR FUTURE (CME)	EXP SEP 13	-	702,125.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F205L3C	820.00	EURO FX CURR FUTURE (CME)	EXP DEC 13	-	(5,289,000.00)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F240F3C	200.00	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP JUN 13	-	1,335,650.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F240I3C	200.00	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP SEP 13	-	226,000.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F240L3C	200.00	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP DEC 13	-	382,305.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F285F3C	900.00	S & P 500 EMINI IND FUT (CME)	EXP JUN 13	-	3,326,756.31	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F295I3C	850.00	S&P 500 EMINI INDEX FUT (CME)	EXP SEP 13	-	2,763,250.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F295L3C	1,200.00	S & P 500 EMINI IND FUT (CME)	EXP DEC 13	-	5,770,987.50	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F700F3A	648.00	US ULTRA BOND FUT (CBT)	EXP JUN 13	-	(1,180,218.75)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F700I3A	1,209.00	US ULTRA BOND (CBT)	EXP SEP 13	-	(10,741,031.60)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	99F700L3A	5,144.00	US ULTRA BOND (CBT)	EXP DEC 13	-	4,155,167.71	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	AAF236F3U	200.00	SPI 200 INDEX FUTURE (SFE)	EXP JUN 13	-	(1,870,642.19)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	AAF236I3U	160.00	SPI 200 INDEX FUTURE (SFE)	EXP SEP 13	-	2,077,549.60	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	AAF236L3U	160.00	SPI 200 INDEX FUTURE (SFE)	EXP DEC 13	-	(34,760.49)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	EXKF210F3J	930.00	FTSE 100 INDEX FUTURE (LIF)	EXP JUN 13	-	(332,125.42)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	EXKF210I3J	710.00	FTSE 100 INDEX FUTURE (LIF)	EXP SEP 13	-	4,144,378.56	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	EXKF210L3J	760.00	FTSE 100 INDEX FUTURE (LIF)	EXP DEC 13	-	(1,258,260.30)	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	FJF232F3C	1,100.00	YEN DENOM NIKKEI 225 FUT (CME)	EXP JUN 13	-	7,413,501.38	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	FJF232I3C	950.00	YEN DENOM NIKKEI 225 FUT (CME)	EXP SEP 13	-	6,301,987.09	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	FJF232L3C	830.00	YEN DENOM NIKKEI 225 FUT (CME)	EXP DEC 13	-	1,871,108.80	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	XXF316F3S	2,000.00	DJ EURO STOXX 50 FUTURE (EUX)	EXP JUN 13	-	1,239,725.00	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	XXF316I3S	1,900.00	DJ EURO STOXX 50 FUTURE (EUX)	EXP SEP 13	-	5,363,680.98	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF50010002	XXF316L3S	1,650.00	DJ EURO STOXX 50 FUTURE (EUX)	EXP DEC 13	-	1,433,295.36	NATIONWIDE DB MASTER TRUST	NWAM DB DERIVATIVES
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF60010002	EX99N2KQ8	392,932.00	PERSIMMON PLC 10P		(449,239.16)	446,969.97	NATIONWIDE DB MASTER TRUST	POLARIS
7/22/2014	M2574E	1/1/2013	12/31/2013	NDBG00200000	NDBF60010002	EXB944DK2	597,300.00	REXAM NON CUM RED PRF GBP0.45	INT	-	420,997.95	NATIONWIDE DB MASTER TRUST	POLARIS
										(78,549,190.64)	111,075,768.84		

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

Schedule H, Line 4j – Schedule of Reportable Transactions (Series of Transactions)

Year ended December 31, 2013

(in thousands)

(a)	(b)	(c)	(d)	(e)	(f)	(g)
Identity of party involved	Description of asset (include interest rate and maturity in case of loan)	Number of purchases	Number of sales	Purchase price	Selling price	Net gain or (loss)
Bank of New York Mellon Trust Operations	BNY Mellon Cash Reserve	198	199	168,411	168,776	-
Bank of New York Mellon Trust Operations	EB Temporary Investment FD	638	454	1,567,388	1,674,059	-
Bank of New York Mellon Trust Operations	Commit to Pur FNMA SF Mtg	2	2	200,637	199,227	(1,410)
				<u>1,936,435</u>	<u>2,042,062</u>	<u>(1,410)</u>

<u>Account</u>	<u>12/31/2012</u>	<u>5% Value</u>
2012 5500 Report*	4,572,817,911.00	228,640,895.55

*The 5% is based on the prior year-end balance.

NATIONWIDE RETIREMENT PLAN

Financial Statements and Supplemental Schedules

December 31, 2013 and 2012

NATIONWIDE RETIREMENT PLAN

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(2) Schedule H, Line 4i – Schedule of Assets (Acquired and Disposed of Within Year)	18
(3) Schedule H, Line 4j – Schedule of Reportable Transactions (Series of Transactions)	19
All other supplemental 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 Auditors' Report

The Administrative Committee
Nationwide Retirement Plan:

We have audited the accompanying financial statements of the Nationwide Retirement Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, 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 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.

Auditors' 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 information regarding the Plan's net assets available for benefits as of December 31, 2013 and 2012, and the changes therein for the years then ended, and its financial status as of December 31, 2012 and changes therein for the year then ended 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, 2013, supplemental Schedule H, Line 4i – Schedule of Assets (Acquired and Disposed of Within Year) for year ended December 31, 2013, and supplemental Schedule H, Line 4j – Schedule of Reportable Transactions (Series of Transactions) for the year ended December 31, 2013, are presented for purposes of additional analysis and are not a required part of the financial statements but are 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.

/s/ KPMG LLP

Columbus, Ohio
August 29, 2014

NATIONWIDE RETIREMENT PLAN

Statements of Net Assets Available for Benefits

	December 31,	
<i>(in thousands)</i>	2013	2012
Assets		
Investments:		
Fixed maturity securities	\$ 3,073,809	\$ 2,982,949
Equity securities	419,660	291,948
Guaranteed investment fund issued by Nationwide Life Insurance Company	172,511	226,631
Limited partnerships	722,789	600,185
Other invested assets	37,688	184,678
Total investments	\$ 4,426,457	\$ 4,286,391
Net assets held in 401(h) account	176,426	176,587
Receivables from investments sold	24,393	129,931
Other assets	37,413	30,807
Total assets	\$ 4,664,689	\$ 4,623,716
Liabilities		
Amount related to obligation of 401(h) account	\$ 176,426	\$ 176,587
Other liabilities	208,426	50,899
Total liabilities	\$ 384,852	\$ 227,486
Net assets available for benefits	\$ 4,279,837	\$ 4,396,230

See accompanying notes to financial statements.

NATIONWIDE RETIREMENT PLAN

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31,	
<i>(in thousands)</i>	2013	2012
Investment income		
Net (depreciation) appreciation in fair value of investments	\$ (81,775)	\$ 309,820
Interest income	133,380	134,513
Other income	13,936	11,528
Total investment income	\$ 65,541	\$ 455,861
Benefits and expenses		
Benefits paid to participants and beneficiaries	\$ 174,425	\$ 166,030
Administrative and other expenses	7,509	5,379
Total benefits and expenses	\$ 181,934	\$ 171,409
Transfer from Pension Plan of Harleysville Group Inc. and Associated Employers	\$ -	\$ 179,366
Net (decrease) increase	\$ (116,393)	\$ 463,818
Net assets available for benefits		
Beginning of year	\$ 4,396,230	\$ 3,932,412
End of year	\$ 4,279,837	\$ 4,396,230

See accompanying notes to financial statements.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

(1) Description of the Plan

The following description of the Nationwide Retirement 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 benefit pension plan covering all eligible employees of Nationwide Mutual Insurance Company ("the Plan Sponsor") and certain subsidiaries and affiliates ("Employers"). As of December 31, 2012, the Pension Plan of Harleysville Group Inc. and Associated Employers was merged into the Plan. Under the Plan amendment, as described below, all participants in the Pension Plan of Harleysville Group Inc. and Associated Employers became participants in the Plan. 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 is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Obligations of the Plan were actuarially calculated as of January 1, 2013.

Bank of New York Mellon is the trustee and custodian of the Plan. Hewitt Associates LLC is the Plan's third-party pension administrator and recordkeeper.

Employees with one year of credited service and who are at least 21 years of age are eligible to participate in the Plan. Participants who were in the Plan on or before December 31, 2001 and have been continuously employed are eligible to receive benefits under the Plan's final average pay formula, as defined in the Plan document and described under pension benefits. Such participants, upon termination of service with the Employers, will receive the greater of the benefits under the Plan formula in effect prior to 2002, or the benefits under the cash balance program as described below. Eligible participants enrolled after December 31, 2001 will receive benefits under the cash balance program as described below.

Participants become 100% vested after attaining 3 years of service. If participants terminate before rendering 3 years of service, they forfeit the right to receive their portion of the Plan's accumulated benefits.

The Plan's actuary determines what, if any, contributions are necessary to ensure satisfaction of the minimum funding standards of Internal Revenue Code ("IRC") Section 412. The Plan's actuary also determines any contribution amount in excess of the minimum funding standards. The Plan's actuary determines these contributions using a frozen initial liability cost method. No employer contributions were required to exceed the minimum funding requirements of ERISA in 2013 and 2012.

The Plan also provides funding for future retiree health benefits under IRC Section 401(h) ("401(h) account"). Covered retired participants and their dependents are eligible for medical benefits under this amendment. The medical benefits are provided by the Nationwide Insurance Companies and Affiliates Retiree Health Care Plan, the Nationwide Mutual Fire Insurance Company Retiree Health Care Plan and the Farmland Mutual Insurance Company Retiree Health Care Plan (collectively, "the Retiree Health Care Plans"). Employer contributions or qualified transfers to the 401(h) account are determined annually and are at the discretion of the Plan Sponsor. No key employees, as defined by the Internal Revenue Service ("IRS"), will participate in these benefits.

A separate account has been established and maintained in the Plan for the net assets of the 401(h) account. In accordance with IRC Section 401(h), the Plan's investments in the 401(h) account may not be used for, or diverted to, any purpose other than providing health benefits for retirees and their beneficiaries. During 2013, the 401(h) account assets were used to pay the Employer contributions. No participants used these benefits in 2012. Any assets transferred to the 401(h) account from the Plan in a qualified transfer of excess Plan assets (and any income allocable thereto) that are not used during the Plan year must be transferred out of the 401(h) account to the Plan. The related obligations for health benefits are not included in this Plan's obligations in the schedule of accumulated plan benefits (see Note 5), but are disclosed as obligations in the financial statements of the Retiree Health Care Plans. Participants do not contribute to the 401(h) account.

Pension Benefits

Benefits are paid by the Plan's trust through the assets of the Plan. Under the terms of the Plan, participants are eligible for monthly benefit payments upon reaching normal retirement age (age 65). Subject to certain age and length-of-service requirements, a participant may elect an early retirement date at a reduced benefit.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

Under the final average pay formula, initial annual benefit payments are determined by application of a benefit ratio to an average of a participant's annual earnings rates generally over the highest 60 consecutive calendar months during a participant's last 120 months of service and are subject to certain maximum amounts. Participants may elect to receive the value of their accumulated plan benefits as a lump-sum distribution upon retirement or termination (if the value is under \$25,000, the lump-sum is limited to the participant's account balance, and if it is over \$25,000, the lump-sum is the greater of \$25,000 or 25% of the participant's account balance under the cash balance formula), or they may elect to receive their benefits as a life annuity payable monthly from retirement.

Under the cash balance program, pension benefits are maintained in separate bookkeeping accounts for each participant. The initial cash balance was actuarially calculated by applying the December 31, 2001 accrued benefit under the Plan to actuarial factors set forth in the Plan, as amended and restated effective January 1, 2002. Such actuarial factors depended on the participant's age.

For each pay period in which a participant receives eligible compensation, such participant's account will be credited with a pay credit equal to a percentage of the eligible compensation (subject to certain limitations) based on the following schedule:

Length of service (through December 31 of the prior year)	Pay credit (on all eligible compensation)	Plus pay credit (on pay over the Social Security taxable wage base)
0-2 years (0-35 months)	3%	3%
3-8 years (36-107 months)	4%	4%
9-14 years (108-179 months)	5%	4%
15-21 years (180-263 months)	6%	4%
22 years and over (264 months or more)	7%	4%

Interest credits will also be credited to each participant's account biweekly. Interest credits are based on the 30-year Treasury bill rate from the second month preceding the current year.

Death and Disability Benefits

Death benefits are paid to the beneficiaries of active and retired employees in accordance with the Plan. Active participants who become disabled continue to accrue pension benefits subject to certain limitations, as defined by the Plan; however, the Plan does not provide disability benefits.

Plan Amendments

Effective December 31, 2012, the Plan Sponsor amended and restated the Plan to include employees of Harleysville Group, Inc. ("HGI"), a subsidiary of the Plan Sponsor, as participants in the Plan. Additionally on this date, the Pension Plan of HGI merged with the Plan. Accordingly, the associated net assets and benefits and obligations for eligible individuals were transferred to the Plan at this date.

(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 benefit obligations and certain investment and derivative valuations. Actual results may differ significantly from those estimates.

Contributions

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption process, it is reasonably possible that changes in these estimates and assumptions in the near term could be material to the financial statements. Contributions are recognized when due from the Employers.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

Benefits

Benefits are recognized when paid by the Plan Sponsor as the Paying Agent.

Investments

Purchases and sales of securities and the related realized gains and losses are recorded on the trade date. Interest and dividend income is recognized when earned. Realized and unrealized gains and losses are recognized in net appreciation (depreciation) in fair value of investments in the statements of changes in net assets available for benefits.

The Plan's valuation method for its investment in the guaranteed investment fund ("GIF") issued by Nationwide Life Insurance Company ("NLIC"), an affiliate, is described in Note 6.

Limited partnerships are reported at fair value, and the Plan uses net asset value to estimate the underlying fair value as these investments do not have readily determinable fair values.

All other investments, including derivative instruments, are reported at fair value and are valued based on closing market prices provided by independent pricing services, where available. Certain investments, including private placements and bank loans, which are included in corporate securities, are valued using other independent sources. Additionally, certain asset-backed securities are valued using broker quotes.

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 the financial statements.

Derivative Instruments

The Plan uses derivative instruments to manage exposures and mitigate risks primarily associated with interest rates, equity markets and foreign currency. These derivative instruments primarily include interest rate swaps and options. All derivative instruments are held at fair value and are reflected as assets or liabilities, with the corresponding change in valuation reflected as net appreciation (depreciation) in fair value of investments in the statements of changes in net assets available for benefits.

Fair value of derivative instruments is determined using various valuation techniques relying predominantly on observable market inputs. These inputs include interest rate swap curves, credit spreads, interest rates, counterparty credit risk, equity volatility and equity index levels. In cases where observable inputs are not available, the Plan will utilize non-binding broker quotes to determine fair value, and these instruments are classified accordingly in the fair value hierarchy.

The Plan's derivative instruments, while effective in managing the defined risks, do not qualify for hedge accounting and have not been designated in hedging relationships.

The Plan's derivative transaction counterparties are generally financial institutions and corporations. To reduce the credit risk associated with open contracts, the Plan enters into master netting agreements, which permit the closeout and netting of transactions with the same counterparty upon the occurrence of certain events. In addition, the Plan attempts to reduce credit risk by obtaining collateral from counterparties. The determination of the need for and the levels of collateral vary based on an assessment of the credit risk of the counterparty. The Plan accepts collateral in the form of cash and marketable securities.

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.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

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.

Administrative Expenses

The Employers pay investment advisory fees and management fees on behalf of the Plan. All other administrative fees are the responsibility of the Plan and primarily relate to insurance premiums to the Pension Benefit Guaranty Corporation ("PBGC"), audit fees, recordkeeping, trust, administrative, actuarial and investment services. Administrative expenses are recognized when incurred.

Subsequent Events

The Plan evaluated subsequent events through August 29, 2014, the date the financial statements were issued.

(3) Recently Issued Accounting Standards

Adopted Accounting Standards

On December 31, 2012, the Plan adopted Accounting Standards Update ("ASU") 2011-04, which amends existing guidance in Accounting Standards Codification 820, *Fair Value Measurements and Disclosures*. The guidance in this ASU clarifies existing fair value measurement guidance and expands disclosures primarily related to Level 3 fair value measurements. The adoption of this guidance resulted in increased disclosures only and had no impact on the Plan's financial statements.

(4) 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 account value in the Plan. Further, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following payments in the order indicated below:

- a. Benefits of those employees receiving pensions that started at least three years before the Plan terminated and those who would have started receiving pensions at least three years before the Plan terminated if they had retired three or more years before the termination date
- b. Any other vested accrued benefits guaranteed by the PBGC, as discussed below
- c. All remaining vested accrued benefits

If the termination is the result of the bankruptcy or near bankruptcy of the Plan Sponsor and the Plan's assets are not adequate to pay all benefits vested prior to the termination, the PBGC will take over the Plan and will pay those benefits which it guarantees. In this case, some participants may receive a smaller benefit than if the Plan had continued. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits (as described in the Plan) and the level of benefits guaranteed by the PBGC at that time subject to certain limitations as determined by a statutory ceiling determined by the PBGC.

If, however, the Plan is terminated for any reason other than the bankruptcy or near bankruptcy of the Plan Sponsor and Employers and the Plan has insufficient assets, the Plan Sponsor and Employers will be required to pay to the Plan an amount which, together with Plan assets, will satisfy all benefits accumulated as of the date of the Plan termination.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations as determined by a statutory ceiling calculated by the PBGC.

(5) Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service participants have rendered. Accumulated plan benefits include benefits expected to be paid to retired or terminated employees or their beneficiaries, beneficiaries of employees who have died and present employees or their beneficiaries.

The following table summarizes the actuarial present value of accumulated plan benefits for the Plan as of the date indicated:

	December 31, 2012
<i>(in thousands)</i>	
Vested benefits	
Participants currently receiving benefits	\$ 1,285,228
Active and terminated employees not currently receiving benefits	1,597,376
Nonvested benefits	21,483
Total actuarial present value of accumulated plan benefits	\$ 2,904,087

The following table summarizes the change in the total actuarial present value of accumulated plan benefits:

<i>(in thousands)</i>	
Actuarial present value of accumulated plan benefits as of December 31, 2011	\$ 2,709,899
Increase (decrease) during the year attributable to:	
Benefits accumulated	\$ 65,830
Increase for interest due to the decrease in discount period	174,557
Benefits paid	(166,030)
Changes in actuarial assumptions	(82,206)
Transfer from Harleysville	202,037
Net increase	\$ 194,188
Actuarial present value of accumulated plan benefits as of December 31, 2012	\$ 2,904,087

The actuarial present value of accumulated plan benefits (using the unit credit cost method) was determined by Deloitte Consulting LLP, the Plan's actuary. Significant assumptions underlying the actuarial computations include an assumed net rate of return on investments of 6.50%, assumed retirement at age 65 and completion of 3 years of service, assumed mortality rate based on published statistical data and assumed employee turnover rate based on actual experience for 2003 through 2011. The only assumption changes from the previous year related to an update in the mortality table based on new published statistical data and an increase in the net rate of return on investments from 6.25% to 6.50%.

These assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

(6) Investments

The Plan employs a total return investment approach whereby a mix of fixed maturity and equity securities are used to maximize the long-term return of plan assets for a prudent level of risk. Risk tolerance is established through careful consideration of plan liabilities, plan funded status and corporate financial condition. On a periodic basis, the portfolio is analyzed to establish the optimal mix of assets given current market conditions and risk tolerance. Derivatives may be utilized for management of market risk exposures when they provide a more efficient alternative to cash market transactions.

As of December 31, 2013, no investments represented 5% or more of the Plan's net assets available for benefits. As of December 31, 2012, the GIF issued by NLIC exceeded 5% of the Plan's net assets available for benefits and had a fair value of \$226.6 million.

The following table summarizes the (depreciation) appreciation in the fair value of the Plan's investments, for the years ended:

(in thousands)	December 31,	
	2013	2012
Fixed maturity securities	\$ (198,974)	\$ 229,898
Equity securities	113,117	59,624
Derivative instruments	(8,984)	(7,635)
Guaranteed investment fund issued by NLIC	4,200	(10,177)
Limited partnerships	10,466	37,924
Other invested assets	(1,600)	186
Net (depreciation) appreciation in fair value of investments	\$ (81,775)	\$ 309,820

Guaranteed Investment Fund

As of December 31, 2013 and 2012, the Plan held assets in a GIF. Investments in the GIF are group annuity contracts with NLIC. For the GIF, fair value is determined to be the contract value plus or minus a market value adjustment reported by the contract issuer.

The market value adjustment is the amount deducted from or added to the contract value of the GIF if it would be terminated prior to its stated maturity date. The market value adjustment is calculated by comparing market value, which is determined by the Plan to represent an estimate of a market participant's valuation of the security, to the projected liability in the GIF. The discount rate used in the GIF is the greater of Moody's A-rated intermediate term bond yield average or 7-year Treasury yield plus 0.75%. As of December 31, 2013, NLIC, the issuer of the GIF, has a credit rating of A+.

The following table presents the investments at contract value and adjustments to the contract value of the GIF, as of the dates indicated:

(in thousands)	December 31,	
	2013	2012
Guaranteed investment fund issued by NLIC		
Investments at contract value	\$ 171,126	\$ 229,446
Adjustment from contract value to fair value	1,385	(2,815)
Guaranteed investment fund issued by NLIC at fair value	\$ 172,511	\$ 226,631

Limited Partnerships

The Plan had unfunded commitments related to its investment in limited partnerships totaling \$191.0 million and \$64.2 million as of December 31, 2013 and 2012, respectively. The Plan expects the unfunded commitments to be paid out over the next five to ten years.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

Derivative Instruments

The Plan is exposed to certain risks related to its investing activities, which are managed using derivative instruments.

Interest rate risk management. The Plan uses interest rate contracts, primarily interest rate swaps, to reduce or alter interest rate exposure arising from mismatches between assets and liabilities. In the case of interest rate swaps, the Plan enters into a contractual agreement with a counterparty to exchange, at specified intervals, the difference between fixed and variable rates of interest, calculated on a reference notional amount.

Interest rate swaps are used by the Plan in association with fixed and variable rate investments to achieve cash flow streams that support certain financial obligations of the Plan, and to produce desired investment returns. As such, interest rate swaps are generally used to convert fixed rate cash flow streams to variable rate cash flow streams or vice versa.

Foreign currency risk management. As part of its regular investing activities, the Plan may purchase foreign currency denominated investments. These investments and the associated income expose the Plan to volatility associated with movements in foreign exchange rates. As foreign exchange rates change, the increase or decrease in the cash flows of the derivative instrument generally offsets the changes in the functional-currency equivalent cash flows of the hedged item. To mitigate this risk, the Company uses cross-currency swaps.

Credit risk associated with derivative transactions. The Plan periodically evaluates the risks within the derivative portfolios due to credit exposure. When evaluating this risk, the Plan considers several factors which include, but are not limited to, the counterparty credit risk associated with derivative receivables, the Plan's own credit as it relates to derivative payables, the collateral thresholds associated with each counterparty and changes in relevant market data in order to gain insight into the probability of default by the counterparty.

The following table summarizes the fair value and related notional amounts of derivative instruments, as of the dates indicated:

(in thousands)	Derivative assets		Derivative liabilities	
	Fair value	Notional	Fair value	Notional
December 31, 2013				
Swaps	\$ -	\$ -	\$ 2,342	\$ 29,525
Total derivative positions¹	\$ -	\$ -	\$ 2,342	\$ 29,525
December 31, 2012				
Swaps	\$ 28,514	\$ 43,346	\$ 27,263	\$ 6,000
Options	1,782	200,000	-	-
Total derivative positions¹	\$ 30,296	\$ 243,346	\$ 27,263	\$ 6,000

1 Derivative assets and liabilities are included in other invested assets and other liabilities, respectively, in the statements of net assets available for benefits. As of December 31, 2013 derivative liabilities exclude immaterial accrued interest payable. As of December 31, 2012, derivative assets exclude immaterial accrued interest receivable, and derivative liabilities exclude immaterial accrued interest payable.

The fair value of the Plan's derivative positions, subject to offsetting by master netting agreements of \$0 and \$27.1 million as of December 31, 2013 and 2012, respectively, and by collateral received from or posted with counterparties, resulted in immaterial net uncollateralized derivative asset and liability positions as of December 31, 2013 and 2012. The Plan received no collateral from derivative counterparties as of December 31, 2013. As of December 31, 2012, the Plan received cash collateral from derivative counterparties of \$1.4 million. As of December 31, 2013 and 2012, the Plan posted cash collateral of \$2.7 million and \$0.6 million, respectively, with derivative counterparties. There are no contingent features associated with the Plan's derivative instruments which would require additional collateral to be pledged to counterparties.

The following table summarizes the gains and losses for derivative instruments, for the years ended:

(in thousands)	December 31,	
	2013	2012
Swaps	\$ (7,087)	\$ 674
Options	(1,897)	(8,309)
Total derivative losses	\$ (8,984)	\$ (7,635)

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

(7) Fair Value Measurements

The following table summarizes assets and liabilities 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				
Investments:				
Fixed maturity securities:				
U.S. Treasury securities and obligations of U.S.				
Government corporations and agencies	\$ 268,589	\$ -	\$ -	\$ 268,589
Obligations of states and political subdivisions	-	231,728	-	231,728
Corporate public securities	-	1,802,201	-	1,802,201
Corporate private securities	-	53,489	-	53,489
Residential mortgage-backed securities	2,667	299,825	-	302,492
Commercial mortgage-backed securities	-	110,611	-	110,611
Other asset-backed securities	-	245,248	59,451	304,699
Total fixed maturity securities at fair value	\$ 271,256	\$ 2,743,102	\$ 59,451	\$ 3,073,809
Equity securities	\$ 415,711	\$ 3,949	\$ -	\$ 419,660
Guaranteed investment fund issued by NLIC	-	-	172,511	172,511
Limited partnerships	-	722,789	-	722,789
Other invested assets	37,610	78	-	37,688
Total other investments at fair value	\$ 453,321	\$ 726,816	\$ 172,511	\$ 1,352,648
Net assets held in 401(h) account	102,908	-	73,518	176,426
Total assets at fair value	\$ 827,485	\$ 3,469,918	\$ 305,480	\$ 4,602,883
Liabilities				
Amount related to obligation of 401(h) account	\$ (102,908)	\$ -	\$ (73,518)	\$ (176,426)
Collateral pledged for derivatives payable	(2,684)	-	-	(2,684)
Derivative liabilities	-	(2,342)	-	(2,342)
Total liabilities at fair value	\$ (105,592)	\$ (2,342)	\$ (73,518)	\$ (181,452)

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

The following table presents the rollforward of Level 3 assets and liabilities held at fair value on a recurring basis during the year ended December 31, 2013:

<i>(in thousands)</i>	Balance as of December 31, 2012	Net gains (losses) ¹	Purchases	Sales	Transfers into Level 3	Transfers out of Level 3	Balance as of December 31, 2013
Assets							
Investments:							
Fixed maturity securities:							
Other asset-backed securities ²	\$ 138,164	\$ 1,811	\$ 41,407	\$ (38,497)	\$ 15,065	\$ (98,499)	\$ 59,451
Guaranteed investment fund issued by NLIC	226,631	15,064	-	(69,184)	-	-	172,511
Net assets held in 401(h) account ³	70,807	2,711	-	-	-	-	73,518
Assets at fair value	\$ 435,602	\$ 19,586	\$ 41,407	\$ (107,681)	\$ 15,065	\$ (98,499)	\$ 305,480
Liabilities							
Amount related to obligation of							
401(h) account ³	\$ (70,807)	\$ (2,711)	\$ -	\$ -	\$ -	\$ -	\$ (73,518)
Liabilities at fair value	\$ (70,807)	\$ (2,711)	\$ -	\$ -	\$ -	\$ -	\$ (73,518)

1 The change in unrealized gains (losses) included in operations on assets and liabilities still held at the end of the year was \$(0.8) million for other asset-backed securities, \$4.2 million for GIF issued by NLIC, \$(0.1) million for net assets held in 401(h) account and \$0.1 million for amount related to obligation of 401(h) account.

2 Non-binding broker quotes were utilized to determine the fair value of other asset-backed securities as of December 31, 2013.

3 The Level 3 investment held in the 401(h) account relates to a GIF with NLIC. The discount rate used in the GIF is the greater of Moody's A-rated intermediate term bond yield average or 7-year Treasury yield plus 0.75%.

Transfers out of Level 3 during the year ended December 31, 2013 are due to certain other asset-backed securities, which moved pricing sources from broker quotes to independent pricing services.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

The following table summarizes assets and liabilities held at fair value on a recurring basis as of December 31, 2012:

<i>(in thousands)</i>	Level 1	Level 2	Level 3	Total
Assets				
Investments:				
Fixed maturity securities:				
U.S. Treasury securities and obligations of U.S.				
Government corporations and agencies	\$ 725,101	\$ -	\$ -	\$ 725,101
Obligations of states and political subdivisions	-	149,807	-	149,807
Corporate public securities	-	1,713,346	-	1,713,346
Corporate private securities	-	5,704	-	5,704
Residential mortgage-backed securities	6,545	110,254	-	116,799
Commercial mortgage-backed securities	-	97,411	-	97,411
Other asset-backed securities	-	36,617	138,164	174,781
Total fixed maturity securities at fair value	\$ 731,646	\$ 2,113,139	\$ 138,164	\$ 2,982,949
Equity securities	\$ 290,661	\$ 1,287	\$ -	\$ 291,948
Guaranteed investment fund issued by NLIC	-	-	226,631	226,631
Limited partnerships	-	600,185	-	600,185
Derivative assets	1,782	28,514	-	30,296
Other invested assets	153,938	444	-	154,382
Total other investments at fair value	\$ 446,381	\$ 630,430	\$ 226,631	\$ 1,303,442
Net assets held in 401(h) account	105,780	-	70,807	176,587
Total assets at fair value	\$ 1,283,807	\$ 2,743,569	\$ 435,602	\$ 4,462,978
Liabilities				
Amount related to obligation of 401(h) account	\$ (105,780)	\$ -	\$ (70,807)	\$ (176,587)
Derivative liabilities	-	(27,263)	-	(27,263)
Total liabilities at fair value	\$ (105,780)	\$ (27,263)	\$ (70,807)	\$ (203,850)

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

The following table presents the rollforward of Level 3 assets and liabilities held at fair value on a recurring basis during the year ended December 31, 2012:

<i>(in thousands)</i>	Balance as of December 31, 2011	Net gains (losses) ¹	Purchases	Sales	Transfers into Level 3	Transfers out of Level 3	Balance as of December 31, 2012
Assets							
Investments:							
Fixed maturity securities:							
Other asset-backed securities ²	\$ 99,035	\$ 5,263	\$ 44,433	\$ (8,567)	\$ -	\$ (2,000)	\$ 138,164
Guaranteed investment fund issued by NLIC	276,731	2,443	-	(52,543)	-	-	226,631
Net assets held in 401(h) account ³	68,756	2,051	-	-	-	-	70,807
Assets at fair value	\$ 444,522	\$ 9,757	\$ 44,433	\$ (61,110)	\$ -	\$ (2,000)	\$ 435,602
Liabilities							
Amount related to obligation of 401(h) account ³	\$ (68,756)	\$ (2,051)	\$ -	\$ -	\$ -	\$ -	\$ (70,807)
Liabilities at fair value	\$ (68,756)	\$ (2,051)	\$ -	\$ -	\$ -	\$ -	\$ (70,807)

1 The change in unrealized gains (losses) included in operations on assets and liabilities still held at the end of the year was \$5.0 million for other asset-backed securities, \$(10.2) million for GIF issued by NLIC, \$(0.8) million for net assets held in 401(h) account and \$0.8 million for amount related to obligation of 401(h) account.

2 Non-binding broker quotes were utilized to determine the fair value of other asset-backed securities as of December 31, 2012.

3 The Level 3 investment held in the 401(h) account relates to a GIF with NLIC. The discount rate used in the GIF is the greater of Moody's A-rated intermediate term bond yield average or 7-year Treasury yield plus 0.75%.

Use of Net Asset Value for Estimating Fair Value

The Plan uses net asset value to estimate the underlying fair value of investments in certain mutual funds included in other invested assets and limited partnerships that do not have readily determinable fair values.

The mutual funds within other invested assets have no unfunded commitments or restrictions and the Plan always has the ability to redeem the investment in these funds with the investee at net asset value daily and are classified as Level 1 fair value measurements. These mutual funds are primarily invested in high-quality, short-term money market securities. Since other invested assets include mutual fund investments not directed by the Plan, the underlying mutual funds may be purchased and sold in the future.

All of the limited partnerships are included in Level 2 and had fair values totaling \$722.8 million and \$600.2 million as of December 31, 2013 and 2012, respectively. The limited partnership portfolio primarily includes buyout, infrastructure, mezzanine, distressed, energy and venture capital investment strategies. See Note 6 for discussion on unfunded commitments related to limited partnerships.

(8) Tax Status

The IRS has determined and informed the Administrative Committee of Nationwide Mutual Insurance Company ("the Plan Administrator") by letter dated July 12, 2011, that the Plan and related Trust are designed in accordance with applicable sections of the IRC. 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. In addition, the two participating employers have received letters in May 2011 (Farmland Mutual Insurance Company) and October 2010 (Nationwide Fire Mutual Insurance Company), in which the IRS stated that the Plan and related Trust, as then designed, were in compliance with 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, 2013, 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 2010.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2013 and 2012 Financial Statements

(9) Related Party Transactions

NLIC receives all contributions to the GIF and provides custodial, actuarial, investment and accounting services. NLIC is compensated for such services through investment and administrative fees, which are netted against investment income in the accompanying financial statements.

Investment advisory fees for the group annuity contracts paid to NLIC are netted against interest income earned on the GIF. GIF investment advisory fees paid to NLIC were \$0.3 million and \$0.4 million for the years ended December 31, 2013 and 2012, respectively. Additionally, NLIC assessed charges of \$0.8 million and \$1.1 million on the assets of the GIF related to investment performance guarantees in 2013 and 2012, respectively. These fees were netted against investment income.

Fees for administrative services are based on average asset balances in accordance with the provisions of the group annuity contract with NLIC and are assessed directly on the investments of the Plan. The administrative fees were \$0.1 million for the years ended December 31, 2013 and 2012, which reduced net appreciation in fair value of investments.

The Plan Sponsor acts as paying agent for all benefit payments from the Plan. The Plan reimburses the Plan Sponsor for these payments. Reimbursement is applied against assets of the Plan's trust.

(10) 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,	
	2013	2012
Net assets available for benefits per the accompanying financial statements	\$ 4,279,837	\$ 4,396,230
Funds held in 401(h) account included as assets in Form 5500	176,426	176,587
Net assets available for benefits per Form 5500	\$ 4,456,263	\$ 4,572,817

The net assets of the 401(h) account included in Form 5500 are not available to pay pension benefits, but can be used only to pay retiree health benefits.

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 years ended:

<i>(in thousands)</i>	December 31,	
	2013	2012
Change in net assets available for benefits per the accompanying financial statements	\$ (116,393)	\$ 463,818
Net appreciation in fair value of 401(h) investments	11,660	9,549
Interest income for 401(h) investments	2,827	2,817
Dividend income for 401(h) investments	1,891	1,842
Trust and investment fees for 401(h) investments	(104)	(88)
Net (loss) income per Form 5500	\$ (100,119)	\$ 477,938

NATIONWIDE RETIREMENT PLAN

Plan Number: 333
 EIN: 31-4177100

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

December 31, 2013

(in thousands)

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
*	Nationwide Life Insurance Company	Guaranteed investment fund, 4.80% crediting rate	\$ 171,126	\$ 172,511
*	Nationwide Life Insurance Company	401(h) guaranteed investment fund, 4.05% crediting rate	\$ 72,576	\$ 73,518
*	Bank of New York Mellon Trust Operations	Assets held in trust, multiple investments (see Attachment A)	\$ 3,990,920	\$ 4,180,505

* Indicates party-in-interest

See accompanying independent auditors' report.

NATIONWIDE RETIREMENT PLAN

Plan Number: 333
 EIN: 31-4177100

Schedule H, Line 4i – Schedule of Assets (Acquired and Disposed of Within Year)

Year ended December 31, 2013

(in thousands)

(a) Identity of issuer, borrower, lessor or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(c) Cost of acquisitions	(d) Proceeds of dispositions
Bank of New York Mellon Trust Operations	Assets held in trust, multiple investments (see Attachment B)	\$ 78,549	\$ 111,076

See accompanying independent auditors' report.

NATIONWIDE RETIREMENT PLAN

Plan Number: 333
 EIN: 31-4177100

Schedule H, Line 4j – Schedule of Reportable Transactions (Series of Transactions)

Year ended December 31, 2013

(in thousands)

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of loan)	(c) Number of purchases	(d) Number of sales	(e) Purchase price	(f) Selling price	(g) Cost of asset	(h) Net gain or (loss)
Bank of New York Mellon Trust Operations	BNY Mellon Cash Reserve	198	199	\$ 168,411	\$ 168,776	\$ 168,776	\$ -
Bank of New York Mellon Trust Operations	EB Temporary Investment FD	638	454	\$ 1,567,388	\$ 1,674,059	\$ 1,674,059	\$ -
Bank of New York Mellon Trust Operations	Commit to Pur FNMA SF Mtg	2	2	\$ 200,637	\$ 199,227	\$ 200,637	\$ (1,410)

See accompanying independent auditors' report.

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
U S TREASURY NT PRIN STRIP	0.000% 11/15/2040 DD 11/15/10	32,000,000.00	13,738,861.66	10,659,840.00
U S TREASURY NT PRIN STRIP	0.000% 02/15/2037 DD 02/15/07	44,500,000.00	14,631,400.94	17,662,495.00
U S TREASURY NT PRIN STRIP	0.000% 02/15/2042 DD 02/15/12	104,000,000.00	43,385,887.97	32,451,120.00
US TREAS-CPI INFLAT	3.625% 04/15/2028 DD 04/15/98	11,985,864.00	16,517,996.26	15,855,020.76
US TREAS-CPI INFLAT	3.375% 04/15/2032 DD 10/15/01	2,631,720.00	3,677,414.71	3,501,213.97
US TREAS-CPI INFLAT	2.375% 01/15/2025 DD 07/15/04	22,303,800.00	26,576,186.49	25,637,102.91
US TREAS-CPI INFLAT	2.000%001/15/2026 DD 01/15/06	15,592,467.50	17,977,559.71	17,261,329.30
US TREAS-CPI INFLAT	2.375% 01/15/2027 DD 01/15/07	12,160,995.00	13,346,945.82	14,008,006.92
US TREAS-CPI INFLAT	1.750% 01/15/2028 DD 01/15/08	12,096,556.50	13,561,434.50	12,950,936.29
US TREAS-CPI INFLAT	2.500% 01/15/2029 DD 01/15/09	15,828,508.50	18,149,392.37	18,601,030.05
US TREAS-CPI INFLAT	2.125% 02/15/2040 DD 02/15/10	21,342,245.00	24,468,948.27	23,979,933.06
US TREAS-CPI INFLAT	2.125% 02/15/2041 DD 02/15/11	23,730,737.50	28,176,040.98	26,663,619.35
US TREAS-CPI INFLAT	0.750% 02/15/2042 DD 02/15/12	60,727,525.00	50,835,256.15	48,819,464.62
FEDERAL NATL MTG ASSN STRIP PO	0.000% 02/01/2019 DD 02/01/89	8,000,000.00	5,812,446.60	6,962,800.00
TENNESSEE VALLEY AUTH BD	5.131% 01/15/2021 DD 12/20/02	3,849,608.85	3,841,432.82	4,234,683.69
CALIFORNIA ST	7.550% 04/01/2039 DD 04/28/09	13,715,000.00	17,887,902.71	17,739,941.05
CALIFORNIA ST	7.300% 10/01/2039 DD 10/15/09	9,000,000.00	10,508,623.45	11,313,900.00
CALIFORNIA ST	6.509% 04/01/2039 DD 10/27/11	5,000,000.00	5,000,000.00	5,422,550.00
CMWLTH FING AUTH PA	6.218% 06/01/2039 DD 11/12/09	8,125,000.00	9,274,436.76	8,419,612.50
DETROIT MI CITY SCH DIST	7.747% 05/01/2039 DD 12/30/09	8,500,000.00	9,876,156.52	9,026,575.00
JOBSONIO BEVERAGE SYS STWD LIQ	4.532% 01/01/2035 DD 02/01/13	13,000,000.00	13,336,131.82	11,950,640.00
KENTUCKY ST PROPERTY & BLDGS C	6.573% 08/01/2029 DD 07/09/09	6,000,000.00	6,000,000.00	6,616,080.00
LAS VEGAS VLY NV WTR DIST	7.013% 06/01/2039 DD 12/23/09	8,000,000.00	10,001,245.70	8,625,680.00
LOUISVILLE & JEFFERSON CNTY KY	5.980% 05/15/2040 DD 11/24/09	10,000,000.00	11,378,223.28	11,189,300.00
MET GOVT NASHVILLE & DAVIDSON	6.731% 07/01/2043 DD 04/21/10	18,995,000.00	21,932,755.12	20,920,903.05
MET WASHINGTON DC ARPTS AUTH D	7.462% 10/01/2046 DD 08/12/09	16,700,000.00	19,509,212.91	18,482,057.00
MET WASHINGTON DC ARPTS AUTH D	8.000% 10/01/2047 DD 05/27/10	2,500,000.00	2,918,178.11	2,670,675.00
MICHIGAN ST	7.625% 09/15/2027 DD 06/25/09	8,905,000.00	8,851,513.93	10,551,000.20
MUNI ELEC AUTH OF GEORGIA	6.637% 04/01/2057 DD 03/11/10	15,000,000.00	18,026,501.03	15,767,100.00
NEW JERSEY ST TURNPIKE AUTH	7.414% 01/01/2040 DD 04/28/09	8,000,000.00	8,000,000.00	10,533,200.00
NEW YORK NY	5.985% 12/01/2036 DD 12/17/09	4,710,000.00	5,444,114.50	5,224,002.30
NTHRN CA PWR AGY	7.311% 06/01/2040 DD 06/24/10	16,555,000.00	20,395,328.96	18,073,259.05
OHIO ST HGR EDUCTNL FAC COMMIS	4.723% 01/01/2032 DD 11/23/11	7,500,000.00	7,500,000.00	7,258,350.00
OREGON ST SCH BRDS ASSN SHORT-	5.528% 06/30/2028 DD 02/19/04	2,840,000.00	3,371,251.10	3,105,540.00
PITTSBURGH PA URBAN REDEV AUTH	5.400% 12/01/2016 DD 10/15/06	2,690,000.00	2,688,644.08	2,771,238.00
PORT AUTH OF NEW YORK & NEW JE	4.926% 10/01/2051 DD 10/06/11	11,965,000.00	11,368,219.79	11,195,171.90
STATE PUBLIC SCH BLDG AUTH PA	5.088% 09/15/2029 DD 11/03/11	10,000,000.00	10,000,000.00	9,781,500.00
VIRGINIA ST HSG DEV AUTH	5.251% 01/01/2039 DD 12/08/11	5,000,000.00	5,000,000.00	5,090,200.00
3M CO	1.375% 09/29/2016 DD 09/29/11	500,000.00	497,649.82	507,440.00
ABBVIE INC	4.400% 11/06/2042 DD 05/06/13	5,000,000.00	4,949,177.96	4,663,350.00

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Security description 1	Security description 2	Shares/Par	Base cost	Base market value
ACTAVIS INC	4.625% 10/01/2042 DD 10/02/12	13,000,000.00	11,875,425.59	11,827,400.00
AFLAC INC	3.625% 06/15/2023 DD 06/10/13	13,000,000.00	13,000,000.00	12,583,740.00
AGRIUM INC	7.125% 05/23/2036 DD 05/24/06	16,285,000.00	18,535,058.03	19,209,948.85
AGRIUM INC	6.750% 01/15/2019 DD 09/11/08	4,500,000.00	5,244,348.54	5,309,100.00
ALABAMA POWER CO	5.500% 03/15/2041 DD 03/10/11	8,204,000.00	9,200,158.00	8,984,692.64
ALTRIA GROUP INC	9.950% 11/10/2038 DD 11/10/08	3,859,000.00	5,553,127.81	5,886,518.60
ALTRIA GROUP INC	4.250% 08/09/2042 DD 08/09/12	5,000,000.00	4,938,792.68	4,267,100.00
ALTRIA GROUP INC	5.375% 01/31/2044 DD 10/31/13	10,500,000.00	10,455,384.92	10,543,470.00
AMGEN INC	5.150% 11/15/2041 DD 11/10/11	2,000,000.00	1,983,895.59	1,992,580.00
AMGEN INC	5.375% 05/15/2043 DD 05/15/12	4,000,000.00	3,999,413.10	4,106,880.00
ANADARKO PETROLEUM CORP	6.200% 03/15/2040 DD 03/16/10	5,500,000.00	5,469,990.99	6,083,715.00
ANHEUSER-BUSCH INBEV WORLDWIDE	8.200% 01/15/2039 DD 01/15/11	5,000,000.00	4,987,431.69	7,312,800.00
ARCELORMITTAL	STEP 03/01/2021 DD 03/07/11	5,000,000.00	4,994,678.84	5,300,000.00
ARIZONA PUBLIC SERVICE CO	4.500% 04/01/2042 DD 01/13/12	5,000,000.00	4,954,264.01	4,787,750.00
ASPEN DENTAL (10/10) TLB	0.000% 10/06/2016 DD 10/06/10	5,322,624.99	5,261,439.46	5,256,092.18
AT&T INC	2.950% 05/15/2016 DD 04/29/11	500,000.00	499,555.68	521,375.00
AT&T INC	5.550% 08/15/2041 DD 08/18/11	8,000,000.00	7,948,665.49	8,118,880.00
AT&T INC	3.000% 02/15/2022 DD 02/13/12	5,000,000.00	4,999,902.14	4,710,750.00
AT&T INC	4.300% 12/15/2042 DD 06/15/13	5,000,000.00	4,318,713.11	4,241,200.00
AUDIO VISUAL 11/12 TL		2,468,750.00	2,428,398.27	2,474,921.88
BANK OF AMERICA CORP	5.875% 02/07/2042 DD 02/07/12	5,000,000.00	5,661,061.58	5,718,450.00
BANK OF AMERICA CORP		313,600.00	3,391,607.96	4,882,752.00
BANK OF AMERICA NA	6.000% 10/15/2036 DD 10/26/06	19,000,000.00	18,290,125.55	21,805,540.00
BANK OF AMERICA NA	6.100% 06/15/2017 DD 06/19/07	9,250,000.00	9,729,518.55	10,430,207.50
BANK ONE MICHIGAN	8.250% 11/01/2024 DD 11/03/94	2,000,000.00	2,319,113.21	2,566,220.00
BLACK HILLS CORP	4.250% 11/30/2023 DD 11/19/13	5,000,000.00	4,976,724.74	4,977,400.00
BOARD OF TRUSTEES OF THE LELAN	4.250% 05/01/2016 DD 04/29/09	1,000,000.00	1,038,242.31	1,083,420.00
BOSTON UNIVERSITY	5.200% 10/01/2045 DD 08/24/11	10,000,000.00	9,954,654.60	9,711,299.00
BP CAPITAL MARKETS PLC	4.742% 03/11/2021 DD 03/11/11	5,000,000.00	5,344,058.88	5,469,300.00
BP CAPITAL MARKETS PLC	3.561% 11/01/2021 DD 11/01/11	10,000,000.00	10,366,264.14	10,078,100.00
BP CAPITAL MARKETS PLC	3.994% 09/26/2023 DD 09/26/13	6,000,000.00	6,159,707.91	6,061,620.00
BRITISH AIRWAYS PLC 144A	4.625% 06/20/2024 DD 07/03/13	1,055,000.00	1,063,673.97	1,078,737.50
BURLINGTON NORTHERN AND SANTA	5.629% 04/01/2024 DD 08/09/06	576,206.08	576,206.08	636,521.37
BURLINGTON NORTHERN SANTA FE L	5.050% 03/01/2041 DD 09/10/10	5,000,000.00	4,982,500.97	4,959,550.00
BURLINGTON NORTHERN SANTA FE L	4.950% 09/15/2041 DD 08/22/11	10,000,000.00	10,143,417.77	9,858,500.00
BURLINGTON NORTHERN SANTA FE L	5.150% 09/01/2043 DD 08/22/13	10,000,000.00	10,172,621.12	10,158,800.00
CANADIAN PACIFIC RAILWAY LTD	5.750% 01/15/2042 DD 12/01/11	5,000,000.00	4,882,558.21	5,376,350.00
CATHOLIC HEALTH INITIATIVES	4.350% 11/01/2042 DD 10/31/12	6,000,000.00	5,987,473.03	5,205,000.00
CELGENE CORP	5.700% 10/15/2040 DD 10/07/10	7,960,000.00	9,500,451.11	8,453,599.60
CELGENE CORP	3.250% 08/15/2022 DD 08/09/12	1,000,000.00	998,941.36	946,760.00

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CELGENE CORP	5.250% 08/15/2043 DD 08/06/13	5,000,000.00	4,958,002.48	5,041,100.00
CF INDUSTRIES INC	4.950% 06/01/2043 DD 05/23/13	15,000,000.00	14,974,443.81	13,651,650.00
CISCO SYSTEMS INC	5.500% 01/15/2040 DD 11/17/09	5,000,000.00	5,567,718.45	5,290,150.00
CISCO SYSTEMS INC	1.625% 03/14/2014 DD 03/16/11	500,000.00	499,956.45	501,270.00
CITIGROUP INC	6.000% 10/31/2033 DD 10/30/03	5,000,000.00	4,895,981.95	5,271,150.00
CITIGROUP INC	6.875% 03/05/2038 DD 03/05/08	2,245,000.00	2,981,560.05	2,760,676.50
CITIGROUP INC	6.675% 09/13/2043 DD 09/13/13	8,000,000.00	8,454,761.84	9,205,040.00
CITIGROUP INC		82,620.00	3,263,762.09	4,305,328.20
COBANK ACB	7.875% 04/16/2018 DD 04/18/08	17,000,000.00	19,940,663.81	20,433,150.00
COLGATE-PALMOLIVE CO	2.625% 05/01/2017 DD 05/04/11	500,000.00	498,733.26	513,485.00
COMCAST CORP	6.550% 07/01/2039 DD 06/18/09	5,000,000.00	5,212,347.85	5,919,650.00
COMCAST CORP		76,200.00	1,217,434.03	3,959,733.00
COMMONWEALTH REIT	6.250% 06/15/2017 DD 06/25/07	1,000,000.00	1,043,664.77	1,072,540.00
CONAGRA FOODS INC	3.200% 01/25/2023 DD 01/25/13	8,061,000.00	7,430,803.05	7,484,074.23
CONAGRA FOODS INC	4.650% 01/25/2043 DD 01/25/13	2,300,000.00	2,112,949.17	2,113,033.00
COOPER US INC	2.375% 01/15/2016 DD 12/07/10	500,000.00	499,625.71	513,450.00
COOPERATIEVE CENTRALE RAIFFEIS	5.750% 12/01/2043 DD 11/29/13	11,400,000.00	11,209,722.71	12,085,026.00
CR BARD INC	6.700% 12/01/2026 DD 12/09/96	3,000,000.00	3,148,088.30	3,557,760.00
CUMMINS INC	4.875% 10/01/2043 DD 09/24/13	6,000,000.00	5,872,651.84	6,008,940.00
CVS PASS-THROUGH TRUST	6.943% 01/10/2030 DD 06/10/09	6,249,594.29	6,533,375.11	7,162,660.02
CVS PASS-THROUGH TRUST 144A	7.507% 01/10/2032 DD 12/22/09	10,286,932.75	12,269,934.11	12,262,846.79
CYTEC INDUSTRIES INC	3.500% 04/01/2023 DD 03/12/13	5,000,000.00	4,967,540.17	4,594,400.00
DCP MIDSTREAM OPERATING LP	4.950% 04/01/2022 DD 03/13/12	10,500,000.00	10,480,403.00	10,658,445.00
DCP MIDSTREAM OPERATING LP	3.875% 03/15/2023 DD 03/14/13	11,300,000.00	10,474,527.01	10,405,831.00
DEVON ENERGY CORP	4.000% 07/15/2021 DD 07/12/11	5,000,000.00	5,384,486.94	5,086,900.00
DEVON ENERGY CORP	5.600% 07/15/2041 DD 07/12/11	2,000,000.00	2,065,041.14	2,084,200.00
DEVON ENERGY CORP	4.750% 05/15/2042 DD 05/14/12	12,000,000.00	11,891,265.39	11,127,720.00
DEVON ENERGY CORP	3.250% 05/15/2022 DD 05/14/12	5,000,000.00	5,043,528.94	4,767,750.00
DIGNITY HEALTH	4.500% 11/01/2042 DD 10/18/12	10,000,000.00	9,867,748.57	8,076,300.00
DIRECTV HOLDINGS LLC / DIRECTV	6.375% 03/01/2041 DD 03/10/11	5,000,000.00	5,899,493.77	5,184,300.00
DIRECTV HOLDINGS LLC / DIRECTV	5.150% 03/15/2042 DD 03/08/12	5,000,000.00	4,990,281.11	4,490,500.00
DISCOVERY COMMUNICATIONS LLC	4.875% 04/01/2043 DD 03/19/13	17,000,000.00	16,010,487.86	15,682,330.00
DTE ELECTRIC CO	3.650% 03/15/2024 DD 08/27/13	5,000,000.00	4,980,113.36	4,963,650.00
DUKE ENERGY FLORIDA INC	3.100% 08/15/2021 DD 08/18/11	7,000,000.00	6,988,746.09	6,889,610.00
DURA-LINE 1/12 INCREMENTAL 2ND		5,000,000.00	4,895,496.91	5,000,000.00
EATON CORP	8.875% 06/15/2019 DD 06/22/89	2,000,000.00	2,324,409.45	2,491,320.00
ENBRIDGE ENERGY PARTNERS LP	7.500% 04/15/2038 DD 04/03/08	9,000,000.00	10,818,080.58	10,552,410.00
ENBRIDGE ENERGY PARTNERS LP	5.500% 09/15/2040 DD 09/13/10	15,500,000.00	15,372,235.56	14,983,540.00
ENCANA CORP	6.500% 08/15/2034 DD 08/04/04	2,500,000.00	2,739,645.25	2,735,750.00
ENCANA CORP	6.625% 08/15/2037 DD 08/13/07	6,000,000.00	6,764,632.42	6,636,000.00

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ENCANA CORP	5.150% 11/15/2041 DD 11/14/11	4,206,000.00	4,237,370.09	3,943,125.00
ENERGY TRANSFER PARTNERS LP	7.500% 07/01/2038 DD 03/28/08	10,000,000.00	11,678,907.92	11,732,800.00
ENERGY TRANSFER PARTNERS LP	9.700% 03/15/2019 DD 12/23/08	3,000,000.00	2,997,894.08	3,884,280.00
ENERGY TRANSFER PARTNERS LP	5.200% 02/01/2022 DD 01/17/12	1,000,000.00	1,064,588.09	1,052,790.00
ENERGY TRANSFER PARTNERS LP	6.500% 02/01/2042 DD 01/17/12	2,500,000.00	2,612,014.13	2,686,875.00
ESCROW CB ADELPHIA COM	0.000% 09/21/2012 DD 09/20/00	601,100.78	112,033.98	4,207.71
ESCROW CB CENTURY COMM	0.000% 09/21/2012 DD 01/23/97	210,000.00	-	-
EVERYWARE 4/13 TL		2,985,000.00	2,958,212.08	3,022,312.50
EXELON GENERATION CO LLC	4.250% 06/15/2022 DD 12/15/12	10,000,000.00	9,997,855.11	9,584,000.00
EXPRESS SCRIPTS HOLDING CO	6.125% 11/15/2041 DD 11/15/12	21,000,000.00	22,358,172.54	23,622,900.00
FEDEX CORP	4.100% 04/15/2043 DD 04/11/13	10,000,000.00	8,705,667.81	8,507,700.00
FIFTH THIRD BANCORP	8.250% 03/01/2038 DD 03/04/08	18,000,000.00	22,865,335.76	23,965,020.00
FMR LLC	7.570% 06/15/2029 DD 06/15/99	2,200,000.00	2,414,889.42	2,734,006.00
FMR LLC 144A	6.500% 12/14/2040 DD 07/06/10	11,000,000.00	10,939,898.63	12,629,980.00
FMR LLC 144A	5.150% 02/01/2043 DD 02/01/13	7,750,000.00	8,060,976.42	7,439,767.50
FMR LLC 144A	6.450% 11/15/2039 DD 11/02/09	5,300,000.00	6,135,924.78	6,050,268.00
FNBC 1993-A PASS THROUGH TRUST	8.080% 01/05/2018	450,223.88	488,444.26	489,510.41
FORD MOTOR CO	4.750% 01/15/2043 DD 01/08/13	10,000,000.00	8,844,075.07	9,018,700.00
FORD MOTOR CREDIT CO LLC	5.750% 02/01/2021 DD 02/07/11	10,000,000.00	11,343,638.03	11,202,700.00
FREEPORT-MCMORAN COPPER & GOLD	5.450% 03/15/2043 DD 09/15/13	19,000,000.00	18,231,332.85	18,183,760.00
FREEPORT-MCMORAN CORP	9.500% 06/01/2031 DD 05/30/01	4,000,000.00	2,781,674.95	5,089,640.00
GENERAL DYNAMICS CORP	1.375% 01/15/2015 DD 07/12/11	500,000.00	499,760.26	504,950.00
GENERAL ELECTRIC CAPITAL CORP	5.300% 02/11/2021 DD 02/11/11	10,000,000.00	10,018,417.81	11,186,200.00
GENERAL ELECTRIC CAPITAL CORP	5.875% 01/14/2038 DD 01/14/08	21,000,000.00	21,815,922.76	23,921,310.00
GENERAL ELECTRIC CAPITAL CORP	6.875% 01/10/2039 DD 01/09/09	5,000,000.00	4,927,698.02	6,428,000.00
GENERAL ELECTRIC CAPITAL CORP	4.650% 10/17/2021 DD 10/17/11	11,800,000.00	11,779,413.03	12,855,510.00
GEORGIA POWER CO	4.750% 09/01/2040 DD 08/31/10	5,000,000.00	4,933,022.59	4,784,850.00
GILEAD SCIENCES INC	4.400% 12/01/2021 DD 12/13/11	5,000,000.00	5,305,283.50	5,339,750.00
GLOBAL MARINE INC	7.000% 06/01/2028 DD 05/26/98	5,000,000.00	5,370,029.28	5,228,450.00
HIGHWOODS REALTY LP	3.625% 01/15/2023 DD 12/18/12	8,350,000.00	8,046,810.36	7,634,238.00
HSBC BANK PLC 144A	4.750% 01/19/2021 DD 01/19/11	2,000,000.00	1,998,695.87	2,170,860.00
HSBC HOLDINGS PLC	6.800% 06/01/2038 DD 05/27/08	26,000,000.00	28,959,615.61	31,983,900.00
HSBC HOLDINGS PLC	5.100% 04/05/2021 DD 04/05/11	2,000,000.00	1,996,651.88	2,222,900.00
HSBC HOLDINGS PLC	4.000% 03/30/2022 DD 03/30/12	10,000,000.00	9,944,518.85	10,278,500.00
HUNTINGTON BANCSHARES INC/OH	7.000% 12/15/2020 DD 12/17/10	5,800,000.00	6,505,892.00	6,725,912.00
HUNTINGTON NATIONAL BANK/THE	6.600% 06/15/2018 DD 06/15/98	4,500,000.00	4,852,767.44	4,969,980.00
ING BANK NV	5.125% 05/01/2015 DD 04/17/03	10,000,000.00	10,110,780.18	10,400,500.00
ITC HOLDINGS CORP	6.375% 09/30/2036 DD 10/10/06	10,000,000.00	11,636,285.24	10,927,600.00
ITC HOLDINGS CORP 144A	5.500% 01/15/2020 DD 12/11/09	6,675,000.00	7,004,104.22	7,260,664.50
JOHNSON CONTROLS INC	6.000% 01/15/2036 DD 01/17/06	5,000,000.00	4,763,804.84	5,373,700.00

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Security description 1	Security description 2	Shares/Par	Base cost	Base market value
JOHNSON CONTROLS INC	5.700% 03/01/2041 DD 02/04/11	7,500,000.00	8,001,011.03	7,779,975.00
JOHNSON CONTROLS INC	5.250% 12/01/2041 DD 12/02/11	2,450,000.00	2,789,643.05	2,381,767.50
JP MORGAN CHASE COM C4 A3 144A	4.106% 07/15/2046 DD 06/01/11	1,500,000.00	1,660,562.15	1,603,545.00
JPMORGAN CHASE & CO	6.400% 05/15/2038 DD 05/22/08	3,000,000.00	2,989,863.02	3,580,500.00
JPMORGAN CHASE & CO	5.600% 07/15/2041 DD 07/21/11	11,500,000.00	11,452,166.99	12,480,375.00
JPMORGAN CHASE & CO	4.500% 01/24/2022 DD 01/23/12	1,000,000.00	1,067,149.76	1,057,730.00
JPMORGAN CHASE & CO	5.625% 08/16/2043 DD 08/21/13	5,000,000.00	5,026,356.60	5,283,850.00
JPMORGAN CHASE BANK NA	6.000% 10/01/2017 DD 09/24/07	10,000,000.00	10,760,774.47	11,441,200.00
KCP&L GREATER MISSOURI OPERATI	8.270% 11/15/2021 DD 03/31/99	3,800,000.00	4,269,142.77	4,543,432.00
KINDER MORGAN ENERGY PARTNERS	7.750% 03/15/2032 DD 03/14/02	4,000,000.00	4,587,707.75	4,861,640.00
KINROSS GOLD CORP	6.875% 09/01/2041 DD 03/01/12	15,000,000.00	14,880,130.02	13,441,200.00
KONINKLIJKE PHILIPS ELECTRONIC	5.000% 03/15/2042 DD 03/09/12	6,500,000.00	6,428,693.59	6,454,175.00
KONINKLIJKE PHILIPS ELECTRONIC	3.750% 03/15/2022 DD 03/09/12	5,000,000.00	5,040,359.69	5,002,700.00
KRAFT FOODS GROUP INC	5.000% 06/04/2042 DD 12/04/12	20,000,000.00	19,733,877.79	19,715,800.00
L-3 COMMUNICATIONS CORP	5.200% 10/15/2019 DD 04/15/10	23,645,000.00	25,096,391.01	25,556,698.25
LORILLARD TOBACCO CO	8.125% 05/01/2040 DD 04/12/10	7,979,000.00	9,204,204.03	9,608,232.01
MANUFACTURERS & TRADERS TRUST	VAR RT 12/28/2020 DD 12/28/05	677,000.00	661,330.87	690,506.15
MEDTRONIC INC	6.500% 03/15/2039 DD 03/12/09	5,000,000.00	4,987,952.25	6,079,800.00
MEMORIAL SLOAN-KETTERING CANCER	5.000% 07/01/2042 DD 12/08/11	10,000,000.00	10,000,000.00	9,858,100.00
MERCK & CO INC	2.250% 01/15/2016 DD 12/10/10	500,000.00	499,505.71	516,500.00
MERRILL LYNCH & CO INC	6.110% 01/29/2037 DD 01/29/07	5,000,000.00	5,210,238.03	5,392,350.00
MOLSON COORS BREWING CO	5.000% 05/01/2042 DD 05/03/12	16,000,000.00	15,731,998.14	15,655,200.00
MONDELEZ INTERNATIONAL INC	6.875% 02/01/2038 DD 12/12/07	5,000,000.00	5,318,944.56	6,091,300.00
MONDELEZ INTERNATIONAL INC	6.500% 02/09/2040 DD 02/08/10	10,000,000.00	10,756,810.94	11,950,000.00
MORGAN STANLEY	5.500% 07/24/2020 DD 07/26/10	2,000,000.00	2,032,126.93	2,236,800.00
MORGAN STANLEY	5.500% 07/28/2021 DD 07/28/11	7,500,000.00	8,548,723.67	8,380,950.00
MOSAIC GLOBAL HOLDINGS INC	7.300% 01/15/2028 DD 01/26/98	3,945,000.00	4,589,477.25	4,673,325.90
MURPHY OIL CORP	5.125% 12/01/2042 DD 11/30/12	21,500,000.00	20,372,797.77	18,294,780.00
MYLAN INC/PA	5.400% 11/29/2043 DD 11/29/13	4,000,000.00	3,975,310.36	4,032,280.00
NBCUNIVERSAL MEDIA LLC	6.400% 04/30/2040 DD 04/30/11	5,000,000.00	5,755,538.44	5,748,150.00
NBCUNIVERSAL MEDIA LLC	5.950% 04/01/2041 DD 04/01/11	3,000,000.00	2,991,946.20	3,281,520.00
NBCUNIVERSAL MEDIA LLC	4.450% 01/15/2043 DD 10/05/12	15,000,000.00	13,788,198.05	13,437,300.00
NEWCREST FINANCE PTY LTD 144A	5.750% 11/15/2041 DD 11/15/11	5,000,000.00	5,039,202.94	3,637,250.00
NEWPAGE CORP	11.375% 12/31/2014 DD 12/31/09	9,223,177.05	8,522,331.99	-
NEWS AMERICA INC	6.150% 03/01/2037 DD 03/02/07	12,000,000.00	12,783,802.31	13,189,080.00
NEWS AMERICA INC	6.150% 02/15/2041 DD 08/15/11	6,505,000.00	7,235,014.72	7,249,952.60
NEXEN INC	7.400% 05/01/2028 DD 04/28/98	6,500,000.00	7,352,512.28	8,016,775.00
NOBLE ENERGY INC	8.000% 04/01/2027 DD 04/07/97	1,755,000.00	2,031,113.54	2,237,431.95
NOBLE HOLDING INTERNATIONAL LT	3.950% 03/15/2022 DD 02/10/12	5,000,000.00	4,929,919.42	4,888,100.00
NOBLE HOLDING INTERNATIONAL LT	5.250% 03/15/2042 DD 02/10/12	12,700,000.00	12,237,269.65	12,185,396.00

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Security description 1	Security description 2	Shares/Par	Base cost	Base market value
NORTHERN STATES POWER CO/MN	3.400% 08/15/2042 DD 08/13/12	12,000,000.00	10,005,802.16	9,647,760.00
NORTHROP GRUMMAN CORP	4.750% 06/01/2043 DD 05/31/13	5,000,000.00	4,750,613.33	4,738,400.00
NOVANT HEALTH INC	4.371% 11/01/2043 DD 04/23/13	5,500,000.00	5,500,000.00	4,598,000.00
NYU HOSPITALS CENTER	5.750% 07/01/2043 DD 08/01/13	8,900,000.00	9,278,522.28	9,005,465.00
OCCIDENTAL PETROLEUM CORP	4.100% 02/01/2021 DD 12/16/10	10,000,000.00	10,308,741.44	10,497,400.00
ONCOR ELECTRIC DELIVERY CO LLC	7.250% 01/15/2033 DD 07/15/03	4,000,000.00	4,911,729.10	5,025,440.00
ORACLE CORP	5.375% 07/15/2040 DD 07/15/11	5,000,000.00	5,445,101.89	5,338,900.00
PEMEX PROJECT FUNDING MASTER T	6.625% 06/15/2035 DD 12/15/05	3,000,000.00	3,074,833.05	3,157,500.00
PETROBRAS GLOBAL FINANCE BV	5.625% 05/20/2043 DD 05/20/13	5,000,000.00	4,902,144.63	4,081,550.00
PETROLEOS MEXICANOS	8.000% 05/03/2019 DD 05/03/09	2,000,000.00	1,977,649.06	2,420,000.00
PETROLEOS MEXICANOS	5.500% 06/27/2044 DD 06/26/12	7,500,000.00	6,995,298.10	6,843,750.00
PFIZER INC	5.350% 03/15/2015 DD 03/24/09	500,000.00	499,831.33	528,325.00
PHILIP MORRIS INTERNATIONAL IN	4.875% 11/15/2043 DD 11/12/13	14,000,000.00	13,919,246.37	13,868,820.00
POTASH CORP OF SASKATCHEWAN IN	5.875% 12/01/2036 DD 12/04/06	10,100,000.00	11,036,603.90	10,871,842.00
POTASH CORP OF SASKATCHEWAN IN	5.625% 12/01/2040 DD 11/30/10	7,750,000.00	8,299,054.79	8,229,880.00
PPL CAPITAL FUNDING INC	4.200% 06/15/2022 DD 06/14/12	7,000,000.00	7,027,034.67	6,987,190.00
PRIDE INTERNATIONAL INC	6.875% 08/15/2020 DD 08/06/10	10,000,000.00	10,874,738.91	11,973,800.00
PROLOGIS LP	4.250% 08/15/2023 DD 08/15/13	15,000,000.00	14,962,503.95	14,817,900.00
PROTECTIVE LIFE CORP	6.400% 01/15/2018 DD 12/11/07	5,000,000.00	4,998,329.93	5,541,700.00
PSC HOLDINGS (7/10) TLB		4,602,805.30	4,510,814.72	4,614,312.31
PUBLIC SERVICE ELECTRIC & GAS	5.375% 11/01/2039 DD 11/24/09	5,000,000.00	4,984,911.20	5,458,000.00
PUBLIC SERVICE ELECTRIC & GAS	3.750% 03/15/2024 DD 09/12/13	7,000,000.00	6,999,385.80	7,025,830.00
QUEST DIAGNOSTICS INC	6.950% 07/01/2037 DD 06/22/07	6,150,000.00	6,490,188.65	6,785,848.50
QUEST DIAGNOSTICS INC	5.750% 01/30/2040 DD 11/17/09	6,000,000.00	5,991,396.42	5,876,820.00
QUESTAR PIPELINE CO	5.830% 02/01/2018 DD 01/15/08	5,000,000.00	4,998,441.01	5,655,000.00
REED ELSEVIER CAPITAL INC	3.125% 10/15/2022 DD 04/15/13	3,024,000.00	2,540,720.24	2,796,444.00
REGENCY ENERGY PARTNERS LP / R	5.750% 09/01/2020 DD 09/11/13	11,320,000.00	11,342,531.08	11,687,900.00
REYNOLDS AMERICAN INC	7.250% 06/15/2037 DD 06/21/07	12,276,000.00	12,697,266.06	14,374,827.72
REYNOLDS AMERICAN INC	6.150% 09/15/2043 DD 09/17/13	8,000,000.00	7,964,364.90	8,638,800.00
ROGERS COMMUNICATIONS INC	8.750% 05/01/2032 DD 04/30/02	3,000,000.00	3,325,938.30	3,889,350.00
ROHM AND HAAS HOLDINGS LTD	9.800% 04/15/2020 DD 04/15/90	650,000.00	749,377.87	764,991.50
ROWAN COS INC	4.875% 06/01/2022 DD 05/21/12	4,375,000.00	4,733,618.42	4,439,531.25
ROWAN COS INC	5.400% 12/01/2042 DD 12/11/12	5,000,000.00	4,979,071.54	4,625,700.00
ROYALTY PHARMA 11/13 TLB2		19,302,610.99	19,302,610.99	19,374,995.78
SBS SPANISH BROADCASTING SYSTE	PFD 10.750%	500.00	523,799.02	400,000.00
SOLAR STAR FUNDING LLC 144A	5.375% 06/30/2035 DD 06/27/13	15,000,000.00	15,000,000.00	14,319,000.00
SOVEREIGN BANK/WILMINGTON DE	8.750% 05/30/2018 DD 05/16/08	14,080,000.00	15,889,074.83	16,917,683.20
SPECTRA ENERGY PARTNERS LP	4.750% 03/15/2024 DD 09/25/13	10,000,000.00	9,976,978.17	10,194,000.00
SPECTRA ENERGY PARTNERS LP	5.950% 09/25/2043 DD 09/25/13	6,500,000.00	6,491,902.12	6,948,760.00
STANDARD CHARTERED BANK 144A	6.400% 09/26/2017 DD 09/26/07	19,000,000.00	20,575,155.93	21,517,690.00

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Security description 1	Security description 2	Shares/Par	Base cost	Base market value
SUNOCO LOGISTICS PARTNERS OPER	6.850% 02/15/2040 DD 02/12/10	7,400,000.00	8,076,243.10	8,208,154.00
TECK RESOURCES LTD	6.250% 07/15/2041 DD 07/05/11	18,800,000.00	19,666,833.96	18,714,084.00
TIME WARNER CABLE INC	6.750% 06/15/2039 DD 06/29/09	5,000,000.00	5,033,047.50	4,708,500.00
TIME WARNER CABLE INC	5.875% 11/15/2040 DD 11/15/10	7,000,000.00	7,327,498.77	6,055,350.00
TIME WARNER INC	6.500% 11/15/2036 DD 11/13/06	5,000,000.00	5,346,266.15	5,649,400.00
TIME WARNER INC	6.250% 03/29/2041 DD 04/01/11	10,000,000.00	11,134,881.42	11,104,800.00
TIME WARNER INC	4.900% 06/15/2042 DD 06/13/12	10,000,000.00	9,440,048.27	9,492,900.00
TIME WARNER INC		51,800.00	1,678,793.85	3,611,496.00
TOYOTA MOTOR CREDIT CORP	2.050% 01/12/2017 DD 01/12/12	500,000.00	499,490.99	510,995.00
TRANSOCEAN INC	7.500% 04/15/2031 DD 04/05/01	6,000,000.00	7,099,319.54	6,857,460.00
TRANSOCEAN INC	6.800% 03/15/2038 DD 12/11/07	8,000,000.00	9,044,444.36	8,904,080.00
TRANSOCEAN INC	7.350% 12/15/2041 DD 12/05/11	5,100,000.00	5,727,202.03	6,150,600.00
TRANSOCEAN INC	6.375% 12/15/2021 DD 12/05/11	12,850,000.00	14,493,102.22	14,439,802.00
TYCO INTERNATIONAL LTD / TYCO	6.875% 01/15/2021 DD 07/15/08	8,800,000.00	10,208,129.73	10,156,872.00
UNITED TECHNOLOGIES CORP	4.500% 06/01/2042 DD 06/01/12	5,000,000.00	4,825,537.97	4,855,450.00
US AIRWAYS 2012-1 CLASS B PASS	8.000% 04/01/2021 DD 05/14/12	6,708,229.67	6,708,229.67	7,479,676.08
US SHIPPING 4/13 TL		2,985,000.00	2,959,000.54	3,052,162.50
VALE OVERSEAS LTD	6.875% 11/21/2036 DD 11/21/06	5,000,000.00	5,057,818.88	5,163,750.00
VERIZON COMMUNICATIONS INC	6.400% 02/15/2038 DD 02/12/08	5,000,000.00	5,161,771.33	5,614,850.00
VERIZON COMMUNICATIONS INC	6.550% 09/15/2043 DD 09/18/13	38,000,000.00	41,494,780.26	44,458,480.00
VERIZON NEW YORK INC	7.375% 04/01/2032 DD 03/28/02	13,286,000.00	15,606,978.03	15,062,205.34
VIACOM INC	5.850% 09/01/2043 DD 08/19/13	10,000,000.00	10,017,079.79	10,512,200.00
VILLAGE ROADSHOW 11/12 TLB		9,000,000.00	8,929,271.90	9,090,000.00
VIRGINIA ELECTRIC AND POWER CO	6.350% 11/30/2037 DD 12/04/07	5,000,000.00	4,989,314.06	6,026,350.00
WAL-MART STORES INC	2.875% 04/01/2015 DD 04/01/10	500,000.00	499,087.65	515,700.00
WAL-MART STORES INC	5.625% 04/01/2040 DD 04/01/10	2,200,000.00	2,895,804.19	2,485,120.00
WAL-MART STORES INC	5.625% 04/15/2041 DD 04/18/11	4,850,000.00	5,619,358.07	5,507,029.50
WAL-MART STORES INC	4.000% 04/11/2043 DD 04/11/13	10,500,000.00	9,282,556.11	9,344,790.00
WAL-MART STORES INC	4.750% 10/02/2043 DD 10/02/13	5,000,000.00	4,965,332.93	5,019,450.00
WEATHERFORD INTERNATIONAL INC	6.800% 06/15/2037 DD 12/15/07	8,000,000.00	7,872,615.22	8,646,240.00
WEATHERFORD INTERNATIONAL LTD/	6.500% 08/01/2036 DD 08/07/06	10,000,000.00	10,223,780.72	10,429,900.00
WEATHERFORD INTERNATIONAL LTD/	7.000% 03/15/2038 DD 03/25/08	3,000,000.00	3,398,797.87	3,320,580.00
WELLS FARGO & CO	4.125% 08/15/2023 DD 08/15/13	9,000,000.00	8,970,270.07	8,872,650.00
WELLS FARGO & CO	5.375% 11/02/2043 DD 10/28/13	8,100,000.00	8,076,083.35	8,294,481.00
WESTVACO CORP	7.650% 03/15/2027 DD 03/15/97	2,485,000.00	2,583,566.52	2,613,872.10
WEYERHAEUSER CO	6.950% 10/01/2027 DD 10/08/97	2,000,000.00	1,927,246.30	2,307,180.00
WILLIAMS PARTNERS LP	4.500% 11/15/2023 DD 11/15/13	5,000,000.00	4,970,111.43	4,966,000.00
WILLIAMS PARTNERS LP	6.300% 04/15/2040 DD 02/09/10	7,000,000.00	7,526,948.61	7,522,970.00
XCEL ENERGY INC	4.800% 09/15/2041 DD 09/12/11	13,000,000.00	13,087,403.87	12,659,270.00
XEROX CORP	6.750% 12/15/2039 DD 12/04/09	5,000,000.00	5,786,217.16	5,458,650.00

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Security description 1	Security description 2	Shares/Par	Base cost	Base market value
XSTRATA FINANCE CANADA LT 144A	6.900% 11/15/2037 DD 11/20/07	8,362,000.00	9,398,771.01	8,826,759.96
YRC 7/11 NEW TL		6,836,651.00	6,676,805.44	6,631,551.47
ACCELECARE HOLDCO		1,592,294.27	1,592,294.27	1,592,294.27
AMERICAN AIRLINES 2013-2 144A	5.600% 01/15/2022 DD 11/27/13	5,000,000.00	5,000,000.00	5,050,000.00
AMERICAN AIRLINES 2013-2 144A	4.950% 07/15/2024 DD 07/31/13	4,000,000.00	4,000,000.00	4,170,000.00
ENERGIZER HOLDINGS SER 07-G	6.550% 10/15/2017 DD 10/15/07	5,000,000.00	5,000,000.00	5,592,000.00
ERAC USA FINANCE LLC 144A	5.625% 03/15/2042 DD 03/15/12	10,186,000.00	10,331,902.23	10,403,471.10
ROCHE HOLDINGS INC 144A	7.000% 03/01/2039 DD 02/25/09	7,500,000.00	10,033,583.71	9,835,125.00
WELLS FARGO & CO 144A	5.606% 01/15/2044 DD 11/26/13	10,394,000.00	10,595,761.51	10,796,143.86
ABFC 2001-AQ1 TRUST AQ1 A6	VAR RT 11/20/2030 DD 03/01/01	346,838.58	345,496.72	337,088.95
ABFC 2005-AQ1 TRUST AQ1 A6	VAR RT 06/25/2035 DD 06/01/05	3,189,101.90	3,128,988.45	3,279,608.61
AMERICAN HOME MORTGAGE I 2 5A1	VAR RT 09/25/2035 DD 06/01/05	8,265,500.06	7,964,918.56	8,253,184.46
CHL MORTGAGE PASS-THROUG 15 A7	5.500% 08/25/2035 DD 06/01/05	2,126,427.95	2,085,660.57	1,993,441.15
CITIFINANCIAL MORTGAGE S 1 AF5	VAR RT 04/25/2034 DD 03/01/04	471,989.10	439,160.08	473,560.82
COMMIT TO PUR FNMA SF MTG	2.500% 01/01/2029 DD 01/01/14	200,000,000.00	198,812,500.00	197,938,000.00
CREDIT-BASED ASSET SER CB8 AF5	VAR RT 12/25/2035 DD 11/01/05	1,589,135.97	1,535,824.03	1,515,129.91
DEUTSCHE MORTGAGE SEC IN 1 3A6	VAR RT 12/25/2033 DD 01/01/04	648,115.44	646,157.64	658,828.79
FHLMC MULTICLASS MTG 2773 CD	4.500% 04/15/2024 DD 04/01/04	353,329.30	341,177.37	377,285.03
FHLMC MULTICLASS MTG 2810 PD	6.000% 06/15/2033 DD 06/01/04	62,078.37	61,996.22	63,884.85
FHLMC MULTICLASS MTG 33 D	8.000% 04/15/2020 DD 02/15/89	64,315.78	65,660.82	69,439.82
FHLMC MULTICLASS MTG 50 I	8.000% 06/15/2020 DD 05/15/89	32,216.30	33,370.51	34,618.67
FNMA POOL #0383661	6.620% 06/01/2016 DD 06/01/01	2,412,119.79	2,479,066.67	2,666,912.00
FNMA GTD REMIC P/T 06-46 PG	5.500% 02/25/2035 DD 05/01/06	530,458.37	521,529.72	546,987.45
FNMA GTD REMIC P/T 91-164 PX	7.500% 12/25/2021 DD 12/01/91	135,008.15	140,410.35	152,738.77
GE-WMC MORTGAGE SECURITI 1 A2A	VAR RT 08/25/2036 DD 08/21/06	210,100.64	210,100.64	81,273.23
GNMA GTD REMIC P/T 11-112 GN	2.000% 11/20/2036 DD 08/01/11	499,000.00	496,855.35	493,910.20
GNMA GTD REMIC P/T 11-82 LP	3.250% 02/20/2037 DD 06/01/11	1,000,000.00	1,014,683.41	1,021,050.00
GSAA HOME EQUITY TRUST 2 12 A1	VAR RT 08/25/2036 DD 07/28/06	1,504,471.09	1,504,471.09	792,766.00
HARBORVIEW MORTGAGE LOAN T A A	VAR RT 06/21/2037 DD 04/30/07	2,840,653.71	997,025.63	589,208.39
JP MORGAN MORTGAGE ACQ FLD1 M3	VAR RT 07/25/2035 DD 08/03/05	5,375,000.00	4,962,049.07	4,958,760.00
MASTR ALTERNATIVE LOAN T 6 1A5	5.500% 12/25/2035 DD 11/01/05	7,089,329.70	6,812,950.39	6,309,219.86
MORGAN STANLEY ABS CAPI NC6 M1	VAR RT 07/25/2034 DD 07/28/04	10,111,584.80	9,342,981.54	9,466,769.04
MORTGAGE PASS-THROUGH 18XS A6	VAR RT 06/25/2033 DD 05/01/03	364,269.16	358,953.61	361,504.36
NEW CENTURY HOME EQUITY 5 AI6	VAR RT 11/25/2033 DD 10/01/03	15,000,000.00	15,448,954.70	15,231,600.00
PEOPLE'S CHOICE HOME LOAN 1 M2	VAR RT 06/25/2034 DD 04/28/04	10,119,000.00	8,777,825.85	9,440,318.67
RAAC SERIES 2007-SP1 TR SP1 A3	VAR RT 03/25/2037 DD 04/10/07	15,000,000.00	14,001,449.63	13,710,750.00
RALI SERIES 2004-QS6 TR QS6 A1	5.000% 05/25/2019 DD 05/01/04	3,138,762.43	3,164,199.20	3,194,820.73
RAMP SERIES 2002-RS1 T RS1 AI5	VAR RT 01/25/2032 DD 01/01/02	762,744.03	749,764.17	743,759.33
RAMP SERIES 2003-RZ2 TR RZ2 A1	VAR RT 04/25/2033 DD 03/01/03	3,350,746.59	3,253,971.07	3,226,031.80
SEARS MORTGAGE SECURITIES 1 D	12.000% 02/25/2014 DD 02/01/84	17.96	17.97	17.98

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
SHEARSON LEHMAN CMO E 4	5.750% 05/01/2017 DD 01/01/87	209,186.72	216,012.74	216,552.18
SOUNDVIEW HOME LOAN TR OPT1 M2	VAR RT 06/25/2035 DD 05/12/05	14,250,000.00	9,974,163.09	11,383,612.50
WAMU MORTGAGE PASS THR AR10 A7	VAR RT 10/25/2033 DD 09/01/03	380,455.03	377,740.79	386,690.69
WELLS FARGO MORTGAGE BA 14 2A2	5.500% 10/25/2022 DD 09/01/07	2,434,174.52	2,509,682.94	2,522,023.88
BANC OF AMERICA FUNDING B 3A1	VAR RT 04/20/2035 DD 03/30/05	16,943,823.60	15,571,016.42	15,677,950.54
BANC OF AMERICA MERRILL L 6 AM	VAR RT 09/10/2047 DD 12/01/05	4,651,516.00	4,569,495.96	4,997,728.34
BEAR STEARNS COMMERCIA PW17 AM	VAR RT 06/11/2050 DD 09/01/07	2,000,000.00	2,009,801.90	2,253,180.00
BEAR STEARNS COMMERCIA PW18 A4	5.700% 06/11/2050 DD 12/01/07	3,300,000.00	3,317,567.57	3,709,266.00
BEAR STEARNS COMMERCIA PWR6 AJ	4.868% 11/11/2041 DD 12/01/04	4,285,000.00	4,320,651.14	4,407,336.75
BEAR STEARNS COMMERCIAL T18 A4	VAR RT 02/13/2042 DD 04/01/05	4,333,755.42	4,459,560.88	4,489,337.24
BEAR STEARNS COMMERCIAL T22 AM	VAR RT 04/12/2038 DD 04/01/06	2,000,000.00	2,077,194.20	2,167,020.00
CITIGROUP COMMERCIAL MO C6 A3B	VAR RT 12/10/2049 DD 07/01/07	8,000,000.00	8,400,913.86	8,218,960.00
COMMERCIAL MORTGAGE PASS C5 A3	VAR RT 09/15/2040 DD 11/01/07	8,000,000.00	8,015,759.39	8,092,960.00
GS MORTGAGE SECURITIES GG8 A4	5.560% 11/10/2039 DD 10/01/06	2,310,000.00	2,469,271.68	2,532,868.80
GS MORTGAGE SECURITIES GG8 AM	5.591% 11/10/2039 DD 10/01/06	1,500,000.00	1,455,887.85	1,644,120.00
IMPAC CMB TRUST SERIES 2 6 1A2	VAR RT 10/25/2035 DD 09/09/05	7,451,097.20	5,803,128.60	5,993,439.05
JP MORGAN CHASE COMME LDP7 A3A	VAR RT 04/15/2045 DD 06/01/06	268,197.64	272,548.85	268,103.77
JP MORGAN CHASE COMMER LDP6 A4	VAR RT 04/15/2043 DD 03/01/06	10,286,473.94	10,437,206.70	11,127,187.46
JP MORGAN CHASE COMMER LDP6 AJ	VAR RT 04/15/2043 DD 03/01/06	5,363,294.00	5,262,836.17	5,471,042.58
LB-UBS COMMERCIAL MORTGA C7 AJ	VAR RT 11/15/2040 DD 10/11/05	5,000,000.00	5,093,710.95	5,288,000.00
MERRILL LYNCH MORTGAGE CIP1 AM	VAR RT 07/12/2038 DD 08/01/05	3,625,000.00	3,752,846.54	3,827,456.25
MERRILL LYNCH MORTGAGE MCP1 A4	VAR RT 06/12/2043 DD 06/01/05	5,000,000.00	5,079,391.30	5,193,850.00
MERRILL LYNCH MORTGAGE T C1 A3	VAR RT 05/12/2039 DD 05/01/06	2,204,502.31	2,233,206.25	2,206,971.35
MORGAN STANLEY CAPITAL IQ16 A4	5.809% 12/12/2049 DD 11/01/07	3,400,000.00	3,418,112.92	3,800,996.00
MORGAN STANLEY CAPITAL T23 A4	VAR RT 08/12/2041 DD 08/01/06	3,340,000.00	3,494,566.34	3,672,396.80
TIAA SEASONED COMMER C4 D 144A	VAR RT 08/15/2039 DD 07/10/07	1,000,000.00	971,915.20	939,200.00
TIAA SEASONED COMMERCIAL C4 AJ	VAR RT 08/15/2039 DD 07/10/07	2,073,000.00	2,164,619.39	2,199,038.40
TIAA SEASONED COMMERCIAL C4 C	VAR RT 08/15/2039 DD 07/10/07	1,000,000.00	998,529.48	1,007,680.00
UBS-BAMLL TRUST WRM A 144A	3.663% 06/10/2030 DD 07/01/12	1,500,000.00	1,571,490.23	1,425,090.00
ALABAMA POWER CAPITAL TRUST V	VAR RT 10/01/2042 DD 10/02/02	3,763,000.00	3,793,093.58	3,518,405.00
ALESCO PREFERRED F 7A A1B 144A	VAR RT 07/23/2035 DD 04/19/05	21,422,602.93	17,352,228.00	16,923,856.31
AMERICAN HOME MORTGAGE IN 3 4A	VAR RT 10/25/2034 DD 09/01/04	20,042,722.07	19,505,211.30	19,447,453.22
ARES CLO LTD 11-16A AR 144A	VAR RT 05/17/2021 DD 05/17/13	4,291,945.46	4,291,945.46	4,263,618.62
ARES XXV CLO LTD 3A A 144A	VAR RT 01/17/2024 DD 01/15/13	10,000,000.00	10,000,000.00	9,984,370.00
ARES XXV CLO LTD 3A B1 144A	VAR RT 01/17/2024 DD 01/15/13	10,000,000.00	10,000,000.00	9,978,540.00
ATRIUM IX 9A A 144A	VAR RT 02/28/2024 DD 02/28/13	41,500,000.00	41,500,000.00	40,856,750.00
AVALON IV CAPITAL LT 1A B 144A	VAR RT 04/17/2023 DD 03/21/12	9,000,000.00	8,882,956.61	9,016,272.00
CARLYLE GLOBAL MARK 1A A1 144A	VAR RT 02/14/2025 DD 02/14/13	41,600,000.00	41,600,000.00	41,127,132.80
CARLYLE GLOBAL MARK 4A B1 144A	VAR RT 01/20/2025 DD 12/12/12	9,000,000.00	9,000,000.00	9,027,972.00
CLO PASS-THROUGH REP 1A B 144A	VAR RT 08/11/2019 DD 02/02/11	13,250,000.00	11,550,922.02	12,561,000.00

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
HALCYON STRUCTURED 2A A1A 144A	VAR RT 10/29/2021 DD 08/30/07	38,120,147.41	35,794,019.31	37,364,606.09
LIGHTPOINT CLO V 5A A1 144A	VAR RT 08/05/2019 DD 08/03/06	1,457,221.77	1,401,000.27	1,435,751.06
OHA CREDIT PARTNERS 7A A 144A	VAR RT 11/20/2023 DD 11/08/12	16,834,000.00	16,882,041.60	16,758,162.83
OIL INSURANCE LTD	VAR RT 112/29/2049 DD 06/22/06	4,000,000.00	4,071,495.49	3,498,200.00
PREFERRED TERM SECURITIES 144A	VAR RT 12/11/2032 DD 12/04/02	2,000,000.00	1,993,394.64	1,998,800.00
PREFERRED TERM SECURITIES REGS	VAR RT 06/23/2035 DD 03/17/05	2,505,454.02	1,927,363.03	2,302,261.70
PREFERRED TERM SECURITIES XI L	VAR RT 09/24/2033 DD 09/17/03	28,152,871.35	21,830,172.63	23,208,664.08
PREFERRED TERM SECURITIES XIII	VAR RT 03/24/2034 DD 03/17/04	5,046,728.78	3,967,186.76	4,745,439.07
PREFERRED TERM SECURITIES XIV	VAR RT 06/24/2034 DD 06/17/04	12,221,036.37	9,559,617.10	9,502,711.25
PREFERRED TERM SECURITIES XVII	VAR RT 09/23/2035 DD 06/15/05	4,178,879.35	4,178,879.38	282,910.13
SHERIDAN SQUARE CLO 1A A2 144A	VAR RT 04/15/2025 DD 03/12/13	10,000,000.00	9,870,502.66	9,827,000.00
TPREF FUNDING I LTD/TPREF FUND	VAR RT 11/15/2032 DD 10/29/02	2,000,000.00	2,000,000.00	486,720.00
BEAR STEARNS ARM TRUST 20 9 A1	VAR RT 10/25/2035 DD 09/01/05	9,327,278.59	8,825,568.50	9,161,253.03
CENTERPOINT ENERGY TRANSI A A3	5.090% 08/01/2015 DD 12/16/05	151,212.02	151,206.49	151,795.70
CONTINENTAL AIRLINES 1997-4 CL	6.900% 07/02/2019 DD 10/23/97	317,909.04	317,909.04	336,983.59
CONTINENTAL AIRLINES 2000-2 CL	7.707% 10/02/2022 DD 11/28/00	3,521,600.04	2,733,353.02	3,997,016.05
JCP&L TRANSITION FUNDING A A2	5.410% 09/05/2016 DD 08/10/06	295,063.40	295,042.78	300,873.20
NORTHWEST AIRLINES 2001-1 CLAS	7.041% 10/01/2023 DD 06/01/01	299,550.37	266,327.53	341,487.42
SLM STUDENT LOAN TR 4 A5D 144A	VAR RT 03/15/2033 DD 04/16/03	2,312,394.12	2,244,383.05	2,293,245.18
AES CORP/THE		312,500.00	3,578,923.34	4,534,375.00
AGILENT TECHNOLOGIES INC		79,200.00	3,394,858.76	4,529,448.00
ALCOA INC		346,000.00	3,279,993.18	3,677,980.00
AMERICAN INTERNATIONAL GROUP I		91,500.00	3,025,274.23	4,671,075.00
AON CORP		48,900.00	2,591,698.46	4,102,221.00
APPLIED MATERIALS INC		218,000.00	2,772,137.77	3,854,240.00
ASAHI GROUP HOLDINGS LTD		206,500.00	3,166,841.45	5,823,376.48
BAKER HUGHES INC		57,800.00	2,930,835.60	3,194,028.00
BARRATT DEVELOPMENTS		1,638,253.00	2,652,400.49	9,469,614.29
BASF SE		60,000.00	4,092,854.04	6,406,640.73
BBA AVIATION PLC GBP0.2976	(POST CONS)	608,815.00	2,357,593.25	3,232,769.60
BELLWAY ORD 12.5P		217,097.00	5,309,555.17	5,645,200.43
BHP BILLITON PLC	ADR	71,363.00	2,757,990.54	4,433,069.56
BP PLC	ADR	98,300.00	4,227,611.25	4,778,363.00
CAPITAL ONE FINANCIAL CORP		60,900.00	2,937,239.01	4,665,549.00
CARDINAL HEALTH INC		60,500.00	2,380,869.05	4,042,005.00
CAVERION CORP		263,225.00	1,147,173.26	3,228,126.91
CHARLES SCHWAB CORP/THE		148,900.00	2,057,667.06	3,871,400.00
CHARTER COMMUNICATIONS INC		5,122.00	1,690,000.00	469,943.50
CHRISTIAN DIOR EUR2		38,309.00	4,569,503.96	7,250,416.22
CIT GROUP INC		88,200.00	4,292,704.84	4,597,866.00

Security description 1	Security description 2	Shares/Par	Attachment A	
			Base cost	Base market value
CITRIX SYSTEMS INC		73,800.00	4,320,493.05	4,667,850.00
CRH ORD EUR0.32 DUBLIN LIST		151,364.00	5,671,583.62	3,816,868.04
CVS CAREMARK CORP		65,400.00	2,357,158.81	4,680,678.00
DEUTSCHE TELEKOM AG NPV (REGD)		347,100.00	4,909,472.49	5,945,100.51
DIRECTV		68,400.00	3,744,664.61	4,723,704.00
DNB ASA		337,110.00	4,024,126.09	6,028,900.51
DUNI AB		407,300.00	3,538,966.10	5,279,439.02
EI DU PONT DE NEMOURS & CO		71,800.00	3,459,198.52	4,664,846.00
EQUITYCO INC	WTS 30-NOV-2015	718.00	-	-
FLEXTRONICS INTERNATIONAL LTD		453,700.00	2,936,370.42	3,525,249.00
FREENET AG AG NPV(BR)		195,320.00	4,507,641.76	5,861,895.21
GENERAL ELECTRIC CO		162,600.00	3,102,355.79	4,557,678.00
GOOGLE INC		4,250.00	2,629,698.69	4,763,017.50
GREENCORE GROUP PLC		3,120,489.00	7,699,442.84	11,525,331.09
GTECH SPA EUR1		175,164.00	3,132,579.73	5,348,697.90
GUANGDONG INVT LTD ORD HK\$0.50		3,650,000.00	2,062,600.36	3,568,208.92
HANNOVER RUECKVERSICHERUNG SE		59,500.00	2,652,156.47	5,114,413.00
HESS CORP		52,700.00	3,965,101.67	4,374,100.00
HOSPIRA INC		83,800.00	2,890,744.04	3,459,264.00
IMERYS EUR2		64,111.00	4,031,068.86	5,584,082.17
INFOSYS LTD	ADR	99,917.00	4,632,437.02	5,655,302.20
INVESCO LTD		114,800.00	2,431,384.14	4,178,720.00
INVESTOR AB SEK 6.25 'B'		150,749.00	3,910,550.53	5,194,275.49
IPSOS		76,025.00	2,839,981.06	3,260,089.15
ISHARES MSCI EAFE ETF		792,000.00	39,524,839.20	53,139,240.00
KDDI CORP Y5000		114,000.00	4,050,424.46	7,017,553.71
KOHL'S CORP		65,100.00	3,631,649.91	3,694,425.00
KONE CORPORATION NPV ORD B		258,684.00	3,870,571.82	11,691,678.66
KONECRANES OYJ EUR0.50		112,396.00	4,732,584.12	4,005,095.12
LOOMIS AB NPV'B'		76,900.00	1,453,672.24	1,825,934.98
LOWE'S COS INC		79,300.00	1,552,673.67	3,929,315.00
MARSH & MCLENNAN COS INC		85,100.00	2,428,271.08	4,115,436.00
MAUREL ET PROM EUR0.77		260,393.00	4,849,867.15	4,361,317.74
MEIJI HOLDINGS CO LTD		90,173.00	4,153,337.04	5,799,623.86
METHANEX CORP		163,161.00	2,949,712.59	9,646,846.14
MICROSOFT CORP		113,500.00	3,035,500.60	4,246,035.00
MUENCHENER RUECKVERSICHERUNGS	G NPV REGD	25,400.00	3,961,159.69	5,605,238.79
NEWPAGE HLDGS INC COM		40,000.00	4,900,000.00	3,720,000.00
NOVARTIS AG	ADR	53,600.00	2,918,081.12	4,308,368.00
NOVARTIS AG CHF0.50 (REGD)		62,700.00	2,743,390.83	5,019,666.05

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Security description 1	Security description 2	Shares/Par	Base cost	Base market value
OWENS-ILLINOIS INC		104,200.00	2,199,591.26	3,728,276.00
PERSIMMON ORD 10P		392,932.00	6,772,730.90	8,063,333.01
PROCTER & GAMBLE CO/THE		40,600.00	2,559,483.29	3,305,246.00
QUALCOMM INC		73,400.00	4,641,411.65	5,449,950.00
REPUBLIC SERVICES INC		57,900.00	1,611,443.19	1,922,280.00
REXAM ORD GBP0.714285714	(POST R/	556,906.00	4,538,978.71	4,893,202.36
SAMSUNG ELECTRONICS CO LTD	GDR	13,060.00	3,760,114.94	8,489,274.26
SANOFI	ADR	78,500.00	3,007,648.99	4,209,955.00
SASOL NVP		94,464.00	3,534,110.15	4,640,336.83
SCHLUMBERGER LTD		46,600.00	3,548,578.83	4,199,126.00
SHOWA DENKO KK Y50		2,849,300.00	6,994,381.69	4,039,253.03
SOLVAY NPV		27,169.00	4,336,551.86	4,305,315.21
SOUTHWEST AIRLINES CO		197,200.00	1,829,686.90	3,715,248.00
STANDARD CHARTERED ORD USD0.50		199,181.00	5,246,164.61	4,486,552.03
SVENSKA HANDELSBANKEN SER A	NPV	114,700.00	2,735,570.35	5,643,384.31
SYMRISE AG NPV (BR)		171,900.00	2,950,939.65	7,935,131.77
TAYLOR WIMPEY PLC ORD GBP0.01		5,533,053.00	2,210,406.62	10,217,992.73
TDH III HOLDINGS INC		100.00	613,978.09	27,257.00
TERADATA CORP		30,600.00	1,367,084.06	1,391,994.00
TEVA PHARMACEUTICAL INDUSTRIES	ADR	105,330.00	4,920,605.04	4,221,626.40
TEXAS INSTRUMENTS INC		105,600.00	2,890,361.75	4,636,896.00
THAI OIL PUBLIC CO LIMITED	THB10 (ALIEN MKT)	1,874,900.00	3,454,703.64	3,209,468.16
THERMO FISHER SCIENTIFIC INC		44,500.00	2,697,767.78	4,955,075.00
TRANSGENE NPV		53,260.00	1,025,659.78	644,360.84
TREVI FINANZIARIA EUR0.50		521,523.00	5,720,195.30	4,520,199.17
TULLOW OIL PLC ORD GBP0.10		353,900.00	5,145,515.36	5,011,555.78
UNITEDHEALTH GROUP INC		48,200.00	2,529,776.96	3,629,460.00
VODAFONE GROUP PLC	ADR	117,700.00	3,542,895.32	4,626,787.00
WEATHERFORD INTERNATIONAL LTD	REG	284,600.00	3,940,856.69	4,408,454.00
WELLPOINT INC		31,100.00	1,804,830.58	2,873,329.00
WINCOR NIXDORF AG NPV		83,440.00	4,542,951.45	5,791,348.57
YIT OYJ		263,225.00	3,938,628.25	3,685,142.63
YRC WORLDWIDE INC	10.000% 03/31/2015 DD 07/22/11	3,978,720.00	3,560,110.69	3,948,879.60
BNY MELLON CASH RESERVE	0.010% 12/31/2049 DD 06/26/97	78,572.00	78,572.00	78,572.00
CASH		-	(15,203,455.26)	(15,203,455.26)
CASH - BROKER		-	1,854,187.50	1,854,187.50
CASH - BROKER		-	(111,203,853.67)	(111,203,853.67)
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	2,304,263.99	2,304,263.99	2,304,263.99
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	17,916.02	17,916.02	17,916.02
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	542.01	542.01	542.01

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Security description 1	Security description 2	Shares/Par	Base cost	Base market value
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	1,050,159.18	1,050,159.18	1,050,159.18
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	20,313,856.96	20,313,856.96	20,313,856.96
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	1,059.40	1,059.40	1,059.40
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	10,280,740.11	10,280,740.11	10,280,740.11
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	2,590,276.28	2,590,276.28	2,590,276.28
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	2,036,353.30	2,036,353.30	2,036,353.30
MF GLOBAL FUTURES CASH		391,878.88	391,878.88	391,878.88
NON-BASE CURRENCY		-	1,040.82	1,073.02
NON-BASE CURRENCY		-	7,078.06	7,306.87
NON-BASE CURRENCY		-	1,249,571.53	1,249,571.52
NON-BASE CURRENCY		-	116,562.43	116,562.43
NON-BASE CURRENCY		-	481,172.02	488,127.37
NON-BASE CURRENCY - BROKER		-	1,683,677.30	1,612,497.45
NON-BASE CURRENCY - BROKER		-	42,699,234.71	44,580,175.80
NON-BASE CURRENCY - BROKER		-	41,524,804.31	35,994,408.76
NON-BASE CURRENCY - BROKER		-	39,446,557.64	41,542,686.13
SWAP COLLATERAL WITH MORGAN	STANLEY	2,131,000.00	2,131,000.00	2,131,000.00
PAYABLE FOR FORWARD FOREIGN EXCHANGE CONTRACTS		-	(1,246,499.90)	(1,249,537.71)
PAYABLE FOR FORWARD FOREIGN EXCHANGE CONTRACTS		-	(965,385.24)	(965,385.24)
PAYABLE FOR INVESTMENTS PURCHASED		-	(199,020,833.33)	(199,020,833.33)
PAYABLE FOR INVESTMENTS PURCHASED		-	(967,465.97)	(967,051.19)
PAYABLE FOR INVESTMENTS PURCHASED		-	(548,186.67)	(548,186.67)
FFX CONTRACTS RECEIVABLE		-	1,246,499.90	1,246,499.90
FFX CONTRACTS RECEIVABLE		-	965,385.24	967,051.19
RECEIVABLE FOR INVESTMENTS SOLD		-	1,771,702.35	1,771,702.35
RECEIVABLE FOR INVESTMENTS SOLD		-	503,828.62	503,828.62
RECEIVABLE FOR UNITS ISSUED		-	20,000,000.00	20,000,000.00
RECEIVABLE FOR UNITS ISSUED		-	(22,478.47)	(22,478.47)
RECEIVABLE FOR UNITS ISSUED		-	22,478.47	22,478.47
90DAY EURODOLLAR FUTURE (CME)	EXP JUN 20	1,722.00	-	(486,837.50)
90DAY EURODOLLAR FUTURE (CME)	EXP JUN 21	(2,724.00)	-	2,077,362.50
90DAY EURODOLLAR FUTURE (CME)	EXP JUN 19	1,002.00	-	(1,621,487.50)
90DAY EURODOLLAR FUTURE (CME)	EXP SEP 16	(2,400.00)	-	2,660,000.00
90DAY EURODOLLAR FUTURE (CME)	EXP SEP 17	(2,400.00)	-	2,830,000.00
AUSTRALIAN DOLLAR CCY FUT(CME)	EXP MAR 14	(250.00)	-	262,000.00
BRITISH POUND CURRENCY (CME)	EXP MAR 14	(580.00)	-	(674,250.00)
DJ EURO STOXX 50 FUTURE (EUX)	EXP MAR 14	250.00	-	626,967.25
EURO FX CURR FUTURE (CME)	EXP MAR 14	(820.00)	-	(15,375.00)
FTSE 100 INDEX FUTURE (LIF)	EXP MAR 14	100.00	-	481,140.63
JAPANESE YEN CCY FUTURE (CME)	EXP MAR 14	(420.00)	-	1,292,312.50

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
S & P 500 E MINI IND FUT (CME)	EXP MAR 14	(140.00)	-	(319,950.00)
S & P 500 E MINI IND FUT (CME)	EXP MAR 14	1,050.00	-	3,491,250.00
SWISS FUTURE CCY FUTURE (CME)	EXP MAR 14	(180.00)	-	70,875.00
US 5YR TREAS NTS FUTURE (CBT)	EXP MAR 14	1,900.00	-	(2,983,086.43)
US TREAS BD FUTURE (CBT)	EXP MAR 14	900.00	-	(1,931,250.00)
US ULTRA BOND (CBT)	EXP MAR 14	238.00	-	(288,062.50)
US ULTRA BOND (CBT)	EXP MAR 14	690.00	-	(2,264,062.50)
YEN DENOM NIKKEI 225 FUT (CME)	EXP MAR 14	120.00	-	442,414.72
TRS EL UL MS SYSTEMATIC VOL ID	P 1.25% 2014 MAY 20	30,000,000.00	-	(2,342,348.42)
TRS FL UL MS SYSTEMATIC VOL ID	P 1.25% 2014 MAY 20	(30,000,000.00)	-	-
ASHMORE EMERGING MARKETS DEBT	FUND	586,214.25	113,901,075.32	104,963,729.55
CIF II OPPORTUNISTIC EMD	(SERIES 1)	10,271,291.04	109,615,939.23	109,491,962.50
FRONT POINT HEALTHCARE	HORIZONS FUND LP	27,116.44	27,116.44	41,208.00
FRONT POINT ONSHORE HEALTHCARE	FLAGSHIP ENCHANCED FUND LP	8,944.00	8,944.00	6,942.00
MARSHAL WACE GLOBAL	OPPORTUNITIES FUND	42,253.03	5,099,219.45	5,264,444.57
TITAN MASTERS INTERNATIONAL	FUND LTD	351,465.79	50,000,000.00	60,259,612.96
TWO SIGMA SPECTRUM CAYMAN	FUND LTD	5,500.00	5,500,000.00	5,741,451.65
VISIUM GLOBAL OFFSHORE FUND		10,000.00	10,000,000.00	10,406,609.00
ACCELECARE HOLDINGS INC		1,000,000.00	1,000,000.00	1,002,322.07
ACTIS GLOBAL 4		426,945.96	445,526.50	432,000.00
ARCLIGHT ENERGY PARTNERS FUND	V LP	2,433,343.00	2,433,343.00	2,640,898.00
AZURE MIDSTREAM HOLDINGS LLC		5,000,000.00	5,000,000.00	4,997,000.00
BELL INSTITUTIONAL FUND IV LLC		15,296,957.64	15,296,958.37	15,745,181.00
BLUE VISTA SPONSOR EQUITY FUND	III TE LP	1,934,290.00	1,924,960.00	1,929,724.00
BLUE VISTA SPONSOR EQUITY FUND	II LLC	7,952,060.00	4,549,853.32	8,347,600.00
BREXAN HOWARD ASIA FUND		42,991.08	10,000,000.00	18,565,738.36
CAPMARK COML REALTY PTS III		5,164,366.00	1,537,272.00	5,283,709.00
CATTERTON PARTNERS VII LP		1,172,618.00	1,172,618.00	957,270.00
COBALT INDUSTRIAL REIT III		13,167,215.00	11,336,049.71	13,755,709.00
CROW HOLDINGS REALTY PARTNERS	VI-A LP	1,716,483.00	1,716,483.00	1,670,010.00
CROW HOLDINGS REALTY PARTNERS	V LP	6,387,684.00	6,259,339.00	7,047,278.00
CYPRUM INVESTORS III LP		1,430,457.00	1,400,587.00	1,469,463.00
CYPRUM INVESTORS IV LP		44,533.00	44,533.00	567.00
ENCAP ENERGY CAPITAL FUND IX	LP	507,121.18	507,121.18	27,225.11
ENCAP ENERGY CAPITAL FUND VII	LP	2,198,269.53	4,083,731.96	2,271,105.43
ENCAP ENERGY CAPITAL VIII LP		2,714,638.64	2,353,217.08	2,849,063.00
ENCAP ENERGY FUND VIII COINVES		1,211,339.35	1,066,079.75	1,306,010.75
ENERGY SPECTRUM PARTNERS V		934,069.84	2,152,362.25	1,758,022.00
ENERGY SPECTRUM PARTNERS VI		4,234,709.15	3,753,499.32	4,245,363.00
ENERGY TRUST PARTNERS IV LP		2,564,897.00	2,727,296.55	1,962,711.00

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
GARTMORE PRIVATE EQUITY III LP		74,293,815.93	75,400,227.77	103,738,467.04
GLOBAL INFRASTRUCTURE PARTNERS	B LP	2,665,636.97	1,191,084.16	3,278,754.98
GSO CAP OPPORTUNITIES FD II LP	LP	2,831,089.00	2,048,427.00	2,988,724.00
HARBERT UNITED STATES RE FD V	LP	1,683,337.46	1,683,337.46	1,874,270.54
HARBOURVEST PARTNERS VI BUYOUT	PF LP	344,492.00	365,549.00	368,813.00
HARBOURVEST VI PARTNERSHIP FD		978,919.00	888,178.00	1,028,479.00
INTERWEST PARTNERS VIII LP		724,415.82	753,207.91	850,022.00
INVESCO REAL ESTATE FUND II		3,303,556.00	1,118,957.00	3,370,649.00
KAYNE ANDERSON CREDIT OPP FD	QP LP	1,470,000.00	1,470,000.00	1,469,172.00
KAYNE ANDERSON MEZZANINE	PARTNERS (QP) LP	5,483,737.00	5,494,034.00	5,817,252.00
KAYNE ANDERSON RE PARTNERS I	LP	1,705,530.00	1,541,877.00	1,897,576.00
KAYNE ANDERSON REAL ESTATE	PARTNERS III LP	1,463,437.00	1,463,437.00	1,415,589.00
KAYNE ANDERSON REAL ESTATE	PARTNERS II QP LP	5,505,665.00	5,530,425.00	5,861,929.00
KTR INDUSTRIAL FUND III L.P.		5,741,126.00	5,636,599.00	5,867,470.00
MACQUARIE INFRASTRUCTURE	PARTNERS INTL LP	8,223,781.07	8,036,281.07	8,400,951.37
MBK PARTNERS FUND III LP		3,064,103.00	2,222,654.00	2,992,209.00
METROPOLITAN RE PARTNERS V LP		7,261,200.00	5,244,676.00	7,713,664.00
MILLENIUM INTERNATIONAL, LTD		10,000.00	10,000,000.00	10,234,133.00
NEWSTONE CAPITAL FUND II		3,226,192.00	3,380,161.00	3,395,739.00
NEWSTONE CAPITAL PARTNERS		1,179,337.00	1,145,234.00	1,206,180.00
PRUDENTIAL CAP PTNR III		4,083,699.18	3,648,052.35	4,049,366.23
RAM REALTY PARTNERS II LLC		6,329,708.00	6,329,709.00	6,596,654.00
ROCKBRIDGE HOSPITALITY FUND	IV LP	2,932,814.68	4,213,287.80	2,989,498.00
SAGUENAY OFFSHORE FUND LIMITED	CLASS A N SERIES 2A N	300,000.00	30,000,000.00	31,913,310.00
SAGUENAY OFFSHORE FUND LIMITED	CLASS A N SERIES 1A N	350,000.00	35,000,000.00	40,610,920.00
SILVER LAKE PARTNERS IV LP		332,879.00	332,879.00	311,294.00
SILVER LAKE PTRS III		6,710,584.00	5,213,359.00	7,562,006.00
SPE I PARTNERS LP		1,364,420.00	1,406,784.33	1,470,878.00
SPE II PARTNERS LP		881,769.92	872,636.59	957,964.00
TA IX L.P.		48,585.00	214,429.06	442,297.00
TITAN TRADING FUND OFFSHORE	CLASS C-U-2-13	17,111.47	20,000,000.00	17,881,978.21
TITAN TRADING FUND OFFSHORE		26,031.11	30,000,000.00	-
TRIDENT IV LP		3,914,825.15	2,218,419.86	4,256,422.26
TRIDENT V LP		3,311,011.83	2,867,564.26	3,457,158.35
US GOVT BLDING OPEN-END FEEDER	1 LP	10,297,446.57	9,964,647.40	10,552,672.00
US INDUSTRIAL REIT II		4,946,375.00	2,126,623.29	5,229,168.00
WESTPORT CAPITAL PARTNERS FUND	II	9,786,089.50	8,166,726.50	10,020,797.29
WRIGHTWOOD CAPITAL HIGH YIELD	PARTNERS II	2,475,349.11	2,266,836.71	2,618,549.00
YUKON CAPITAL PARTNERS	PARALLEL LP	3,416,802.00	3,124,974.00	3,657,722.00
Total investments		3,483,846,349.37	3,990,919,985.66	4,180,505,200.14

Attachment B

Shares/Par	Security ID	Security description 1	Security description 2	Cost	Proceeds
4,000.00	99F167I3C	90DAY EURODOLLAR FUTURE (CME)	EXP SEP 23	-	19,000.00
1,600.00	99F167I5C	90DAY EURODOLLAR FUTURE (CME)	EXP SEP 15	-	2,280,000.00
1,600.00	99F167L5C	90DAY EURODOLLAR FUTURE (CME)	EXP DEC 15	-	(3,000,000.00)
1,600.00	99F167L6C	90DAY EURODOLLAR FUTURE (CME)	EXP DEC 16	-	(3,560,000.00)
10,000,000.00	037411BA2	APACHE CORP	4.750% 04/15/2043 DD 04/09/12	(10,552,526.84)	9,417,250.00
200.00	99F240F3C	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP JUN 13	-	1,335,650.00
200.00	99F240I3C	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP SEP 13	-	226,000.00
200.00	99F240L3C	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP DEC 13	-	382,305.00
7,000,000.00	067901AQ1	BARRICK GOLD CORP	4.100% 05/01/2023 DD 05/02/13	(6,986,390.94)	6,492,570.00
8,000,000.00	055451AV0	BHP BILLITON FINANCE USA LTD	5.000% 09/30/2043 DD 09/30/13	(7,998,800.73)	8,138,720.00
580.00	99F193F3C	BRITISH POUND CCY FUTURE (CME)	EXP JUN 13	-	(2,207,437.50)
580.00	99F193I3C	BRITISH POUND CURRENCY FUT CME	EXP SEP 13	-	(232,000.00)
580.00	99F193L3C	BRITISH POUND CURRENCY FUTURE	EXP DEC 13	-	(2,399,750.00)
2,000.00	XXF316F3S	DJ EURO STOXX 50 FUTURE (EUX)	EXP JUN 13	-	1,239,725.00
1,900.00	XXF316I3S	DJ EURO STOXX 50 FUTURE (EUX)	EXP SEP 13	-	5,363,680.98
1,650.00	XXF316L3S	DJ EURO STOXX 50 FUTURE (EUX)	EXP DEC 13	-	1,433,295.36
860.00	99F205F3C	EURO FX CURR FUTURE (CME)	EXP JUN 13	-	(3,432,500.00)
820.00	99F205I3C	EURO FX CURR FUTURE (CME)	EXP SEP 13	-	702,125.00
820.00	99F205L3C	EURO FX CURR FUTURE (CME)	EXP DEC 13	-	(5,289,000.00)
215,655.46	32007UBB4	FIRST DATA 4/13 (USD) TL		(173,995.56)	214,038.03
4,000,000.00	35671DBA2	FREEPORT-MCMORAN COPPER & 144A	5.450% 03/15/2043 DD 03/07/13	(3,981,760.68)	4,026,520.00
930.00	EXF210F3J	FTSE 100 INDEX FUTURE (LIF)	EXP JUN 13	-	(332,125.42)
710.00	EXF210I3J	FTSE 100 INDEX FUTURE (LIF)	EXP SEP 13	-	4,144,378.56
760.00	EXF210L3J	FTSE 100 INDEX FUTURE (LIF)	EXP DEC 13	-	(1,258,260.30)
10,000,000.00	NAB1G56M7	GENERAL ELECTRIC CAPITAL CORP	VAR RT 12/29/2016	(9,802,109.01)	9,801,500.00
25,400,000.00	42809HAD9	HESS CORP	5.600% 02/15/2041 DD 08/10/10	(26,905,771.42)	27,059,806.00
370.00	99F190F3C	JAPANESE YEN CCY FUTURE (CME)	EXP JUN 13	-	238,750.00
370.00	99F190I3C	JAPANESE YEN CCY FUTURE (CME)	EXP SEP 13	-	2,280,125.00
370.00	99F190L3C	JAPANESE YEN CCY FUTURE (CME)	EXP DEC 13	-	1,022,974.61
10,000,000.00	652482CL2	NEWS AMERICA INC 144A	5.400% 10/01/2043 DD 09/30/13	(9,945,546.80)	10,289,300.00
392,932.00	EX99V2KQ8	PERSIMMON PLC 10P		(449,239.16)	446,969.97
597,300.00	EXB944DK2	REXAM NON CUM RED PRF GBP0.45	INT	-	420,997.95

Attachment B

Shares/Par	Security ID	Security description 1	Security description 2	Cost	Proceeds
900.00	99F295F3C	S & P 500 EMINI IND FUT (CME)	EXP JUN 13	-	3,326,756.31
1,200.00	99F295L3C	S & P 500 EMINI IND FUT (CME)	EXP DEC 13	-	5,770,987.50
850.00	99F295I3C	S&P 500 EMINI INDEX FUT (CME)	EXP SEP 13	-	2,763,250.00
200.00	AAF236F3U	SPI 200 INDEX FUTURE (SFE)	EXP JUN 13	-	(1,870,642.19)
160.00	AAF236I3U	SPI 200 INDEX FUTURE (SFE)	EXP SEP 13	-	2,077,549.60
160.00	AAF236L3U	SPI 200 INDEX FUTURE (SFE)	EXP DEC 13	-	(34,760.49)
180.00	99F189F3C	SWISS FUTURE CCY FUTURE (CME)	EXP JUN 13	-	(690,375.00)
180.00	99F189I3C	SWISS FUTURE CCY FUTURE (CME)	EXP SEP 13	-	357,750.00
180.00	99F189L3C	SWISS FUTURE CCY FUTURE (CME)	EXP DEC 13	-	(1,288,793.75)
1,325.00	99F139F3A	US 10 YR TREAS NTS FUT (CBT)	EXP JUN 13	-	212,031.75
2,025.00	99F139I3A	US 10 YR TREAS NTS FUT (CBT)	EXP SEP 13	-	4,491,406.25
1,000.00	99F139C3A	US 10YR TREAS NTS FUTURE (CBT)	EXP MAR 13	-	(2,400.00)
1,925.00	99F139L3A	US 10YR TREAS NTS FUTURE (CBT)	EXP DEC 13	-	(3,836,163.10)
2,000.00	99F183I3A	US 5YR TREAS NTS FUTURE (CBT)	EXP SEP 13	-	(6,562,500.00)
2,450.00	99F183L3A	US 5YR TREAS NTS FUTURE (CBT)	EXP DEC 13	-	4,258,203.85
1,400.00	99F133C3A	US TREAS BD FUTURE (CBT)	EXP MAR 13	-	3,813,687.50
810.00	99F133F3A	US TREAS BD FUTURE (CBT)	EXP JUN 13	-	5,494,687.50
1,620.00	99F133I3A	US TREAS BD FUTURE (CBT)	EXP SEP 13	-	4,762,687.20
1,120.00	99F133L3A	US TREAS BD FUTURE (CBT)	EXP DEC 13	-	1,819,062.04
1,000.00	99F1329QB	US TREAS BD FUTURE JUN 13	PUT JUN 13 142.000 ED 05/24/13	(831,229.50)	137,530.00
1,000.00	99F1339SA	US TREAS BD FUTURE SEP 13	PUT AUG 13 137.000 ED 07/26/13	(987,480.00)	2,992,216.00
1,000.00	99F1339SB	US TREAS BD FUTURE SEP 13	PUT AUG 13 133.000 ED 07/26/13	309,400.00	(374,975.00)
500.00	99F1339QC	US TREAS BOND FUTURE JUN 13	PUT JUN 13 144.000 ED 05/24/13	(243,740.00)	373,450.00
1,209.00	99F700I3A	US ULTRA BOND (CBT)	EXP SEP 13	-	(10,741,031.60)
5,144.00	99F700L3A	US ULTRA BOND (CBT)	EXP DEC 13	-	4,155,167.71
648.00	99F700F3A	US ULTRA BOND FUT (CBT)	EXP JUN 13	-	(1,180,218.75)
1,100.00	FJF232F3C	YEN DENOM NIKKEI 225 FUT (CME)	EXP JUN 13	-	7,413,501.38
950.00	FJF232I3C	YEN DENOM NIKKEI 225 FUT (CME)	EXP SEP 13	-	6,301,987.09
830.00	FJF232L3C	YEN DENOM NIKKEI 225 FUT (CME)	EXP DEC 13	-	1,871,108.80
Total assets acquired and disposed of within year				(78,549,190.64)	111,075,768.84