

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
		2015
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</u>	
A This return/report is for:	☐ a multiemployer plan; ☒ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☐ a single-employer plan; ☐ a DFE (specify) ____ B This return/report is: ☐ the first return/report; ☐ the final return/report; ☒ an amended return/report; ☐ a short plan year return/report (less than 12 months). C If the plan is a collectively-bargained plan, check here. ☐ D Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>NATIONWIDE RETIREMENT PLAN</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 (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>NATIONWIDE MUTUAL INSURANCE COMPANY</u> <u>ONE NATIONWIDE PLAZA, 1-04-101</u> <u>COLUMBUS, OH 43215-2220</u>	2b Employer Identification Number (EIN) <u>31-4177100</u> 2c Plan Sponsor's telephone number <u>614-249-4117</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	<u>Filed with authorized/valid electronic signature.</u>	<u>01/19/2017</u>	<u>JASON BURCHWELL</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>01/20/2017</u>	<u>ROBERT WATTS</u>
	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)			Preparer's telephone number

3a Plan administrator's name and address ☐ Same as Plan Sponsor ADMINISTRATIVE COMMITTEE ONE NATIONWIDE PLAZA 1-04-101 COLUMBUS, OH 43215-2220	3b Administrator's EIN 31-4177100
	3c Administrator's telephone number 614-249-4117
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 54606
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year.....	6a(1) 30325
a(2) Total number of active participants at the end of the plan year	6a(2) 28647
b Retired or separated participants receiving benefits.....	6b 11947
c Other retired or separated participants entitled to future benefits.....	6c 11781
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 52375
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 1255
f Total. Add lines 6d and 6e	6f 53630
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 589
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) ☒ 2 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☒ G (Financial Transaction Schedules)

Part III	Form M-1 Compliance Information (to be completed by welfare benefit plans)
-----------------	---

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2015 Form M-1 annual report. If the plan was not required to file the 2015 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) 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 2015 This Form is Open to Public Inspection
---	--	--

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015		
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.
--------	---	--

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	23782	01/01/2015	12/31/2015

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 0	(b) Total amount of fees paid 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	70281431
c	Additions: (1) Contributions deposited during the year	7c(1)	
	(2) Dividends and credits	7c(2)	
	(3) Interest credited during the year	7c(3)	2452019
	(4) Transferred from separate account	7c(4)	
	(5) Other (specify below)	7c(5)	-363493
	▶ MARKET VALUE ADJUSTMENT		
	(6) Total additions	7c(6)	2088526
d	Total of balance and additions (add lines 7b and 7c(6))	7d	72369957
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)	10390951
	▶ TRANSFER TO CUSTODIAN		
	(5) Total deductions	7e(5)	10390951
f	Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	61979006

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 2015 This Form is Open to Public Inspection
---	--	--

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015		
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.
--------	--

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	53630	01/01/2015	12/31/2015

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	131006864
c	Additions: (1) Contributions deposited during the year	7c(1)	
	(2) Dividends and credits	7c(2)	
	(3) Interest credited during the year	7c(3)	5605192
	(4) Transferred from separate account	7c(4)	
	(5) Other (specify below)..... ▶ MARKET VALUE ADJUSTMENT	7c(5)	-564133
	(6) Total additions	7c(6)	5041059
d	Total of balance and additions (add lines 7b and 7c(6))	7d	136047923
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)	30796573
	(5) Total deductions	7e(5)	30796573
f	Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	105251350

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 2015 This Form is Open to Public Inspection
--	---	--

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015	
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 01 Day 01 Year 2015			
2	Assets:			
a	Market value	2a	4591667217	
b	Actuarial value	2b	4498591875	
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a	For retired participants and beneficiaries receiving payment	14451	1424522237	1424522237
b	For terminated vested participants	11386	434227420	434227420
c	For active participants	30325	1358553756	1361349553
d	Total	56162	3217303413	3220099210
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	6.38%	
6	Target normal cost	6	101064808	

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		08/30/2016
Signature of actuary		Date
TIMOTHY J. GEDDES		14-06181
Type or print name of actuary		Most recent enrollment number
DELOITTE CONSULTING LLP		313-396-3954
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)	240821268	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)	240821268	0
10	Interest on line 9 using prior year's actual return of <u>12.35</u> %	29741427	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(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.57</u> %		
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		
	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).....	270562695	0

Part III	Funding Percentages		
14	Funding target attainment percentage.....	14	131.30 %
15	Adjusted funding target attainment percentage	15	139.70 %
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	143.99 %
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: 4.72 %	2nd segment: 6.11 %	3rd segment: 6.81 %	☐ 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	101064808	
b Excess assets, if applicable, but not greater than line 31a	31b	101064808	
32 Amortization installments:			
a Net shortfall amortization installment	Outstanding Balance	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	Total balance
35 Balances elected for use to offset funding requirement.....			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		
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
		2015
		This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015		
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

(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 disclosures on eligible indirect compensation
--

(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 disclosures on eligible indirect compensation

(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 disclosures on eligible indirect compensation

(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 disclosures on eligible indirect compensation

(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 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)

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?
15	UNRELATED	3024397	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	1597689	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	640298	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	556031	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	273240	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	241044	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

KPMG

13-5565207

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	UNRELATED	124500	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	45125	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:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan 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 2015 This Form is Open to Public Inspection.
---	---	---

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan NATIONWIDE RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 333	
C Plan or DFE 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 on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: SHORT TERM INVESTMENT FUND

b Name of sponsor of entity listed in (a): BANK OF NEW YORK MELLON

c EIN-PN 13-6154008-003	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 224396168
--	--	---

a Name of MTIA, CCT, PSA, or 103-12 IE: HARBOURVEST VI PARTNERSHIP FUND

b Name of sponsor of entity listed in (a): BANK OF NEW YORK MELLON

c EIN-PN 13-6154008-003	d Entity code E	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 476714
--	--	--

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 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 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):

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
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
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
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
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 2015 This Form is Open to Public Inspection.
--	--	---

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015	
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
	PLAN SPONSOR/EMPLOYER	SEE PAGE 16 OF THE AUDITOR'S REPORT FOR A 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 2015 This Form is Open to Public Inspection
For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015		
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		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a	31359	9224
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)	33807957	137578966
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	24743052	31882593
	(2) U.S. Government securities.....	1c(2)	267764847	115747720
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	891768417	875093026
	(B) All other.....	1c(3)(B)	1604348960	1612949854
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	4467590	4474531
	(B) Common	1c(4)(B)	462532943	454626198
	(5) Partnership/joint venture interests	1c(5)	448787817	446646567
	(6) Real estate (other than employer real property)	1c(6)	4325449	2601496
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts.....	1c(9)	285982019	224396168
	(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)		476714
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	48185280	53728800
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	201288295	170230356
	(15) Other	1c(15)	497101793	592928952

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	4775135778	4723371165

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	828181	887940
i Acquisition indebtedness	1i		
j Other liabilities	1j	2596456	202911725
k Total liabilities (add all amounts in lines 1g through 1j)	1k	3424637	203799665

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4771711141	4519571500
---	-----------	------------	------------

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)	-22214	
(B) U.S. Government securities	2b(1)(B)	2273741	
(C) Corporate debt instruments	2b(1)(C)	113439374	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	26433931	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		142124832
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	9675232	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	15851533	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		25526765
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	3051820313	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	2987591074	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		64229239
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	-932664	
(B) Other	2b(5)(B)	-213450872	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-214383536

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-1897172
(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)		-4889
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-2006651
c Other income	2c		-18233490
d Total income. Add all income amounts in column (b) and enter total	2d		-4644902

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	221047596	
(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)		221047596
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)	3186485	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	2229568	
(4) Other	2i(4)	4219641	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		9635694
j Total expenses. Add all expense amounts in column (b) and enter total	2j		230683290

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-235328192
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		16811449

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.)

	Yes	No	N/A	Amount
4a		X		

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	N/A	Amount
4b		X		

	Yes	No	N/A	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		X		
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	X			12384
4d	X			12384
e Was this plan covered by a fidelity bond?	X			100000000
4e	X			100000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X		
4f		X		
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X		
4g		X		
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X		
4h		X		
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X			
4i	X			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X			
4j	X			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X		
4k		X		
l Has the plan failed to provide any benefit when due under the plan?		X		
4l		X		
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				
o Did the plan trust incur unrelated business taxable income?				
4o				
p Were in-service distributions made during the plan year?				
4p				

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

6a Name of trust

6b Trust's EIN

6c Name of trustee or custodian

6d Trustee's or custodian's telephone number

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 2015 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

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 <u>NATIONWIDE MUTUAL INSURANCE COMPANY</u>	D Employer Identification Number (EIN) <u>31-4177100</u>

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	<u>2413</u>

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)
----------------	--

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
-----------------	-------------------

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
---	-----------------------------------	-----------------------------------	-------------------------------	--

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.
----------------	---

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

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

Schedule R (Form 5500) 2015
v. 150123

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: <u>10</u> % Investment-Grade Debt: <u>66</u> % High-Yield Debt: <u>1</u> % Real Estate: <u>3</u> % Other: <u>20</u> %
	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):

Part VII	IRS Compliance Questions
-----------------	---------------------------------

20a Is the plan a 401(k) plan?.....	☐ Yes	☐ No
20b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?.....	☐ Design-based safe harbor method	☐ ADP/ACP test
20c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))?	☐ Yes	☐ No
21a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):	☐ Ratio percentage test	☐ Average benefit test
21b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?	☐ Yes	☐ No
22a Has the plan been timely amended for all required tax law changes?.....	☐ Yes	☐ No ☐ N/A
22b Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____. (See instructions for tax law changes and codes).		
22c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter ____/____/____ and the letter's serial number _____.		
22d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter ____/____/____.		
23 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?	☐ Yes	☐ No

NATIONWIDE RETIREMENT PLAN

Financial Statements and Supplemental Schedules

December 31, 2015 and 2014

NATIONWIDE RETIREMENT PLAN

Table of Contents

	Page
Independent Auditors' Report	1
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5
Supplemental Schedules	
(1) Schedule G, Part III – Financial Transaction Schedule (Nonexempt Transactions)	16
(2) Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	17
(3) Schedule H, Line 4i – Schedule of Assets (Acquired and Disposed of Within Year)	18
(4) Schedule H, Line 4j – Schedule of Reportable Transactions (Series of Transactions)	19

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



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

Independent Auditor's Report

The Administrative Committee
Nationwide 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, 2015 and 2014, 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.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's 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, 2015 and 2014, and the changes therein for the years then ended, and its financial status as of December 31, 2014 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, 2015, supplemental Schedule H, Line 4i – Schedule of Assets (Acquired and Disposed of Within Year) for year ended December 31, 2015, 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, 2015, 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
September 28, 2016

NATIONWIDE RETIREMENT PLAN

Statements of Net Assets Available for Benefits

	December 31,	
<i>(in thousands)</i>	2015	2014
Assets		
Investments:		
Fixed maturity securities	\$ 2,866,953	\$ 3,040,701
Equity securities	454,626	459,311
Guaranteed investment fund issued by Nationwide Life Insurance Company	105,251	131,007
Limited partnerships	894,109	790,277
Other invested assets	90,334	144,356
Total investments	\$ 4,411,273	\$ 4,565,652
Cash	8,018	-
Net assets held in 401(h) account	166,636	180,044
Receivables from investments sold	105,432	2,586
Other assets	33,102	31,984
Total assets	\$ 4,724,461	\$ 4,780,266
Liabilities		
Amount related to obligation of 401(h) account	\$ 166,636	\$ 180,044
Accounts payable	201,789	2,584
Other liabilities	3,100	5,971
Total liabilities	\$ 371,525	\$ 188,599
Net assets available for benefits	\$ 4,352,936	\$ 4,591,667

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>	2015	2014
Investment income		
Net (depreciation) appreciation in fair value of investments	\$ (169,768)	\$ 355,857
Interest income	139,434	136,976
Other income	22,249	25,740
Total investment income	\$ (8,085)	\$ 518,573
Benefits and expenses		
Benefits paid to participants and beneficiaries	\$ 221,048	\$ 197,804
Administrative and other expenses	9,598	8,939
Total benefits and expenses	\$ 230,646	\$ 206,743
Net (decrease) increase	\$ (238,731)	\$ 311,830
Net assets available for benefits		
Beginning of year	\$ 4,591,667	\$ 4,279,837
End of year	\$ 4,352,936	\$ 4,591,667

See accompanying notes to financial statements.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2015 and 2014 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"). 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, 2015.

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. These contributions are determined using a frozen initial liability cost method. No employer contributions were required to exceed the minimum funding requirements of ERISA in 2015 and 2014.

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. 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 4), 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.

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 hired prior to January 1, 2014 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. Effective January 1, 2014, participants can take a lump sum payment of their entire account balance, but only to the extent the account balance does not exceed \$50,000.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2015 and 2014 Financial Statements

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 each payday on or prior to the participant's termination date. Interest credits are based on the 30-year Treasury bill rate determined as of the beginning of each calendar quarter based on the rate published by the IRS for the second month of the immediately preceding calendar quarter, but never less than 3.25%.

During 2016, the Plan Sponsor announced changes to the Plan impacting certain participants. On December 31, 2016, affected participants will stop accruing benefits under the final average pay formula and, on January 1, 2017, will begin to accrue benefits under the cash balance formula.

Death and Disability Benefits

Death benefits are paid to the beneficiaries of active and retired employees in accordance with the Plan. Active participants who became disabled prior to January 1, 2010 continue to accrue pension benefits subject to certain limitations, as defined by the Plan; however, the Plan does not provide disability benefits. Active participants who became disabled after January 1, 2010 will only accrue eligibility service, vesting service and accrual service during their period of disability.

(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 that affect the amounts reported in the financial statements and accompanying notes. Significant estimates include benefit obligations and certain investment and derivative valuations. Actual results could 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.

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 5.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2015 and 2014 Financial Statements

Limited partnerships are reported at fair value. The Plan may use net asset value ("NAV") to estimate the underlying fair value for certain of these investments that do not have readily determinable fair values.

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

Additionally, certain asset-backed securities are valued using broker quotes. These securities are classified with the lowest priority in the fair value hierarchy as only one broker quote is ordinarily obtained, the investment is not traded on an exchange, the pricing is not available to other entities and/or the transaction volume in the same or similar investments has decreased. Inputs used in the development of prices are not provided to the Plan by the brokers, as the brokers often do not provide the necessary transparency into their quotes and methodologies. At least annually, the Plan performs reviews and tests to ensure that quotes are a reasonable estimate of the investments' fair value. Price movements of broker quotes are subject to validation and require approval from the Plan's management. Management uses its knowledge of the investment and current market conditions to determine if the price is indicative of the investment's fair value.

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 and equity markets. 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.

The 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 forms 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, including market, income and cost 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, 2015 and 2014 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. Primary inputs to this valuation technique may include comparative trades, bid/asks, interest rate movements, U.S. Treasury rates, London Interbank Offered Rate ("LIBOR"), prime rates, cash flows, maturity dates, call ability, estimated prepayments and/or underlying collateral values.

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 estimates of 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 reviews its fair value hierarchy classifications for assets and liabilities quarterly. Changes in the 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

Investment advisory fees and management fees are paid from plan assets. 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.

Legal Matters

The Plan was a class member in the class action litigation *Haddock v. NLIC*. In 2015, a settlement was reached in the case and the plan received approximately \$22 million as its share of the settlement proceeds. The proceeds were recorded in net (depreciation) appreciation in fair value of investments in the Statements of Changes in Net Assets Available for Benefits.

Recently Issued and Adopted Accounting Standards

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

In May 2015, the FASB issued ASU 2015-07, an amendment to existing guidance under ASC 820, *Fair Value Measurements*, which removes the requirement to categorize investments for which the NAV practical expedient is used to measure fair value within the hierarchy table. Instead, reporting entities will be required to disclose the fair value of the excluded investments so that users can reconcile between amounts reported in the fair value hierarchy table and the statements of net assets available for benefits. In addition, this ASU eliminates the requirement to provide certain disclosures for investments for which the plan has elected to measure the fair value using the NAV practical expedient. The Plan will adopt the ASU beginning January 1, 2016. The adoption of this guidance will result in changes to disclosures only.

Subsequent Events

In February 2016, the Plan Sponsor made an \$80 million contribution to the Plan. The Plan evaluated subsequent events through September 28, 2016, the date the financial statements were issued.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2015 and 2014 Financial Statements

(3) 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

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 determined by the PBGC.

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 the limitations mentioned above.

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.

(4) 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>	January 1, 2015
Vested benefits	
Participants currently receiving benefits	\$ 1,446,082
Active and terminated employees not currently receiving benefits	1,879,692
Nonvested benefits	2,847
Total actuarial present value of accumulated plan benefits	\$ 3,328,621

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 January 1, 2014	\$ 3,155,135
Increase (decrease) during the year attributable to:	
Benefits accumulated	\$ 131,535
Increase for interest due to the decrease in discount period	198,756
Benefits paid	(197,804)
Changes in actuarial assumptions ¹	40,999
Net increase	\$ 173,486
Actuarial present value of accumulated plan benefits as of January 1, 2015	\$ 3,328,621

¹ The increase is due to demographic experience.

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

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2015 and 2014 Financial Statements

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 2009 through 2015.

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.

(5) Investments

The Plan employs a total return investment approach whereby a mix of fixed maturity securities, equity securities, limited partnerships, a GIF and other invested assets 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 risk exposures when they provide a more efficient alternative to cash market transactions.

Guaranteed Investment Fund

As of December 31, 2015 and 2014, 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 contract, 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, 2015, 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,	
	2015	2014
Guaranteed investment fund issued by NLIC		
Investments at contract value	\$ 107,283	\$ 131,136
Adjustment from contract value to fair value	(2,032)	(129)
Guaranteed investment fund issued by NLIC at fair value	\$ 105,251	\$ 131,007

Limited Partnerships

The Plan had unfunded commitments related to its investment in limited partnerships totaling \$214.7 million and \$244.1 million as of December 31, 2015 and 2014, 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, 2015 and 2014 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.

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, 2015				
Swaps	\$ -	\$ -	\$ 639	\$ 131,128
Options	1,008	509	484	154
Total derivative positions¹	\$ 1,008	\$ 509	\$ 1,123	\$ 131,282
December 31, 2014				
Swaps	\$ 517	\$ 23,927	\$ -	\$ -
Options	13	5,000	13	5,000
Total derivative positions¹	\$ 530	\$ 28,927	\$ 13	\$ 5,000

1. Derivative assets and liabilities are included in other assets and other liabilities, respectively, in the statements of net assets available for benefits. As of December 31, 2015, derivative assets have no accrued interest receivable and derivative liabilities exclude immaterial accrued interest payable. As of December 31, 2014, derivative assets include \$0.4 million of 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 and by collateral received from or posted with counterparties, resulted in immaterial net uncollateralized derivative asset and liability positions as of December 31, 2015 and 2014. As of December 31, 2015 and 2014, the Plan received cash collateral from derivative counterparties of \$0 million and \$0.2 million, respectively. As of December 31, 2015 and 2014, the Plan posted cash collateral of \$1.1 million and \$0 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,	
	2015	2014
Swaps	\$ (2,479)	\$ 6,330
Options	(816)	(5,938)
Total derivative (losses) gains	\$ (3,295)	\$ 392

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2015 and 2014 Financial Statements

(6) Fair Value Measurements

The following table summarizes assets and liabilities held at fair value on a recurring basis as of December 31, 2015:

<i>(in thousands)</i>	Level 1	Level 2	Level 3	Total
Assets				
Investments:				
Fixed maturity securities	\$ -	2,804,630	62,323	\$ 2,866,953
Equity securities	453,755	-	871	454,626
Guaranteed investment fund issued by NLIC	-	-	105,251	105,251
Limited partnerships	-	894,109	-	894,109
Other invested assets	90,286	48	-	90,334
Total investments	\$ 544,041	\$ 3,698,787	\$ 168,445	\$ 4,411,273
Net assets held in 401(h) account	87,821	16,836	61,979	166,636
Derivative assets	-	-	1,008	1,008
Total assets at fair value	\$ 631,862	\$ 3,715,623	\$ 231,432	\$ 4,578,917
Liabilities				
Amount related to obligation of 401(h) account	\$ 87,821	\$ 16,836	\$ 61,979	\$ 166,636
Collateral received for derivatives	1,090	-	-	1,090
Derivative liabilities	-	639	484	1,123
Total liabilities at fair value	\$ 88,911	\$ 17,475	\$ 62,463	\$ 168,849

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, 2015:

<i>(in thousands)</i>	Balance as of December 31, 2014	Net gains (losses) ¹	Purchases	Sales	Transfers into Level 3	Transfers out of Level 3	Balance as of December 31, 2015
Assets							
Investments:							
Fixed maturity securities ²	\$ 50,581	\$ 5,082	\$ 16,374	\$ (9,714)	\$ -	\$ -	\$ 62,323
Equity securities	-	871	-	-	-	-	871
Guaranteed investment fund issued by NLIC	131,007	5,041	-	(30,797)	-	-	105,251
Net assets held in 401(h) account ³	70,281	2,089	-	(10,391)	-	-	61,979
Derivative assets	13	(799)	1,794	-	-	-	1,008
Assets at fair value	\$ 251,882	\$ 12,284	\$ 18,168	\$ (50,902)	\$ -	\$ -	\$ 231,432
Liabilities							
Amount related to obligation of 401(h) account ³	\$ (70,281)	\$ (2,089)	\$ -	\$ 10,391	\$ -	\$ -	\$ (61,979)
Derivative liabilities	(13)	1,338	(1,809)	-	-	-	(484)
Liabilities at fair value	\$ (70,294)	\$ (751)	\$ (1,809)	\$ 10,391	\$ -	\$ -	\$ (62,463)

1 The change in unrealized gains (losses) included in operations on assets and liabilities still held at the end of the year was \$3.6 million for fixed maturity securities, \$(0.3) million for equity securities, \$5.0 million for GIF issued by NLIC, \$2.1 million for net assets held in 401(h) account, \$(0.8) million for derivative assets, \$(2.1) million for amount related to obligation of 401(h) account and \$1.3 million for derivative liabilities.

2 Non-binding broker quotes were utilized to determine the fair value of other asset-backed securities as of December 31, 2015.

3 The Level 3 investment held in the 401(h) account relates to a GIF with NLIC.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2015 and 2014 Financial Statements

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

<i>(in thousands)</i>	Level 1	Level 2	Level 3	Total
Assets				
Investments:				
Fixed maturity securities	\$ 253,790	\$ 2,736,330	\$ 50,581	\$ 3,040,701
Equity securities	459,311	-	-	459,311
Guaranteed investment fund issued by NLIC	-	-	131,007	131,007
Limited partnerships	-	790,277	-	790,277
Other invested assets	144,356	-	-	144,356
Total investments	\$ 857,457	\$ 3,526,607	\$ 181,588	\$ 4,565,652
Net assets held in 401(h) account	109,763	-	70,281	180,044
Collateral received for derivatives	233	-	-	233
Derivative assets	-	517	13	530
Total assets at fair value	\$ 967,453	\$ 3,527,124	\$ 251,882	\$ 4,746,459
Liabilities				
Amount related to obligation of 401(h) account	\$ 109,763	\$ -	\$ 70,281	\$ 180,044
Derivative liabilities	-	-	13	13
Total liabilities at fair value	\$ 109,763	\$ -	\$ 70,294	\$ 180,057

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, 2014:

<i>(in thousands)</i>	Balance as of December 31, 2013	Net gains (losses) ¹	Purchases	Sales	Transfers into Level 3	Transfers out of Level 3	Balance as of December 31, 2014
Assets							
Investments:							
Fixed maturity securities ²	\$ 59,451	\$ 3,922	\$ 654	\$ (13,446)	\$ -	\$ -	\$ 50,581
Guaranteed investment fund issued by NLIC	172,511	5,990	-	(47,494)	-	-	131,007
Net assets held in 401(h) account ³	73,518	1,922	-	(5,159)	-	-	70,281
Derivative assets	-	(122)	135	-	-	-	13
Assets at fair value	\$ 305,480	\$ 11,712	\$ 789	\$ (66,099)	\$ -	\$ -	\$ 251,882
Liabilities							
Amount related to obligation of 401(h) account ³	\$ (73,518)	\$ (1,922)	\$ -	\$ 5,159	\$ -	\$ -	\$ (70,281)
Derivative liabilities	-	28	(41)	-	-	-	(13)
Liabilities at fair value	\$ (73,518)	\$ (1,894)	\$ (41)	\$ 5,159	\$ -	\$ -	\$ (70,294)

1 The change in unrealized gains (losses) included in operations on assets and liabilities still held at the end of the year was \$1.3 million for other asset-backed securities, \$0.9 million for GIF issued by NLIC, \$0.9 million for net assets held in 401(h) account, \$(0.1) million for derivative assets, \$(0.9) million for amount related to obligation of 401(h) account and an immaterial amount for derivative liabilities.

2 Non-binding broker quotes were utilized to determine the fair value of other asset-backed securities as of December 31, 2014.

3 The Level 3 investment held in the 401(h) account relates to a GIF with NLIC.

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.

The limited partnership portfolio primarily includes buyout, infrastructure, mezzanine, distressed, energy and venture capital investment strategies. See Note 5 for discussion on unfunded commitments related to limited partnerships.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2015 and 2014 Financial Statements

(7) Tax Status

The IRS has determined and informed the Plan Sponsor by letter dated July 30, 2015, that the Plan and related Trust are designed in accordance with applicable sections of the IRC. Although the Plan has since been amended, the Plan Administrator and Plan's counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. In addition, the two participating employers have received letters in December 2014 (Farmland Mutual Insurance Company and 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 and 2014, 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, 2015, 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 2012.

(8) 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 \$0.2 million for the years ended December 31, 2015 and 2014. Additionally, NLIC assessed charges of \$0.5 million and \$0.6 million on the assets of the GIF related to investment performance guarantees in 2015 and 2014, 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 immaterial and \$0.1 million for the years ended December 31, 2015 and 2014, respectively, 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, 2015 and 2014 Financial Statements

(9) 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,	
	2015	2014
Net assets available for benefits per the accompanying financial statements	\$ 4,352,936	\$ 4,591,667
Funds held in 401(h) account included as assets in Form 5500	166,636	180,044
Net assets available for benefits per Form 5500	\$ 4,519,572	\$ 4,771,711

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,	
	2015	2014
Change in net assets available for benefits per the accompanying financial statements	\$ (238,731)	\$ 311,830
Net (depreciation) appreciation in fair value of 401(h) investments	(609)	15,197
Interest income for 401(h) investments	2,691	2,791
Dividend income for 401(h) investments	1,345	2,692
Trust and investment fees for 401(h) investments	(38)	(92)
Other loss	13	(23)
Net (loss) income per Form 5500	\$ (235,329)	\$ 332,395

NATIONWIDE RETIREMENT PLAN

Plan Number: 333
 EIN: 31-4177100

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

December 31, 2015

(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 1/1/2015, the Plan Sponsor had access to Plan assets that would have received earnings in the amount of \$12 if appropriately held in the Plan trust.

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, 2015

(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	\$ 107,283	\$ 105,251
*	Nationwide Life Insurance Company	401(h) guaranteed investment fund, 3.75% crediting rate	\$ 62,267	\$ 61,979
*	Bank of New York Mellon Trust Operations	Assets held in trust, multiple investments (see Attachment A)	\$ 4,255,878	\$ 4,316,031
*	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, 2015

(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)	\$ 41,662	\$ 36,725

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, 2015

(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	EB Temporary Investment FD	609	-	\$ 1,531,885	\$ -	-	\$ -
Bank of New York Mellon Trust Operations	EB Temporary Investment FD	-	459	\$ -	\$ 1,591,410	-	\$ -

See accompanying independent auditors' report.

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
21ST CENTURY FOX AMERICA 144A	4.950% 10/15/2045 DD 10/21/15	3,000,000	2,981,066	2,954,460
21ST CENTURY FOX AMERICA INC	6.150% 02/15/2041 DD 08/15/11	6,505,000	7,209,226	7,309,864
21ST CENTURY FOX AMERICA INC	6.150% 03/01/2037 DD 03/02/07	12,000,000	12,746,332	13,377,480
3M CO	1.375% 09/29/2016 DD 09/29/11	500,000	499,359	501,280
90DAY EURODOLLAR FUTURE (CME)	EXP JUN 17	(9,400)	-	4,427,500
90DAY EURODOLLAR FUTURE (CME)	EXP JUN 18	(2,400)	-	810,000
90DAY EURODOLLAR FUTURE (CME)	EXP SEP 17	(1,600)	-	560,000
90DAY EURODOLLAR FUTURE (CME)	EXP SEP 18	(1,600)	-	520,000
90DAY EURODOLLAR FUTURE (CME)	EXP JUN 16	7,000	-	(3,325,000)
A VOCE CLO LTD 1A A1B 144A	VAR RT 07/15/2026 DD 07/15/14	9,000,000	8,971,863	8,811,000
ABBVIE INC	4.400% 11/06/2042 DD 05/06/13	5,000,000	4,950,980	4,669,600
ABBVIE INC	4.700% 05/14/2045 DD 05/14/15	5,000,000	4,997,624	4,887,350
ABFC 2001-AQ1 TRUST AQ1 A6	VAR RT 11/20/2030 DD 03/01/01	289,598	288,610	283,632
ABFC 2005-AQ1 TRUST AQ1 A6	VAR RT 06/25/2035 DD 06/01/05	1,416,530	1,392,314	1,453,728
ACTAVIS FUNDING SCS	4.750% 03/15/2045 DD 03/12/15	5,000,000	5,021,199	4,875,250
ACTAVIS INC	4.625% 10/01/2042 DD 10/02/12	13,000,000	11,911,044	12,358,190
ACTIS GLOBAL 4		2,893,637	2,332,115	2,854,000
AERCAP HOLDINGS NV		114,800	5,560,342	4,954,768
AEW CORE PROPERTY TRUST US INC		10,385,810	10,021,146	10,719,979
AGILENT TECHNOLOGIES INC		137,500	5,094,872	5,748,875
AGRIUM INC	5.250% 01/15/2045 DD 11/18/14	1,000,000	994,997	932,150
AGRIUM INC	7.125% 05/23/2036 DD 05/24/06	21,285,000	24,811,285	25,572,863
AIR CANADA 2015-1 CLASS C 144A	5.000% 09/15/2020 DD 03/25/15	3,000,000	2,936,227	2,827,500
ALABAMA POWER CAPITAL TRUST V	VAR RT 10/01/2042 DD 10/02/02	3,763,000	3,791,001	3,601,191
ALABAMA POWER CO	5.500% 03/15/2041 DD 03/10/11	8,204,000	9,161,558	9,254,440
ALABAMA POWER CO	5.200% 06/01/2041 DD 05/24/11	8,390,000	9,300,513	9,096,522
ALESCO PREFERRED F 7A A1B 144A	VAR RT 07/23/2035 DD 04/19/05	14,501,612	12,004,463	12,326,370
ALEUTIAN FUND LTD		10,000	10,000,000	10,322,121
ALPHABET INC		6,825	2,959,901	5,309,918
ALTRIA GROUP INC	9.950% 11/10/2038 DD 11/10/08	3,859,000	5,491,869	6,185,475
ALTRIA GROUP INC	4.250% 08/09/2042 DD 08/09/12	5,000,000	4,941,094	4,587,700
ALTRIA GROUP INC	5.375% 01/31/2044 DD 10/31/13	5,500,000	5,477,370	5,916,020
AMERICAN AIRLINES 2013-2 144A	5.600% 01/15/2022 DD 07/15/14	4,366,066	4,366,066	4,453,387
AMERICAN AIRLINES 2013-2 CLASS	4.950% 07/15/2024 DD 07/15/14	3,471,318	3,471,318	3,662,241
AMERICAN HOME MORTGAGE I 2 5A1	VAR RT 09/25/2035 DD 06/01/05	4,018,050	3,885,370	4,077,959
AMERICAN HOME MORTGAGE IN 3 4A	VAR RT 10/25/2034 DD 09/01/04	14,192,585	13,848,515	13,944,357
AMERICAN INTERNATIONAL GROUP I		84,000	3,164,063	5,205,480

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
AMERICAN WATER CAPITAL CORP	4.300% 09/01/2045 DD 08/13/15	4,200,000	4,180,309	4,250,862
AMGEN INC	5.150% 11/15/2041 DD 11/10/11	2,000,000	1,984,452	2,030,460
AMGEN INC	5.375% 05/15/2043 DD 05/15/12	4,000,000	3,999,431	4,249,640
AMMC CLO 16 LTD 16A A1 144A	VAR RT 04/14/2027 DD 05/14/15	4,500,000	4,500,000	4,450,500
AMMC CLO XIV LTD 14A A1L 144A	VAR RT 07/27/2026 DD 07/11/14	5,000,000	4,990,962	4,932,200
AMPERSAND 2014 LTD PARTNERSHIP		1,374,366	1,374,366	1,505,401
ANADARKO PETROLEUM CORP	6.200% 03/15/2040 DD 03/16/10	5,500,000	5,470,922	5,060,275
ANALOG DEVICES INC		89,200	5,111,617	4,934,544
ANHEUSER-BUSCH INBEV WORLDWIDE	8.200% 01/15/2039 DD 01/15/11	5,000,000	4,987,540	7,207,250
AON PLC		68,800	4,285,046	6,344,048
APIDOS CLO XIX 19A B 144A	VAR RT 10/17/2026 DD 11/12/14	5,000,000	5,000,000	4,980,250
APPALACHIAN POWER CO	4.400% 05/15/2044 DD 05/08/14	2,500,000	2,342,479	2,353,475
APPALACHIAN POWER CO	4.450% 06/01/2045 DD 05/18/15	3,000,000	2,849,285	2,847,690
APPALACHIAN POWER CO	6.375% 04/01/2036 DD 04/10/06	5,000,000	5,876,467	5,801,400
APPLIED MATERIALS INC		326,100	5,124,363	6,088,287
ARCLIGHT ENERGY PARTNERS FUND	V LP	2,210,781	2,210,781	1,897,787
ARCLIGHT ENERGY PTNRS FD VI LP		1,131,553	1,131,553	1,112,206
ARDEN ALTERNATIVE ADVISERS SPC	USD SERIES A TRANCHE 1	2,500	250,000	-
ARDEN STRATEGIC INVESTMENT	FUND LLC	1,165,811	116,750,000	121,291,315
ARES XXV CLO LTD 3A A 144A	VAR RT 01/17/2024 DD 01/15/13	10,000,000	10,000,000	9,895,500
ARES XXV CLO LTD 3A B1 144A	VAR RT 01/17/2024 DD 01/15/13	10,000,000	10,000,000	9,920,500
ARIZONA PUBLIC SERVICE CO	4.500% 04/01/2042 DD 01/13/12	5,000,000	4,956,004	5,127,850
ARLP SECURITIZATION T 1 A 144A	STEP 09/25/2044 DD 09/25/14	9,093,587	9,093,587	9,086,675
ASAHI GROUP HOLDINGS LTD		206,500	3,166,841	6,521,414
ASHLAND INC	VAR RT 08/15/2022 DD 08/15/13	2,000,000	1,912,822	1,945,000
ASHMORE EMERGING MARKET DEBT	FUND JUL 2015 SERIES EMDF	906,126	166,542,621	143,502,989
AT&T INC	2.950% 05/15/2016 DD 04/29/11	500,000	499,922	503,045
AT&T INC	4.750% 05/15/2046 DD 05/04/15	7,000,000	6,975,325	6,409,200
AT&T INC	5.550% 08/15/2041 DD 08/18/11	8,000,000	7,950,366	8,038,960
AT&T INC	3.400% 05/15/2025 DD 05/04/15	10,000,000	9,574,790	9,610,900
AT&T INC	4.300% 12/15/2042 DD 06/15/13	12,500,000	10,893,759	10,681,250
AUDIO VISUAL SERVICES 1/14	COV-LITE TLB	1,080,750	1,076,817	1,036,169
AUSTRALIAN DOLLAR CCY FUT(CME)	EXP MAR 16	(260)	-	(237,900)
AUSTRALIAN DOLLAR CCY FUT(CME)	EXP MAR 16	(69)	-	(63,135)
AVALON IV CAPITAL L 1A BR 144A	VAR RT 04/17/2023 DD 04/17/14	9,000,000	9,000,000	8,915,940
AZURE MIDSTREAM HOLDINGS LLC		4,423,287	5,176,826	3,530,932
BABSON CLO LTD 2014 3A B1 144A	VAR RT 01/15/2026 DD 11/18/14	10,000,000	9,973,010	10,058,000

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
BABSON CLO LTD 2014 IA A2 144A	VAR RT 07/20/2025 DD 06/12/14	18,000,000	17,921,475	17,730,540
BABSON CLO LTD 2015- IA A 144A	VAR RT 04/20/2027 DD 04/29/15	7,000,000	7,000,000	6,945,008
BAKER HUGHES INC	5.125% 09/15/2040 DD 08/24/10	2,600,000	2,641,630	2,571,816
BALL CORP	5.000% 03/15/2022 DD 03/09/12	1,000,000	1,020,847	1,020,000
BALL CORP	5.250% 07/01/2025 DD 06/25/15	1,000,000	1,017,251	1,022,500
BALL CORP	4.375% 12/15/2020 DD 12/14/15	1,250,000	1,250,000	1,269,538
BANC OF AMERICA FUNDING B 3A1	VAR RT 04/20/2035 DD 03/30/05	13,089,244	12,128,776	12,404,153
BANK OF AMERICA CORP		351,400	4,362,875	5,914,062
BANK OF AMERICA CORP	5.875% 02/07/2042 DD 02/07/12	5,000,000	5,637,900	5,835,400
BANK OF AMERICA CORP	6.110% 01/29/2037 DD 01/29/07	5,000,000	5,200,715	5,673,500
BANK OF AMERICA CORP	4.200% 08/26/2024 DD 08/26/14	6,000,000	5,996,115	5,953,080
BANK OF AMERICA NA	6.000% 10/15/2036 DD 10/26/06	19,000,000	18,319,969	22,556,990
BANK ONE MICHIGAN	8.250% 11/01/2024 DD 11/03/94	2,000,000	2,273,911	2,575,560
BARRATT DEVELOPMENTS PLC		757,661	1,768,349	6,990,646
BASF SE		60,000	4,092,854	4,609,388
BBA AVIATION PLC		1,418,425	4,141,017	3,953,356
BEAR STEARNS ARM TRUST 20 9 A1	VAR RT 10/25/2035 DD 09/01/05	6,086,497	5,789,105	5,984,183
BEAR STEARNS COMMERCIA PW17 AM	VAR RT 06/11/2050 DD 09/01/07	2,000,000	2,009,264	2,103,820
BECTON DICKINSON AND CO	4.685% 12/15/2044 DD 12/15/14	4,500,000	4,500,000	4,540,095
BELL INSTITUTIONAL FUND IV LLC		15,799,560	16,886,744	17,557,726
BELL INSTITUTIONAL FUND V LLC		8,132,207	8,780,609	8,800,205
BELLWAY PLC		167,097	3,887,177	6,984,622
BERKSHIRE HATHAWAY ENERGY CO	5.150% 11/15/2043 DD 11/08/13	5,000,000	5,321,458	5,276,150
BHP BILLITON PLC	ADR	181,763	5,936,749	4,116,932
BIOGEN INC	5.200% 09/15/2045 DD 09/15/15	5,000,000	4,964,849	5,001,900
BLACK HILLS CORP	4.250% 11/30/2023 DD 11/19/13	5,000,000	4,980,718	5,105,600
BLACKDIAMOND THEMATIC LTD	SER A UNRESTRCTD 02-15 SUB-	100,000	10,000,000	9,423,207
BLUE VISTA SPONSOR EQUITY FUND	II LLC	1,704,539	1	1,601,342
BLUE VISTA SPONSOR EQUITY FUND	III TE LP	4,728,353	4,719,022	5,129,636
BNY MELLON CASH RESERVE	0.010% 12/31/2049 DD 06/26/97	47,805	47,805	47,805
BOARDWALK PIPELINES LP	4.950% 12/15/2024 DD 11/26/14	5,000,000	4,946,169	4,347,650
BOARDWALK PIPELINES LP	3.375% 02/01/2023 DD 11/08/12	18,894,000	17,287,561	15,191,910
BORGWARNER INC	4.375% 03/15/2045 DD 03/16/15	5,000,000	4,984,459	4,463,600
BOSTON UNIVERSITY	5.200% 10/01/2045 DD 08/24/11	10,000,000	9,955,943	11,302,000
BP CAPITAL MARKETS PLC	3.994% 09/26/2023 DD 09/26/13	6,000,000	6,131,065	6,135,960
BP PLC	ADR	176,300	7,494,302	5,511,138
BPCE SA 144A	4.500% 03/15/2025 DD 09/15/14	10,000,000	9,871,904	9,592,900

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
BREVAN HOWARD ASIA FUND	LIMITED CLASS US\$ SHARES	42,991	10,000,000	10,892,569
BRITISH AIRWAYS 2013-1 CL 144A	4.625% 12/20/2025 DD 07/03/13	987,331	994,197	1,029,292
BRITISH POUND CURNCY FUT (CME)	EXP MAR 16	(574)	-	1,542,625
BRITISH POUND CURNCY FUT (CME)	EXP MAR 16	(101)	-	271,438
BURLINGTON NORTHERN AND SANTA	5.629% 04/01/2024 DD 08/09/06	462,258	462,258	505,653
BURLINGTON NORTHERN SANTA FE L	5.050% 03/01/2041 DD 09/10/10	5,000,000	4,983,158	5,173,500
BURLINGTON NORTHERN SANTA FE L	4.900% 04/01/2044 DD 03/07/14	5,000,000	5,028,441	5,130,850
BURLINGTON NORTHERN SANTA FE L	4.950% 09/15/2041 DD 08/22/11	10,000,000	10,138,202	10,194,000
BURLINGTON NORTHERN SANTA FE L	5.150% 09/01/2043 DD 08/22/13	10,000,000	10,167,155	10,546,800
CALIFORNIA ST	6.509% 04/01/2039 DD 10/27/11	5,000,000	5,000,000	5,822,400
CALIFORNIA ST	7.300% 10/01/2039 DD 10/15/09	9,000,000	10,454,797	12,575,340
CALIFORNIA ST	7.550% 04/01/2039 DD 04/28/09	13,715,000	17,719,272	19,937,084
CALPINE CORP 144A	7.875% 01/15/2023 DD 01/14/11	3,000,000	3,206,160	3,195,000
CANADIAN PACIFIC RAILWAY CO	5.750% 01/15/2042 DD 12/01/11	5,000,000	4,886,193	5,424,250
CAPITAL ONE FINANCIAL CORP		81,100	4,508,511	5,853,798
CAPITAL ONE FINANCIAL CORP	4.200% 10/29/2025 DD 10/29/15	14,000,000	13,998,896	13,822,900
CAPITAL PARTNERS III LP		791,870	848,132	851,367
CARLYLE GLOBAL MARK 4A B1 144A	VAR RT 01/20/2025 DD 12/12/12	9,000,000	9,000,000	8,909,460
CASH		-	9,161	9,161
CASH		-	63	
CASH - BROKER		-	20,516,959	20,516,959
CASH - BROKER		-	2,597,138	2,597,138
CASH COLLATERAL AT BK OF	AMERICA	820,000	820,000	820,000
CATALYST FUND V		250,000	250,000	80,881
CATHOLIC HEALTH INITIATIVES	4.350% 11/01/2042 DD 10/31/12	6,000,000	5,987,936	5,611,860
CATTERTON PARTNERS VII LP		6,152,221	5,022,027	6,184,691
CAVERION CORP		263,225	1,147,173	2,582,050
CBS CORP		112,300	6,041,095	5,292,699
CBS CORP	4.600% 01/15/2045 DD 01/12/15	5,000,000	4,936,052	4,289,450
CBS CORP	4.000% 01/15/2026 DD 07/10/15	7,000,000	6,877,858	6,825,980
CCO HOLDINGS LLC / CCO HOLDING	5.125% 02/15/2023 DD 12/17/12	1,000,000	1,004,916	1,001,250
CCO SAFARI II LLC 144A	6.484% 10/23/2045 DD 07/23/15	15,000,000	15,247,976	15,024,600
CCOH SAFARI LLC 144A	5.750% 02/15/2026 DD 11/20/15	600,000	600,372	601,500
CELGENE CORP	5.250% 08/15/2043 DD 08/06/13	5,000,000	4,959,221	5,108,800
CELGENE CORP	5.700% 10/15/2040 DD 10/07/10	7,960,000	9,436,829	8,461,639
CENTEX HOME EQUITY LOAN T B M1	VAR RT 03/25/2035 DD 03/24/05	6,000,000	5,546,704	5,680,200
CENTEX HOME EQUITY LOAN T C M1	VAR RT 06/25/2035 DD 06/16/05	9,500,000	8,943,239	8,803,080

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
CHL MORTGAGE PASS-THROUG 15 A7	5.500% 08/25/2035 DD 06/01/05	1,317,533	1,293,550	1,185,451
CHRISTIAN DIOR SE		38,309	4,569,504	6,523,162
CIE GENERALE DES ETABLISSEMENT		56,400	5,119,494	5,385,397
CIF II OPPORTUNISTIC EMD	(SERIES 1)	14,148,471	149,907,725	144,628,827
CIM FUND VIII		5,247,841	5,657,950	5,439,284
CIT GROUP INC		156,100	7,429,844	6,197,170
CITIFINANCIAL MORTGAGE S 1 AF5	VAR RT 04/25/2034 DD 03/01/04	201,426	188,794	202,971
CITIGROUP COMMERCIAL MO C6 A3B	VAR RT 12/10/2049 DD 07/01/07	7,661,662	8,024,268	7,645,802
CITIGROUP INC		115,300	5,331,234	5,966,775
CITIGROUP INC	4.450% 09/29/2027 DD 09/29/15	5,000,000	5,014,780	4,966,900
CITIGROUP INC	6.675% 09/13/2043 DD 09/13/13	8,000,000	8,442,676	9,809,360
CITIGROUP INC	4.650% 07/30/2045 DD 07/30/15	12,000,000	12,179,544	12,177,600
CITIGROUP MORTGAGE LOA WFH2 A3	VAR RT 08/25/2036 DD 08/30/06	13,749,000	11,928,280	12,140,642
CITIGROUP MORTGAGE LOAN T A A1	VAR RT 06/25/2058 DD 03/01/15	8,618,897	8,732,880	8,618,552
CITIZENS FINANCIAL GROUP INC		219,300	5,250,903	5,743,467
CITIZENS FINANCIAL GROUP INC	4.300% 12/03/2025 DD 12/03/15	9,000,000	8,990,611	9,047,340
CLAREANT EURO DIRECT LENDING	FD II	2,754,405	2,754,405	2,831,308
CLAREANT EURO DLF INVESTOR	FEEDER LP	9,316,021	9,316,021	9,480,744
CLEAN HARBORS INC	5.250% 08/01/2020 DD 07/30/12	1,000,000	1,028,328	1,020,000
CMWLTH FING AUTH PA	6.218% 06/01/2039 DD 11/12/09	8,125,000	9,227,531	9,429,388
COBALT INDUSTRIAL REIT III		599,363	4,183,393	541,929
COLGATE-PALMOLIVE CO	2.625% 05/01/2017 DD 05/04/11	500,000	499,479	510,020
COMCAST CORP		99,300	3,631,870	5,603,499
COMCAST CORP	6.550% 07/01/2039 DD 06/18/09	5,000,000	5,204,869	6,297,300
COMMIT TO PUR FNMA SF MTG	3.000% 01/01/2046 DD 01/01/16	100,000,000	99,609,375	100,001,000
COMMONWEALTH EDISON CO	4.350% 11/15/2045 DD 11/19/15	3,400,000	3,373,599	3,422,338
COMPASS MINERALS INTERNAT 144A	4.875% 07/15/2024 DD 06/23/14	1,000,000	961,102	952,500
CONAGRA FOODS INC	4.650% 01/25/2043 DD 01/25/13	6,518,000	5,936,492	5,814,186
CONAGRA FOODS INC	3.200% 01/25/2023 DD 01/25/13	13,065,000	12,500,700	12,568,922
CONSTELLATION BRANDS INC	4.750% 12/01/2025 DD 12/04/15	1,000,000	1,000,000	1,018,750
CONTINENTAL AIRLINES 1997-4 CL	6.900% 07/02/2019 DD 10/23/97	159,338	159,338	163,720
CONTINENTAL AIRLINES 2000-2 CL	7.707% 10/02/2022 DD 11/28/00	2,265,212	1,861,437	2,470,441
CONTINENTAL AIRLINES 2007-1 CL	6.903% 10/19/2023 DD 04/10/07	3,652,368	3,812,211	3,771,070
COOPERATIEVE CENTRALE RAIFFEIS	4.625% 12/01/2023 DD 11/29/13	5,000,000	5,031,967	5,210,750
COOPERATIEVE CENTRALE RAIFFEIS	5.750% 12/01/2043 DD 11/29/13	14,400,000	14,395,996	16,096,608
CORRECTIONS CORP OF AMERICA	5.000% 10/15/2022 DD 09/25/15	1,000,000	1,004,860	995,000
CR BARD INC	6.700% 12/01/2026 DD 12/09/96	3,000,000	3,131,632	3,821,400

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
CREDIT-BASED ASSET SER CB8 AF5	VAR RT 12/25/2035 DD 11/01/05	747,769	724,964	739,768
CROW HLDGS REALTY PTNRS VII LP		158,967	158,967	37,736
CROW HOLDINGS REALTY PARTNERS	V LP	1,626,824	1,448,273	1,678,376
CROW HOLDINGS REALTY PARTNERS	VI-A LP	10,168,823	10,168,823	10,493,803
CROW HOLDINGS RETAIL FUND I		159,090	159,090	188,123
CVS HEALTH CORP	5.125% 07/20/2045 DD 07/20/15	10,000,000	9,963,739	10,534,300
CVS PASS-THROUGH TRUST	6.943% 01/10/2030 DD 06/10/09	5,795,219	6,037,575	6,625,964
CVS PASS-THROUGH TRUST 144A	7.507% 01/10/2032 DD 12/22/09	9,695,367	11,436,850	11,430,159
CYPRUM INVESTORS III LP		914,403	884,533	989,038
CYPRUM INVESTORS IV LP		2,244,173	2,221,777	2,293,821
CYTEC INDUSTRIES INC	3.500% 04/01/2023 DD 03/12/13	6,000,000	5,969,528	5,656,380
CYTEC INDUSTRIES INC	3.950% 05/01/2025 DD 11/12/14	7,750,000	7,771,040	7,453,640
DETROIT MI CITY SCH DIST	7.747% 05/01/2039 DD 12/30/09	8,500,000	9,826,487	10,427,290
DEUTSCHE MORTGAGE SEC IN 1 3A6	VAR RT 12/25/2033 DD 01/01/04	211,293	210,718	216,571
DEUTSCHE TELEKOM AG		358,296	5,100,785	6,496,031
DIAMOND OFFSHORE DRILLING INC	4.875% 11/01/2043 DD 11/05/13	5,000,000	4,967,267	3,035,450
DIGNITY HEALTH	4.500% 11/01/2042 DD 10/18/12	10,000,000	9,872,480	9,422,000
DIRECTV HOLDINGS LLC / DIRECTV	6.375% 03/01/2041 DD 03/10/11	5,000,000	5,866,640	5,366,600
DIRECTV HOLDINGS LLC / DIRECTV	5.150% 03/15/2042 DD 03/08/12	5,000,000	4,990,556	4,661,700
DISCOVERY COMMUNICATIONS LLC	3.450% 03/15/2025 DD 03/02/15	8,750,000	8,256,349	7,921,200
DISCOVERY COMMUNICATIONS LLC	4.875% 04/01/2043 DD 03/19/13	10,500,000	9,546,684	8,642,760
DIST OF COLUMBIA REVENUE	4.931% 06/01/2035 DD 09/03/15	3,000,000	3,000,000	2,974,350
DIST OF COLUMBIA REVENUE	5.041% 06/01/2040 DD 09/03/15	7,000,000	7,000,000	6,876,800
DJ EURO STOXX INDEX 50 FUT EUX	EXP MAR 16	700	-	67,894
DNB ASA		399,710	4,834,516	4,958,358
DOLLAR TREE INC 144A	5.750% 03/01/2023 DD 02/23/15	1,000,000	1,058,744	1,035,000
DR PEPPER SNAPPLE GROUP INC	4.500% 11/15/2045 DD 11/09/15	10,000,000	9,997,961	9,777,400
DRYDEN 33 SENIOR LO 33A B 144A	VAR RT 07/15/2026 DD 05/07/14	19,000,000	18,918,503	18,622,280
DTE ELECTRIC CO	3.950% 06/15/2042 DD 06/22/12	2,000,000	1,963,172	1,914,580
DTZ 8/15 2ND LIEN TL		3,500,000	3,416,530	3,500,000
DUKE ENERGY CAROLINAS LLC	4.250% 12/15/2041 DD 12/08/11	5,000,000	5,146,419	4,983,750
DUKE ENERGY CAROLINAS LLC	4.000% 09/30/2042 DD 09/21/12	6,400,000	6,291,425	6,166,080
DUKE ENERGY CORP	4.800% 12/15/2045 DD 11/19/15	5,000,000	4,983,231	5,051,450
DUNI AB		407,300	3,538,966	6,836,162
EATON CORP	8.875% 06/15/2019 DD 06/22/89	2,000,000	2,213,871	2,370,320
EATON ELECTRIC HOLDINGS LLC	2.375% 01/15/2016 DD 12/07/10	500,000	499,993	500,160
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	50,050	50,050	

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	230,035	230,035	230,035
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	4,002,431	4,002,431	
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	9,169,046	9,169,046	9,169,046
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	12,195,227	12,195,227	12,195,227
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	33,636,029	33,636,029	33,636,029
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	1,756,371	1,756,371	1,756,371
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	461,597	461,597	461,597
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	18,266,553	18,266,553	18,266,553
ENBRIDGE ENERGY PARTNERS LP	7.500% 04/15/2038 DD 04/03/08	9,000,000	10,744,874	8,591,760
ENBRIDGE ENERGY PARTNERS LP	5.500% 09/15/2040 DD 09/13/10	15,500,000	15,375,996	11,848,975
ENCANA CORP	6.500% 08/15/2034 DD 08/04/04	2,500,000	2,726,272	2,022,025
ENCANA CORP	6.625% 08/15/2037 DD 08/13/07	6,000,000	6,731,040	4,854,060
ENCAP ENERGY CAPITAL FUND IX	LP	2,385,586	2,505,965	2,782,302
ENCAP ENERGY CAPITAL FUND VII	LP	1,117,274	3,924,915	846,770
ENCAP ENERGY CAPITAL FUND X LP		303,261	303,261	253,375
ENCAP ENERGY CAPITAL VIII LP		2,498,662	3,130,036	1,719,756
ENCAP ENERGY FUND VIII COINVES		1,027,126	2,093,169	857,557
ENCAP FLATROCK MIDSTREAM III	FUND LP	161,036	125,729	276,644
ENERGY SPECTRUM PARTNERS V		118,928	1,857,643	52,629
ENERGY SPECTRUM PARTNERS VI		4,596,980	4,352,532	4,813,306
ENERGY SPECTRUM PTNRS VII LP		302,034	375,215	250,854
ENERGY TRANSFER EQUITY LP	5.500% 06/01/2027 DD 05/22/15	10,000,000	9,855,538	7,600,000
ENERGY TRANSFER PARTNERS LP	5.200% 02/01/2022 DD 01/17/12	1,000,000	1,050,423	934,260
ENERGY TRANSFER PARTNERS LP	6.500% 02/01/2042 DD 01/17/12	9,900,000	10,773,206	8,051,670
ENERGY TRANSFER PARTNERS LP	7.500% 07/01/2038 DD 03/28/08	10,000,000	11,614,474	9,236,300
ENERGY TRUST PARTNERS IV LP		3,648,814	2,198,256	3,200,000
ENTERPRISE PRODUCTS OPERATING	4.900% 05/15/2046 DD 05/07/15	3,000,000	2,989,153	2,451,570
ENTERPRISE PRODUCTS OPERATING	4.850% 03/15/2044 DD 03/18/13	9,000,000	8,763,795	7,286,670
EQT CORP		106,400	7,238,242	5,546,632
EQUITY COMMONWEALTH	6.250% 06/15/2017 DD 06/25/07	1,000,000	1,018,787	1,032,790
EQUITYCO INC	WTS 30-NOV-2015	718	-	-
ERAC USA FINANCE LLC 144A	5.625% 03/15/2042 DD 03/15/12	10,186,000	10,327,199	10,932,023
ESCROW CB ADELPHIA COM	0.000% 10/01/2010 DD 09/20/00	601,101	112,034	3,006
ESCROW CB CENTURY COMM	0.000% 02/14/2007 DD 01/23/97	210,000	-	-
EURO FX CURR FUTURE (CME)	EXP MAR 16	(942)	-	1,984,088
EURO FX CURR FUTURE (CME)	EXP MAR 16	(130)	-	273,813
EVERYWARE 6/15 EXIT TL		628,852	618,699	591,121

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
EVERYWARE GLOBAL INC COM NEW		120,169	1,133,392	871,225
EXELON CORP		184,300	5,920,559	5,118,011
EXELON GENERATION CO LLC	4.250% 06/15/2022 DD 12/15/12	10,000,000	9,998,150	10,132,000
EXETER INDUSTR VALUE FD III LP		4,613,557	4,496,337	4,931,301
EXPRESS SCRIPTS HOLDING CO	6.125% 11/15/2041 DD 11/15/12	18,000,000	19,318,102	20,455,380
FEDEX CORP	4.100% 02/01/2045 DD 01/09/15	7,000,000	6,372,573	6,237,630
FEDEX CORP	4.100% 04/15/2043 DD 04/11/13	10,000,000	8,747,877	8,829,700
FFX CONTRACTS RECEIVABLE		-	2,087,794	
FHLMC MULTICLASS MTG 2773 CD	4.500% 04/15/2024 DD 04/01/04	198,438	192,679	209,464
FHLMC MULTICLASS MTG 33 D	8.000% 04/15/2020 DD 02/15/89	19,260	19,554	19,931
FHLMC MULTICLASS MTG 50 I	8.000% 06/15/2020 DD 05/15/89	10,602	10,882	10,927
FIFTH THIRD BANCORP	8.250% 03/01/2038 DD 03/04/08	15,000,000	19,056,739	20,886,450
FIRST FRANKLIN MORTGAG FF11 M2	VAR RT 01/25/2035 DD 12/16/04	6,729,605	6,515,569	6,448,173
FIRST FRANKLIN MORTGAG FFH3 M2	VAR RT 09/25/2035 DD 08/26/05	8,500,000	7,988,686	8,005,555
FIRST FRANKLIN MORTGAGE FF9 A4	VAR RT 10/25/2035 DD 09/25/05	7,668,851	7,009,967	7,140,851
FLEXTRONICS INTERNATIONAL LTD		481,800	3,645,423	5,400,978
FLORIDA POWER & LIGHT CO	4.050% 06/01/2042 DD 05/15/12	10,000,000	10,033,241	9,848,900
FMR LLC 144A	7.570% 06/15/2029 DD 06/15/99	2,200,000	2,397,176	2,918,696
FMR LLC 144A	5.150% 02/01/2043 DD 02/01/13	3,750,000	3,869,657	3,973,913
FMR LLC 144A	6.500% 12/14/2040 DD 07/06/10	4,500,000	4,476,202	5,604,480
FMR LLC 144A	6.450% 11/15/2039 DD 11/02/09	5,300,000	6,103,464	6,540,889
FNBC 1993-A PASS THROUGH TRUST	8.080% 01/05/2018	268,934	280,716	280,374
FNMA POOL #0383661	6.620% 06/01/2016 DD 06/01/01	2,260,916	2,272,326	2,305,569
FNMA GTD REMIC P/T 91-164 PX	7.500% 12/25/2021 DD 12/01/91	75,331	77,739	82,587
FORD MOTOR CO	4.750% 01/15/2043 DD 01/08/13	5,000,000	4,439,315	4,713,150
FORD MOTOR CREDIT CO LLC	4.134% 08/04/2025 DD 08/04/15	10,000,000	10,110,108	9,964,200
FOURPOINT HOLDINGS LLC		5,000,000	5,000,000	3,500,000
FREENET AG		195,320	4,507,642	6,644,295
FREEPORT MINERALS CORP	9.500% 06/01/2031 DD 05/30/01	4,000,000	2,821,596	3,169,000
FREEPORT-MCMORAN INC	5.450% 03/15/2043 DD 09/15/13	16,000,000	15,237,957	8,320,000
FTSE 100 INDEX FUTURE (LIF)	EXP MAR 16	250	-	433,562
GARTMORE PRIVATE EQUITY III LP		49,257,571	43,031,985	55,258,845
GATX CORP	4.500% 03/30/2045 DD 02/06/15	10,000,000	9,973,226	8,536,100
GE CAPITAL INTERNATIONAL 144A	4.418% 11/15/2035 DD 10/26/15	24,406,000	18,736,351	24,905,835
GENERAL ELECTRIC CAPITAL CORP	6.875% 01/10/2039 DD 01/09/09	1,432,000	1,411,962	1,951,916
GENERAL ELECTRIC CAPITAL CORP	5.875% 01/14/2038 DD 01/14/08	6,013,000	6,580,779	7,357,266
GENERAL ELECTRIC CO		172,900	4,016,287	5,385,835

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
GENERAL ELECTRIC CO	4.500% 03/11/2044 DD 03/11/14	5,000,000	5,227,598	5,145,650
GEORGIA POWER CO	4.750% 09/01/2040 DD 08/31/10	5,000,000	4,935,656	4,870,050
GE-WMC MORTGAGE SECURITI 1 A2A	VAR RT 08/25/2036 DD 08/21/06	136,715	136,715	67,948
GILEAD SCIENCES INC	4.500% 02/01/2045 DD 11/17/14	5,000,000	4,971,204	4,890,800
GILEAD SCIENCES INC	4.800% 04/01/2044 DD 03/07/14	7,000,000	6,986,838	7,027,580
GLENCORE FINANCE CANADA L 144A	6.900% 11/15/2037 DD 11/20/07	8,362,000	9,355,514	6,689,600
GLOBAL INFRASTRUCTURE PARTNERS	B LP	3,869,714	1,560,987	4,493,375
GLOBAL MARINE INC	7.000% 06/01/2028 DD 05/26/98	5,000,000	5,335,283	2,425,000
GNMA GTD REMIC P/T 11-112 GN	2.000% 11/20/2036 DD 08/01/11	435,185	433,446	437,979
GNMA GTD REMIC P/T 11-82 LP	3.250% 02/20/2037 DD 06/01/11	688,615	698,115	695,350
GOLDMAN SACHS GROUP INC/THE	5.150% 05/22/2045 DD 05/22/15	5,000,000	4,815,851	4,856,950
GOLDMAN SACHS GROUP INC/THE	4.000% 03/03/2024 DD 03/03/14	10,000,000	9,974,512	10,263,800
GREENCORE GROUP PLC		1,519,447	2,423,493	7,934,594
GRUPO BIMBO SAB DE CV 144A	4.875% 06/27/2044 DD 06/27/14	3,595,000	3,208,569	3,145,877
GRUPO BIMBO SAB DE CV 144A	3.875% 06/27/2024 DD 06/27/14	10,000,000	9,963,443	9,718,900
GS MORTGAGE SECURITIES GG8 AM	5.591% 11/10/2039 DD 10/01/06	1,500,000	1,457,440	1,529,970
GSAA HOME EQUITY TRUST 2 12 A1	VAR RT 08/25/2036 DD 07/28/06	1,314,153	1,314,153	694,517
GSO CAP OPPORTUNITIES FD II LP	LP	8,453,574	7,058,621	7,774,324
GSO CAPITAL SOLUTIONS FUND II	LP	2,405,310	2,066,352	2,145,380
GSO EURO SENIOR DEBT FUND LP		501,323	501,323	647,749
GUANGDONG INVESTMENT LTD		3,650,000	2,062,600	5,171,126
HANNOVER RUECK SE		59,500	2,652,156	6,828,672
HARBERT UNITED STATES RE FD V	LP	8,094,938	8,356,137	8,113,448
HARBORVIEW MORTGAGE L A A 144A	VAR RT 06/21/2037 DD 04/30/07	2,115,153	750,562	947,356
HARBOURVEST PARTNERS VI BUYOUT	PF LP	166,765	229,978	166,765
HARBOURVEST VI PARTNERSHIP FD		476,714	489,839	476,714
HCA INC	6.500% 02/15/2020 DD 08/01/11	2,000,000	2,215,722	2,179,000
HEINEKEN NV 144A	4.000% 10/01/2042 DD 10/10/12	12,000,000	10,946,385	10,681,080
HEIT RE DEBT PARTNERS LP		2,934,822	2,934,822	2,934,230
HIGHWOODS REALTY LP	3.625% 01/15/2023 DD 12/18/12	8,350,000	8,105,017	8,089,647
HSBC HOLDINGS PLC	6.800% 06/01/2038 DD 05/27/08	9,500,000	11,230,026	11,825,125
HSBC HOLDINGS PLC	5.250% 03/14/2044 DD 03/12/14	16,500,000	17,244,043	17,120,730
HUNT COMMERCIAL REALTY PTNRS	III LP	2,625,631	160,964	2,601,496
HUNTINGTON BANCSHARES INC/OH	7.000% 12/15/2020 DD 12/17/10	5,800,000	6,323,721	6,753,868
HUNTINGTON INGALLS INDUST 144A	5.000% 12/15/2021 DD 12/02/14	1,000,000	1,045,043	1,018,750
HUNTINGTON INGALLS INDUST 144A	5.000% 11/15/2025 DD 11/17/15	1,500,000	1,509,902	1,522,500
HUNTINGTON NATIONAL BANK/THE	6.600% 06/15/2018 DD 06/15/98	4,500,000	4,700,535	4,907,250

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
ICG EUROPE FUND VI FEEDER LP		1	995	(44,185)
IFL L UL CONSUMER PRICE INDEX	R CPURNSA P 1.8575% 2025AUG	(100,000,000)	-	-
IFL_L UL CONSUMER PRICE INDEX	R CPURNSA P 1.8575% 2025AUG	100,000,000	-	(228,549)
ILLINOIS ST	5.650% 12/01/2038 DD 12/19/13	15,000,000	15,364,078	14,179,350
IMERYS SA		77,811	4,937,047	5,445,171
IMPAC CMB TRUST SERIES 2 6 1A2	VAR RT 10/25/2035 DD 09/09/05	5,838,803	4,666,457	4,750,450
INDIUM V (MAURITIUS) HOLDINGS	LIMITED	605,863	676,760	556,086
INFOSYS LTD	ADR	399,668	4,632,437	6,694,439
INTEL CORP	4.900% 07/29/2045 DD 07/29/15	8,000,000	7,993,800	8,455,680
INTERNATIONAL GAME TECHNOLOGY		322,764	5,445,796	5,222,322
INTERNATIONAL PAPER CO		142,700	6,717,110	5,379,790
INTERWEST PARTNERS VIII LP		676,387	449,376	-
INVESCO LTD		166,000	4,404,036	5,557,680
INVESCO REAL ESTATE FUND II		1,278,359	102,236	1,257,475
INVESTOR AB		150,749	3,910,551	5,589,654
IPSOS		107,025	4,032,665	2,467,064
ISHARES MSCI EAFE ETF		915,000	47,075,010	53,728,800
ITC HOLDINGS CORP 144A	5.500% 01/15/2020 DD 12/11/09	6,675,000	6,903,311	7,185,037
ITC HOLDINGS CORP 144A	6.375% 09/30/2036 DD 10/10/06	10,000,000	11,554,722	11,430,200
JAPANESE YEN CCY FUTURE (CME)	EXP MAR 16	(564)	-	(426,525)
JAPANESE YEN CCY FUTURE (CME)	EXP MAR 16	(106)	-	(80,163)
JARDEN CORP 144A	5.000% 11/15/2023 DD 10/30/15	1,870,000	1,892,710	1,912,075
JM SMUCKER CO/THE	4.375% 03/15/2045 DD 09/15/15	16,500,000	15,740,816	16,063,740
JOBSONIO BEVERAGE SYS STWD LIQ	4.532% 01/01/2035 DD 02/01/13	13,000,000	13,315,194	13,757,250
JOHNSON CONTROLS INC	5.250% 12/01/2041 DD 12/02/11	2,450,000	2,776,435	2,245,156
JOHNSON CONTROLS INC	6.000% 01/15/2036 DD 01/17/06	5,000,000	4,774,499	5,219,100
JOHNSON CONTROLS INC	5.700% 03/01/2041 DD 02/04/11	7,500,000	7,982,987	7,320,975
JP MORGAN CHASE COMMER LDP6 A4	VAR RT 04/15/2043 DD 03/01/06	83,704	85,505	83,686
JP MORGAN CHASE COMMER LDP6 AJ	VAR RT 04/15/2043 DD 03/01/06	5,363,294	5,269,692	5,382,924
JP MORGAN MORTGAGE ACQ FLD1 M3	VAR RT 07/25/2035 DD 08/03/05	5,375,000	5,000,329	5,322,325
JPMORGAN CHASE & CO	6.400% 05/15/2038 DD 05/22/08	3,000,000	2,990,177	3,823,680
JPMORGAN CHASE & CO	5.625% 08/16/2043 DD 08/21/13	5,000,000	5,025,559	5,441,000
JPMORGAN CHASE & CO	4.950% 06/01/2045 DD 05/29/15	5,000,000	4,964,716	4,999,050
JPMORGAN CHASE & CO	5.600% 07/15/2041 DD 07/21/11	11,500,000	11,453,769	13,274,105
KANSAS CITY POWER & LIGHT CO	5.300% 10/01/2041 DD 09/20/11	10,000,000	10,653,863	10,864,700
KANSAS ST DEV FIN AUTH REVENUE	4.927% 04/15/2045 DD 08/20/15	10,000,000	10,000,000	9,937,300
KAYNE ANDERSON CREDIT OPP FD	QP LP	7,013,400	7,062,962	6,646,232

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
KAYNE ANDERSON MEZZANINE	PARTNERS (QP) LP	1,623,441	1,729,687	1,561,440
KAYNE ANDERSON RE PARTNERS I	LP	1	1	-
KAYNE ANDERSON REAL ESTATE	PARTNERS II QP LP	2,824,920	2,420,983	2,725,961
KAYNE SENIOR CREDIT II	OFFSHORE FUND LP	4,758,902	4,758,902	4,774,352
KCP&L GREATER MISSOURI OPERATI	8.270% 11/15/2021 DD 03/31/99	3,800,000	4,168,361	4,743,996
KDDI CORP		332,000	3,908,085	8,704,667
KENTUCKY ST PROPERTY & BLDGS C	6.573% 08/01/2029 DD 07/09/09	6,000,000	6,000,000	7,261,980
KEYSIGHT TECHNOLOGIES INC		178,900	5,317,660	5,068,237
KIA MOTORS CORP		143,700	5,885,424	6,446,309
KINDER MORGAN ENERGY PARTNERS	5.000% 03/01/2043 DD 02/28/13	2,500,000	2,459,722	1,852,000
KINDER MORGAN ENERGY PARTNERS	4.250% 09/01/2024 DD 09/11/14	3,000,000	2,983,682	2,551,920
KINDER MORGAN ENERGY PARTNERS	7.750% 03/15/2032 DD 03/14/02	4,000,000	4,550,216	3,838,680
KINDER MORGAN ENERGY PARTNERS	5.500% 03/01/2044 DD 02/24/14	12,500,000	13,135,636	9,750,625
KINDER MORGAN INC/DE	5.550% 06/01/2045 DD 11/26/14	12,100,000	12,577,935	9,445,623
KINROSS GOLD CORP	6.875% 09/01/2041 DD 03/01/12	15,000,000	14,882,901	8,218,800
KONE OYJ		188,584	2,821,697	8,024,319
KONECRANES OYJ		112,396	4,732,584	2,795,993
KRAFT FOODS GROUP INC	5.000% 06/04/2042 DD 12/04/12	20,000,000	19,742,633	20,137,800
KRAFT HEINZ FOODS CO 144A	5.200% 07/15/2045 DD 07/02/15	2,500,000	2,490,222	2,612,275
KTR INDUSTRIAL FUND III L.P.		33,598	1	45,302
L BRANDS INC	5.625% 02/15/2022 DD 02/07/12	1,000,000	1,077,962	1,062,500
L BRANDS INC 144A	6.875% 11/01/2035 DD 10/30/15	2,000,000	2,069,713	2,055,000
LABORATORY CORP OF AMERICA HOL	4.700% 02/01/2045 DD 01/30/15	5,000,000	4,962,352	4,568,300
LANXESS AG		106,800	7,142,813	4,951,599
LEVI STRAUSS & CO	5.000% 05/01/2025 DD 04/27/15	1,500,000	1,488,860	1,492,500
LIBERTY GLOBAL PLC		130,600	5,600,163	5,324,562
LINDE AG		29,900	5,462,002	4,349,122
LOCKHEED MARTIN CORP	3.800% 03/01/2045 DD 02/20/15	1,150,000	1,021,807	1,019,326
LOCKHEED MARTIN CORP	4.700% 05/15/2046 DD 11/23/15	8,000,000	7,919,970	8,194,960
LOOMIS AB		185,477	4,225,197	5,819,119
LOUISVILLE & JEFFERSON CNTY KY	5.980% 05/15/2040 DD 11/24/09	10,000,000	11,324,296	12,202,400
LOWE'S COS INC		53,800	2,524,075	4,090,952
MACQUARIE INFRASTRUCTURE	PARTNERS INTL LP	8,751,688	8,564,188	9,416,863
MANUFACTURERS & TRADERS TRUST	VAR RT 12/28/2020 DD 12/28/05	677,000	665,811	676,194
MARSH & MCLENNAN COS INC		98,900	3,145,046	5,484,005
MARSHAL WACE GLOBAL	OPPORTUNITIES FUND	42,253	5,099,219	5,972,394
MASTR ALTERNATIVE LOAN T 6 1A5	5.500% 12/25/2035 DD 11/01/05	5,022,218	4,835,753	4,483,736

Security description 1	Security description 2	Shares/Par	Attachment A	
			Base cost	Base market value
MBK PARTNERS FUND III LP		5,635,209	4,475,535	6,199,212
MCP PRIVATE CAPL FEEDER FD II		813,259	970,972	903,858
MEADWESTVACO CORP	7.650% 03/15/2027 DD 03/15/97	1,491,000	1,544,028	1,653,817
MEDTRONIC INC	4.625% 03/15/2045 DD 03/15/15	5,000,000	5,278,078	5,157,250
MEMORIAL SLOAN-KETTERING CANCE	5.000% 07/01/2042 DD 12/08/11	10,000,000	10,000,000	10,709,600
MERCATO PARTNERS GROWTH III LP		700,000	700,000	568,214
MERCK & CO INC		118,700	6,888,308	6,269,734
MERCK & CO INC	2.250% 01/15/2016 DD 12/10/10	500,000	499,992	500,225
MET GOVT NASHVILLE & DAVIDSON	6.568% 07/01/2037 DD 12/16/10	5,000,000	6,584,615	6,253,050
MET GOVT NASHVILLE & DAVIDSON	6.731% 07/01/2043 DD 04/21/10	18,995,000	21,846,435	24,125,929
MET WASHINGTON DC ARPTS AUTH D	8.000% 10/01/2047 DD 05/27/10	2,500,000	2,910,934	3,155,500
MET WASHINGTON DC ARPTS AUTH D	7.462% 10/01/2046 DD 08/12/09	16,700,000	19,451,042	22,456,991
METHANEX CORP		147,361	2,832,433	4,848,029
METLIFE INC	4.600% 05/13/2046 DD 11/13/15	10,000,000	9,961,080	10,066,100
METROPOLITAN RE PARTNERS V LP		4,006,168	1,778,476	3,946,563
MICHIGAN ST	7.625% 09/15/2027 DD 06/25/09	8,905,000	8,855,893	10,247,073
MICROSOFT CORP		113,200	4,842,637	6,280,336
MICROSOFT CORP	4.450% 11/03/2045 DD 11/03/15	3,500,000	3,487,957	3,609,270
MIDAMERICAN ENERGY CO	4.250% 05/01/2046 DD 10/15/15	7,000,000	7,092,331	6,924,330
MILLENNIUM INTL CL EE-III 01A		6,800	10,234,133	12,927,853
MOLSON COORS BREWING CO	5.000% 05/01/2042 DD 05/03/12	11,000,000	10,728,539	10,593,000
MONSANTO CO	4.400% 07/15/2044 DD 07/01/14	5,000,000	4,554,078	4,139,650
MONSANTO CO	3.950% 04/15/2045 DD 04/10/15	5,000,000	4,245,335	3,879,550
MORGAN STANLEY	4.300% 01/27/2045 DD 01/27/15	12,000,000	11,540,660	11,449,320
MORGAN STANLEY ABS CAPI NC6 M1	VAR RT 07/25/2034 DD 07/28/04	8,227,911	7,663,612	7,769,945
MORGAN STANLEY CAPITAL IQ16 A4	5.809% 12/12/2049 DD 11/01/07	2,890,013	2,905,139	3,018,908
MORTGAGE PASS-THROUGH 18XS A6	VAR RT 06/25/2033 DD 05/01/03	87,950	86,799	88,314
MUENCHENER RUECKVERSICHERUNGS-		25,400	3,961,160	5,092,107
MUNI ELEC AUTH OF GEORGIA	6.637% 04/01/2057 DD 03/11/10	15,000,000	17,988,312	17,864,850
MURPHY OIL CORP	5.125% 12/01/2042 DD 11/30/12	23,250,000	21,895,377	14,305,260
NATIONAL RURAL UTILITIES COOPE	3.250% 11/01/2025 DD 10/27/15	4,000,000	3,990,627	3,983,240
NAVIS ASIA FUND VII LP		1,266,824	1,274,838	1,387,456
NBCUNIVERSAL MEDIA LLC	5.950% 04/01/2041 DD 04/01/11	3,000,000	2,992,163	3,587,760
NBCUNIVERSAL MEDIA LLC	6.400% 04/30/2040 DD 04/30/11	5,000,000	5,727,080	6,230,450
NBCUNIVERSAL MEDIA LLC	4.450% 01/15/2043 DD 10/05/12	15,000,000	13,828,003	14,696,400
NEW CENTURY HOME EQUITY 5 AI6	VAR RT 11/25/2033 DD 10/01/03	11,995,092	12,318,050	12,337,912
NEW JERSEY ST TURNPIKE AUTH	7.414% 01/01/2040 DD 04/28/09	8,000,000	8,000,000	11,370,880

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
NEW YORK NY	5.985% 12/01/2036 DD 12/17/09	4,710,000	5,406,674	5,765,794
NEWPAGE CORP	11.375% 12/31/2014 DD 12/31/09	9,223,177	9,223,177	-
NEWSTONE CAPITAL FUND II		3,879,226	3,749,529	3,967,030
NEWSTONE CAPITAL PARTNERS		408,642	429,917	476,184
NEXEN ENERGY ULC	7.400% 05/01/2028 DD 04/28/98	6,500,000	7,271,027	8,079,435
NISKA GAS STORAGE CANADA ULC /	6.500% 04/01/2019 DD 10/01/14	5,000,000	4,911,186	4,312,500
NOBLE ENERGY INC	8.000% 04/01/2027 DD 04/07/97	1,755,000	2,001,755	2,030,711
NOBLE ENERGY INC	5.050% 11/15/2044 DD 11/07/14	5,000,000	4,963,882	4,037,000
NOBLE HOLDING INTERNATIONAL LT	3.950% 03/15/2022 DD 02/10/12	5,000,000	4,944,983	3,306,850
NOBLE HOLDING INTERNATIONAL LT	5.250% 03/15/2042 DD 02/10/12	12,700,000	12,251,961	7,041,642
NON-BASE CURRENCY		-	1,041	846
NON-BASE CURRENCY		-	2,089,201	
NON-BASE CURRENCY		-	7,078	5,760
NON-BASE CURRENCY		-	1	1
NON-BASE CURRENCY - BROKER		-	-446,497	(450,855)
NON-BASE CURRENCY - BROKER		-	291,727	289,753
NON-BASE CURRENCY - BROKER		-	4,410,259	4,440,001
NON-BASE CURRENCY - BROKER		-	737,970	711,210
NORTHERN STATES POWER CO/MN	3.400% 08/15/2042 DD 08/13/12	12,000,000	10,079,387	10,592,400
NORTHROP GRUMMAN CORP	4.750% 06/01/2043 DD 05/31/13	5,000,000	4,758,462	5,146,200
NORTHWEST AIRLINES 2001-1 CLAS	7.041% 10/01/2023 DD 06/01/01	269,347	245,016	304,362
NOVANT HEALTH INC	4.371% 11/01/2043 DD 04/23/13	5,500,000	5,500,000	5,246,230
NOVARTIS AG		62,700	2,743,391	5,436,923
NRG ENERGY INC	7.875% 05/15/2021 DD 11/15/11	1,500,000	1,562,336	1,406,250
NTHRN CA PWR AGY	7.311% 06/01/2040 DD 06/24/10	16,555,000	20,257,437	20,199,418
NYU HOSPITALS CENTER	5.750% 07/01/2043 DD 08/01/13	8,900,000	9,267,298	10,163,444
OAK HILL ADVISORS NPL2 A1 144A	VAR RT /04/25/2054 DD 11/12/14	6,425,234	6,425,234	6,387,710
OAKTREE OPPORTUNITIES FUND X	LP	437,777	437,881	410,540
OHA CREDIT PARTNERS 7A A 144A	VAR RT 11/20/2023 DD 11/08/12	16,834,000	16,872,327	16,638,052
OHA LOAN FUNDING 201 1A A 144A	VAR RT 02/15/2027 DD 03/26/15	10,000,000	10,000,000	9,891,000
OHIO ST HGR EDUCTNL FAC COMMIS	4.723% 01/01/2032 DD 11/23/11	7,500,000	7,500,000	7,818,150
OIL INSURANCE LTD 144A	VAR RT 112/29/2049 DD 06/22/06	4,000,000	4,067,526	3,520,000
ONCOR ELECTRIC DELIVERY CO LLC	7.250% 01/15/2033 DD 07/15/03	4,000,000	4,852,033	5,129,480
ONE ROCK CAPITAL PARTNERS LP		1,839,662	1,695,255	1,919,152
OPEN TEXT CORP 144A	5.625% 01/15/2023 DD 01/15/15	1,000,000	1,019,297	990,000
ORACLE CORP		161,800	6,429,092	5,910,554
ORACLE CORP	5.375% 07/15/2040 DD 07/15/11	5,000,000	5,427,238	5,562,250

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
ORACLE CORP	4.125% 05/15/2045 DD 05/05/15	5,000,000	4,979,686	4,740,950
ORBITAL ATK INC	5.250% 10/01/2021 DD 04/01/15	1,000,000	1,014,472	1,005,000
OREGON ST SCH BRDS ASSN SHORT-	5.528% 06/30/2028 DD 02/19/04	2,840,000	3,313,629	3,263,245
OWENS-BROCKWAY GLASS CONT 144A	6.375% 08/15/2025 DD 08/24/15	1,000,000	1,024,560	1,027,500
PACIFIC GAS & ELECTRIC CO	4.250% 03/15/2046 DD 11/05/15	5,000,000	4,906,738	4,844,950
PACIFICORP	4.100% 02/01/2042 DD 01/06/12	3,150,000	3,129,863	3,037,797
PAYABLE FOR FORWARD FOREIGN EXCHANGE		-	-2,087,794	
PAYABLE FOR INVESTMENTS PURCHASED		-	-199,418,750	(199,418,750)
PAYABLE FOR INVESTMENTS PURCHASED		-	-290,984	(290,984)
PEOPLE'S CHOICE HOME LOAN 1 M2	VAR RT 06/25/2034 DD 04/28/04	6,597,378	5,808,298	6,265,926
PEPPERTREE CAPITAL FD IV QP LP		4,678,993	4,678,993	4,733,014
PEPSICO INC	4.450% 04/14/2046 DD 10/14/15	6,000,000	5,984,154	6,197,700
PEPSICO INC	4.600% 07/17/2045 DD 07/17/15	9,000,000	9,231,356	9,523,260
PERSIMMON PLC		184,532	1,765,865	5,513,069
PETROLEOS MEXICANOS	8.000% 05/03/2019 DD 05/03/09	2,000,000	1,984,914	2,201,740
PETROLEOS MEXICANOS	6.625% 06/15/2035 DD 12/15/05	3,000,000	3,071,232	2,681,250
PETROLEOS MEXICANOS	5.500% 06/27/2044 DD 06/26/12	7,500,000	7,007,899	5,642,550
PETROLEOS MEXICANOS 144A	5.625% 01/23/2046 DD 01/23/15	7,500,000	7,446,188	5,739,000
PHILIP MORRIS INTERNATIONAL IN	4.875% 11/15/2043 DD 11/12/13	9,000,000	8,949,733	9,515,070
PIEDMONT OPERATING PARTNERSHIP	4.450% 03/15/2024 DD 03/06/14	7,000,000	6,987,614	7,002,940
PITTSBURGH PA URBAN REDEV AUTH	5.400% 12/01/2016 DD 10/15/06	945,000	944,804	953,779
PORT AUTH OF NEW YORK & NEW JE	4.926% 10/01/2051 DD 10/06/11	11,965,000	11,379,115	12,693,429
POST HOLDINGS INC	7.375% 02/15/2022 DD 08/15/12	1,000,000	1,033,950	1,042,500
POTASH CORP OF SASKATCHEWAN IN	5.625% 12/01/2040 DD 11/30/10	4,750,000	5,358,966	4,989,780
POTASH CORP OF SASKATCHEWAN IN	5.875% 12/01/2036 DD 12/04/06	10,100,000	10,990,667	11,002,839
PPL CAPITAL FUNDING INC	5.000% 03/15/2044 DD 03/10/14	6,000,000	6,438,286	6,186,180
PPL CAPITAL FUNDING INC	4.200% 06/15/2022 DD 06/14/12	7,000,000	7,021,346	7,283,850
PREFERRED TERM SECURITIES 144A	VAR RT 03/24/2034 DD 03/17/04	3,231,970	2,609,898	3,072,310
PREFERRED TERM SECURITIES 144A	VAR RT 09/23/2035 DD 06/15/05	3,863,139	3,863,139	343,047
PREFERRED TERM SECURITIES 144A	VAR RT 07/03/2033 DD 06/26/03	8,000,000	5,767,508	7,550,400
PREFERRED TERM SECURITIES 144A	VAR RT 06/24/2034 DD 06/17/04	10,289,807	8,268,491	7,981,494
PREFERRED TERM SECURITIES 144A	VAR RT 03/22/2038 DD 03/01/06	11,010,086	6,658,592	9,289,210
PREFERRED TERM SECURITIES 144A	VAR RT 09/24/2033 DD 09/17/03	18,686,139	14,919,566	15,714,295
PREFERRED TERM SECURITIES REGS	VAR RT 06/23/2035 DD 03/17/05	1,794,959	1,419,351	1,672,363
PRIDE INTERNATIONAL INC	6.875% 08/15/2020 DD 08/06/10	10,000,000	10,636,493	9,285,000
PRIME PROPERTY FUND LLC		10,000,000	10,000,000	10,000,000
PROCTER & GAMBLE CO/THE		67,700	5,114,136	5,376,057

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
PROLOGIS LP	3.750% 11/01/2025 DD 10/30/15	5,000,000	4,969,494	4,959,850
PROLOGIS LP	4.250% 08/15/2023 DD 08/15/13	15,000,000	14,969,158	15,783,000
PROTECTIVE LIFE CORP	6.400% 01/15/2018 DD 12/11/07	5,000,000	4,998,983	5,387,350
PRUDENTIAL CAP PTNR III		2,677,914	2,147,596	2,738,544
PRUDENTIAL FINANCIAL INC	4.600% 05/15/2044 DD 05/15/14	8,000,000	7,986,140	7,960,480
PUBLIC SERVICE ELECTRIC & GAS	5.375% 11/01/2039 DD 11/24/09	5,000,000	4,985,475	5,767,350
PVH CORP	4.500% 12/15/2022 DD 12/20/12	1,000,000	997,584	977,500
QUESTAR PIPELINE CO	5.830% 02/01/2018 DD 01/15/08	5,000,000	4,998,911	5,369,050
RAAC SERIES 2007-SP1 TR SP1 A3	VAR RT 03/25/2037 DD 04/10/07	11,288,627	10,602,396	10,882,011
RALI SERIES 2004-QS6 TR QS6 A1	5.000% 05/25/2019 DD 05/01/04	1,476,264	1,484,165	1,492,311
RAM REALTY PARTNERS II LLC		4,506,210	4,373,442	4,782,575
RAMP SERIES 2002-RS1 T RS1 AI5	VAR RT 01/25/2032 DD 01/01/02	541,696	533,497	549,929
RAMP SERIES 2003-RZ2 TR RZ2 A1	VAR RT 04/25/2033 DD 03/01/03	1,974,400	1,923,277	1,985,674
REALOGY HOLDINGS CORP		136,700	5,544,502	5,012,789
RECEIVABLE FOR INVESTMENTS SOLD		-	103,344,507	103,344,507
RECEIVABLE FOR UNITS ISSUED		-	-22,478	(22,478)
RECEIVABLE FOR UNITS ISSUED		-	22,478	22,478
REGENCY ENERGY PARTNERS LP / R	5.750% 09/01/2020 DD 09/11/13	11,320,000	11,336,540	11,058,621
REPUBLIC SERVICES INC	5.700% 05/15/2041 DD 05/09/11	1,350,000	1,557,413	1,510,070
REPUBLIC SERVICES INC	6.200% 03/01/2040 DD 03/04/10	3,400,000	4,003,388	3,984,324
RETIREE DEFINED BENEFIT	ACCOUNT	3,000,000	3,000,000	3,000,000
REXAM PLC		638,672	5,852,343	5,690,392
REXLOT HOLDINGS LTD		25,885,801	2,589,686	4,309
REYNOLDS AMERICAN INC	5.850% 08/15/2045 DD 06/12/15	5,000,000	4,974,002	5,558,700
REYNOLDS AMERICAN INC	8.125% 05/01/2040 DD 11/01/15	7,979,000	9,869,763	9,787,361
REYNOLDS AMERICAN INC	7.250% 06/15/2037 DD 06/21/07	12,276,000	12,680,919	15,029,016
RMAT 2015-1 LLC 1 A1 144A	VAR RT 07/27/2020 DD 08/14/15	9,387,368	9,387,368	9,321,657
RMAT 2015-RPL1 LL RPL1 A1 144A	STEP 05/26/2020 DD 06/15/15	6,150,748	6,150,748	6,123,869
ROCKBRIDGE HOSPITALITY FUND	IV LP	1,337,102	1,826,976	1,552,811
ROGERS COMMUNICATIONS INC	8.750% 05/01/2032 DD 04/30/02	3,000,000	3,307,494	4,055,640
ROHM AND HAAS HOLDINGS LTD	9.800% 04/15/2020 DD 04/15/90	450,000	499,278	507,911
ROWAN COS INC	4.875% 06/01/2022 DD 05/21/12	4,375,000	4,657,507	3,217,463
ROWAN COS INC	5.400% 12/01/2042 DD 12/11/12	5,000,000	4,979,732	2,991,050
ROYALTY PHARMA 12/14 TLB4		18,746,156	18,746,156	18,646,614
RUBENSTEIN PROPERTIES FUND II	LP	4,135,059	3,903,279	3,992,111
S & P 500 EMINI INDEX FUT(CME)	EXP MAR 16	1,320	-	64,600
S & P 500 EMINI INDEX FUT(CME)	EXP MAR 16	177	-	14,160

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
SAGUENAY OFFSHORE FUND LIMITED	CLASS A N SERIES 1A N	201,837	23,419,384	23,566,923
SALLY HOLDINGS LLC / SALLY CAP	5.625% 12/01/2025 DD 12/03/15	2,000,000	2,024,847	2,020,000
SAMSUNG ELECTRONICS CO LTD	GDR	11,560	3,328,249	6,211,084
SANOFI	ADR	130,700	5,505,023	5,574,355
SANTANDER BANK NA	8.750% 05/30/2018 DD 05/16/08	14,080,000	15,105,843	15,891,392
SASOL LTD		94,464	3,534,110	2,556,755
SBERBANK OF RUSSIA PJSC	ADR	216,600	1,824,902	1,273,608
SC JOHNSON & SON INC 144A	4.750% 10/15/2046 DD 10/16/15	7,500,000	7,706,706	7,812,000
SELENE NON-PERFORMIN 1A A 144A	VAR RT 05/25/2054 DD 06/05/14	6,707,421	6,707,421	6,630,889
SENSATA TECHNOLOGIES BV 144A	5.000% 10/01/2025 DD 03/26/15	1,000,000	980,472	977,500
SHEARSON LEHMAN CMO E 4	5.750% 05/01/2017 DD 01/01/87	21,800	22,332	22,150
SHELL INTERNATIONAL FINANCE BV	4.375% 05/11/2045 DD 05/11/15	10,000,000	9,982,586	9,440,700
SHOWA DENKO KK		4,201,300	8,714,979	4,959,346
SIEMENS FINANCIERINGSMAAT 144A	3.250% 05/27/2025 DD 05/27/15	5,000,000	4,911,116	4,993,850
SIEMENS FINANCIERINGSMAAT 144A	4.400% 05/27/2045 DD 05/27/15	10,000,000	9,926,531	10,222,400
SILVER LAKE PARTNERS IV LP		3,182,535	2,265,767	3,516,082
SILVER LAKE PTRS III		5,150,431	2,253,162	6,360,003
SIRIS PARTNERS III LP		526,868	552,889	517,440
SIRIUS XM RADIO INC 144A	4.250% 05/15/2020 DD 05/16/13	500,000	501,175	505,000
SIRIUS XM RADIO INC 144A	5.875% 10/01/2020 DD 09/24/13	500,000	524,256	523,750
SLM STUDENT LOAN TR 4 A5D 144A	VAR RT 03/15/2033 DD 04/16/03	1,893,096	1,843,232	1,801,659
SOLAR STAR FUNDING LLC 144A	5.375% 06/30/2035 DD 06/27/13	15,000,000	15,000,000	16,662,300
SOLVAY FINANCE AMERICA LL 144A	4.450% 12/03/2025 DD 12/03/15	5,000,000	4,994,038	4,932,950
SOLVAY SA		59,086	7,509,204	6,317,742
SORENSEN CAPITAL PARTNERS III	LP	1,439,467	1,874,866	1,470,635
SOUNDVIEW HOME LOAN TR OPT1 M2	VAR RT 06/25/2035 DD 05/12/05	14,250,000	10,372,042	12,708,293
SOUTH32 LTD	ADR	28,545	231,215	108,756
SOUTHERN CALIFORNIA EDISON CO	4.050% 03/15/2042 DD 03/13/12	5,000,000	4,984,452	4,884,500
SOUTHWESTERN ELECTRIC POWER CO	3.900% 04/01/2045 DD 03/26/15	6,250,000	6,195,020	5,472,688
SPAREBANK 1 SR-BANK ASA		575,011	5,785,333	2,553,049
SPE I PARTNERS LP		55,468	1	55,440
SPE II PARTNERS LP		1	84,944	-
SPI 200 INDEX FUTURE (SFE)	EXP MAR 16	150	-	659,979
STANDARD CHARTERED PLC		269,152	5,811,649	2,236,216
STATE PUBLIC SCH BLDG AUTH PA	5.088% 09/15/2029 DD 11/03/11	10,000,000	10,000,000	10,797,900
SVENSKA HANDELSBANKEN AB		382,500	3,256,357	5,122,322
SWAP COLLATERAL WITH MORGAN	STANLEY	270,000	270,000	270,000

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
SWISS FUTURE CCY FUTURE (CME)	EXP MAR 16	(225)	-	500,625
SWISS FUTURE CCY FUTURE (CME)	EXP MAR 16	(40)	-	89,000
SYMRISE AG		111,600	1,988,011	7,435,102
SYSCO CORP	4.850% 10/01/2045 DD 09/28/15	7,000,000	7,264,740	7,282,730
TA IX LP		1	161,771	-
TAYLOR WIMPEY PLC		2,675,503	1,532,448	8,009,094
TCW DIRECT LENDING LLC LP		3,264,732	3,237,414	3,234,727
TDH III HOLDINGS INC		100	613,978	27,257
TECK RESOURCES LTD	6.250% 07/15/2041 DD 07/05/11	4,000,000	3,902,415	1,760,000
TEVA PHARMACEUTICAL INDUSTRIES	ADR	105,330	4,920,605	6,913,861
TEXAS INSTRUMENTS INC		88,700	4,049,778	4,861,647
THAI OIL PCL		3,444,400	5,965,103	6,006,283
THERMO FISHER SCIENTIFIC INC		47,300	4,153,213	6,709,505
TIAA ASSET MANAGEMENT FIN 144A	4.125% 11/01/2024 DD 10/30/14	16,650,000	16,791,186	16,706,610
TIAA SEASONED COMMERCIAL C4 AJ	VAR RT 08/15/2039 DD 07/10/07	1,012,505	1,053,727	1,015,705
TIAA SEASONED COMMERCIAL C4 C	VAR RT 08/15/2039 DD 07/10/07	1,000,000	998,644	1,018,220
TIAA SEASONED COMMERCIAL C4 D	VAR RT 08/15/2039 DD 07/10/07	1,000,000	974,106	1,034,050
TIME WARNER CABLE INC	5.875% 11/15/2040 DD 11/15/10	4,000,000	4,180,512	3,790,680
TIME WARNER CABLE INC	6.750% 06/15/2039 DD 06/29/09	5,000,000	5,031,905	5,018,000
TIME WARNER INC		59,400	2,614,300	3,841,398
TIME WARNER INC	6.500% 11/15/2036 DD 11/13/06	5,000,000	5,330,641	5,646,750
TIME WARNER INC	4.850% 07/15/2045 DD 06/04/15	5,000,000	4,996,491	4,761,250
TIME WARNER INC	6.250% 03/29/2041 DD 04/01/11	10,000,000	11,095,450	11,105,700
TIME WARNER INC	4.900% 06/15/2042 DD 06/13/12	10,000,000	9,458,202	9,400,800
TITAN MASTERS INTERNATIONAL	FUND LTD	241,214	34,315,364	42,599,545
TOYOTA MOTOR CREDIT CORP	2.050% 01/12/2017 DD 01/12/12	500,000	499,825	504,295
TPG ASIA VI LP		2,751,070	2,740,937	2,819,067
TPG PARTNERS VII LP		145,236	145,236	115,030
TPG VII ENSEMBLE CO-INVEST LP		2,503,908	2,503,908	2,503,852
TPREF FUNDING I LTD/TPREF 144A	VAR RT 11/15/2032 DD 10/29/02	2,000,000	2,000,000	873,340
TRANSOCEAN INC	VAR RT 12/15/2041 DD 12/05/11	5,100,000	5,696,769	2,907,000
TRANSOCEAN INC	VAR RT 12/15/2021 DD 12/05/11	12,850,000	14,106,045	8,304,313
TREVI FINANZIARIA INDUSTRIALE		1,225,575	7,555,617	2,436,356
TRIDENT IV LP		2,614,903	1,765,464	2,736,051
TRIDENT V LP		5,376,944	4,145,273	5,473,186
TRS EL UL MSUSVISP INDEX	P +90BPS 2016 FEB 19	(30,000,000)	-	-
TRS FL UL MSUSVISP INDEX	P +90BPS 2016 FEB 19	30,000,000	-	(410,138)

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
TWO SIGMA SPECTRUM CAYMAN LTD	CLASS A1 SERIES BENCHMARK	2,486	5,741,452	7,447,773
TYSON FOODS INC	5.150% 08/15/2044 DD 08/08/14	15,000,000	15,967,739	15,663,000
U S TREASURY BD PRIN STRIP	0.000% 11/15/2040 DD 11/15/10	25,450,000	11,641,588	11,984,914
UBS-BAMLL TRUST WRM A 144A	3.663% 06/10/2030 DD 07/01/12	1,500,000	1,564,741	1,510,980
UNION PACIFIC CORP	4.050% 11/15/2045 DD 10/29/15	3,500,000	3,483,705	3,386,390
UNITED TECHNOLOGIES CORP	4.150% 05/15/2045 DD 05/04/15	2,660,000	2,520,712	2,541,550
UNITED TECHNOLOGIES CORP	4.500% 06/01/2042 DD 06/01/12	17,500,000	18,460,228	17,623,200
US 10YR TREAS NTS FUTURE (CBT)	EXP MAR 16	(4,200)	-	1,509,375
US 5YR TREAS NTS FUTURE (CBT)	EXP MAR 16	5,000	-	(1,445,310)
US 5YR TREAS NTS FUTURE MAR 16	PUT MAR 16 117.50 ED 02/19/16	4,300	1,793,788	1,007,813
US AIRWAYS 2012-1 CLASS B PASS	8.000% 04/01/2021 DD 05/14/12	5,843,073	5,843,073	6,310,519
US GOVT BLDING OPEN-END FEEDER	1 LP	11,223,159	9,705,431	11,373,564
US OFFICE DEVELOPMENT PROGRAM	LP	6,077,854	4,873,618	6,504,849
US SHIPPING 6/15 TL		1,978,659	1,968,840	1,820,366
US TREAS BD FUTURE (CBT)	EXP MAR 16	2,218	-	(2,024,250)
US TREAS BDS FUTURE EXP MAR 16	PUT MAR 16 148.00 ED 02/19/16	(1,000)	-1,809,400	(484,375)
US ULTRA BOND (CBT)	EXP MAR 16	1,075	-	1,024,609
US ULTRA BOND (CBT)	EXP MAR 16	235	-	223,984
VALEANT PHARMACEUTICALS I 144A	6.375% 10/15/2020 DD 10/04/12	1,500,000	1,567,587	1,447,500
VAR MARGIN ON SWAPS		-	554,441	554,441
VENTURE OVERAGE FUND LP		951,158	922,708	1,006,784
VERIZON COMMUNICATIONS INC	6.400% 02/15/2038 DD 02/12/08	5,000,000	5,155,263	5,702,050
VERIZON COMMUNICATIONS INC	4.522% 09/15/2048 DD 03/13/15	10,000,000	8,867,810	8,943,000
VERIZON COMMUNICATIONS INC	3.500% 11/01/2024 DD 10/29/14	15,000,000	14,910,971	14,815,500
VERIZON COMMUNICATIONS INC	6.550% 09/15/2043 DD 09/18/13	28,000,000	31,406,017	33,241,880
VERIZON NEW YORK INC	7.375% 04/01/2032 DD 03/28/02	13,286,000	15,451,402	14,998,433
VIACOM INC	5.850% 09/01/2043 DD 08/19/13	10,000,000	10,016,573	8,979,800
VIRGINIA ELECTRIC & POWER CO	6.350% 11/30/2037 DD 12/04/07	5,000,000	4,989,655	6,396,100
VIRGINIA ST HSG DEV AUTH	5.251% 01/01/2039 DD 12/08/11	5,000,000	5,000,000	5,161,500
VISA INC	4.300% 12/14/2045 DD 12/14/15	8,500,000	8,485,817	8,623,760
VISIUM GLOBAL OFFSHORE FUND		6,768	10,000,000	11,489,195
VISTA EQUITY PARTNERS FD V LP		5,349,416	4,796,516	5,764,814
VISTA EQUITY PTNRS FD V	COINVEST I LP	3,999,717	4,007,717	3,997,379
VODAFONE GROUP PLC	ADR	171,000	7,422,674	5,516,460
VOLT XXIV LLC NPL6 A1 144A	VAR RT 02/25/2055 DD 03/30/15	3,426,297	3,422,749	3,387,580
VOLT XXV LLC NPL8 A1 144A	VAR RT /06/26/2045 DD 06/25/15	10,997,220	10,985,276	10,836,661
VOLT XXVII LLC NPL7 A1 144A	VAR RT 08/27/2057 DD 10/28/14	7,420,031	7,410,897	7,362,452

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
VOLT XXXIII LLC NPL5 A1 144A	VAR RT 03/25/2055 DD 03/25/15	12,844,630	12,831,932	12,620,105
VOLT XXXVIII LLC NP12 A1 144A	VAR RT 09/25/2045 DD 09/25/15	7,706,531	7,700,144	7,624,765
WAL-MART STORES INC	5.625% 04/01/2040 DD 04/01/10	2,200,000	2,862,905	2,617,626
WAL-MART STORES INC	5.625% 04/15/2041 DD 04/18/11	4,850,000	5,588,949	5,769,366
WAL-MART STORES INC	4.750% 10/02/2043 DD 10/02/13	9,000,000	9,162,055	9,680,130
WAL-MART STORES INC	4.000% 04/11/2043 DD 04/11/13	10,500,000	9,323,631	10,196,445
WAMU MORTGAGE PASS-THR AR10 A7	VAR RT 10/25/2033 DD 09/01/03	260,298	258,629	265,465
WASTE MANAGEMENT INC	4.100% 03/01/2045 DD 02/26/15	5,000,000	4,724,059	4,650,150
WEA FINANCE LLC / WESTFIE 144A	4.750% 09/17/2044 DD 09/17/14	3,000,000	2,990,684	2,939,370
WEATHERFORD INTERNATIONAL LLC	6.800% 06/15/2037 DD 12/15/07	3,000,000	2,954,006	2,100,000
WELLS FARGO & CO	4.900% 11/17/2045 DD 11/17/15	4,500,000	4,465,773	4,540,140
WELLS FARGO & CO	5.375% 11/02/2043 DD 10/28/13	8,100,000	8,076,790	8,669,025
WELLS FARGO & CO	4.125% 08/15/2023 DD 08/15/13	9,000,000	8,975,569	9,347,130
WELLS FARGO & CO	4.300% 07/22/2027 DD 07/22/15	10,000,000	9,963,101	10,215,300
WELLS FARGO & CO	5.606% 01/15/2044 DD 11/26/13	10,394,000	10,589,986	11,546,695
WELLS FARGO MORTGAGE BA 14 2A2	5.500% 10/25/2022 DD 09/01/07	891,704	914,345	916,921
WESTPORT CAPITAL PARTNERS FUND	II	6,350,129	5,493,224	6,535,466
WEYERHAEUSER CO	6.950% 10/01/2027 DD 10/08/97	2,000,000	1,933,940	2,357,420
WHITEWAVE FOODS CO/THE	5.375% 10/01/2022 DD 09/17/14	4,025,000	4,169,071	4,256,438
WILLIAMS PARTNERS LP	6.300% 04/15/2040 DD 02/09/10	7,000,000	7,508,177	5,371,450
WINCOR NIXDORF AG		83,440	4,542,951	4,203,470
WORLEYPARSONS LTD		693,900	5,681,231	2,337,441
WRIGHTWOOD CAPITAL HIGH YIELD	PARTNERS II	502,796	295,535	533,627
XCEL ENERGY INC	4.800% 09/15/2041 DD 09/12/11	13,000,000	13,084,139	13,060,970
YARA INTERNATIONAL ASA		128,100	5,512,850	5,541,470
YEN DENOM NIKKEI 225 FUT (CME)	EXP MAR 16	410	-	(1,627,457)
YIT OYJ		263,225	3,938,628	1,496,903
YUKON CAPITAL PARTNERS	PARALLEL LP	3,175,183	2,560,948	3,190,460
YUKON CAPITAL PARTNERS	PARALLEL II LP	3,769,232	3,502,424	3,921,721
Total investments		3,415,028,912	4,255,878,132	4,316,031,477

Attachment B

Shares/Par	Security ID	Security description 1	Security description 2	Cost	Proceeds
7,000.00	99F167C6C	90DAY EUROS DOLLAR FUTURE (CME)	EXP MAR 16	-	3,500,000
9,400.00	99F167C7C	90DAY EUROS DOLLAR FUTURE (CME)	EXP MAR 17	-	(8,867,500)
2,400.00	99F167C8C	90DAY EUROS DOLLAR FUTURE (CME)	EXP MAR 18	-	(2,970,000)
5,000.00	99F167L5C	90DAY EUROS DOLLAR FUTURE (CME)	EXP DEC 15	-	2,087,088
59,514.78	99VVA3X98	ASHMORE EMERGING MARKETS	FUND DEC 2014 SERIES	(10,000,000)	10,000,000
69.00	99F240I5C	AUSTRALIAN DOLLAR CCY FUT (CME)	EXP SEP 15	-	439,185
260.00	99F240I5C	AUSTRALIAN DOLLAR CCY FUT (CME)	EXP SEP 15	-	1,654,900
69.00	99F240F5C	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP JUN 15	-	(153,870)
69.00	99F240L5C	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP DEC 15	-	(111,090)
260.00	99F240F5C	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP JUN 15	-	(579,800)
260.00	99F240L5C	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP DEC 15	-	(418,600)
101.00	99F193F5C	BRITISH POUND CURRENCY FUTURE	EXP JUN 15	-	(380,644)
101.00	99F193I5C	BRITISH POUND CURRENCY FUTURE	EXP SEP 15	-	29,669
101.00	99F193L5C	BRITISH POUND CURRENCY FUTURE	EXP DEC 15	-	186,850
571.00	99F193F5C	BRITISH POUND CURRENCY FUTURE	EXP JUN 15	-	(2,151,956)
571.00	99F193I5C	BRITISH POUND CURRENCY FUTURE	EXP SEP 15	-	167,731
574.00	99F193L5C	BRITISH POUND CURRENCY FUTURE	EXP DEC 15	-	1,061,713
500.00	XXF316I5S	DJ EURO STOXX IND 50 FUT (EUX)	EXP SEP 15	-	(1,284,104)
500.00	XXF316F5S	DJ EURO STOXX INDEX 50 FUT EUX	EXP JUN 15	-	31,158
700.00	XXF316L5S	DJ EURO STOXX INDEX 50 FUT EUX	EXP DEC 15	-	626,690
120.00	99F205F5C	EURO FX CURR FUTURE (CME)	EXP JUN 15	-	(1,156,500)
130.00	99F205I5C	EURO FX CURR FUTURE (CME)	EXP SEP 15	-	37,625
130.00	99F205L5C	EURO FX CURR FUTURE (CME)	EXP DEC 15	-	447,688
948.00	99F205F5C	EURO FX CURR FUTURE (CME)	EXP JUN 15	-	(9,076,538)
930.00	99F205I5C	EURO FX CURR FUTURE (CME)	EXP SEP 15	-	456,313
942.00	99F205L5C	EURO FX CURR FUTURE (CME)	EXP DEC 15	-	3,205,088
170.00	EXF210F5J	FTSE 100 INDEX FUTURE (LIF)	EXP JUN 15	-	514,680
220.00	EXF210I5J	FTSE 100 INDEX FUTURE (LIF)	EXP SEP 15	-	(1,249,483)
200.00	EXF210L5J	FTSE 100 INDEX FUTURE (LIF)	EXP DEC 15	-	(155,813)
8,296,313.60	36164NFF7	GE CAPITAL INTERNATIONAL 144A	2.342% 11/15/2020 DD 10/26/15	(8,330,702)	8,239,901
106.00	99F190F5C	JAPANESE YEN CCY FUTURE (CME)	EXP JUN 15	-	115,275
106.00	99F190I5C	JAPANESE YEN CCY FUTURE (CME)	EXP SEP 15	-	(174,900)
106.00	99F190L5C	JAPANESE YEN CCY FUTURE (CME)	EXP DEC 15	-	66,913
549.00	99F190F5C	JAPANESE YEN CCY FUTURE (CME)	EXP JUN 15	-	597,038
549.00	99F190I5C	JAPANESE YEN CCY FUTURE (CME)	EXP SEP 15	-	(905,850)
564.00	99F190L5C	JAPANESE YEN CCY FUTURE (CME)	EXP DEC 15	-	353,588
6,250,000.00	67109BAA2	OHA LOAN FUNDING 201 1A A 144A	VAR RT 02/15/2027 DD 03/26/15	(6,250,000)	6,210,938

Attachment B

Shares/Par	Security ID	Security description 1	Security description 2	Cost	Proceeds
262,232.00	EX99WCE90	PERSIMMON ORD NPV CAPITAL LINE		(371,725)	369,421
260.00	99F295F5C	S & P 500 EMINI IND FUT (CME)	EXP JUN 15	-	977,650
200.00	99F295I5C	S & P 500 EMINI IND FUT (CME)	EXP SEP 15	-	(1,494,500)
1,050.00	99F295F5C	S & P 500 EMINI IND FUT (CME)	EXP JUN 15	-	3,466,275
1,120.00	99F295I5C	S & P 500 EMINI IND FUT (CME)	EXP SEP 15	-	(5,979,300)
200.00	99F295L5C	S & P 500 EMINI INDEX FUT(CME)	EXP DEC 15	-	1,063,135
1,370.00	99F295L5C	S & P 500 EMINI INDEX FUT(CME)	EXP DEC 15	-	6,252,675
10,000,000.00	81725WAF0	SENSATA TECHNOLOGIES BV 144A	6.500% 05/15/2019 DD 05/12/11	(10,409,108)	10,403,000
1.00	EBBYXDTJ9	SOLVAY SA		-	6
125.00	AAF236L5U	SPI 200 INDEX FUTURE (SFE)	EXP DEC 15	-	(451,315)
40.00	99F189F5C	SWISS FUTURE CCY FUTURE (CME)	EXP JUN 15	-	(401,500)
40.00	99F189I5C	SWISS FUTURE CCY FUTURE (CME)	EXP SEP 15	-	242,500
40.00	99F189L5C	SWISS FUTURE CCY FUTURE (CME)	EXP DEC 15	-	71,500
225.00	99F189F5C	SWISS FUTURE CCY FUTURE (CME)	EXP JUN 15	-	(2,258,438)
225.00	99F189I5C	SWISS FUTURE CCY FUTURE (CME)	EXP SEP 15	-	1,364,063
225.00	99F189L5C	SWISS FUTURE CCY FUTURE (CME)	EXP DEC 15	-	402,188
1,000.00	99F1399ID	US 10YR TREAS NTS FUT DEC 15	CALL OCT 15 128.500 ED 092515	(565,600)	129,715
3,000.00	99F1399RY	US 10YR TREAS NTS FUT SEP 15	PUT JUL 15 125.000 ED 06/26/15	(1,931,190)	131,340
2,850.00	99F139F5A	US 10YR TREAS NTS FUTURE (CBT)	EXP JUN 15	-	(1,551,562)
4,950.00	99F139I5A	US 10YR TREAS NTS FUTURE (CBT)	EXP SEP 15	-	(7,286,719)
5,950.00	99F139L5A	US 10YR TREAS NTS FUTURE (CBT)	EXP DEC 15	-	1,160,156
5,000.00	99F183F5A	US 5YR TREAS NTS FUTURE (CBT)	EXP JUN 15	-	2,265,625
5,000.00	99F183I5A	US 5YR TREAS NTS FUTURE (CBT)	EXP SEP 15	-	4,609,375
5,000.00	99F183L5A	US 5YR TREAS NTS FUTURE (CBT)	EXP DEC 15	-	(3,945,315)
400.00	99F133F5A	US TREAS BD FUTURE (CBT)	EXP JUN 15	-	12,500
4,038.00	99F133I5A	US TREAS BD FUTURE (CBT)	EXP SEP 15	-	17,000,813
3,838.00	99F133L5A	US TREAS BD FUTURE (CBT)	EXP DEC 15	-	3,573,892
200.00	99F1339DL	US TREAS BD FUTURE JUN 15	CALL MAY 15 163.000 ED 4/24/15	(284,996)	30,630
305.00	99F700F5A	US ULTRA BOND (CBT)	EXP JUN 15	-	(2,332,969)
245.00	99F700I5A	US ULTRA BOND (CBT)	EXP SEP 15	-	65,078
335.00	99F700L5A	US ULTRA BOND (CBT)	EXP DEC 15	-	94,727
890.00	99F700F5A	US ULTRA BOND (CBT)	EXP JUN 15	-	(7,675,313)
1,098.00	99F700I5A	US ULTRA BOND (CBT)	EXP SEP 15	-	2,328,219
1,395.00	99F700L5A	US ULTRA BOND (CBT)	EXP DEC 15	-	(855,921)
3,604,000.00	92531XBB7	VERSO PAPER HOLDINGS LLC / VER	11.750% 01/15/2019 DD 01/07/15	(3,518,855)	2,703,000
210.00	FJF232F5C	YEN DENOM NIKKEI 225 FUT (CME)	EXP JUN 15	-	1,484,304
210.00	FJF232I5C	YEN DENOM NIKKEI 225 FUT (CME)	EXP SEPT 15	-	(2,519,833)

Attachment B

Shares/Par	Security ID	Security description 1	Security description 2	Cost	Proceeds
410.00	FJF232L5C	YEN DENOM NIKKEI 225 FUT (CME)	EXP DEC 15	-	2,882,306
Total assets acquired and disposed of within year				(41,662,175.33)	36,724,786.30

Attachment to Schedule SB of 2015 Form 5500

Name: Nationwide Retirement Plan

EIN/PN 31-4177100/333

SCHEDULE SB, LINE 24—CHANGE IN ACTUARIAL ASSUMPTIONS

- Valuation Compensation is now calculated by adding the Target bonuses to the Base compensation and offsetting for known deferred compensation elections. Previously valuation compensation was determined by projecting the prior year actual compensation one year using salary scale. This change was made to better align with expectations of future compensation.

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, 2015

(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)	41,662	36,725

Report Run Date	Beginning of Period Date	End of Period Date	Report ID	REPORTING		Units	Security Description	Security Description 2	Cost	Proceeds
Date	Date	Date	Report ID	ACCOUNT	Security ID					
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG10000000	99F189F5C	40.00	SWISS FUTURE CCY FUTURE (CME)	EXP JUN 15	-	(401,500.00)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG10000000	99F189I5C	40.00	SWISS FUTURE CCY FUTURE (CME)	EXP SEP 15	-	242,500.00
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG10000000	99F189L5C	40.00	SWISS FUTURE CCY FUTURE (CME)	EXP DEC 15	-	71,500.00
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG10000000	99F190F5C	106.00	JAPANESE YEN CCY FUTURE (CME)	EXP JUN 15	-	115,275.00
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG10000000	99F190I5C	106.00	JAPANESE YEN CCY FUTURE (CME)	EXP SEP 15	-	(174,900.00)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG10000000	99F190L5C	106.00	JAPANESE YEN CCY FUTURE (CME)	EXP DEC 15	-	66,912.50
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG10000000	99F193F5C	101.00	BRITISH POUND CURRENCY FUTURE	EXP JUN 15	-	(380,643.75)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG10000000	99F193I5C	101.00	BRITISH POUND CURRENCY FUTURE	EXP SEP 15	-	29,668.75
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG10000000	99F193L5C	101.00	BRITISH POUND CURRENCY FUTURE	EXP DEC 15	-	186,850.00
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG10000000	99F205F5C	120.00	EURO FX CURR FUTURE (CME)	EXP JUN 15	-	(1,156,500.00)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG10000000	99F205I5C	130.00	EURO FX CURR FUTURE (CME)	EXP SEP 15	-	37,625.00
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG10000000	99F205L5C	130.00	EURO FX CURR FUTURE (CME)	EXP DEC 15	-	447,687.50
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG10000000	99F240F5C	69.00	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP JUN 15	-	(153,870.00)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG10000000	99F240I5C	69.00	AUSTRALIAN DOLLAR CCY FUT (CME)	EXP SEP 15	-	439,185.00
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG10000000	99F240L5C	69.00	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP DEC 15	-	(111,090.00)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG10000000	99F295F5C	260.00	S & P 500 EMINI IND FUT (CME)	EXP JUN 15	-	977,650.00
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG10000000	99F295I5C	200.00	S & P 500 EMINI IND FUT (CME)	EXP SEP 15	-	(1,494,500.00)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG10000000	99F295L5C	200.00	S & P 500 EMINI INDEX FUT(CME)	EXP DEC 15	-	1,063,135.00
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG10000000	99F700F5A	305.00	US ULTRA BOND (CBT)	EXP JUN 15	-	(2,332,968.75)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG10000000	99F700I5A	245.00	US ULTRA BOND (CBT)	EXP SEP 15	-	65,078.13
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG10000000	99F700L5A	335.00	US ULTRA BOND (CBT)	EXP DEC 15	-	94,726.68
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	36164NFF7	8,296,313.60	GE CAPITAL INTERNATIONAL 144A	2.342% 11/15/2020 DD 10/26/15	(8,330,702.25)	8,239,900.80
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	67109BAA2	6,250,000.00	OHA LOAN FUNDING 201 1A A 144A	VAR RT 02/15/2027 DD 03/26/15	(6,250,000.00)	6,210,937.50
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	81725WAF0	10,000,000.00	SENSATA TECHNOLOGIES BV 144A	6.500% 05/15/2019 DD 05/12/11	(10,409,107.58)	10,403,000.00
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	92531XBB7	3,604,000.00	VERSO PAPER HOLDINGS LLC / VER	11.750% 01/15/2019 DD 01/07/15	(3,518,854.50)	2,703,000.00
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F1339DL	200.00	US TREAS BD FUTURE JUN 15	CALL MAY 15 163.000 ED 4/24/15	(284,996.00)	30,630.00
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F133F5A	400.00	US TREAS BD FUTURE (CBT)	EXP JUN 15	-	12,500.00
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F133I5A	4,038.00	US TREAS BD FUTURE (CBT)	EXP SEP 15	-	17,000,812.50
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F133L5A	3,838.00	US TREAS BD FUTURE (CBT)	EXP DEC 15	-	3,573,892.19
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F1399ID	1,000.00	US 10YR TREAS NTS FUT DEC 15	CALL OCT 15 128.500 ED 092515	(565,600.00)	129,715.00
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F1399RY	3,000.00	US 10YR TREAS NTS FUT SEP 15	PUT JUL 15 125.000 ED 06/26/15	(1,931,190.00)	131,340.00
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F139F5A	2,850.00	US 10YR TREAS NTS FUTURE (CBT)	EXP JUN 15	-	(1,551,562.15)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F139I5A	4,950.00	US 10YR TREAS NTS FUTURE (CBT)	EXP SEP 15	-	(7,286,718.75)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F139L5A	5,950.00	US 10YR TREAS NTS FUTURE (CBT)	EXP DEC 15	-	1,160,156.25
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F167C6C	7,000.00	90DAY EURODOLLAR FUTURE (CME)	EXP MAR 16	-	3,500,000.00
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F167C7C	9,400.00	90DAY EURODOLLAR FUTURE (CME)	EXP MAR 17	-	(8,867,500.00)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F167C8C	2,400.00	90DAY EURODOLLAR FUTURE (CME)	EXP MAR 18	-	(2,970,000.00)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F167L5C	5,000.00	90DAY EURODOLLAR FUTURE (CME)	EXP DEC 15	-	2,087,087.50
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F183F5A	5,000.00	US 5YR TREAS NTS FUTURE (CBT)	EXP JUN 15	-	2,265,625.00
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F183I5A	5,000.00	US 5YR TREAS NTS FUTURE (CBT)	EXP SEP 15	-	4,609,375.00
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F183L5A	5,000.00	US 5YR TREAS NTS FUTURE (CBT)	EXP DEC 15	-	(3,945,315.00)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F189F5C	225.00	SWISS FUTURE CCY FUTURE (CME)	EXP JUN 15	-	(2,258,437.50)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F189I5C	225.00	SWISS FUTURE CCY FUTURE (CME)	EXP SEP 15	-	1,364,062.50
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F189L5C	225.00	SWISS FUTURE CCY FUTURE (CME)	EXP DEC 15	-	402,187.50
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F190F5C	549.00	JAPANESE YEN CCY FUTURE (CME)	EXP JUN 15	-	597,037.50
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F190I5C	549.00	JAPANESE YEN CCY FUTURE (CME)	EXP SEP 15	-	(905,850.00)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F190L5C	564.00	JAPANESE YEN CCY FUTURE (CME)	EXP DEC 15	-	353,587.50
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F193F5C	571.00	BRITISH POUND CURRENCY FUTURE	EXP JUN 15	-	(2,151,956.25)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F193I5C	571.00	BRITISH POUND CURRENCY FUTURE	EXP SEP 15	-	167,731.25
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F193L5C	574.00	BRITISH POUND CURRENCY FUTURE	EXP DEC 15	-	1,061,712.50
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F205F5C	948.00	EURO FX CURR FUTURE (CME)	EXP JUN 15	-	(9,076,537.50)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F205I5C	930.00	EURO FX CURR FUTURE (CME)	EXP SEP 15	-	456,312.50
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F205L5C	942.00	EURO FX CURR FUTURE (CME)	EXP DEC 15	-	3,205,087.50
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F240F5C	260.00	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP JUN 15	-	(579,800.00)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F240I5C	260.00	AUSTRALIAN DOLLAR CCY FUT (CME)	EXP SEP 15	-	1,654,900.00
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F240L5C	260.00	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP DEC 15	-	(418,600.00)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F295F5C	1,050.00	S & P 500 EMINI IND FUT (CME)	EXP JUN 15	-	3,466,275.00
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F295I5C	1,120.00	S & P 500 EMINI IND FUT (CME)	EXP SEP 15	-	(5,979,300.00)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F295L5C	1,370.00	S & P 500 EMINI INDEX FUT(CME)	EXP DEC 15	-	6,252,675.00
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F700F5A	890.00	US ULTRA BOND (CBT)	EXP JUN 15	-	(7,675,312.50)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F700I5A	1,098.00	US ULTRA BOND (CBT)	EXP SEP 15	-	2,328,218.75
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99F700L5A	1,395.00	US ULTRA BOND (CBT)	EXP DEC 15	-	(855,921.33)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	99VVA3X98	59,514.78	ASHMORE EMERGING MARKETS	FUND DEC 2014 SERIES	(10,000,000.00)	9,999,999.99
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	AAF236LSU	125.00	SPI 200 INDEX FUTURE (SFE)	EXP DEC 15	-	(451,314.84)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	EBBYXDTJ9	1.00	SOLVAY SA		-	5.78

8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	EX99WCE90	262,232.00	PERSIMMON ORD NPV CAPITAL LINE			(371,725.00)	369,420.64
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	EXF210F5J	170.00	FTSE 100 INDEX FUTURE (LIF)	EXP JUN 15	-	-	514,679.78
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	EXF210I5J	220.00	FTSE 100 INDEX FUTURE (LIF)	EXP SEP 15	-	-	(1,249,482.79)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	EXF210L5J	200.00	FTSE 100 INDEX FUTURE (LIF)	EXP DEC 15	-	-	(155,812.54)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	FJF232F5C	210.00	YEN DENOM NIKKEI 225 FUT (CME)	EXP JUN 15	-	-	1,484,303.55
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	FJF232I5C	210.00	YEN DENOM NIKKEI 225 FUT (CME)	EXP SEPT 15	-	-	(2,519,833.08)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	FJF232L5C	410.00	YEN DENOM NIKKEI 225 FUT (CME)	EXP DEC 15	-	-	2,882,306.39
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	XXF316F5S	500.00	DJ EURO STOXX INDEX 50 FUT EUX	EXP JUN 15	-	-	31,157.50
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	XXF316I5S	500.00	DJ EURO STOXX IND 50 FUT (EUX)	EXP SEP 15	-	-	(1,284,103.50)
8/12/2016	1/1/2015	12/31/2015	M2574E	NDBG20000000	XXF316L5S	700.00	DJ EURO STOXX INDEX 50 FUT EUX	EXP DEC 15	-	-	626,690.10



CONFIDENTIAL

September 6, 2016

Mr. Jeffrey A. Rees
Deloitte Consulting LLP
200 Renaissance Center, Suite 3900,
Detroit, MI 48243

Re: Termination of Enrolled Actuary

Dear Jeff:

I, as plan administrator, verify that the explanation that is reproduced below or attached to this notice is the explanation concerning your termination reported on the Schedule C (Form 5500) attached to the 2015 Annual Return/Report Form 5500 for the Nationwide Retirement Plan. This Form 5500 is identified in line 2b by the nine-digit EIN 31-4177100 and in line 1b by the three-digit PN 333.

Explanation (from Part II of Schedule C):

The Enrolled Actuary was changed due to a transfer of internal responsibilities in the Firm who employs our Enrolled Actuary. There were no material disputes or matters of disagreement concerning this termination.

You have the opportunity to comment to the Department of Labor concerning any aspect of this explanation. Comments should include the name, EIN, and PN of the plan and be submitted to: Office of Enforcement, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue, N.W., Washington, D.C. 20210.

Sincerely,

Robert Watts, AVP Benefits Planning
Nationwide Mutual Insurance
Nationwide Retirement Plan
Pension Plan
Plan Administrator

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 2015 This Form is Open to Public Inspection
---	--	---

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

► **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	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:60%;">B Three-digit plan number (PN) ►</td> <td style="width:40%; text-align: center;">333</td> </tr> </table>	B Three-digit plan number (PN) ►	333
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>2015</u>		
2	Assets:		
	a Market value.....	2a	4,591,667,217
	b Actuarial value.....	2b	4,498,591,875
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target
	a For retired participants and beneficiaries receiving payment.....	14,451	1,424,522,237
	b For terminated vested participants.....	11,386	434,227,420
	c For active participants.....	30,325	1,358,553,756
	d Total.....	56,162	3,217,303,413
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	6.38 %
6	Target normal cost.....	6	101,064,808

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	 Timothy J. Geddes Signature of actuary	 Date 14-06181 Most recent enrollment number (313) 396-3954 Telephone number (including area code)
	Timothy J. Geddes Type or print name of actuary Deloitte Consulting LLP Firm name 200 Renaissance Center, Suite 3900 Detroit MI 48243 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 ☐

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)	240,821,268	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)	240,821,268	0
10	Interest on line 9 using prior year's actual return of <u>12.35</u> %	29,741,427	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(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.57</u> %		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		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)	270,562,695	0

Part III		Funding Percentages	
14	Funding target attainment percentage	14	131.30 %
15	Adjusted funding target attainment percentage	15	139.70 %
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	143.99 %
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	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21** Discount rate:**a** Segment rates:1st segment:
4.72 %2nd segment:
6.11 %3rd segment:
6.81 %☐ 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**

101,064,808

b Excess assets, if applicable, but not greater than line 31a**31b**

101,064,808

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 1

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

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

December 31, 2015

(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	\$ 107,283	105,251
*	Nationwide Life Insurance Company	401(h) Guaranteed Investment Fund, 3.75% crediting rate	62,267	61,979
*	Bank of New York Mellon Trust Operations	Assets held in trust, multiple investments (see Attachment A)	4,255,878	4,316,031
			<u>4,425,428</u>	<u>4,483,262</u>

* Indicates party-in-interest

Security Description 1	Security Description 2	Shares/Par	Base Cost	Base Market Value
IFL L UL CONSUMER PRICE INDEX	R CPURNSA P 1.8575% 2025AUG 14	(100,000,000.00)	0.00	0.00
TRS EL UL MSUSVISP INDEX	P +90BPS 2016 FEB 19	(30,000,000.00)	0.00	0.00
90DAY EURODOLLAR FUTURE (CME)	EXP JUN 17	(9,400.00)	0.00	4,427,500.00
US 10YR TREAS NTS FUTURE (CBT)	EXP MAR 16	(4,200.00)	0.00	1,509,375.00
90DAY EURODOLLAR FUTURE (CME)	EXP JUN 18	(2,400.00)	0.00	810,000.00
90DAY EURODOLLAR FUTURE (CME)	EXP SEP 17	(1,600.00)	0.00	560,000.00
90DAY EURODOLLAR FUTURE (CME)	EXP SEP 18	(1,600.00)	0.00	520,000.00
US TREAS BDS FUTURE EXP MAR 16	PUT MAR 16 148.00 ED 02/19/16	(1,000.00)	-1,809,400.00	-484,375.00
EURO FX CURR FUTURE (CME)	EXP MAR 16	(942.00)	0.00	1,984,087.50
BRITISH POUND CURRENCY FUT (CME)	EXP MAR 16	(574.00)	0.00	1,542,625.00
JAPANESE YEN CCY FUTURE (CME)	EXP MAR 16	(564.00)	0.00	-426,525.00
AUSTRALIAN DOLLAR CCY FUT (CME)	EXP MAR 16	(260.00)	0.00	-237,900.00
SWISS FUTURE CCY FUTURE (CME)	EXP MAR 16	(225.00)	0.00	500,625.00
NON-BASE CURRENCY		-	1,040.82	845.91
CASH		-	9,161.31	9,161.31
RECEIVABLE FOR INVESTMENTS SOLD		-	103,344,506.94	103,344,506.94
PAYABLE FOR INVESTMENTS PURCHASED		-	-199,418,750.00	-199,418,750.00
PAYABLE FOR INVESTMENTS PURCHASED		-	-290,984.10	-290,984.10
CASH		-	63.00	
FFX CONTRACTS RECEIVABLE		-	2,087,794.06	
NON-BASE CURRENCY		-	2,089,201.09	
PAYABLE FOR FORWARD FOREIGN EXCHANG		-	-2,087,794.06	
NON-BASE CURRENCY - BROKER		-	-446,497.05	-450,854.96
NON-BASE CURRENCY		-	7,077.98	5,760.33
NON-BASE CURRENCY - BROKER		-	291,727.44	289,752.79
NON-BASE CURRENCY - BROKER		-	4,410,258.95	4,440,000.51
NON-BASE CURRENCY - BROKER		-	737,969.98	711,210.24
CASH - BROKER		-	20,516,959.15	20,516,959.15
VAR MARGIN ON SWAPS		-	554,441.35	554,441.35
RECEIVABLE FOR UNITS ISSUED		-	-22,478.47	-22,478.47
RECEIVABLE FOR UNITS ISSUED		-	22,478.47	22,478.47
NON-BASE CURRENCY		-	1.20	1.17
KAYNE ANDERSON REAL ESTATE	PARTNERS III LP	0.01	0.00	0.00
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	0.02	0.02	0.02
ICG EUROPE FUND VI FEEDER LP		1.00	995.05	-44,184.54
KAYNE ANDERSON RE PARTNERS I	LP	1.00	1.00	0.00
SPE II PARTNERS LP		1.00	84,944.00	0.00
TA IX LP		1.00	161,771.06	0.00
TDH III HOLDINGS INC		100.00	613,978.09	27,257.00
SPI 200 INDEX FUTURE (SFE)	EXP MAR 16	150.00	0.00	659,978.79
FTSE 100 INDEX FUTURE (LIF)	EXP MAR 16	250.00	0.00	433,562.43
YEN DENOM NIKKEI 225 FUT (CME)	EXP MAR 16	410.00	0.00	-1,627,457.41
DJ EURO STOXX INDEX 50 FUT EUX	EXP MAR 16	700.00	0.00	67,893.75
EQUITYCO INC	WTS 30-NOV-2015	718.00	0.00	0.00
US ULTRA BOND (CBT)	EXP MAR 16	1,075.00	0.00	1,024,609.38
S & P 500 EMINI INDEX FUT(CME)	EXP MAR 16	1,320.00	0.00	64,600.00
US TREAS BD FUTURE (CBT)	EXP MAR 16	2,218.00	0.00	-2,024,250.00
TWO SIGMA SPECTRUM CAYMAN LTD	CLASS A1 SERIES BENCHMARK 1	2,485.53	5,741,451.65	7,447,773.00
ARDEN ALTERNATIVE ADVISERS SPC	USD SERIES A TRANCHE 1	2,500.00	250,000.00	0.00
US 5YR TREAS NTS FUTURE MAR 16	PUT MAR 16 117.50 ED 02/19/16	4,300.00	1,793,788.00	1,007,812.50
US 5YR TREAS NTS FUTURE (CBT)	EXP MAR 16	5,000.00	0.00	-1,445,310.00
VISIUM GLOBAL OFFSHORE FUND		6,768.23	10,000,000.00	11,489,195.10
MILLENNIUM INTL CL EE-III 01A		6,799.97	10,234,132.61	12,927,853.00
ALPHABET INC		6,825.00	2,959,901.39	5,309,918.25
90DAY EURODOLLAR FUTURE (CME)	EXP JUN 16	7,000.00	0.00	-3,325,000.00
ALEUTIAN FUND LTD		10,000.00	10,000,000.00	10,322,121.00
FHLMC MULTICLASS MTG 50 I	8.000% 06/15/2020 DD 05/15/89	10,601.60	10,882.23	10,926.96
SAMSUNG ELECTRONICS CO LTD	GDR	11,560.00	3,328,248.75	6,211,083.96
FHLMC MULTICLASS MTG 33 D	8.000% 04/15/2020 DD 02/15/89	19,259.52	19,554.33	19,930.52
SHEARSON LEHMAN CMO E 4	5.750% 05/01/2017 DD 01/01/87	21,800.22	22,331.69	22,150.11
MUENCHENER RUECKVERSICHERUNGS-		25,400.00	3,961,159.69	5,092,107.29
SOUTH32 LTD	ADR	28,545.00	231,214.50	108,756.45
LINDE AG		29,900.00	5,462,001.91	4,349,121.54
KTR INDUSTRIAL FUND III L.P.		33,598.00	1.00	45,302.00
CHRISTIAN DIOR SE		38,309.00	4,569,503.96	6,523,161.71
MARSHAL WACE GLOBAL	OPPORTUNITIES FUND	42,253.03	5,099,219.45	5,972,394.10
BREXAN HOWARD ASIA FUND	LIMITED CLASS US\$ SHARES	42,991.08	10,000,000.00	10,892,569.32
THERMO FISHER SCIENTIFIC INC		47,300.00	4,153,212.84	6,709,505.00
BNY MELLON CASH RESERVE	0.010% 12/31/2049 DD 06/26/97	47,805.23	47,805.23	47,805.23
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	50,050.06	50,050.06	
LOWE'S COS INC		53,800.00	2,524,075.20	4,090,952.00
SPE I PARTNERS LP		55,468.00	1.00	55,440.00
CIE GENERALE DES ETABLISSEMENT		56,400.00	5,119,493.90	5,385,397.43
SOLVAY SA		59,086.00	7,509,204.36	6,317,741.54
TIME WARNER INC		59,400.00	2,614,299.93	3,841,398.00
HANNOVER RUECK SE		59,500.00	2,652,156.47	6,828,671.90
BASF SE		60,000.00	4,092,854.04	4,609,388.16
NOVARTIS AG		62,700.00	2,743,390.83	5,436,923.08
PROCTER & GAMBLE CO/THE		67,700.00	5,114,135.95	5,376,057.00
AON PLC		68,800.00	4,285,045.91	6,344,048.00
FNMA GTD REMIC P/T 91-164 PX	7.500% 12/25/2021 DD 12/01/91	75,331.25	77,738.66	82,587.16
IMERY'S SA		77,811.00	4,937,047.16	5,445,170.67
CAPITAL ONE FINANCIAL CORP		81,100.00	4,508,510.81	5,853,798.00

WINCOR NIXDORF AG		83,440.00	4,542,951.45	4,203,470.44
JP MORGAN CHASE COMMER LDP6 A4	VAR RT 04/15/2043 DD 03/01/06	83,703.98	85,504.98	83,685.57
AMERICAN INTERNATIONAL GROUP I		84,000.00	3,164,062.97	5,205,480.00
MORTGAGE PASS-THROUGH 18XS A6	VAR RT 06/25/2033 DD 05/01/03	87,950.32	86,798.60	88,314.43
TEXAS INSTRUMENTS INC		88,700.00	4,049,777.75	4,861,647.00
ANALOG DEVICES INC		89,200.00	5,111,617.18	4,934,544.00
SASOL LTD		94,464.00	3,534,110.15	2,556,755.29
MARSH & MCLENNAN COS INC		98,900.00	3,145,045.84	5,484,005.00
COMCAST CORP		99,300.00	3,631,870.05	5,603,499.00
BLACKDIAMOND THEMATIC LTD	SER A UNRESTRCTD 02-15 SUB-SER	100,000.00	10,000,000.00	9,423,207.10
TEVA PHARMACEUTICAL INDUSTRIES	ADR	105,330.00	4,920,605.04	6,913,861.20
EQT CORP		106,400.00	7,238,242.46	5,546,632.00
LANXESS AG		106,800.00	7,142,813.05	4,951,598.73
IPSOS		107,025.00	4,032,664.90	2,467,063.88
SYMRISE AG		111,600.00	1,988,010.57	7,435,102.14
CBS CORP		112,300.00	6,041,095.20	5,292,699.00
KONECRANES OYJ		112,396.00	4,732,584.12	2,795,993.24
MICROSOFT CORP		113,200.00	4,842,636.54	6,280,336.00
AERCAP HOLDINGS NV		114,800.00	5,560,342.41	4,954,768.00
CITIGROUP INC		115,300.00	5,331,234.03	5,966,775.00
MERCK & CO INC		118,700.00	6,888,308.33	6,269,734.00
ENERGY SPECTRUM PARTNERS V		118,927.52	1,857,642.87	52,629.00
EVERYWARE GLOBAL INC COM NEW		120,169.00	1,133,391.82	871,225.25
YARA INTERNATIONAL ASA		128,100.00	5,512,849.74	5,541,469.92
LIBERTY GLOBAL PLC		130,600.00	5,600,163.31	5,324,562.00
SANOFI	ADR	130,700.00	5,505,022.73	5,574,355.00
REALOGY HOLDINGS CORP		136,700.00	5,544,501.85	5,012,789.00
GE-WMC MORTGAGE SECURITI 1 A2A	VAR RT 08/25/2036 DD 08/21/06	136,715.44	136,715.44	67,947.57
AGILENT TECHNOLOGIES INC		137,500.00	5,094,871.64	5,748,875.00
INTERNATIONAL PAPER CO		142,700.00	6,717,110.44	5,379,790.00
KIA MOTORS CORP		143,700.00	5,885,423.64	6,446,308.60
TPG PARTNERS VII LP		145,236.00	145,236.00	115,030.00
METHANEX CORP		147,361.00	2,832,433.38	4,848,029.45
INVESTOR AB		150,749.00	3,910,550.53	5,589,654.06
CIT GROUP INC		156,100.00	7,429,844.12	6,197,170.00
CROW HLDGS REALTY PTNRS VII LP		158,967.00	158,967.00	37,736.00
CROW HOLDINGS RETAIL FUND I		159,090.00	159,090.00	188,123.00
CONTINENTAL AIRLINES 1997-4 CL	6.900% 07/02/2019 DD 10/23/97	159,337.81	159,337.81	163,719.60
ENCAP FLATROCK MIDSTREAM III	FUND LP	161,036.26	125,728.82	276,644.31
ORACLE CORP		161,800.00	6,429,091.80	5,910,554.00
INVESCO LTD		166,000.00	4,404,036.05	5,557,680.00
HARBOURVEST PARTNERS VI BUYOUT	PF LP	166,765.00	229,978.00	166,765.00
BELLWAY PLC		167,097.00	3,887,177.21	6,984,621.85
VODAFONE GROUP PLC	ADR	171,000.00	7,422,674.13	5,516,460.00
GENERAL ELECTRIC CO		172,900.00	4,016,287.27	5,385,835.00
BP PLC	ADR	176,300.00	7,494,301.89	5,511,138.00
KEYSIGHT TECHNOLOGIES INC		178,900.00	5,317,659.60	5,068,237.00
BHP BILLITON PLC	ADR	181,763.00	5,936,748.78	4,116,931.95
EXELON CORP		184,300.00	5,920,559.46	5,118,011.00
PERSIMMON PLC		184,532.00	1,765,864.58	5,513,069.36
LOOMIS AB		185,477.00	4,225,197.00	5,819,119.24
KONE OYJ		188,584.00	2,821,697.19	8,024,319.16
FREENET AG		195,320.00	4,507,641.76	6,644,295.07
FHLMC MULTICLASS MTG 2773 CD	4.500% 04/15/2024 DD 04/01/04	198,438.42	192,679.19	209,463.66
CITIFINANCIAL MORTGAGE S 1 AF5	VAR RT 04/25/2034 DD 03/01/04	201,425.84	188,794.28	202,970.78
SAGUENAY OFFSHORE FUND LIMITED	CLASS A N SERIES 1A N	201,836.95	23,419,383.50	23,566,922.89
ASAHI GROUP HOLDINGS LTD		206,500.00	3,166,841.45	6,521,413.66
ESCROW CB CENTURY COMM	0.000% 02/14/2007 DD 01/23/97	210,000.00	0.00	0.00
DEUTSCHE MORTGAGE SEC IN 1 3A6	VAR RT 12/25/2033 DD 01/01/04	211,292.55	210,718.14	216,570.64
SBERBANK OF RUSSIA PJSC	ADR	216,600.00	1,824,902.41	1,273,608.00
CITIZENS FINANCIAL GROUP INC		219,300.00	5,250,902.60	5,743,467.00
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	230,035.47	230,035.47	230,035.47
TITAN MASTERS INTERNATIONAL	FUND LTD	241,213.53	34,315,363.56	42,599,544.55
CATALYST FUND V		250,000.00	250,000.00	80,881.00
WAMU MORTGAGE PASS-THR AR10 A7	VAR RT 10/25/2033 DD 09/01/03	260,298.39	258,628.68	265,465.31
YIT OYJ		263,225.00	3,938,628.25	1,496,902.80
CAVERION CORP		263,225.00	1,147,173.26	2,582,050.10
FNBC 1993-A PASS THROUGH TRUST	8.080% 01/05/2018	268,933.83	280,715.88	280,374.27
STANDARD CHARTERED PLC		269,152.00	5,811,648.57	2,236,215.55
NORTHWEST AIRLINES 2001-1 CLAS	7.041% 10/01/2023 DD 06/01/01	269,346.63	245,015.71	304,361.69
SWAP COLLATERAL WITH MORGAN	STANLEY	270,000.00	270,000.00	270,000.00
ABFC 2001-AQ1 TRUST AQ1 A6	VAR RT 11/20/2030 DD 03/01/01	289,597.71	288,609.91	283,632.00
ENERGY SPECTRUM PTNRS VII LP		302,033.81	375,214.58	250,854.00
ENCAP ENERGY CAPITAL FUND X LP		303,260.59	303,260.59	253,375.42
INTERNATIONAL GAME TECHNOLOGY		322,764.00	5,445,796.45	5,222,321.52
APPLIED MATERIALS INC		326,100.00	5,124,362.57	6,088,287.00
KDDI CORP		332,000.00	3,908,085.45	8,704,667.21
BANK OF AMERICA CORP		351,400.00	4,362,875.38	5,914,062.00
DEUTSCHE TELEKOM AG		358,296.00	5,100,785.27	6,496,030.81
SVENSKA HANDELSBANKEN AB		382,500.00	3,256,357.38	5,122,322.27
INFOSYS LTD	ADR	399,668.00	4,632,437.02	6,694,439.00
DNB ASA		399,710.00	4,834,515.68	4,958,357.52
DUNI AB		407,300.00	3,538,966.10	6,836,162.33
NEWSTONE CAPITAL PARTNERS		408,642.00	429,917.00	476,184.00

GNMA GTD REMIC P/T 11-112 GN	2.000%	11/20/2036 DD 08/01/11	435,185.45	433,446.03	437,979.34
OAKTREE OPPORTUNITIES FUND X LP			437,777.00	437,881.00	410,540.00
ROHM AND HAAS HOLDINGS LTD	9.800%	04/15/2020 DD 04/15/90	450,000.00	499,278.22	507,910.50
BURLINGTON NORTHERN AND SANTA	5.629%	04/01/2024 DD 08/09/06	462,258.21	462,258.21	505,652.70
HARBOURVEST VI PARTNERSHIP FD			476,714.00	489,839.00	476,714.00
FLEXTRONICS INTERNATIONAL LTD			481,800.00	3,645,423.09	5,400,978.00
AT&T INC	2.950%	05/15/2016 DD 04/29/11	500,000.00	499,922.32	503,045.00
COLGATE-PALMOLIVE CO	2.625%	05/01/2017 DD 05/04/11	500,000.00	499,479.40	510,020.00
EATON ELECTRIC HOLDINGS LLC	2.375%	01/15/2016 DD 12/07/10	500,000.00	499,993.29	500,160.00
MERCK & CO INC	2.250%	01/15/2016 DD 12/10/10	500,000.00	499,992.12	500,225.00
SIRIUS XM RADIO INC 144A	4.250%	05/15/2020 DD 05/16/13	500,000.00	501,174.69	505,000.00
SIRIUS XM RADIO INC 144A	5.875%	10/01/2020 DD 09/24/13	500,000.00	524,256.49	523,750.00
3M CO	1.375%	09/29/2016 DD 09/29/11	500,000.00	499,359.43	501,280.00
TOYOTA MOTOR CREDIT CORP	2.050%	01/12/2017 DD 01/12/12	500,000.00	499,824.52	504,295.00
GSO EURO SENIOR DEBT FUND LP			501,323.00	501,323.00	647,749.00
WRIGHTWOOD CAPITAL HIGH YIELD	PARTNERS II		502,796.11	295,534.92	533,627.00
SIRIS PARTNERS III LP			526,868.00	552,889.00	517,440.00
RAMP SERIES 2002-RS1 T RS1 A15	VAR RT	01/25/2032 DD 01/01/02	541,695.63	533,497.33	549,929.40
SPAREBANK 1 SR-BANK ASA			575,011.00	5,785,332.56	2,553,049.22
COBALT INDUSTRIAL REIT III			599,362.57	4,183,392.57	541,928.57
CCOH SAFARI LLC 144A	5.750%	02/15/2026 DD 11/20/15	600,000.00	600,371.98	601,500.00
ESCROW CB ADELPHIA COM	0.000%	10/01/2010 DD 09/20/00	601,100.78	112,033.98	3,005.50
INDIUM V (MAURITIUS) HOLDINGS	LIMITED		605,863.00	676,760.00	556,086.00
EVERYWARE 6/15 EXIT TL			628,851.93	618,699.36	591,120.81
REXAM PLC			638,672.00	5,852,342.86	5,690,392.20
INTERWEST PARTNERS VIII LP			676,387.04	449,375.87	0.00
MANUFACTURERS & TRADERS TRUST	VAR RT	12/28/2020 DD 12/28/05	677,000.00	665,811.25	676,194.37
GNMA GTD REMIC P/T 11-82 LP	3.250%	02/20/2037 DD 06/01/11	688,614.89	698,114.59	695,349.54
WORLEYPARSONS LTD			693,900.00	5,681,231.19	2,337,441.36
MERCATO PARTNERS GROWTH III LP			700,000.00	700,000.00	568,214.00
CREDIT-BASED ASSET SER CB8 AF5	VAR RT	12/25/2035 DD 11/01/05	747,769.23	724,964.38	739,768.10
BARRATT DEVELOPMENTS PLC			757,661.00	1,768,349.19	6,990,645.59
CAPITAL PARTNERS III LP			791,870.00	848,132.00	851,367.00
MCP PRIVATE CAPL FEEDER FD II			813,258.53	970,971.54	903,857.64
CASH COLLATERAL AT BK OF	AMERICA		820,000.00	820,000.00	820,000.00
WELLS FARGO MORTGAGE BA 14 2A2	5.500%	10/25/2022 DD 09/01/07	891,703.76	914,344.64	916,921.14
ASHMORE EMERGING MARKET DEBT	FUND JUL 2015 SERIES EMDF A031		906,125.98	166,542,621.30	143,502,989.23
CYPRUM INVESTORS III LP			914,403.00	884,533.00	989,038.00
PITTSBURGH PA URBAN REDEV AUTH	5.400%	12/01/2016 DD 10/15/06	945,000.00	944,804.38	953,779.05
VENTURE OVERAGE FUND LP			951,158.00	922,708.00	1,006,784.00
BRITISH AIRWAYS 2013-1 CL 144A	4.625%	12/20/2025 DD 07/03/13	987,330.67	994,196.76	1,029,292.22
AGRIUM INC	5.250%	01/15/2045 DD 11/18/14	1,000,000.00	994,996.71	932,150.00
BALL CORP	5.000%	03/15/2022 DD 03/09/12	1,000,000.00	1,020,847.42	1,020,000.00
BALL CORP	5.250%	07/01/2025 DD 06/25/15	1,000,000.00	1,017,251.25	1,022,500.00
CCO HOLDINGS LLC / CCO HOLDING	5.125%	02/15/2023 DD 12/17/12	1,000,000.00	1,004,915.55	1,001,250.00
CLEAN HARBORS INC	5.250%	08/01/2020 DD 07/30/12	1,000,000.00	1,028,328.09	1,020,000.00
COMPASS MINERALS INTERNAT 144A	4.875%	07/15/2024 DD 06/23/14	1,000,000.00	961,102.26	952,500.00
CONSTELLATION BRANDS INC	4.750%	12/01/2025 DD 12/04/15	1,000,000.00	1,000,000.00	1,018,750.00
CORRECTIONS CORP OF AMERICA	5.000%	10/15/2022 DD 09/25/15	1,000,000.00	1,004,860.47	995,000.00
ENERGY TRANSFER PARTNERS LP	5.200%	02/01/2022 DD 01/17/12	1,000,000.00	1,050,423.44	934,260.00
DOLLAR TREE INC 144A	5.750%	03/01/2023 DD 02/23/15	1,000,000.00	1,058,743.93	1,035,000.00
EQUITY COMMONWEALTH	6.250%	06/15/2017 DD 06/25/07	1,000,000.00	1,018,786.65	1,032,790.00
HUNTINGTON INGALLS INDUST 144A	5.000%	12/15/2021 DD 12/02/14	1,000,000.00	1,045,042.60	1,018,750.00
L BRANDS INC	5.625%	02/15/2022 DD 02/07/12	1,000,000.00	1,077,961.72	1,062,500.00
OPEN TEXT CORP 144A	5.625%	01/15/2023 DD 01/15/15	1,000,000.00	1,019,297.18	990,000.00
ORBITAL ATK INC	5.250%	10/01/2021 DD 04/01/15	1,000,000.00	1,014,471.53	1,005,000.00
OWENS-BROCKWAY GLASS CONT 144A	6.375%	08/15/2025 DD 08/24/15	1,000,000.00	1,024,559.76	1,027,500.00
PVH CORP	4.500%	12/15/2022 DD 12/20/12	1,000,000.00	997,583.92	977,500.00
POST HOLDINGS INC	7.375%	02/15/2022 DD 08/15/12	1,000,000.00	1,033,950.01	1,042,500.00
SENSATA TECHNOLOGIES BV 144A	5.000%	10/01/2025 DD 03/26/15	1,000,000.00	980,472.47	977,500.00
TIAA SEASONED COMMERCIAL C4 C	VAR RT	08/15/2039 DD 07/10/07	1,000,000.00	998,644.14	1,018,220.00
TIAA SEASONED COMMERCIAL C4 D	VAR RT	08/15/2039 DD 07/10/07	1,000,000.00	974,106.30	1,034,050.00
TIAA SEASONED COMMERCIAL C4 AJ	VAR RT	08/15/2039 DD 07/10/07	1,012,505.36	1,053,727.41	1,015,704.88
ENCAP ENERGY FUND VIII COINVES			1,027,125.92	2,093,169.27	857,557.11
AUDIO VISUAL SERVICES 1/14	COV-LITE TLB		1,080,750.00	1,076,817.22	1,036,169.06
ENCAP ENERGY CAPITAL FUND VII	LP		1,117,274.39	3,924,914.62	846,769.86
ARCLIGHT ENERGY PTNRS FD VI LP			1,131,553.00	1,131,553.00	1,112,206.00
LOCKHEED MARTIN CORP	3.800%	03/01/2045 DD 02/20/15	1,150,000.00	1,021,807.49	1,019,325.50
ARDEN STRATEGIC INVESTMENT	FUND LLC		1,165,810.63	116,750,000.00	121,291,314.95
TREVI FINANZIARIA INDUSTRIALE			1,225,575.00	7,555,616.62	2,436,356.08
BALL CORP	4.375%	12/15/2020 DD 12/14/15	1,250,000.00	1,250,000.00	1,269,537.50
NAVIS ASIA FUND VII LP			1,266,824.00	1,274,838.00	1,387,456.00
INVESCO REAL ESTATE FUND II			1,278,359.00	102,236.00	1,257,475.00
GSAA HOME EQUITY TRUST 2 12 A1	VAR RT	08/25/2036 DD 07/28/06	1,314,153.19	1,314,153.19	694,516.82
CHL MORTGAGE PASS-THROUG 15 A7	5.500%	08/25/2035 DD 06/01/05	1,317,533.44	1,293,550.21	1,185,450.71
ROCKBRIDGE HOSPITALITY FUND	IV LP		1,337,102.32	1,826,976.37	1,552,811.00
REPUBLIC SERVICES INC	5.700%	05/15/2041 DD 05/09/11	1,350,000.00	1,557,413.14	1,510,069.50
AMPERSAND 2014 LTD PARTNERSHIP			1,374,365.73	1,374,365.73	1,505,401.00
ABFC 2005-AQ1 TRUST AQ1 A6	VAR RT	06/25/2035 DD 06/01/05	1,416,529.98	1,392,313.51	1,453,728.06
BBA AVIATION PLC			1,418,425.00	4,141,017.08	3,953,356.01
GENERAL ELECTRIC CAPITAL CORP	6.875%	01/10/2039 DD 01/09/09	1,432,000.00	1,411,961.65	1,951,916.24
SORENSEN CAPITAL PARTNERS III	LP		1,439,467.00	1,874,866.00	1,470,635.00
RALI SERIES 2004-QS6 TR QS6 A1	5.000%	05/25/2019 DD 05/01/04	1,476,264.45	1,484,164.98	1,492,311.44
MEADWESTVACO CORP	7.650%	03/15/2027 DD 03/15/97	1,491,000.00	1,544,028.40	1,653,817.20

GS MORTGAGE SECURITIES GG8 AM	5.591%	11/10/2039 DD 10/01/06	1,500,000.00	1,457,440.33	1,529,970.00
HUNTINGTON INGALLS INDUST 144A	5.000%	11/15/2025 DD 11/17/15	1,500,000.00	1,509,902.07	1,522,500.00
LEVI STRAUSS & CO	5.000%	05/01/2025 DD 04/27/15	1,500,000.00	1,488,860.36	1,492,500.00
NRG ENERGY INC	7.875%	05/15/2021 DD 11/15/11	1,500,000.00	1,562,336.09	1,406,250.00
UBS-BAMLL TRUST WRM A 144A	3.663%	06/10/2030 DD 07/01/12	1,500,000.00	1,564,740.79	1,510,980.00
VALEANT PHARMACEUTICALS I 144A	6.375%	10/15/2020 DD 10/04/12	1,500,000.00	1,567,586.77	1,447,500.00
GREENCORE GROUP PLC			1,519,447.00	2,423,493.29	7,934,594.32
KAYNE ANDERSON MEZZANINE	PARTNERS (QP) LP		1,623,441.00	1,729,687.00	1,561,440.00
CROW HOLDINGS REALTY PARTNERS	V LP		1,626,824.00	1,448,273.00	1,678,376.00
BLUE VISTA SPONSOR EQUITY FUND	II LLC		1,704,539.00	1.00	1,601,341.60
NOBLE ENERGY INC	8.000%	04/01/2027 DD 04/07/97	1,755,000.00	2,001,754.53	2,030,710.50
PREFERRED TERM SECURITIES REGS	VAR RT	06/23/2035 DD 03/17/05	1,794,959.20	1,419,351.36	1,672,363.49
ONE ROCK CAPITAL PARTNERS LP			1,839,662.00	1,695,255.00	1,919,152.00
JARDEN CORP 144A	5.000%	11/15/2023 DD 10/30/15	1,870,000.00	1,892,709.68	1,912,075.00
SLM STUDENT LOAN TR 4 A5D 144A	VAR RT	03/15/2033 DD 04/16/03	1,893,095.82	1,843,231.66	1,801,659.29
RAMP SERIES 2003-RZ2 TR RZ2 A1	VAR RT	04/25/2033 DD 03/01/03	1,974,399.73	1,923,276.86	1,985,673.55
US SHIPPING 6/15 TL			1,978,658.56	1,968,839.72	1,820,365.88
AMGEN INC	5.150%	11/15/2041 DD 11/10/11	2,000,000.00	1,984,452.28	2,030,460.00
ASHLAND INC	VAR RT	08/15/2022 DD 08/15/13	2,000,000.00	1,912,822.31	1,945,000.00
BEAR STEARNS COMMERCIAL PW17 AM	VAR RT	06/11/2050 DD 09/01/07	2,000,000.00	2,009,264.32	2,103,820.00
DTE ELECTRIC CO	3.950%	06/15/2042 DD 06/22/12	2,000,000.00	1,963,171.52	1,914,580.00
EATON CORP	8.875%	06/15/2019 DD 06/22/89	2,000,000.00	2,213,871.40	2,370,320.00
HCA INC	6.500%	02/15/2020 DD 08/01/11	2,000,000.00	2,215,722.32	2,179,000.00
L BRANDS INC 144A	6.875%	11/01/2035 DD 10/30/15	2,000,000.00	2,069,712.68	2,055,000.00
BANK ONE MICHIGAN	8.250%	11/01/2024 DD 11/03/94	2,000,000.00	2,273,911.09	2,575,560.00
PETROLEOS MEXICANOS	8.000%	05/03/2019 DD 05/03/09	2,000,000.00	1,984,914.10	2,201,740.00
SALLY HOLDINGS LLC / SALLY CAP	5.625%	12/01/2025 DD 12/03/15	2,000,000.00	2,024,846.75	2,020,000.00
WEYERHAEUSER CO	6.950%	10/01/2027 DD 10/08/97	2,000,000.00	1,933,939.67	2,357,420.00
TPREF FUNDING I LTD/TPREF 144A	VAR RT	11/15/2032 DD 10/29/02	2,000,000.00	2,000,000.00	873,340.00
HARBORVIEW MORTGAGE L A A 144A	VAR RT	06/21/2037 DD 04/30/07	2,115,152.84	750,562.10	947,355.81
FMR LLC 144A	7.570%	06/15/2029 DD 06/15/99	2,200,000.00	2,397,176.25	2,918,696.00
WAL-MART STORES INC	5.625%	04/01/2040 DD 04/01/10	2,200,000.00	2,862,904.72	2,617,626.00
ARCLIGHT ENERGY PARTNERS FUND	V LP		2,210,781.00	2,210,781.00	1,897,787.00
CYPRUS INVESTORS IV LP			2,244,173.00	2,221,777.00	2,293,821.00
FNMA POOL #0383661	6.620%	06/01/2016 DD 06/01/01	2,260,916.07	2,272,325.65	2,305,569.16
CONTINENTAL AIRLINES 2000-2 CL	7.707%	10/02/2022 DD 11/28/00	2,265,212.34	1,861,437.38	2,470,440.58
ENCAP ENERGY CAPITAL FUND IX	LP		2,385,585.97	2,505,965.13	2,782,301.85
GSO CAPITAL SOLUTIONS FUND II	LP		2,405,310.00	2,066,352.00	2,145,380.00
JOHNSON CONTROLS INC	5.250%	12/01/2041 DD 12/02/11	2,450,000.00	2,776,435.09	2,245,155.50
ENCAP ENERGY CAPITAL VIII LP			2,498,661.87	3,130,035.50	1,719,755.59
APPALACHIAN POWER CO	4.400%	05/15/2044 DD 05/08/14	2,500,000.00	2,342,478.61	2,353,475.00
ENCANA CORP	6.500%	08/15/2034 DD 08/04/04	2,500,000.00	2,726,272.41	2,022,025.00
KRAFT HEINZ FOODS CO 144A	5.200%	07/15/2045 DD 07/02/15	2,500,000.00	2,490,222.22	2,612,275.00
KINDER MORGAN ENERGY PARTNERS	5.000%	03/01/2043 DD 02/28/13	2,500,000.00	2,459,721.99	1,852,000.00
MET WASHINGTON DC ARPTS AUTH D	8.000%	10/01/2047 DD 05/27/10	2,500,000.00	2,910,933.64	3,155,500.00
TPG VII ENSEMBLE CO-INVEST LP			2,503,908.00	2,503,908.00	2,503,852.00
BAKER HUGHES INC	5.125%	09/15/2040 DD 08/24/10	2,600,000.00	2,641,629.71	2,571,816.00
TRIDENT IV LP			2,614,903.15	1,765,463.81	2,736,051.46
HUNT COMMERCIAL REALTY PTNRS	III LP		2,625,631.00	160,964.00	2,601,496.00
UNITED TECHNOLOGIES CORP	4.150%	05/15/2045 DD 05/04/15	2,660,000.00	2,520,711.59	2,541,550.20
TAYLOR WIMPEY PLC			2,675,503.00	1,532,447.84	8,009,093.88
PRUDENTIAL CAP PTNR III			2,677,914.42	2,147,596.25	2,738,543.62
TPG ASIA VI LP			2,751,070.00	2,740,937.00	2,819,067.00
CLAREANT EURO DIRECT LENDING	FD II		2,754,404.86	2,754,404.86	2,831,308.00
KAYNE ANDERSON REAL ESTATE	PARTNERS II QP LP		2,824,920.00	2,420,983.00	2,725,961.00
OREGON ST SCH BRDS ASSN SHORT-	5.528%	06/30/2028 DD 02/19/04	2,840,000.00	3,313,629.14	3,263,245.20
MORGAN STANLEY CAPITAL IQ16 A4	5.809%	12/12/2049 DD 11/01/07	2,890,013.04	2,905,138.72	3,018,907.62
ACTIS GLOBAL 4			2,893,636.93	2,332,114.57	2,854,000.00
HEIT RE DEBT PARTNERS LP			2,934,821.77	2,934,821.77	2,934,230.00
AIR CANADA 2015-1 CLASS C 144A	5.000%	09/15/2020 DD 03/25/15	3,000,000.00	2,936,226.55	2,827,500.00
APPALACHIAN POWER CO	4.450%	06/01/2045 DD 05/18/15	3,000,000.00	2,849,284.72	2,847,690.00
CR BARD INC	6.700%	12/01/2026 DD 12/09/96	3,000,000.00	3,131,631.68	3,821,400.00
CALPINE CORP 144A	7.875%	01/15/2023 DD 01/14/11	3,000,000.00	3,206,160.00	3,195,000.00
DIST OF COLUMBIA REVENUE	4.931%	06/01/2035 DD 09/03/15	3,000,000.00	3,000,000.00	2,974,350.00
ENTERPRISE PRODUCTS OPERATING	4.900%	05/15/2046 DD 05/07/15	3,000,000.00	2,989,153.25	2,451,570.00
JPMORGAN CHASE & CO	6.400%	05/15/2038 DD 05/22/08	3,000,000.00	2,990,177.29	3,823,680.00
KINDER MORGAN ENERGY PARTNERS	4.250%	09/01/2024 DD 09/11/14	3,000,000.00	2,983,682.02	2,551,920.00
NBCUNIVERSAL MEDIA LLC	5.950%	04/01/2041 DD 04/01/11	3,000,000.00	2,992,162.82	3,587,760.00
PETROLEOS MEXICANOS	6.625%	06/15/2035 DD 12/15/05	3,000,000.00	3,071,232.39	2,681,250.00
ROGERS COMMUNICATIONS INC	8.750%	05/01/2032 DD 04/30/02	3,000,000.00	3,307,494.10	4,055,640.00
21ST CENTURY FOX AMERICA 144A	4.950%	10/15/2045 DD 10/21/15	3,000,000.00	2,981,065.79	2,954,460.00
WEA FINANCE LLC / WESTFIE 144A	4.750%	09/17/2044 DD 09/17/14	3,000,000.00	2,990,683.56	2,939,370.00
WEATHERFORD INTERNATIONAL LLC	6.800%	06/15/2037 DD 12/15/07	3,000,000.00	2,954,006.32	2,100,000.00
PACIFICORP	4.100%	02/01/2042 DD 01/06/12	3,150,000.00	3,129,862.84	3,037,797.00
YUKON CAPITAL PARTNERS	PARALLEL LP		3,175,183.00	2,560,948.00	3,190,460.00
SILVER LAKE PARTNERS IV LP			3,182,535.00	2,265,767.00	3,516,082.00
PREFERRED TERM SECURITIES 144A	VAR RT	03/24/2034 DD 03/17/04	3,231,969.50	2,609,897.91	3,072,310.21
TCW DIRECT LENDING LLC LP			3,264,731.59	3,237,413.60	3,234,726.99
COMMONWEALTH EDISON CO	4.350%	11/15/2045 DD 11/19/15	3,400,000.00	3,373,599.20	3,422,338.00
REPUBLIC SERVICES INC	6.200%	03/01/2040 DD 03/04/10	3,400,000.00	4,003,387.98	3,984,324.00
VOLT XXIV LLC NPL6 A1 144A	VAR RT	02/25/2055 DD 03/30/15	3,426,296.65	3,422,749.25	3,387,579.50
THAI OIL PCL			3,444,400.00	5,965,102.55	6,006,283.24
AMERICAN AIRLINES 2013-2 CLASS	4.950%	07/15/2024 DD 07/15/14	3,471,318.44	3,471,318.44	3,662,240.68
DTZ 8/15 2ND LIEN TL			3,500,000.00	3,416,530.13	3,500,000.00

MICROSOFT CORP	4.450%	11/03/2045	DD 11/03/15	3,500,000.00	3,487,956.60	3,609,270.00
UNION PACIFIC CORP	4.050%	11/15/2045	DD 10/29/15	3,500,000.00	3,483,705.15	3,386,390.00
GRUPO BIMBO SAB DE CV 144A	4.875%	06/27/2044	DD 06/27/14	3,595,000.00	3,208,568.65	3,145,876.65
ENERGY TRUST PARTNERS IV LP				3,648,814.11	2,198,256.08	3,200,000.00
GUANGDONG INVESTMENT LTD				3,650,000.00	2,062,600.36	5,171,125.73
CONTINENTAL AIRLINES 2007-1 CL	6.903%	10/19/2023	DD 04/10/07	3,652,368.34	3,812,210.56	3,771,070.31
FMR LLC 144A	5.150%	02/01/2043	DD 02/01/13	3,750,000.00	3,869,657.34	3,973,912.50
ALABAMA POWER CAPITAL TRUST V	VAR RT	10/01/2042	DD 10/02/02	3,763,000.00	3,791,001.34	3,601,191.00
YUKON CAPITAL PARTNERS	PARALLEL II LP			3,769,232.00	3,502,424.00	3,921,721.00
KCP&L GREATER MISSOURI OPERATI	8.270%	11/15/2021	DD 03/31/99	3,800,000.00	4,168,360.80	4,743,996.00
ALTRIA GROUP INC	9.950%	11/10/2038	DD 11/10/08	3,859,000.00	5,491,868.88	6,185,475.33
PREFERRED TERM SECURITIES 144A	VAR RT	09/23/2035	DD 06/15/05	3,863,139.07	3,863,139.09	343,046.75
GLOBAL INFRASTRUCTURE PARTNERS	B LP			3,869,714.08	1,560,986.78	4,493,375.21
NEWSTONE CAPITAL FUND II				3,879,226.00	3,749,529.00	3,967,030.00
VISTA EQUITY PTNRS FD V	COINVEST I LP			3,999,717.00	4,007,717.00	3,997,379.00
AMGEN INC	5.375%	05/15/2043	DD 05/15/12	4,000,000.00	3,999,430.81	4,249,640.00
KINDER MORGAN ENERGY PARTNERS	7.750%	03/15/2032	DD 03/14/02	4,000,000.00	4,550,216.15	3,838,680.00
NATIONAL RURAL UTILITIES COOPE	3.250%	11/01/2025	DD 10/27/15	4,000,000.00	3,990,627.16	3,983,240.00
OIL INSURANCE LTD 144A	VAR RT	11/29/2049	DD 06/22/06	4,000,000.00	4,067,525.95	3,520,000.00
ONCOR ELECTRIC DELIVERY CO LLC	7.250%	01/15/2033	DD 07/15/03	4,000,000.00	4,852,032.64	5,129,480.00
FREEMPORT MINERALS CORP	9.500%	06/01/2031	DD 05/30/01	4,000,000.00	2,821,595.52	3,169,000.00
TECK RESOURCES LTD	6.250%	07/15/2041	DD 07/05/11	4,000,000.00	3,902,415.04	1,760,000.00
TIME WARNER CABLE INC	5.875%	11/15/2040	DD 11/15/10	4,000,000.00	4,180,511.78	3,790,680.00
EB TEMP INV FD	VAR RT	12/31/49	FEE CL 15	4,002,431.44	4,002,431.44	
METROPOLITAN RE PARTNERS V LP				4,006,168.41	1,778,476.31	3,946,562.56
AMERICAN HOME MORTGAGE I 2 5A1	VAR RT	09/25/2035	DD 06/01/05	4,018,050.12	3,885,369.76	4,077,959.25
WHITEWAVE FOODS CO/THE	5.375%	10/01/2022	DD 09/17/14	4,025,000.00	4,169,070.70	4,256,437.50
RUBENSTEIN PROPERTIES FUND II	LP			4,135,059.00	3,903,278.67	3,992,111.00
AMERICAN WATER CAPITAL CORP	4.300%	09/01/2045	DD 08/13/15	4,200,000.00	4,180,308.76	4,250,862.00
SHOWA DENKO KK				4,201,300.00	8,714,979.13	4,959,346.33
AMERICAN AIRLINES 2013-2 144A	5.600%	01/15/2022	DD 07/15/14	4,366,065.53	4,366,065.53	4,453,386.84
ROWAN COS INC	4.875%	06/01/2022	DD 05/21/12	4,375,000.00	4,657,507.31	3,217,462.50
AZURE MIDSTREAM HOLDINGS LLC				4,423,287.00	5,176,826.00	3,530,932.00
AMMC CLO 16 LTD 16A A1 144A	VAR RT	04/14/2027	DD 05/14/15	4,500,000.00	4,500,000.00	4,450,500.00
BECTON DICKINSON AND CO	4.685%	12/15/2044	DD 12/15/14	4,500,000.00	4,500,000.00	4,540,095.00
FMR LLC 144A	6.500%	12/14/2040	DD 07/06/10	4,500,000.00	4,476,202.32	5,604,480.00
HUNTINGTON NATIONAL BANK/THE	6.600%	06/15/2018	DD 06/15/98	4,500,000.00	4,700,535.45	4,907,250.00
WELLS FARGO & CO	4.900%	11/17/2045	DD 11/17/15	4,500,000.00	4,465,772.83	4,540,140.00
RAM REALTY PARTNERS II LLC				4,506,210.00	4,373,442.00	4,782,575.00
ENERGY SPECTRUM PARTNERS VI				4,596,979.99	4,352,531.83	4,813,306.00
EXETER INDUSTR VALUE FD III LP				4,613,556.80	4,496,336.99	4,931,300.94
PEPPER TREE CAPITAL FD IV QP LP				4,678,993.00	4,678,993.00	4,733,014.00
NEW YORK NY	5.985%	12/01/2036	DD 12/17/09	4,710,000.00	5,406,673.90	5,765,793.60
BLUE VISTA SPONSOR EQUITY FUND	III TE LP			4,728,353.00	4,719,022.00	5,129,636.00
POTASH CORP OF SASKATCHEWAN IN	5.625%	12/01/2040	DD 11/30/10	4,750,000.00	5,358,965.84	4,989,780.00
KAYNE SENIOR CREDIT II	OFFSHORE FUND LP			4,758,902.00	4,758,902.00	4,774,352.00
WAL-MART STORES INC	5.625%	04/15/2041	DD 04/18/11	4,850,000.00	5,588,949.27	5,769,366.00
AMMC CLO XIV LTD 14A A1L 144A	VAR RT	07/27/2026	DD 07/11/14	5,000,000.00	4,990,962.00	4,932,200.00
ABBVIE INC	4.400%	11/06/2042	DD 05/06/13	5,000,000.00	4,950,979.63	4,669,600.00
ABBVIE INC	4.700%	05/14/2045	DD 05/14/15	5,000,000.00	4,997,623.97	4,887,350.00
ACTAVIS FUNDING SCS	4.750%	03/15/2045	DD 03/12/15	5,000,000.00	5,021,198.83	4,875,250.00
ALTRIA GROUP INC	4.250%	08/09/2042	DD 08/09/12	5,000,000.00	4,941,093.86	4,587,700.00
ANHEUSER-BUSCH INBEV WORLDWIDE	8.200%	01/15/2039	DD 01/15/11	5,000,000.00	4,987,540.02	7,207,250.00
APIDOS CLO XIX 19A B 144A	VAR RT	10/17/2026	DD 11/12/14	5,000,000.00	5,000,000.00	4,980,250.00
APPALACHIAN POWER CO	6.375%	04/01/2036	DD 04/10/06	5,000,000.00	5,876,467.46	5,801,400.00
ARIZONA PUBLIC SERVICE CO	4.500%	04/01/2042	DD 01/13/12	5,000,000.00	4,956,004.22	5,127,850.00
BANK OF AMERICA CORP	5.875%	02/07/2042	DD 02/07/12	5,000,000.00	5,637,899.68	5,835,400.00
BIOGEN INC	5.200%	09/15/2045	DD 09/15/15	5,000,000.00	4,964,849.18	5,001,900.00
BLACK HILLS CORP	4.250%	11/30/2023	DD 11/19/13	5,000,000.00	4,980,717.96	5,105,600.00
BOARDWALK PIPELINES LP	4.950%	12/15/2024	DD 11/26/14	5,000,000.00	4,946,168.50	4,347,650.00
BORGWARNER INC	4.375%	03/15/2045	DD 03/16/15	5,000,000.00	4,984,459.19	4,463,600.00
BURLINGTON NORTHERN SANTA FE L	5.050%	03/01/2041	DD 09/10/10	5,000,000.00	4,983,157.84	5,173,500.00
BURLINGTON NORTHERN SANTA FE L	4.900%	04/01/2044	DD 03/07/14	5,000,000.00	5,028,440.52	5,130,850.00
CBS CORP	4.600%	01/15/2045	DD 01/12/15	5,000,000.00	4,936,051.98	4,289,450.00
CALIFORNIA ST	6.509%	04/01/2039	DD 10/27/11	5,000,000.00	5,000,000.00	5,822,400.00
CANADIAN PACIFIC RAILWAY CO	5.750%	01/15/2042	DD 12/01/11	5,000,000.00	4,886,192.68	5,424,250.00
CELGENE CORP	5.250%	08/15/2043	DD 08/06/13	5,000,000.00	4,959,221.42	5,108,800.00
CITIGROUP INC	4.450%	09/29/2027	DD 09/29/15	5,000,000.00	5,014,779.51	4,966,900.00
COMCAST CORP	6.550%	07/01/2039	DD 06/18/09	5,000,000.00	5,204,868.60	6,297,300.00
COOPERATIEVE CENTRALE RAIFFEIS	4.625%	12/01/2023	DD 11/29/13	5,000,000.00	5,031,967.00	5,210,750.00
DIAMOND OFFSHORE DRILLING INC	4.875%	11/01/2043	DD 11/05/13	5,000,000.00	4,967,266.58	3,035,450.00
DIRECTV HOLDINGS LLC / DIRECTV	6.375%	03/01/2041	DD 03/10/11	5,000,000.00	5,866,640.36	5,366,600.00
DIRECTV HOLDINGS LLC / DIRECTV	5.150%	03/15/2042	DD 03/08/12	5,000,000.00	4,990,556.18	4,661,700.00
DUKE ENERGY CORP	4.800%	12/15/2045	DD 11/19/15	5,000,000.00	4,983,231.26	5,051,450.00
DUKE ENERGY CAROLINAS LLC	4.250%	12/15/2041	DD 12/08/11	5,000,000.00	5,146,419.07	4,983,750.00
FORD MOTOR CO	4.750%	01/15/2043	DD 01/08/13	5,000,000.00	4,439,315.03	4,713,150.00
GENERAL ELECTRIC CO	4.500%	03/11/2044	DD 03/11/14	5,000,000.00	5,227,598.44	5,145,650.00
GEORGIA POWER CO	4.750%	09/01/2040	DD 08/31/10	5,000,000.00	4,935,656.03	4,870,050.00
GILEAD SCIENCES INC	4.500%	02/01/2045	DD 11/17/14	5,000,000.00	4,971,203.65	4,890,800.00
GLOBAL MARINE INC	7.000%	06/01/2028	DD 05/26/98	5,000,000.00	5,335,282.80	2,425,000.00
GOLDMAN SACHS GROUP INC/THE	5.150%	05/22/2045	DD 05/22/15	5,000,000.00	4,815,850.57	4,856,950.00
JPMORGAN CHASE & CO	5.625%	08/16/2043	DD 08/21/13	5,000,000.00	5,025,558.52	5,441,000.00
JPMORGAN CHASE & CO	4.950%	06/01/2045	DD 05/29/15	5,000,000.00	4,964,716.01	4,999,050.00
JOHNSON CONTROLS INC	6.000%	01/15/2036	DD 01/17/06	5,000,000.00	4,774,499.35	5,219,100.00

LABORATORY CORP OF AMERICA HOL	4.700%	02/01/2045	DD	01/30/15	5,000,000.00	4,962,352.13	4,568,300.00
MEDTRONIC INC	4.625%	03/15/2045	DD	03/15/15	5,000,000.00	5,278,078.25	5,157,250.00
BANK OF AMERICA CORP	6.110%	01/29/2037	DD	01/29/07	5,000,000.00	5,200,715.42	5,673,500.00
MET GOVT NASHVILLE & DAVIDSON	6.568%	07/01/2037	DD	12/16/10	5,000,000.00	6,584,614.64	6,253,050.00
BERKSHIRE HATHAWAY ENERGY CO	5.150%	11/15/2043	DD	11/08/13	5,000,000.00	5,321,457.83	5,276,150.00
MONSANTO CO	4.400%	07/15/2044	DD	07/01/14	5,000,000.00	4,554,078.14	4,139,650.00
MONSANTO CO	3.950%	04/15/2045	DD	04/10/15	5,000,000.00	4,245,335.38	3,879,550.00
NBCUNIVERSAL MEDIA LLC	6.400%	04/30/2040	DD	04/30/11	5,000,000.00	5,727,079.92	6,230,450.00
NISKA GAS STORAGE CANADA ULC /	6.500%	04/01/2019	DD	10/01/14	5,000,000.00	4,911,186.04	4,312,500.00
NOBLE ENERGY INC	5.050%	11/15/2044	DD	11/07/14	5,000,000.00	4,963,882.27	4,037,000.00
NOBLE HOLDING INTERNATIONAL LT	3.950%	03/15/2022	DD	02/10/12	5,000,000.00	4,944,983.19	3,306,850.00
NORTHROP GRUMMAN CORP	4.750%	06/01/2043	DD	05/31/13	5,000,000.00	4,758,461.64	5,146,200.00
ORACLE CORP	5.375%	07/15/2040	DD	07/15/11	5,000,000.00	5,427,238.43	5,562,250.00
ORACLE CORP	4.125%	05/15/2045	DD	05/05/15	5,000,000.00	4,979,686.46	4,740,950.00
PACIFIC GAS & ELECTRIC CO	4.250%	03/15/2046	DD	11/05/15	5,000,000.00	4,906,737.83	4,844,950.00
PROLOGIS LP	3.750%	11/01/2025	DD	10/30/15	5,000,000.00	4,969,494.29	4,959,850.00
PROTECTIVE LIFE CORP	6.400%	01/15/2018	DD	12/11/07	5,000,000.00	4,998,982.68	5,387,350.00
PUBLIC SERVICE ELECTRIC & GAS	5.375%	11/01/2039	DD	11/24/09	5,000,000.00	4,985,475.25	5,767,350.00
QUESTAR PIPELINE CO	5.830%	02/01/2018	DD	01/15/08	5,000,000.00	4,998,911.19	5,369,050.00
REYNOLDS AMERICAN INC	5.850%	08/15/2045	DD	06/12/15	5,000,000.00	4,974,001.93	5,558,700.00
ROWAN COS INC	5.400%	12/01/2042	DD	12/11/12	5,000,000.00	4,979,732.49	2,991,050.00
SIEMENS FINANCIERINGSMAAT 144A	3.250%	05/27/2025	DD	05/27/15	5,000,000.00	4,911,115.86	4,993,850.00
SOLVAY FINANCE AMERICA LL 144A	4.450%	12/03/2025	DD	12/03/15	5,000,000.00	4,994,038.34	4,932,950.00
SOUTHERN CALIFORNIA EDISON CO	4.050%	03/15/2042	DD	03/13/12	5,000,000.00	4,984,452.38	4,884,500.00
TIME WARNER INC	6.500%	11/15/2036	DD	11/13/06	5,000,000.00	5,330,640.87	5,646,750.00
TIME WARNER INC	4.850%	07/15/2045	DD	06/04/15	5,000,000.00	4,996,490.55	4,761,250.00
TIME WARNER CABLE INC	6.750%	06/15/2039	DD	06/29/09	5,000,000.00	5,031,904.91	5,018,000.00
VERIZON COMMUNICATIONS INC	6.400%	02/15/2038	DD	02/12/08	5,000,000.00	5,155,262.53	5,702,050.00
VIRGINIA ELECTRIC & POWER CO	6.350%	11/30/2037	DD	12/04/07	5,000,000.00	4,989,654.57	6,396,100.00
VIRGINIA ST HSG DEV AUTH	5.251%	01/01/2039	DD	12/08/11	5,000,000.00	5,000,000.00	5,161,500.00
WASTE MANAGEMENT INC	4.100%	03/01/2045	DD	02/26/15	5,000,000.00	4,724,058.96	4,650,150.00
FOURPOINT HOLDINGS LLC					5,000,000.00	5,000,000.00	3,500,000.00
MASTR ALTERNATIVE LOAN T 6 1A5	5.500%	12/25/2035	DD	11/01/05	5,022,218.00	4,835,753.28	4,483,735.79
TRANSOCEAN INC		VAR RT	12/15/2041	DD 12/05/11	5,100,000.00	5,696,768.78	2,907,000.00
SILVER LAKE PTRS III					5,150,431.00	2,253,162.00	6,360,003.00
CIM FUND VIII					5,247,841.00	5,657,949.75	5,439,284.00
FMR LLC 144A	6.450%	11/15/2039	DD	11/02/09	5,300,000.00	6,103,464.00	6,540,889.00
VISTA EQUITY PARTNERS FD V LP					5,349,416.00	4,796,516.00	5,764,814.00
JP MORGAN CHASE COMMER LDP6 AJ		VAR RT	04/15/2043	DD 03/01/06	5,363,294.00	5,269,692.36	5,382,923.66
JP MORGAN MORTGAGE ACQ FLD1 M3		VAR RT	07/25/2035	DD 08/03/05	5,375,000.00	5,000,328.93	5,322,325.00
TRIDENT V LP					5,376,943.84	4,145,273.39	5,473,186.18
ALTRIA GROUP INC	5.375%	01/31/2044	DD	10/31/13	5,500,000.00	5,477,370.11	5,916,020.00
ANADARKO PETROLEUM CORP	6.200%	03/15/2040	DD	03/16/10	5,500,000.00	5,470,921.51	5,060,275.00
NOVANT HEALTH INC	4.371%	11/01/2043	DD	04/23/13	5,500,000.00	5,500,000.00	5,246,230.00
MBK PARTNERS FUND III LP					5,635,209.00	4,475,535.00	6,199,212.00
CVS PASS-THROUGH TRUST	6.943%	01/10/2030	DD	06/10/09	5,795,218.96	6,037,574.67	6,625,963.60
HUNTINGTON BANCSHARES INC/OH	7.000%	12/15/2020	DD	12/17/10	5,800,000.00	6,323,721.25	6,753,868.00
IMPAC CMB TRUST SERIES 2 6 1A2		VAR RT	10/25/2035	DD 09/09/05	5,838,803.20	4,666,457.16	4,750,450.28
US AIRWAYS 2012-1 CLASS B PASS	8.000%	04/01/2021	DD	05/14/12	5,843,072.86	5,843,072.86	6,310,518.69
BP CAPITAL MARKETS PLC	3.994%	09/26/2023	DD	09/26/13	6,000,000.00	6,131,065.19	6,135,960.00
BANK OF AMERICA CORP	4.200%	08/26/2024	DD	08/26/14	6,000,000.00	5,996,114.97	5,953,080.00
CATHOLIC HEALTH INITIATIVES	4.350%	11/01/2042	DD	10/31/12	6,000,000.00	5,987,935.73	5,611,860.00
CENTEX HOME EQUITY LOAN T B M1		VAR RT	03/25/2035	DD 03/24/05	6,000,000.00	5,546,703.62	5,680,200.00
CYTEC INDUSTRIES INC	3.500%	04/01/2023	DD	03/12/13	6,000,000.00	5,969,528.14	5,656,380.00
ENCANA CORP	6.625%	08/15/2037	DD	08/13/07	6,000,000.00	6,731,040.23	4,854,060.00
KENTUCKY ST PROPERTY & BLDGS C	6.573%	08/01/2029	DD	07/09/09	6,000,000.00	6,000,000.00	7,261,980.00
PPL CAPITAL FUNDING INC	5.000%	03/15/2044	DD	03/10/14	6,000,000.00	6,438,285.50	6,186,180.00
PEPSICO INC	4.450%	04/14/2046	DD	10/14/15	6,000,000.00	5,984,154.16	6,197,700.00
GENERAL ELECTRIC CAPITAL CORP	5.875%	01/14/2038	DD	01/14/08	6,013,000.00	6,580,778.50	7,357,266.28
US OFFICE DEVELOPMENT PROGRAM		LP			6,077,854.07	4,873,618.26	6,504,849.24
BEAR STEARNS ARM TRUST 20 9 A1		VAR RT	10/25/2035	DD 09/01/05	6,086,497.23	5,789,105.36	5,984,183.21
RMAT 2015-RPL1 LL RPL1 A1 144A		STEP	05/26/2020	DD 06/15/15	6,150,748.04	6,150,748.04	6,123,869.27
CATTERTON PARTNERS VII LP					6,152,221.00	5,022,027.00	6,184,691.00
SOUTHWESTERN ELECTRIC POWER CO	3.900%	04/01/2045	DD	03/26/15	6,250,000.00	6,195,020.23	5,472,687.50
WESTPORT CAPITAL PARTNERS FUND		II			6,350,128.87	5,493,224.03	6,535,465.94
DUKE ENERGY CAROLINAS LLC	4.000%	09/30/2042	DD	09/21/12	6,400,000.00	6,291,424.67	6,166,080.00
OAK HILL ADVISORS NPL2 A1 144A		VAR RT	10/4/25/2054	DD 11/12/14	6,425,233.60	6,425,233.60	6,387,710.24
NEXEN ENERGY ULC	7.400%	05/01/2028	DD	04/28/98	6,500,000.00	7,271,027.02	8,079,435.00
21ST CENTURY FOX AMERICA INC	6.150%	02/15/2041	DD	08/15/11	6,505,000.00	7,209,225.97	7,309,863.65
CONAGRA FOODS INC	4.650%	01/25/2043	DD	01/25/13	6,518,000.00	5,936,491.64	5,814,186.36
PEOPLE'S CHOICE HOME LOAN 1 M2		VAR RT	06/25/2034	DD 04/28/04	6,597,377.83	5,808,297.71	6,265,925.57
ITC HOLDINGS CORP 144A	5.500%	01/15/2020	DD	12/11/09	6,675,000.00	6,903,310.97	7,185,036.75
SELENE NON-PERFORMIN 1A A 144A		VAR RT	05/25/2054	DD 06/05/14	6,707,420.50	6,707,420.50	6,630,888.83
FIRST FRANKLIN MORTGAG FF11 M2		VAR RT	01/25/2035	DD 12/16/04	6,729,604.60	6,515,568.74	6,448,172.54
AT&T INC	4.750%	05/15/2046	DD	05/04/15	7,000,000.00	6,975,325.41	6,409,200.00
CBS CORP	4.000%	01/15/2026	DD	07/10/15	7,000,000.00	6,877,858.10	6,825,980.00
DIST OF COLUMBIA REVENUE	5.041%	06/01/2040	DD	09/03/15	7,000,000.00	7,000,000.00	6,876,800.00
FEDEX CORP	4.100%	02/01/2045	DD	01/09/15	7,000,000.00	6,372,573.31	6,237,630.00
GILEAD SCIENCES INC	4.800%	04/01/2044	DD	03/07/14	7,000,000.00	6,986,838.30	7,027,580.00
MIDAMERICAN ENERGY CO	4.250%	05/01/2046	DD	10/15/15	7,000,000.00	7,092,331.34	6,924,330.00
PPL CAPITAL FUNDING INC	4.200%	06/15/2022	DD	06/14/12	7,000,000.00	7,021,345.87	7,283,850.00
PIEDMONT OPERATING PARTNERSHIP	4.450%	03/15/2024	DD	03/06/14	7,000,000.00	6,987,613.83	7,002,940.00
SYSCO CORP	4.850%	10/01/2045	DD	09/28/15	7,000,000.00	7,264,739.80	7,282,730.00
WILLIAMS PARTNERS LP	6.300%	04/15/2040	DD	02/09/10	7,000,000.00	7,508,176.88	5,371,450.00

KAYNE ANDERSON CREDIT OPP FD	QP LP	7,013,400.00	7,062,962.00	6,646,232.00
VOLT XXVII LLC NPL7 A1 144A	VAR RT 08/27/2057 DD 10/28/14	7,420,031.10	7,410,896.99	7,362,451.66
SC JOHNSON & SON INC 144A	4.750% 10/15/2046 DD 10/16/15	7,500,000.00	7,706,705.51	7,812,000.00
JOHNSON CONTROLS INC	5.700% 03/01/2041 DD 02/04/11	7,500,000.00	7,982,986.50	7,320,975.00
OHIO ST HGR EDUCTNL FAC COMMIS	4.723% 01/01/2032 DD 11/23/11	7,500,000.00	7,500,000.00	7,818,150.00
PETROLEOS MEXICANOS	5.500% 06/27/2044 DD 06/26/12	7,500,000.00	7,007,898.86	5,642,550.00
PETROLEOS MEXICANOS 144A	5.625% 01/23/2046 DD 01/23/15	7,500,000.00	7,446,187.50	5,739,000.00
CITIGROUP COMMERCIAL MO C6 A3B	VAR RT 12/10/2049 DD 07/01/07	7,661,662.08	8,024,268.25	7,645,802.44
FIRST FRANKLIN MORTGAGE FF9 A4	VAR RT 10/25/2035 DD 09/25/05	7,668,850.95	7,009,966.59	7,140,850.56
VOLT XXXVIII LLC NP12 A1 144A	VAR RT 09/25/2045 DD 09/25/15	7,706,530.80	7,700,144.43	7,624,764.51
CYTEC INDUSTRIES INC	3.950% 05/01/2025 DD 11/12/14	7,750,000.00	7,771,040.05	7,453,640.00
CELGENE CORP	5.700% 10/15/2040 DD 10/07/10	7,960,000.00	9,436,829.15	8,461,639.20
REYNOLDS AMERICAN INC	8.125% 05/01/2040 DD 11/01/15	7,979,000.00	9,869,762.61	9,787,360.56
AT&T INC	5.550% 08/15/2041 DD 08/18/11	8,000,000.00	7,950,365.57	8,038,960.00
CITIGROUP INC	6.675% 09/13/2043 DD 09/13/13	8,000,000.00	8,442,676.04	9,809,360.00
INTEL CORP	4.900% 07/29/2045 DD 07/29/15	8,000,000.00	7,993,800.24	8,455,680.00
LOCKHEED MARTIN CORP	4.700% 05/15/2046 DD 11/23/15	8,000,000.00	7,919,969.67	8,194,960.00
NEW JERSEY ST TURNPIKE AUTH	7.414% 01/01/2040 DD 04/28/09	8,000,000.00	8,000,000.00	11,370,880.00
PREFERRED TERM SECURITIES 144A	VAR RT 07/03/2033 DD 06/26/03	8,000,000.00	5,767,508.36	7,550,400.00
PRUDENTIAL FINANCIAL INC	4.600% 05/15/2044 DD 05/15/14	8,000,000.00	7,986,139.86	7,960,480.00
HARBERT UNITED STATES RE FD V	LP	8,094,937.67	8,356,136.56	8,113,448.09
WELLS FARGO & CO	5.375% 11/02/2043 DD 10/28/13	8,100,000.00	8,076,790.38	8,669,025.00
CMWLTH FING AUTH PA	6.218% 06/01/2039 DD 11/12/09	8,125,000.00	9,227,531.47	9,429,387.50
BELL INSTITUTIONAL FUND V LLC		8,132,206.83	8,780,608.83	8,800,205.00
ALABAMA POWER CO	5.500% 03/15/2041 DD 03/10/11	8,204,000.00	9,161,558.32	9,254,440.16
MORGAN STANLEY ABS CAPI NC6 M1	VAR RT 07/25/2034 DD 07/28/04	8,227,910.84	7,663,612.06	7,769,945.32
HIGHWOODS REALTY LP	3.625% 01/15/2023 DD 12/18/12	8,350,000.00	8,105,017.22	8,089,647.00
GLENCORE FINANCE CANADA L 144A	6.900% 11/15/2037 DD 11/20/07	8,362,000.00	9,355,514.27	6,689,600.00
ALABAMA POWER CO	5.200% 06/01/2041 DD 05/24/11	8,390,000.00	9,300,513.37	9,096,521.90
GSO CAP OPPORTUNITIES FD II LP	LP	8,453,574.00	7,058,621.00	7,774,324.00
DETROIT MI CITY SCH DIST	7.747% 05/01/2039 DD 12/30/09	8,500,000.00	9,826,486.76	10,427,290.00
FIRST FRANKLIN MORTGAG FFH3 M2	VAR RT 09/25/2035 DD 08/26/05	8,500,000.00	7,988,686.07	8,005,555.00
VISA INC	4.300% 12/14/2045 DD 12/14/15	8,500,000.00	8,485,816.63	8,623,760.00
CITIGROUP MORTGAGE LOAN T A A1	VAR RT 06/25/2058 DD 03/01/15	8,618,897.04	8,732,879.57	8,618,552.28
DISCOVERY COMMUNICATIONS LLC	3.450% 03/15/2025 DD 03/02/15	8,750,000.00	8,256,348.80	7,921,200.00
MACQUARIE INFRASTRUCTURE	PARTNERS INTL LP	8,751,688.22	8,564,188.22	9,416,863.12
NYU HOSPITALS CENTER	5.750% 07/01/2043 DD 08/01/13	8,900,000.00	9,267,298.37	10,163,444.00
MICHIGAN ST	7.625% 09/15/2027 DD 06/25/09	8,905,000.00	8,855,893.24	10,247,072.55
A VOCE CLO LTD 1A A1B 144A	VAR RT 07/15/2026 DD 07/15/14	9,000,000.00	8,971,863.09	8,811,000.00
AVALON IV CAPITAL L 1A BR 144A	VAR RT 04/17/2023 DD 04/17/14	9,000,000.00	9,000,000.00	8,915,940.00
CALIFORNIA ST	7.300% 10/01/2039 DD 10/15/09	9,000,000.00	10,454,796.77	12,575,340.00
CARLYLE GLOBAL MARK 4A B1 144A	VAR RT 01/20/2025 DD 12/12/12	9,000,000.00	9,000,000.00	8,909,460.00
CITIZENS FINANCIAL GROUP INC	4.300% 12/03/2025 DD 12/03/15	9,000,000.00	8,990,610.85	9,047,340.00
ENBRIDGE ENERGY PARTNERS LP	7.500% 04/15/2038 DD 04/03/08	9,000,000.00	10,744,873.55	8,591,760.00
ENTERPRISE PRODUCTS OPERATING	4.850% 03/15/2044 DD 03/18/13	9,000,000.00	8,763,794.99	7,286,670.00
PEPSICO INC	4.600% 07/17/2045 DD 07/17/15	9,000,000.00	9,231,356.29	9,523,260.00
PHILIP MORRIS INTERNATIONAL IN	4.875% 11/15/2043 DD 11/12/13	9,000,000.00	8,949,732.72	9,515,070.00
WAL-MART STORES INC	4.750% 10/02/2043 DD 10/02/13	9,000,000.00	9,162,055.21	9,680,130.00
WELLS FARGO & CO	4.125% 08/15/2023 DD 08/15/13	9,000,000.00	8,975,569.20	9,347,130.00
ARLP SECURITIZATION T 1 A 144A	STEP 09/25/2044 DD 09/25/14	9,093,586.60	9,093,586.60	9,086,675.47
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	9,169,046.21	9,169,046.21	9,169,046.21
NEWPAGE CORP	11.375% 12/31/2014 DD 12/31/09	9,223,177.05	9,223,177.05	0.00
CLAREANT EURO DLF INVESTOR	FEEDER LP	9,316,020.70	9,316,020.70	9,480,744.26
RMAT 2015-1 LLC 1 A1 144A	VAR RT 07/27/2020 DD 08/14/15	9,387,368.16	9,387,368.16	9,321,656.58
CENTEX HOME EQUITY LOAN T C M1	VAR RT 06/25/2035 DD 06/16/05	9,500,000.00	8,943,238.96	8,803,080.00
HSBC HOLDINGS PLC	6.800% 06/01/2038 DD 05/27/08	9,500,000.00	11,230,025.80	11,825,125.00
CVS PASS-THROUGH TRUST 144A	7.507% 01/10/2032 DD 12/22/09	9,695,366.57	11,436,850.06	11,430,158.51
ENERGY TRANSFER PARTNERS LP	6.500% 02/01/2042 DD 01/17/12	9,900,000.00	10,773,206.12	8,051,670.00
ARES XXV CLO LTD 3A A 144A	VAR RT 01/17/2024 DD 01/15/13	10,000,000.00	10,000,000.00	9,895,500.00
ARES XXV CLO LTD 3A B1 144A	VAR RT 01/17/2024 DD 01/15/13	10,000,000.00	10,000,000.00	9,920,500.00
AT&T INC	3.400% 05/15/2025 DD 05/04/15	10,000,000.00	9,574,789.64	9,610,900.00
BPCE SA 144A	4.500% 03/15/2025 DD 09/15/14	10,000,000.00	9,871,903.56	9,592,900.00
BABSON CLO LTD 2014 3A B1 144A	VAR RT 01/15/2026 DD 11/18/14	10,000,000.00	9,973,010.29	10,058,000.00
BOSTON UNIVERSITY	5.200% 10/01/2045 DD 08/24/11	10,000,000.00	9,955,942.60	11,302,000.00
BURLINGTON NORTHERN SANTA FE L	4.950% 09/15/2041 DD 08/22/11	10,000,000.00	10,138,201.99	10,194,000.00
BURLINGTON NORTHERN SANTA FE L	5.150% 09/01/2043 DD 08/22/13	10,000,000.00	10,167,154.77	10,546,800.00
CVS HEALTH CORP	5.125% 07/20/2045 DD 07/20/15	10,000,000.00	9,963,738.51	10,534,300.00
DIGNITY HEALTH	4.500% 11/01/2042 DD 10/18/12	10,000,000.00	9,872,480.03	9,422,000.00
DR PEPPER SNAPPLE GROUP INC	4.500% 11/15/2045 DD 11/09/15	10,000,000.00	9,997,961.40	9,777,400.00
ENERGY TRANSFER PARTNERS LP	7.500% 07/01/2038 DD 03/28/08	10,000,000.00	11,614,473.59	9,236,300.00
ENERGY TRANSFER EQUITY LP	5.500% 06/01/2027 DD 05/22/15	10,000,000.00	9,855,538.45	7,600,000.00
EXELON GENERATION CO LLC	4.250% 06/15/2022 DD 12/15/12	10,000,000.00	9,998,150.33	10,132,000.00
FEDEX CORP	4.100% 04/15/2043 DD 04/11/13	10,000,000.00	8,747,877.04	8,829,700.00
FLORIDA POWER & LIGHT CO	4.050% 06/01/2042 DD 05/15/12	10,000,000.00	10,033,240.50	9,848,900.00
FORD MOTOR CREDIT CO LLC	4.134% 08/04/2025 DD 08/04/15	10,000,000.00	10,110,108.06	9,964,200.00
GATX CORP	4.500% 03/30/2045 DD 02/06/15	10,000,000.00	9,973,225.88	8,536,100.00
GOLDMAN SACHS GROUP INC/THE	4.000% 03/03/2024 DD 03/03/14	10,000,000.00	9,974,512.22	10,263,800.00
GRUPO BIMBO SAB DE CV 144A	3.875% 06/27/2024 DD 06/27/14	10,000,000.00	9,963,443.22	9,718,900.00
ITC HOLDINGS CORP 144A	6.375% 09/30/2036 DD 10/10/06	10,000,000.00	11,554,721.76	11,430,200.00
KANSAS CITY POWER & LIGHT CO	5.300% 10/01/2041 DD 09/20/11	10,000,000.00	10,653,862.56	10,864,700.00
KANSAS ST DEV FIN AUTH REVENUE	4.927% 04/15/2045 DD 08/20/15	10,000,000.00	10,000,000.00	9,937,300.00
LOUISVILLE & JEFFERSON CNTY KY	5.980% 05/15/2040 DD 11/24/09	10,000,000.00	11,324,295.72	12,202,400.00
MEMORIAL SLOAN-KETTERING CANCE	5.000% 07/01/2042 DD 12/08/11	10,000,000.00	10,000,000.00	10,709,600.00
METLIFE INC	4.600% 05/13/2046 DD 11/13/15	10,000,000.00	9,961,079.96	10,066,100.00

PRIDE INTERNATIONAL INC	6.875% 08/15/2020 DD 08/06/10	10,000,000.00	10,636,492.75	9,285,000.00
SHELL INTERNATIONAL FINANCE BV	4.375% 05/11/2045 DD 05/11/15	10,000,000.00	9,982,586.24	9,440,700.00
SIEMENS FINANCIERINGSMAAT 144A	4.400% 05/27/2045 DD 05/27/15	10,000,000.00	9,926,530.76	10,222,400.00
STATE PUBLIC SCH BLDG AUTH PA	5.088% 09/15/2029 DD 11/03/11	10,000,000.00	10,000,000.00	10,797,900.00
TIME WARNER INC	6.250% 03/29/2041 DD 04/01/11	10,000,000.00	11,095,450.18	11,105,700.00
TIME WARNER INC	4.900% 06/15/2042 DD 06/13/12	10,000,000.00	9,458,202.17	9,400,800.00
VERIZON COMMUNICATIONS INC	4.522% 09/15/2048 DD 03/13/15	10,000,000.00	8,867,810.11	8,943,000.00
VIACOM INC	5.850% 09/01/2043 DD 08/19/13	10,000,000.00	10,016,572.62	8,979,800.00
WELLS FARGO & CO	4.300% 07/22/2027 DD 07/22/15	10,000,000.00	9,963,101.32	10,215,300.00
PRIME PROPERTY FUND LLC		10,000,000.00	10,000,000.00	10,000,000.00
POTASH CORP OF SASKATCHEWAN IN	5.875% 12/01/2036 DD 12/04/06	10,100,000.00	10,990,666.53	11,002,839.00
CROW HOLDINGS REALTY PARTNERS	VI-A LP	10,168,823.00	10,168,823.00	10,493,803.00
ERAC USA FINANCE LLC 144A	5.625% 03/15/2042 DD 03/15/12	10,186,000.00	10,327,199.10	10,932,022.64
PREFERRED TERM SECURITIES 144A	VAR RT 06/24/2034 DD 06/17/04	10,289,806.82	8,268,491.14	7,981,494.46
AEW CORE PROPERTY TRUST US INC		10,385,810.00	10,021,146.00	10,719,979.00
WELLS FARGO & CO	5.606% 01/15/2044 DD 11/26/13	10,394,000.00	10,589,986.04	11,546,694.60
DISCOVERY COMMUNICATIONS LLC	4.875% 04/01/2043 DD 03/19/13	10,500,000.00	9,546,683.52	8,642,760.00
WAL-MART STORES INC	4.000% 04/11/2043 DD 04/11/13	10,500,000.00	9,323,630.78	10,196,445.00
VOLT XXV LLC NPL8 A1 144A	VAR RT 06/26/2045 DD 06/25/15	10,997,220.35	10,985,275.69	10,836,660.93
MOLSON COORS BREWING CO	5.000% 05/01/2042 DD 05/03/12	11,000,000.00	10,728,538.81	10,593,000.00
PREFERRED TERM SECURITIES 144A	VAR RT 03/22/2038 DD 03/01/06	11,010,086.16	6,658,592.27	9,289,209.69
US GOVT BLDING OPEN-END FEEDER	1 LP	11,223,158.55	9,705,431.46	11,373,563.57
RAAC SERIES 2007-SP1 TR SP1 A3	VAR RT 03/25/2037 DD 04/10/07	11,288,627.40	10,602,395.64	10,882,011.04
REGENCY ENERGY PARTNERS LP / R	5.750% 09/01/2020 DD 09/11/13	11,320,000.00	11,336,540.22	11,058,621.20
JP Morgan Chase & Co	5.600% 07/15/2041 DD 07/21/11	11,500,000.00	11,453,768.95	13,274,105.00
PORT AUTH OF NEW YORK & NEW JE	4.926% 10/01/2051 DD 10/06/11	11,965,000.00	11,379,115.22	12,693,429.20
NEW CENTURY HOME EQUITY 5 A16	VAR RT 11/25/2033 DD 10/01/03	11,995,092.45	12,318,049.57	12,337,912.19
CITIGROUP INC	4.650% 07/30/2045 DD 07/30/15	12,000,000.00	12,179,543.85	12,177,600.00
HEINEKEN NV 144A	4.000% 10/01/2042 DD 10/10/12	12,000,000.00	10,946,384.81	10,681,080.00
MORGAN STANLEY	4.300% 01/27/2045 DD 01/27/15	12,000,000.00	11,540,659.54	11,449,320.00
NORTHERN STATES POWER CO/MN	3.400% 08/15/2042 DD 08/13/12	12,000,000.00	10,079,386.70	10,592,400.00
21ST CENTURY FOX AMERICA INC	6.150% 03/01/2037 DD 03/02/07	12,000,000.00	12,746,332.00	13,377,480.00
KINDER MORGAN INC/DE	5.550% 06/01/2045 DD 11/26/14	12,100,000.00	12,577,935.44	9,445,623.00
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	12,195,227.15	12,195,227.15	12,195,227.15
REYNOLDS AMERICAN INC	7.250% 06/15/2037 DD 06/21/07	12,276,000.00	12,680,919.44	15,029,015.76
AT&T INC	4.300% 12/15/2042 DD 06/15/13	12,500,000.00	10,893,759.25	10,681,250.00
KINDER MORGAN ENERGY PARTNERS	5.500% 03/01/2044 DD 02/24/14	12,500,000.00	13,135,635.92	9,750,625.00
NOBLE HOLDING INTERNATIONAL LT	5.250% 03/15/2042 DD 02/10/12	12,700,000.00	12,251,961.00	7,041,642.00
VOLT XXXIII LLC NPL5 A1 144A	VAR RT 03/25/2055 DD 03/25/15	12,844,629.60	12,831,931.91	12,620,105.47
TRANSOCEAN INC	VAR RT 12/15/2021 DD 12/05/11	12,850,000.00	14,106,044.73	8,304,312.50
JOBSON BEVERAGE SYS STWD LIQ	4.532% 01/01/2035 DD 02/01/13	13,000,000.00	13,315,194.10	13,757,250.00
ACTAVIS INC	4.625% 10/01/2042 DD 10/02/12	13,000,000.00	11,911,044.25	12,358,190.00
XCEL ENERGY INC	4.800% 09/15/2041 DD 09/12/11	13,000,000.00	13,084,138.76	13,060,970.00
CONAGRA FOODS INC	3.200% 01/25/2023 DD 01/25/13	13,065,000.00	12,500,700.45	12,568,921.95
BANC OF AMERICA FUNDING B 3A1	VAR RT 04/20/2035 DD 03/30/05	13,089,243.65	12,128,775.75	12,404,152.64
VERIZON NEW YORK INC	7.375% 04/01/2032 DD 03/28/02	13,286,000.00	15,451,401.81	14,998,432.54
CALIFORNIA ST	7.550% 04/01/2039 DD 04/28/09	13,715,000.00	17,719,272.11	19,937,084.05
CITIGROUP MORTGAGE LOA WFH2 A3	VAR RT 08/25/2036 DD 08/30/06	13,749,000.00	11,928,280.18	12,140,641.98
CAPITAL ONE FINANCIAL CORP	4.200% 10/29/2025 DD 10/29/15	14,000,000.00	13,998,896.03	13,822,900.00
SANTANDER BANK NA	8.750% 05/30/2018 DD 05/16/08	14,080,000.00	15,105,843.49	15,891,392.00
CIF II OPPORTUNISTIC EMD	(SERIES 1)	14,148,471.14	149,907,724.64	144,628,827.16
AMERICAN HOME MORTGAGE IN 3 4A	VAR RT 10/25/2034 DD 09/01/04	14,192,585.46	13,848,515.08	13,944,357.14
SOUNDVIEW HOME LOAN TR OPT1 M2	VAR RT 06/25/2035 DD 05/12/05	14,250,000.00	10,372,042.05	12,708,292.50
COOPERATIEVE CENTRALE RAIFFEIS	5.750% 12/01/2043 DD 11/29/13	14,400,000.00	14,395,995.61	16,096,608.00
ALESCO PREFERRED F 7A A1B 144A	VAR RT 07/23/2035 DD 04/19/05	14,501,612.22	12,004,462.91	12,326,370.39
CCO SAFARI II LLC 144A	6.484% 10/23/2045 DD 07/23/15	15,000,000.00	15,247,976.12	15,024,600.00
FIFTH THIRD BANCORP	8.250% 03/01/2038 DD 03/04/08	15,000,000.00	19,056,739.35	20,886,450.00
ILLINOIS ST	5.650% 12/01/2038 DD 12/19/13	15,000,000.00	15,364,078.16	14,179,350.00
KINROSS GOLD CORP	6.875% 09/01/2041 DD 03/01/12	15,000,000.00	14,882,901.12	8,218,800.00
MUNI ELEC AUTH OF GEORGIA	6.637% 04/01/2057 DD 03/11/10	15,000,000.00	17,988,311.90	17,864,850.00
NBCUNIVERSAL MEDIA LLC	4.450% 01/15/2043 DD 10/05/12	15,000,000.00	13,828,003.13	14,696,400.00
PROLOGIS LP	4.250% 08/15/2023 DD 08/15/13	15,000,000.00	14,969,158.18	15,783,000.00
SOLAR STAR FUNDING LLC 144A	5.375% 06/30/2035 DD 06/27/13	15,000,000.00	15,000,000.00	16,662,300.00
TYSON FOODS INC	5.150% 08/15/2044 DD 08/08/14	15,000,000.00	15,967,739.47	15,663,000.00
VERIZON COMMUNICATIONS INC	3.500% 11/01/2024 DD 10/29/14	15,000,000.00	14,910,970.78	14,815,500.00
ENBRIDGE ENERGY PARTNERS LP	5.500% 09/15/2040 DD 09/13/10	15,500,000.00	15,375,996.48	11,848,975.00
BELL INSTITUTIONAL FUND IV LLC		15,799,560.36	16,886,744.00	17,557,726.00
FREEMPORT-MCMORAN INC	5.450% 03/15/2043 DD 09/15/13	16,000,000.00	15,237,956.92	8,320,000.00
HSBC HOLDINGS PLC	5.250% 03/14/2044 DD 03/12/14	16,500,000.00	17,244,042.59	17,120,730.00
JM SMUCKER CO/THE	4.375% 03/15/2045 DD 09/15/15	16,500,000.00	15,740,815.74	16,063,740.00
NTHRN CA PWR AGY	7.311% 06/01/2040 DD 06/24/10	16,555,000.00	20,257,436.82	20,199,417.70
TIAA ASSET MANAGEMENT FIN 144A	4.125% 11/01/2024 DD 10/30/14	16,650,000.00	16,791,186.03	16,706,610.00
MET WASHINGTON DC ARPTS AUTH D	7.462% 10/01/2046 DD 08/12/09	16,700,000.00	19,451,042.31	22,456,991.00
OHA CREDIT PARTNERS 7A A 144A	VAR RT 11/20/2023 DD 11/08/12	16,834,000.00	16,872,326.76	16,638,052.24
UNITED TECHNOLOGIES CORP	4.500% 06/01/2042 DD 06/01/12	17,500,000.00	18,460,227.84	17,623,200.00
BABSON CLO LTD 2014 IA A2 144A	VAR RT 07/20/2025 DD 06/12/14	18,000,000.00	17,921,474.59	17,730,540.00
EXPRESS SCRIPTS HOLDING CO	6.125% 11/15/2041 DD 11/15/12	18,000,000.00	19,318,101.82	20,455,380.00
PREFERRED TERM SECURITIES 144A	VAR RT 09/24/2033 DD 09/17/03	18,686,138.74	14,919,566.05	15,714,295.23
ROYALTY PHARMA 12/14 TLB4		18,746,155.84	18,746,155.84	18,646,613.75
BOARDWALK PIPELINES LP	3.375% 02/01/2023 DD 11/08/12	18,894,000.00	17,287,560.92	15,191,909.64
MET GOVT NASHVILLE & DAVIDSON	6.731% 07/01/2043 DD 04/21/10	18,995,000.00	21,846,434.58	24,125,929.40
BANK OF AMERICA NA	6.000% 10/15/2036 DD 10/26/06	19,000,000.00	18,319,968.66	22,556,990.00
DRYDEN 33 SENIOR LO 33A B 144A	VAR RT 07/15/2026 DD 05/07/14	19,000,000.00	18,918,503.22	18,622,280.00
KRAFT FOODS GROUP INC	5.000% 06/04/2042 DD 12/04/12	20,000,000.00	19,742,632.90	20,137,800.00

AGRIUM INC	7.125% 05/23/2036 DD 05/24/06	21,285,000.00	24,811,285.25	25,572,863.25
MURPHY OIL CORP	5.125% 12/01/2042 DD 11/30/12	23,250,000.00	21,895,376.69	14,305,260.00
GE CAPITAL INTERNATIONAL 144A	4.418% 11/15/2035 DD 10/26/15	24,406,000.00	18,736,351.30	24,905,834.88
REXLOT HOLDINGS LTD		25,885,801.00	2,589,685.72	4,308.65
VERIZON COMMUNICATIONS INC	6.550% 09/15/2043 DD 09/18/13	28,000,000.00	31,406,016.89	33,241,880.00
TRS FL UL MSUSVISP INDEX	P +90BPS 2016 FEB 19	30,000,000.00	0.00	-410,138.12
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	33,636,028.70	33,636,028.70	33,636,028.70
GARTMORE PRIVATE EQUITY III LP		49,257,571.15	43,031,984.72	55,258,845.24
COMMIT TO PUR FNMA SF MTG	3.000% 01/01/2046 DD 01/01/16	100,000,000.00	99,609,375.00	100,001,000.00
IFL_L UL CONSUMER PRICE INDEX	R CPURNSA P 1.8575% 2025AUG 14	100,000,000.00	0.00	-228,549.31
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	1,756,371.08	1,756,371.08	1,756,371.08
RETIREE DEFINED BENEFIT	ACCOUNT	3,000,000.00	3,000,000.00	3,000,000.00
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	461,597.42	461,597.42	461,597.42
CASH - BROKER		-	2,597,137.95	2,597,137.95
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	18,266,553.29	18,266,553.29	18,266,553.29
BABSON CLO LTD 2015- IA A 144A	VAR RT 04/20/2027 DD 04/29/15	7,000,000.00	7,000,000.00	6,945,008.00
OHA LOAN FUNDING 201 1A A 144A	VAR RT 02/15/2027 DD 03/26/15	10,000,000.00	10,000,000.00	9,891,000.00
U S TREASURY BD PRIN STRIP	0.000% 11/15/2040 DD 11/15/10	25,450,000.00	11,641,588.11	11,984,914.00
ISHARES MSCI EAFE ETF		915,000.00	47,075,009.70	53,728,800.00
SWISS FUTURE CCY FUTURE (CME)	EXP MAR 16	(40.00)	0.00	89,000.00
JAPANESE YEN CCY FUTURE (CME)	EXP MAR 16	(106.00)	0.00	-80,162.50
BRITISH POUND CURNRY FUT (CME)	EXP MAR 16	(101.00)	0.00	271,437.50
EURO FX CURR FUTURE (CME)	EXP MAR 16	(130.00)	0.00	273,812.50
AUSTRALIAN DOLLAR CCY FUT(CME)	EXP MAR 16	(69.00)	0.00	-63,135.00
S & P 500 EMINI INDEX FUT(CME)	EXP MAR 16	177.00	0.00	14,160.00
US ULTRA BOND (CBT)	EXP MAR 16	235.00	0.00	223,984.38

Attachment A Total

3,415,028,911.59	4,255,878,132.18	4,316,031,476.60
-------------------------	-------------------------	-------------------------

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

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

Year ended December 31, 2015

(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	EB Temporary Investment FD	609	-	1,531,885	-	-
Bank of New York Mellon Trust Operations	EB Temporary Investment FD	-	459	-	1,591,410	-
				<u>1,531,885</u>	<u>1,591,410</u>	<u>-</u>

Attachment to Schedule SB of 2015 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. Effective Date	Amended and Restated as of December 31, 2012
2. Plan Year	January 1 to December 31
3. Entry Date	January 1 and July 1 of each Plan Year.
4. 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.
5. 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.
6. 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.
7. 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.
8. Normal Retirement Date	The latter of (a) the fifth anniversary of participation or (b) age 65
9. Early Retirement Date	Age 55 and 36 Months of Vesting Service.
10. 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).
11. 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.
12. Applicable Interest Rate	For each calendar quarter, the IRC §417(e) interest rate as published by the IRS for the second month preceding 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 2015 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

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

13. 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.																					
14. 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%																				
15. Account Balance Benefit	The account balance benefit is the account balance converted to a single life annuity as of age 65.																					
16. 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.																					
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.																					

Attachment to Schedule SB of 2015 Form 5500

Name: Nationwide Retirement Plan

EIN/PN 31-4177100/333

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

17. 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.																																																	
18. 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.																																																	
19. Vesting Schedule	100% after 36 Months of Vesting Service.																																																	
20. 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. The 50% contingent amount is payable at the date the participant would have been eligible for retirement and is reduced for early commencement, as under early retirement.																																																	
21. 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. Effective January 1, 2010, disabled participants no longer accrue Benefit and Accrual Services. However, those with Account Balance Benefit will continue to accrue interest credits on the Account Balance. 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.																																																	
22. 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 calculated with service through December 31, 2009: <table><tr><th colspan="4">Pre 2007 NW & Pre 1996 Wausau</th><th rowspan="2">All Other/ Terminations</th></tr><tr><th></th><th>Eligible</th><th colspan="2">Pre 1996 Farmland/CSC</th></tr><tr><th>Age</th><th>Termination</th><th>Termination</th><th>Ineligible Termination</th><th></th></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				All Other/ Terminations		Eligible	Pre 1996 Farmland/CSC		Age	Termination	Termination	Ineligible 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				All Other/ Terminations																																														
	Eligible	Pre 1996 Farmland/CSC																																																
Age	Termination	Termination	Ineligible 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																																														

Attachment to Schedule SB of 2015 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

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

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																
23. Normal Form of Benefit	<u>Married participants:</u> Actuarially reduced joint and 50% survivor annuity <u>Single participants:</u> Life annuity																
24. Optional Forms	Actuarial equivalent life annuity, other contingent annuities, various certain and life annuities, full lump sums (up to \$50,000) or partial lump sums (up to the greater of \$25,000 or 25% of the Account Balance, if hired before January 1, 2014). For determining lump sum amounts, the present value of the Accrued Benefit from the Final Average Compensation structure is the present value of the annuity deferred to Normal Retirement Date using the Applicable Interest Rates. For calculating the present value of Variable Benefits, the plan provides for adjustments to the interest rate.																
25. 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).																
26. 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 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.																

Attachment to Schedule SB of 2015 Form 5500

Name: Nationwide Retirement Plan

EIN/PN 31-4177100/333

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

27. Changes Since the Prior Valuation

The following plan changes took place during the year:

- Effective July 1, 2014, a TV window was opened to participants:
 - who terminated before February 1, 2014 with a vested benefit under the plan;
 - who were not receiving benefits under any other applicable provisions of the plan; and
 - for whom the single life annuity that would have been payable as of Normal Retirement Date is less than \$200 per month.

Under this TV Window, the eligible participants could elect to receive the benefits as of July 1, 2014 in Lump sum or any annuity form actuarially equivalent to the present value of the accrued benefit.

- Effective January 1, 2014, the Available Cash Benefit is not available for Participants hired on or after January 1, 2014.
- Effective January 1, 2014, a full lump sum option was added for those whose total value is less than \$50,000.

None of the above amendments impact the valuation.

Attachment to Schedule SB of 2015 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.

Attachment to Schedule SB of 2015 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")****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:

<u>Accrual Service</u>	<u>Base Credit for All Pay</u>	<u>Excess Credit for Pay in 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%

Beginning January 1, 2010, participants accruing FAP benefits will not receive pay credits but will continue to receive interest credits on their Account Balance.

14. Account Balance Benefit

Beginning January 1, 2008, the participant's account balance. This balance will be converted to an age 65 annuity as of the date benefits commence.

15. FAP Benefit

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:

- i. (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,
- ii. (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,
- iii. (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.

16. Provident Benefit

Benefit accrued under the Provident formula as of December 31, 2003.

17. 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.

Attachment to Schedule SB of 2015 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")**

18. Available Cash Benefit	The portion of benefit that is available to the participant as a lump sum. For any vested Participant, means the greatest of: I. The present value of the Provident Benefit. II. 25% of such Participant's vested Account Balance on his Termination Date III. 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
19. Determination of Present Values	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 : I. 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. II. The deferred to age 65 FAP benefit utilizing the PPA phase in between the 30-year Treasury Rate and the Applicable Interest Rate.
20. 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.

Attachment to Schedule SB of 2015 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")**21. 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 calculated with service through December 31, 2009:

<u>Age</u>	<u>FAP Slice (i)/Provident</u>		<u>X</u>
	<u>Eligible Termination With Less Than</u>	<u>Eligible Termination With At Least</u>	
	<u>X YOS</u>	<u>X YOS</u>	
55	0.600	0.750	25
60	0.850	0.920	20
62	0.900	1.000	20

<u>Age</u>	<u>FAP Slice (i)/Provident Not Eligible Termination</u>	<u>FAP Slice (ii) Eligible Termination</u>
55	0.422	0.620
60	0.642	0.870
62	0.764	0.970

<u>Age</u>	<u>FAP Slice (ii) Not Eligible Termination</u>	<u>FAP Slice (iii) All Termination</u>
55	0.426	0.426
60	0.667	0.667
62	0.800	0.800

Eligible Termination, in general, means a termination after age 55 with at least 3 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.

<u>Age</u>	<u>Factors</u>
45	0.182965
50	0.276421
55	0.426000
60	0.666667
65	1.000000

22. Vesting Schedule

100% after three years of Vesting Service.

23. 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.

24. Normal Form of Benefit

Married participants: Actuarial reduced qualified joint and 50% survivor annuity
Single participants: Life annuity

25. Optional Forms

Actuarial equivalent life annuity, other contingent annuities, certain and life annuities, partial lump sum as described in the Available Cash Benefit.

26. Actuarial Equivalence

7.50% interest and the mortality table set forth in IRC §417(e).

27. Changes Since Prior Valuation

None.

Attachment to Schedule SB of 2015 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

SCHEDULE SB, PART V -- SUMMARY OF PLAN PROVISIONS FOR FORMER PENSION PLAN FOR HARLEYSVILLE EMPLOYEES

1. Effective Date	Amended and Restated as of January 1, 2008
2. Plan Year	January 1 to December 31
3. Eligibility for Participation	All employees who work at least 1,000 hours in a 12-month period are eligible on the first day of January or July following the completion of one year of service and the attainment of age 21. The plan has been amended to allow individuals hired during 2005 to enter the plan on March 31, 2006. Employees hired on or after January 1, 2006 are not eligible for the pension plan.
4. Vesting Computation	The period of 12-consecutive months commencing on an Employee's Employment Commencement Date or Reemployment Commencement Date, whichever is applicable, and the period of 12-consecutive months commencing on each anniversary of such date.
5. Vesting Service	A year of Vesting Service shall be credited for each Vesting Computation period in which the participant completes at least 1,000 hours of service.
6. Benefit Service	A year of Benefit Service shall be credited for each plan year in which the participant completes 1,000 or more hours of service. Benefit Service is frozen as of March 31, 2006. For New York Casualty and Connecticut Union employees, Benefit Service is calculated from the later of Date of Employment and March 8, 1982. For Lake States employees, Benefit Service is calculated from the later of Date of Employment and January 1, 1986. For Boyertown employees, Benefit Service is calculated from the later of Date of Employment and October 6, 1997.
7. Break In Service	12-month employment period during which less than 501 hours are worked (unless on a qualified Leave of Absence). If the participant is not vested and the number of consecutive one-year Breaks in Service equals or exceeds five years, prior service is lost.
8. Annual Compensation	Base salary inclusive of amounts deferred under a salary reduction agreement. Effective January 1, 2002, compensation may not exceed \$200,000 (prospectively and retrospectively) per annum (actual dollar limit is indexed). Compensation is not considered beyond March 31, 2006.
9. Average Annual Compensation	Average of Annual Compensation earned for the 5 highest consecutive plan years within the period of 10 years immediately preceding a participant's retirement date or termination date. Average Annual Compensation is frozen as of March 31, 2006.
10. Covered Compensation	Average of taxable wage bases in effect during the 35-year period ending with the year of attainment of Social Security normal retirement age. The Covered Compensation Level is based upon the Social Security law in effect in the year of determination, but no later than 2006.

Attachment to Schedule SB of 2015 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

SCHEDULE SB, PART V -- SUMMARY OF PLAN PROVISIONS FOR FORMER PENSION PLAN FOR HARLEYSVILLE EMPLOYEES

11. Accrued Benefit	The Normal Retirement Benefit calculated using Average Annual Compensation and Benefit Service as of the date of determination. The plan has been amended to stop benefit accruals as of March 31, 2006.
12. Normal Retirement Age	Later of age 65 or the fifth anniversary of the date of employment.
13. Normal Retirement Benefit	The greater of: (a) <u>Grandfathered Benefit</u>: Accrued Benefit as of December 31, 1988 determined under the old benefit formula; (b) <u>New Formula</u>: 1.45% of Average Annual Compensation up to Covered Compensation Level plus 1.95% of Average Annual Compensation in excess of Covered Compensation, times Credited service up to 25; or (c) <u>Transition Formula</u>: Accrued benefit as of December 31, 1988 indexed to reflect the increase in Annual Average Compensation at the date of determination versus the Annual Average Compensation at December 31, 1988, plus 1.7% of Annual Average Compensation times Credited service after January 1, 1989, with a maximum of nine years. This formula was frozen as of December 31, 1997. Benefits for employees who are not Super Highly Compensated can be no less than what was accrued under the old benefit formula as of December 31, 1991. Benefit accruals have been frozen as of March 31, 2006. Worcester employees who are not Highly Compensated and with 10 or more years of service as of December 31, 1983, shall receive the greater of (1) the normal retirement benefit determined under the Harleysville Plan; or (2) the normal retirement benefit determined under the Worcester formula, which is 70% of Final Average Compensation less 50% of the Primary Insurance Amount, with the difference reduced by 1/35 for each year of Credited service less than 35 years at Normal Retirement Date. However, an employee who was a participant in the Worcester Plan before January 1, 1974, shall be entitled to the larger of the Worcester benefit described above or a minimum benefit calculated under the pre-1974 plan. Atlantic Mutual employees who are not Highly Compensated and with 10 or more year of service as of December 31, 1987 shall receive the greater of (1) the normal retirement benefit determined under the Harleysville Plan; or (2) the normal retirement benefit determined under the Atlantic Mutual Plan formula; which is 80% of Final Average compensation less 50% of the Primary Insurance Amount with the difference reduced by 1/40 for each year of Credited service less than 40 years at Normal Retirement Date. Phoenix Mutual employees shall receive the greater of (1) the benefit under the Phoenix Mutual plan formula as of December 31, 1990 increased by Cost of Living Adjustment each year, or (2) the benefit determined under the Harleysville Plan using all years of service with Harleysville and Phoenix Mutual. Lake States current participants will receive a benefit which will be the sum of (1) benefit earned as of December 31, 1994, under the Lake States formula, plus (2) benefit earned commencing January 1, 1995 under the Harleysville formula. There will be a maximum of 25 years of service taken into account in determining the total of both benefits, and the highest five years of compensation will be used to determine the benefit under the Lake States and Harleysville formulas. The Lake States formula is 1.45% times final average compensation times years of service, while the Harleysville formula is 1.45% of final average compensation up to covered compensation plus 1.95% of final average compensation over covered compensation times years of service.

Attachment to Schedule SB of 2015 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

Former Minnesota Fire and Casualty employees shall receive the greater of (1) the benefit under the MF&C Company Employee Pension Plan as of December 31, 1998 or (2) the MF&C formula for service through December 31, 1998 (1.2% of final average compensation up to covered compensation plus 1.65% of final average compensation over covered compensation; times years of service up to a maximum of 25 years) plus the Harleysville formula for service beginning January 1, 1999, both benefits based on the same final average compensation using the Harleysville base salary definition. MF&C employees with 10 or more years of service as of December 31, 1998 will be eligible for a total service benefit under the MF&C formula as long as they are non-highly compensated employees.

Former Berkshire Mutual Insurance employees are entitled to the pension benefit determined under the provisions of the Berkshire Mutual Pension Plan at the time of its merger into the Harleysville Plan.

Attachment to Schedule SB of 2015 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

SCHEDULE SB, PART V -- SUMMARY OF PLAN PROVISIONS FOR FORMER PENSION PLAN FOR HARLEYSVILLE EMPLOYEES

14. Early Retirement Eligibility	Age 55 and five Years of Vesting Service.																																				
15. Early Retirement Benefit	For participants who become eligible on or after January 1, 1989, the product of benefit determined under the new formula times new early retirement factors as specified below. For others, the greater of: (a) Benefit as calculated above; or (b) Benefit determined under the transition formula times old early retirement factors as specified below: <table><tr><th>Age</th><th>Old Early-Retirement Factors</th><th>New Early-Retirement Factors</th></tr><tr><td>55</td><td>0.64</td><td>0.48</td></tr><tr><td>56</td><td>0.676</td><td>0.52</td></tr><tr><td>57</td><td>0.712</td><td>0.56</td></tr><tr><td>58</td><td>0.748</td><td>0.6</td></tr><tr><td>59</td><td>0.784</td><td>0.64</td></tr><tr><td>60</td><td>0.82</td><td>0.68</td></tr><tr><td>61</td><td>0.856</td><td>0.72</td></tr><tr><td>62</td><td>0.892</td><td>0.76</td></tr><tr><td>63</td><td>0.928</td><td>0.84</td></tr><tr><td>64</td><td>0.964</td><td>0.92</td></tr><tr><td>65</td><td>1</td><td>1</td></tr></table> Benefits calculated under the Minnesota Fire and Casualty Company Employee Pension Plan as of December 31, 1998 or under the MF&C grandfathered benefit provisions use the early retirement factors specified in the former Minnesota Fire and Casualty Plan.	Age	Old Early-Retirement Factors	New Early-Retirement Factors	55	0.64	0.48	56	0.676	0.52	57	0.712	0.56	58	0.748	0.6	59	0.784	0.64	60	0.82	0.68	61	0.856	0.72	62	0.892	0.76	63	0.928	0.84	64	0.964	0.92	65	1	1
Age	Old Early-Retirement Factors	New Early-Retirement Factors																																			
55	0.64	0.48																																			
56	0.676	0.52																																			
57	0.712	0.56																																			
58	0.748	0.6																																			
59	0.784	0.64																																			
60	0.82	0.68																																			
61	0.856	0.72																																			
62	0.892	0.76																																			
63	0.928	0.84																																			
64	0.964	0.92																																			
65	1	1																																			
16. Late Retirement Benefit	The monthly benefit equals the greater of: (a) Normal Retirement Benefit computed as of Normal Retirement Date actuarially increased for each month the payment commencement date is deferred beyond the Normal Retirement Date. (b) Benefit computed using Credited service and Average Annual Compensation as of the Late Retirement Date, but Primary Social Security Benefit as of Normal Retirement Date. The plan has been amended to stop benefit accruals as of March 31, 2006.																																				
17. Vesting	Participants are 100% vested after 5 years of Vesting Service.																																				
18. Pre-Retirement Death Eligibility	Member must be married to spouse at least one year at date of death and vested in accrued benefit.																																				

Attachment to Schedule SB of 2015 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

SCHEDULE SB, PART V -- SUMMARY OF PLAN PROVISIONS FOR FORMER PENSION PLAN FOR HARLEYSVILLE EMPLOYEES

19. Pre-Retirement Death Benefit	Prior to Early Retirement Eligibility: 50% of Accrued Benefit at the time of death reduced for early retirement and 50% Joint and Survivor option. This is payable at the time the Participant would have been eligible for early retirement. After Early Retirement Date, but before Normal Retirement Date: Annuity payable to member's spouse under 50% Joint and Survivor option as if member elected early retirement immediately before death. After Normal Retirement: Annuity payable to member's spouse under 50% Joint and Survivor option as if member had retired immediately before death.
20. Post Retirement Benefit	Upon death of a former employee who had completed at least 10 years of service and retired directly from employment with the company after June 30, 1964, there shall be paid to his or her named beneficiary the sum of \$5,000.
21. Normal Form of Payment	<u>Unmarried</u>: Life annuity payable monthly. <u>Married</u>: 50% Joint and Survivor Annuity payable monthly (actuarially reduced).
22. Optional Form of Payment	Lump-sum payment (only if less than \$5,000) 50% Joint and Survivor 75% Joint and Survivor 100% Joint and Survivor 10 Years Certain and Life
23. Actuarial Equivalence	1971 Group Annuity Mortality table for males with an age set-back of three years for both sexes and an assumed interest of 8%.
24. Changes Since Prior Valuation	N/A

Attachment to Schedule SB of 2015 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					Final Average Pay Eligible				
(A)	(B)	(C)	(D)	(A) * (D)	(A)	(B)	(C)	(D)	(A) * (D)
Age	Count	Retirement Rate	Retirements	Weighted Age	Age	Count	Retirement Rate	Retirements	Weighted Age
55	10,000	5%	500	27,500	55	10,000	8%	800	44,000
56	9,500	8%	760	42,560	56	9,200	8%	736	41,216
57	8,740	8%	699	39,854	57	8,464	8%	677	38,596
58	8,041	10%	804	46,637	58	7,787	10%	779	45,164
59	7,237	10%	724	42,697	59	7,008	10%	701	41,348
60	6,513	10%	651	39,078	60	6,307	10%	631	37,844
61	5,862	10%	586	35,757	61	5,677	15%	851	51,941
62	5,276	15%	791	49,063	62	4,825	20%	965	59,832
63	4,484	15%	673	42,376	63	3,860	20%	772	48,637
64	3,812	15%	572	36,591	64	3,088	20%	618	39,528
65	3,240	20%	648	42,118	65	2,470	30%	741	48,174
66	2,592	10%	259	17,106	66	1,729	30%	519	34,241
67	2,333	20%	467	31,258	67	1,211	25%	303	20,276
68	1,866	20%	373	25,380	68	908	25%	227	15,434
69	1,493	15%	224	15,452	69	681	28%	191	13,155
70	1,269	100%	1,269	88,829	70	490	100%	490	34,319
				<u>622,256</u>					<u>613,706</u>

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

62

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

61

Number of 2015 Cash Balance Participants
Number of 2015 Final Average Pay Participants
The weighted retirement age is the blended
retirement age of the two groups.

20,532
9,793
62

Attachment to Schedule SB of 2015 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		
	No.	Average		No.	Average		No.	Average		No.	Average		No.	Average	
		Comp.	Cash Bal.		Comp.	Cash Bal.		Comp.	Cash Bal.		Comp.	Cash Bal.		Comp.	Cash Bal.
Under 25	5	*	*	546	41,453	957	16	*	*						
25 to 29	8	*	*	2,304	48,226	2,327	659	53,736	9,657	16	*	*			
30 to 34	9	*	*	1,770	58,022	3,085	1,788	64,931	14,869	622	70,854	25,057	6	*	*
35 to 39	16	*	*	1,122	68,644	3,813	1,347	77,481	19,603	1,433	82,390	28,052	312	84,305	28,716
40 to 44	11	*	*	866	81,059	5,171	1,053	86,651	23,276	1,349	88,619	32,527	815	99,082	38,471
45 to 49	7	*	*	827	81,844	5,506	873	94,536	28,421	1,044	92,811	36,955	792	100,018	46,508
50 to 54	2	*	*	784	86,442	6,194	729	99,064	28,373	840	93,129	38,211	667	97,148	51,532
55 to 59	4	*	*	609	93,147	6,730	507	83,761	24,567	654	84,097	36,026	496	94,771	54,061
60 to 64	2	*	*	339	84,840	6,715	286	76,973	22,439	392	79,229	35,833	301	95,673	57,654
65 to 69				71	80,893	6,282	87	69,376	19,359	93	74,236	37,229	78	80,030	65,728
70 & up	1	*	*	7	*	*	12	*	*	16	*	*	8	*	*

Attained Age	YEARS OF CREDITED SERVICE														
	20 to 24			25 to 29			30 to 34			35 to 39			40 & up		
	No.	Average		No.	Average		No.	Average		No.	Average		No.	Average	
		Comp.	Cash Bal.		Comp.	Cash Bal.		Comp.	Cash Bal.		Comp.	Cash Bal.		Comp.	Cash Bal.
Under 25															
25 to 29															
30 to 34															
35 to 39															
40 to 44	154	98,496	54,052												
45 to 49	476	105,569	70,879	271	92,789	81,413									
50 to 54	348	105,151	86,449	592	100,868	113,214	230	79,129	114,935	1	*	*			
55 to 59	230	104,325	100,528	298	99,552	138,533	351	98,605	167,977	157	84,484	170,833	1	*	*
60 to 64	143	104,472	114,379	166	105,321	161,783	95	91,404	202,671	136	87,303	231,034			
65 to 69	28	87,952	126,373	20	88,373	171,920	6	*	*	14	*	*			
70 & up	4	*	*	1	*	*	2	*	*						

* Less than 20 participants

Attachment to Schedule SB of 2015 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

SCHEDULE SB, PART V -- STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS**Actuarial Methods for Funding and Present Value of Accrued Benefits****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 Actuarial Value of 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 Actuarial Value of 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 2015 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**

Actuarial Value of 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 data was submitted by the Trustee 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.

Actuarial Present Value of Accumulated Plan 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 Actuarial Present Value of Accumulated Plan 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

There were no method changes since the prior valuation.

Attachment to Schedule SB of 2015 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 2014 Segment Rates				
		Pre-MAP-21 Segment Rates ¹	25-Year Average Segment Rates	HATFA Corridor (90%-110% for 2015)	HATFA Segment Rates ²
	Lookback Month	January	N/A	N/A	N/A
	First Segment Rate	1.22%	5.24%	4.72% - 5.76%	4.72%
	Second Segment Rate	4.11%	6.79%	6.11% - 7.47%	6.11%
	Third Segment Rate	5.20%	7.57%	6.81% - 8.33%	6.81%
	Effective Rate	4.59%	N/A	N/A	6.38%
	¹ Used for Maximum Deductible, PBGC Variable Rate Premium, ERISA 4010-80% Threshold reporting and excess assets for \$420 transfers				
² Used for Minimum Funding, benefit restrictions, ERISA 4010 - \$15M unfunded					
ASC 960: 6.50% per annum					
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:				
		Age	Rate		
		25	10.25%		
		30	8.50%		
		35	7.00%		
		40	5.75%		
		45	4.75%		
		50	4.00%		
Social Security Wage Base Projection Rate	3.50%				
Cash Balance Interest Crediting Rate	4.00% at December 31, 2014 4.00% at December 31, 2013 4.00% at December 31, 2012				
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%.				

Attachment to Schedule SB of 2015 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

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

Funding Target: 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 7 years into the future for annuitants.

ASC 960:

Base Table: Modified RP-2014 White Collar Mortality Base Table for Males participants and Modified RP-2014 Collarless Mortality Base Table for Females participants. Nationwide utilizes the RP-2014 rates as of their underlying base year in 2006. This requires the adjustment to the RP-2014 rates published in the final report by the factoring out methodology described in section 8.3 of the RPEC Response to Comments on the RP-2014 Mortality Tables.

Longevity Improvement Projection: Modified RPEC_2014_v.2011 generational longevity improvement projection. This scale uses the RPEC_2014_v.2011 projection methodology with a ten-year convergence period, long-term rate of 0.75 times the MP-2015 rates and a 50/50 blend of the horizontal and diagonal transition functions.

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%

Attachment to Schedule SB of 2015 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

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

Disability Incidence	Standard table developed by the Society of Actuaries, based on experience under the federal employees' retirement plans. Sample rates as follows: <table><tr><td>Age</td><td>Male</td><td>Female</td></tr><tr><td>25</td><td>0.02%</td><td>0.03%</td></tr><tr><td>30</td><td>0.08%</td><td>0.07%</td></tr><tr><td>35</td><td>0.12%</td><td>0.12%</td></tr><tr><td>40</td><td>0.17%</td><td>0.17%</td></tr><tr><td>45</td><td>0.21%</td><td>0.24%</td></tr><tr><td>50</td><td>0.30%</td><td>0.40%</td></tr></table>	Age	Male	Female	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%
Age	Male	Female																				
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: <table><tr><td></td><td>Retirement Eligibility</td><td>LS</td><td>Annuity</td></tr><tr><td>Cash Balance</td><td>Before</td><td>40%</td><td>60%</td></tr><tr><td>Only:</td><td>After</td><td>60%</td><td>40%</td></tr></table> FAP Eligible: No lump sum election; all participants assumed to elect life annuity.		Retirement Eligibility	LS	Annuity	Cash Balance	Before	40%	60%	Only:	After	60%	40%									
	Retirement Eligibility	LS	Annuity																			
Cash Balance	Before	40%	60%																			
Only:	After	60%	40%																			
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	Except for lump sum elections, all participants elect 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.																					
Valuation Year Compensation	Target Bonuses provided by Nationwide are added to the Base compensation to arrive at the Valuation Year Wage. The deferred compensation is then subtracted from the Valuation Year Wage to arrive at the Valuation Year Compensation. When target bonuses are not provided by Nationwide, estimated target bonus was determined with reference to other similar participants plan codes/salary grades.																					
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	Funding Target: The interest rates and mortality table were updated per IRS requirements. The segment rates were adjusted for the HATFA corridor. Valuation Compensation is now calculated by adding the Target bonuses to the Base compensation and offsetting for known deferred compensation elections. Previously valuation compensation was determined by projecting the prior year actual compensation one year using salary scale. ASC 960: The mortality table for purposes of plan financial accounting (ASC 960) was changed to use the Modified RP-2014 White Collar Mortality Base Table for Males participants and Modified RP-2014 Collarless Mortality Base Table for Females participants with Modified RPEC_2014_v.2011 generational longevity improvement.																					

Multiple-Employer Plan Participating Employer Information
Nationwide Retirement Plan
EIN: 31-4177100, Plan #: 333
Plan Year Ending December 31, 2015

Participating Employer	EIN	Percent of Total Contributions
Nationwide Mutual Insurance Company	31-4177100	0%
Nationwide Mutual Fire Insurance Company	31-4177110	0%
Farmland Mutual Insurance Company	42-0618271	0%