

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 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 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</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.)	
	☐ 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</u>	2b Employer Identification Number (EIN) <u>31-4177100</u>	2c Plan Sponsor's telephone number <u>614-249-3194</u>	2d Business code (see instructions) <u>524140</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2017	VINITA CLEMENTS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2017	ROBERT WATTS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2016)
v. 160205

3a Plan administrator's name and address ☐ Same as Plan Sponsor ADMINISTRATIVE COMMITTEE ONE NATIONWIDE PLAZA 1-04-101 COLUMBUS, OH 43215	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 53630
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..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 30156 6a(2) 28810 6b 12319 6c 12264 6d 53393 6e 1294 6f 54687 6g 6h 622
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1C 1E 3F 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>2</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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 2016 Form M-1 annual report. If the plan was not required to file the 2016 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 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning **01/01/2016** and ending **12/31/2016**

A Name of plan NATIONWIDE RETIREMENT PLAN	B Three-digit plan number (PN) ►	333
C Plan sponsor's name as shown on line 2a of Form 5500 NATIONWIDE MUTUAL INSURANCE COMPANY	D Employer Identification Number (EIN) 31-4177100	

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

(a) Name of insurance carrier
NATIONWIDE LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
31-4156830	66869	GA-P 275	24583	01/01/2016	12/31/2016

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	6d	
	Specify nature of costs ▶		
e	Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶		
f	If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐		
7	Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)		
a	Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☒ guaranteed investment (4) ☐ other ▶		
b	Balance at the end of the previous year	7b	61979006
c	Additions: (1) Contributions deposited during the year	7c(1)	
	(2) Dividends and credits.....	7c(2)	
	(3) Interest credited during the year.....	7c(3)	2123492
	(4) Transferred from separate account	7c(4)	
	(5) Other (specify below)	7c(5)	199672
	▶ MARKET VALUE ADJUSTMENT		
	(6) Total additions	7c(6)	2323164
d	Total of balance and additions (add lines 7b and 7c(6))	7d	64302170
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)	12318384
	▶ TRANSFER TO CUSTODIAN		
	(5) Total deductions	7e(5)	12318384
f	Balance at the end of the current year (subtract line 7e(5) from line 7d).....	7f	51983786

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. Specify nature of costs.	10b	

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 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan NATIONWIDE RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 333
C Plan sponsor's name as shown on line 2a of Form 5500 NATIONWIDE MUTUAL INSURANCE COMPANY	D Employer Identification Number (EIN) 31-4177100

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

(a) Name of insurance carrier
NATIONWIDE LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
31-4156830	66869	GA-P 258	54687	01/01/2016	12/31/2016

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
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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	6d	
	Specify nature of costs ▶		
e	Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶		
f	If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐		
7	Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)		
a	Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☒ guaranteed investment (4) ☐ other ▶		
b	Balance at the end of the previous year	7b	105251350
c	Additions: (1) Contributions deposited during the year	7c(1)	
	(2) Dividends and credits.....	7c(2)	
	(3) Interest credited during the year.....	7c(3)	4348783
	(4) Transferred from separate account	7c(4)	
	(5) Other (specify below)	7c(5)	2650298
	▶ MARKET VALUE ADJUSTMENT		
	(6) Total additions	7c(6)	6999081
d	Total of balance and additions (add lines 7b and 7c(6))	7d	112250431
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)	37649866
	▶ TRANSFER TO CUSTODIAN		
	(5) Total deductions	7e(5)	37649866
f	Balance at the end of the current year (subtract line 7e(5) from line 7d).....	7f	74600565

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. Specify nature of costs.	10b	

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 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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

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

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

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>	
2 Assets:	
a Market value	2a <u>4352935694</u>
b Actuarial value	2b <u>4472610326</u>
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.....	<u>13237</u> <u>1487962059</u> <u>1487962059</u>
b For terminated vested participants.....	<u>11957</u> <u>467813607</u> <u>467813607</u>
c For active participants.....	<u>30156</u> <u>1417597326</u> <u>1419946277</u>
d Total.....	<u>55350</u> <u>3373372992</u> <u>3375721943</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.19 %</u>
6 Target normal cost.....	6 <u>103859335</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>07/31/2017</u>
	Signature of actuary	Date
<u>TIMOTHY J. GEDDES</u>	Type or print name of actuary	<u>14-06181</u>
<u>DELOITTE CONSULTING LLP</u>	Firm name	Most recent enrollment number
<u>200 RENAISSANCE CENTER, SUITE 3900</u> <u>DETROIT, MI 48243</u>	Address of the firm	<u>313-396-3954</u>
		Telephone number (including area code)

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

**Schedule SB (Form 5500) 2016
v. 160205**

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)	270562695	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)	270562695	0
10 Interest on line 9 using prior year's actual return of <u>-0.24</u> %	-649350	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>6.38</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)	269913345	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	124.49%
15 Adjusted funding target attainment percentage	15	132.49%
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	139.70%
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
02/12/2017	80000000				
Totals ▶			18(b)	80000000	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	79401651
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost					
21	Discount rate:					
a	Segment rates:	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">1st segment: 4.43%</td> <td style="width: 33%;">2nd segment: 5.91%</td> <td style="width: 33%;">3rd segment: 6.65%</td> </tr> </table>	1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%	☐ N/A, full yield curve used
1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%				
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	103859335			
b	Excess assets, if applicable, but not greater than line 31a	31b	103859335			
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			
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	79401651			
38	Present value of excess contributions for current year (see instructions)					
a	Total (excess, if any, of line 37 over line 36)	38a	79401651			
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 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
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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

(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	2776660	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	1603071	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	647743	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	513490	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-3532603

(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	300326	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	272888	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)

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	159300	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

KPMG

13-5565207

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	UNRELATED	101000	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
(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
(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
(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
(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
(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 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>NATIONWIDE RETIREMENT PLAN</u>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:80%;">B Three-digit plan number (PN) ►</td> <td style="width:20%; text-align: center;"><u>333</u></td> </tr> <tr> <td colspan="2" style="height: 20px;"></td> </tr> </table>	B Three-digit plan number (PN) ►	<u>333</u>		
B Three-digit plan number (PN) ►	<u>333</u>				
C Plan or DFE 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	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: <u>SHORT TERM INVESTMENT FUND</u>		
b Name of sponsor of entity listed in (a): <u>BANK OF NEW YORK MELLON</u>		
c EIN-PN <u>13-6154008-003</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>377700956</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>HARBOURVEST PARTNERS VI BUYOUT</u>		
b Name of sponsor of entity listed in (a): <u>BANK OF NEW YORK MELLON</u>		
c EIN-PN <u>13-6154008-003</u>	d Entity code <u>E</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>90804</u>
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
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code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**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 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016	
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) 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
		2016
		This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan NATIONWIDE RETIREMENT PLAN	B Three-digit plan number (PN) ►	333
C Plan sponsor's name as shown on line 2a of Form 5500 NATIONWIDE MUTUAL INSURANCE COMPANY	D Employer Identification Number (EIN) 31-4177100	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	9224	-34554
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	137578966	44362284
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	31882593	12495632
(2) U.S. Government securities	1c(2)	115747720	111928559
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	875093026	1049405951
(B) All other.....	1c(3)(B)	1612949854	1593770247
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	4474531	3736019
(B) Common.....	1c(4)(B)	454626198	506716183
(5) Partnership/joint venture interests	1c(5)	446646567	640184810
(6) Real estate (other than employer real property).....	1c(6)	2601496	445503
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	224396168	377700956
(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	90804
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	53728800	63697100
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	170230356	129584351
(15) Other.....	1c(15)	592928952	495643873

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	4723371165	5029727718

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	887940	1336168
i Acquisition indebtedness	1i		
j Other liabilities	1j	202911725	103459445
k Total liabilities (add all amounts in lines 1g through 1j)	1k	203799665	104795613

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4519571500	4924932105
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	80000000	
(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)		80000000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	789673	
(B) U.S. Government securities	2b(1)(B)	30420	
(C) Corporate debt instruments	2b(1)(C)	120772853	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	22406342	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		143999288
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	10803982	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2105717	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		12909699
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	970269135	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	833853460	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		136415675
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	-2802478	
(B) Other	2b(5)(B)	174804078	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		172001600

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		14141291
(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)		1775
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-2817762
c Other income.....	2c		79073056
d Total income. Add all income amounts in column (b) and enter total.....	2d		635724622

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	196820073	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	2222361	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		199042434
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)	3030183	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	1501766	
(4) Other	2i(4)	10049303	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		14581252
j Total expenses. Add all expense amounts in column (b) and enter total	2j		213623686

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		422100936
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		16740331

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

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

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

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

(1) Name: **KPMG**

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

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

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	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.)	4d	X		80558
e Was this plan covered by a fidelity bond?	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?	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?	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?	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.)	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.)	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?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	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 Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 3997577. (See instructions.)

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 sections 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 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	
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>1196</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.)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☒ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

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
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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>56</u> % High-Yield Debt: <u>9</u> % Real Estate: <u>3</u> % Other: <u>22</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
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / /	

NATIONWIDE RETIREMENT PLAN

Financial Statements and Supplemental Schedules

December 31, 2016 and 2015

NATIONWIDE RETIREMENT PLAN

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



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

Independent Auditors' Report

The Administrative Committee
Nationwide Retirement Plan:

We have audited the accompanying financial statements of the Nationwide Retirement Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, 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 with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of December 31, 2016 and 2015 and changes therein for the years then ended, and its financial status as of December 31, 2015 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, 2016, supplemental Schedule H, Line 4i – Schedule of Assets (Acquired and Disposed of Within Year) for year ended December 31, 2016, 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, 2016, are presented for the purpose 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
October 12, 2017

NATIONWIDE RETIREMENT PLAN

Statements of Net Assets Available for Benefits

	December 31,	
<i>(in thousands)</i>	2016	2015
Assets		
Investments:		
Fixed maturity securities	\$ 3,008,399	\$ 2,866,953
Equity securities	506,716	454,626
Guaranteed investment fund issued by Nationwide Life Insurance Company	74,601	105,251
Limited partnerships	999,978	894,109
Other invested assets	207,749	90,334
Total investments	\$ 4,797,443	\$ 4,411,273
Cash	22,027	8,018
Net assets held in 401(h) account	161,132	166,636
Receivables from investments sold	10,367	105,432
Other assets	41,337	33,102
Total assets	\$ 5,032,306	\$ 4,724,461
Liabilities		
Amount related to obligation of 401(h) account	\$ 161,132	\$ 166,636
Accounts payable	104,538	201,789
Other liabilities	2,836	3,100
Total liabilities	\$ 268,506	\$ 371,525
Net assets available for benefits	\$ 4,763,800	\$ 4,352,936

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>	2016	2015
Investment income		
Net appreciation (depreciation) in fair value of investments	\$ 367,285	\$ (169,768)
Interest income	142,172	139,434
Other income	35,239	22,249
Total investment income	\$ 544,696	\$ (8,085)
Employer contributions	80,000	-
Total additions	\$ 80,000	\$ -
Benefits and expenses		
Benefits paid to participants and beneficiaries	\$ 196,820	\$ 221,048
Administrative and other expenses	17,012	9,598
Total benefits and expenses	\$ 213,832	\$ 230,646
Net increase (decrease)	\$ 410,864	\$ (238,731)
Net assets available for benefits		
Beginning of year	\$ 4,352,936	\$ 4,591,667
End of year	\$ 4,763,800	\$ 4,352,936

See accompanying notes to financial statements.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2016 and 2015 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, 2016.

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 of the plan. Effective January 1, 2017, Fidelity Investments became the third-party pension administrator and recordkeeper of the Plan.

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. Effective January 1, 2017, the Plan was amended impacting certain participants 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, Deloitte Consulting LLP, 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 2016 and 2015.

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 which 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"), 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 Nationwide Retirement Plan Trust 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, 2016 and 2015 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%.

Plan Amendment

Effective January 1, 2017, the Plan was amended to accrue future benefits under the cash balance formula. On December 31, 2016, affected participants stopped accruing benefits under the final average pay formula, replacing future accrued benefits with 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. Effective January 1, 2017, Fidelity Investments became 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.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2016 and 2015 Financial Statements

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.

Limited partnerships are reported at fair value. The Plan may use net asset value ("NAV") as a practical expedient 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 fixed maturity 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 fixed maturity securities are valued using non-binding broker quotes when deemed appropriate or when quotes are not available from independent pricing services or a corporate pricing matrix. 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.

Derivative Instruments

The Plan uses derivative instruments to manage exposures and mitigate risks primarily associated with interest rates, equity markets and foreign currency. These derivative instruments primarily include futures 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, 2016 and 2015 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.

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.

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 May 2015, the FASB issued ASU 2015-07, an amendment to existing guidance under ASC 820, *Fair Value Measurements*, which removed the requirement to categorize investments for which the NAV practical expedient is used to measure fair value within the hierarchy table. Instead, reporting entities are 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 eliminated 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 adopted the ASU beginning January 1, 2016. The adoption of this guidance resulted in changes to disclosures only.

Subsequent Events

Effective January 1, 2017, the Plan was amended impacting certain participants. Refer to Note 1 for additional information.

The Plan evaluated subsequent events through October 12, 2017, the date the financial statements were issued.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2016 and 2015 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.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2016 and 2015 Financial Statements

(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, 2016
Vested benefits	
Participants currently receiving benefits	\$ 1,487,574
Active and terminated employees not currently receiving benefits	1,919,055
Nonvested benefits	2,315
Total actuarial present value of accumulated plan benefits	\$ 3,408,944

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, 2015	\$ 3,328,621
Increase (decrease) during the year attributable to:	
Benefits accumulated	\$ 101,083
Increase for interest due to the decrease in discount period	209,289
Benefits paid	(221,048)
Changes in actuarial assumptions ¹	(9,001)
Net increase	\$ 80,323
Actuarial present value of accumulated plan benefits as of January 1, 2016	\$ 3,408,944

1 The decrease is due to economic and demographic experiences.

The actuarial present value of accumulated plan benefits (using the unit credit cost method) was determined by the Plan's actuary. Significant assumptions underlying the actuarial computations include an assumed net rate of return on investments of 6.50%, assumed retirement at age 65 and completion of 3 years of service, assumed mortality rate based on published statistical data and assumed employee turnover rate based on actual experience for 2009 through 2015.

The amendment to the Plan effective January 1, 2017 described in Note 1 was adopted after the date of accumulated benefit information presented above. Accordingly, the amendment was not included in the calculation of accumulated plan benefits as of January 1, 2016.

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, 2016 and 2015, 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, 2016, NLIC, the issuer of the GIF, had a credit rating of A+.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2016 and 2015 Financial Statements

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,	
	2016	2015
Guaranteed investment fund issued by NLIC		
Investments at contract value	\$ 74,861	\$ 107,283
Adjustment from contract value to fair value	(260)	(2,032)
Guaranteed investment fund issued by NLIC at fair value	\$ 74,601	\$ 105,251

Limited Partnerships

The Plan had unfunded commitments related to its investment in limited partnerships totaling \$247.7 million and \$214.7 million as of December 31, 2016 and 2015, respectively. The Plan expects the unfunded commitments to be paid out over the next five to ten years.

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 futures and options, to reduce or alter interest rate exposure arising from mismatches between assets and liabilities.

Interest rate contracts 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 contracts are generally used to convert fixed rate cash flow streams to variable rate cash flow streams or vice versa.

Equity market risk management. The Plan enters into transactions that expose the Plan to equity risks. The Plan uses futures and swaps to mitigate the risks.

Other risk management. As part of its regular investing activities, the Plan may purchase foreign currency denominated investments. These investments and the associated income expose the Plan to volatility associated with movements in foreign exchange rates. As foreign exchange rates change, the increase or decrease in the cash flows of the derivative instrument are intended to mitigate the changes in the functional-currency equivalent cash flows of the hedged item. The Plan uses futures to mitigate the risk.

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.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2016 and 2015 Financial Statements

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, 2016				
Swaps	\$ 2,976	\$ 132,990	\$ -	\$ -
Options	1,875	750	1,500	600
Total derivative positions¹	\$ 4,851	\$ 133,740	\$ 1,500	\$ 600
December 31, 2015				
Swaps	\$ -	\$ -	\$ 639	\$ 131,128
Options	1,008	509	484	154
Total derivative positions¹	\$ 1,008	\$ 509	\$ 1,123	\$ 131,282

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, 2016, derivative assets and liabilities have no accrued interest receivable and payable. As of December 31, 2015, derivative assets have no 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, 2016 and 2015. As of December 31, 2016 and 2015, the Plan received cash collateral from derivative counterparties of \$2.6 million and \$0 million, respectively. As of December 31, 2016 and 2015, the Plan posted cash collateral of immaterial amount and \$1.1 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,	
	2016	2015
Swaps	\$ 7,303	\$ (2,479)
Options	(1,317)	(816)
Total derivative gains (losses)	\$ 5,986	\$ (3,295)

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2016 and 2015 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, 2016:

<i>(in thousands)</i>	Level 1	Level 2	Level 3	Total
Assets				
Investments:				
Fixed maturity securities	\$ -	2,939,608	68,791	\$ 3,008,399
Equity securities	506,716	-	-	506,716
Guaranteed investment fund issued by NLIC	-	-	74,601	74,601
Other invested assets	207,749	-	-	207,749
Total investments ¹	\$ 714,465	\$ 2,939,608	\$ 143,392	\$ 3,797,465
Net assets held in 401(h) account	92,139	17,009	51,984	161,132
Derivative assets	1,875	2,976	-	4,851
Total assets at fair value	\$ 808,479	\$ 2,959,593	\$ 195,376	\$ 3,963,448
Liabilities				
Amount related to obligation of 401(h) account	\$ 92,139	\$ 17,009	\$ 51,984	\$ 161,132
Derivative liabilities	1,500	-	-	1,500
Total liabilities at fair value	\$ 93,639	\$ 17,009	\$ 51,984	\$ 162,632

1 Excludes \$1.0 billion as of December 31, 2016 of limited partnership investments that use NAV as a practical expedient to estimate fair value.

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, 2016:

<i>(in thousands)</i>	Balance as of December 31, 2015	Net gains (losses) ¹	Purchases	Sales	Transfers into Level 3	Transfers out of Level 3	Balance as of December 31, 2016
Assets							
Investments:							
Fixed maturity securities ²	\$ 62,323	\$ 3,341	\$ 26,363	\$ (8,807)	\$ 2,411	\$ (16,840)	\$ 68,791
Equity securities	871	-	-	-	-	(871)	-
Guaranteed investment fund issued by NLIC	105,251	6,999	-	(37,649)	-	-	74,601
Net assets held in 401(h) account ³	61,979	2,323	-	(12,318)	-	-	51,984
Derivative assets	1,008	(1,008)	-	-	-	-	-
Assets at fair value	\$ 231,432	\$ 11,655	\$ 26,363	\$ (58,774)	\$ 2,411	\$ (17,711)	\$ 195,376
Liabilities							
Amount related to obligation of 401(h) account ³	\$ (61,979)	\$ (2,323)	\$ -	\$ 12,318	\$ -	\$ -	\$ (51,984)
Derivative liabilities	(484)	484	-	-	-	-	-
Liabilities at fair value	\$ (62,463)	\$ (1,839)	\$ -	\$ 12,318	\$ -	\$ -	\$ (51,984)

1 The change in unrealized gains (losses) included in operations on assets and liabilities still held at the end of the year was \$3.2 million for fixed maturity securities, \$7.0 million for GIF issued by NLIC, \$2.3 million for net assets held in 401(h) account, \$0.8 million for derivative assets, \$(2.3) 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, 2016.

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

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2016 and 2015 Financial Statements

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
Other invested assets	90,286	48	-	90,334
Total investments^{1,2}	\$ 544,041	\$ 2,804,678	\$ 168,445	\$ 3,517,164
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	\$ 2,821,514	\$ 231,432	\$ 3,684,808
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

1 Excludes \$894.1 million as of December 31, 2015 of limited partnership investments that use NAV as a practical expedient to estimate fair value.

2 Certain prior period amounts related to limited partnership investments that use NAV as a practical expedient to estimate fair value have been reclassified to conform with current period presentation.

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 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.

(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.

NATIONWIDE RETIREMENT PLAN

Notes to December 31, 2016 and 2015 Financial Statements

Management determined that during 2014 and 2013, the Plan's 401(h) assets were used to pay for retiree medical expenses with respect to key employees, which is prohibited by the Plan document. The amounts paid were immaterial to the Plan's financial statements. The Plan Sponsor took necessary corrective action in 2016 and 2015 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, 2016, 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 2013.

(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 \$0.1 million and \$0.2 million for the years ended December 31, 2016 and 2015, respectively. Additionally, NLIC assessed charges of \$0.4 million and \$0.5 million on the assets of the GIF related to investment performance guarantees in 2016 and 2015, 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 for the years ended December 31, 2016 and 2015, 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.

(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,	
	2016	2015
Net assets available for benefits per the accompanying financial statements	\$ 4,763,800	\$ 4,352,936
Funds held in 401(h) account included as assets in Form 5500	161,132	166,636
Net assets available for benefits per Form 5500	\$ 4,924,932	\$ 4,519,572

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,	
	2016	2015
Change in net assets available for benefits per the accompanying financial statements	\$ 410,864	\$ (238,731)
Net appreciation (depreciation) in fair value of 401(h) investments ¹	4,901	(972)
Interest income for 401(h) investments	2,580	2,691
Dividend income for 401(h) investments	2,106	1,345
Accretion for 401(h) investments ¹	375	363
Trust and investment fees for 401(h) investments	28	(38)
Other income	1,247	13
Net income (loss) per Form 5500	\$ 422,101	\$ (235,329)

1 Certain prior year amounts have been reclassified to conform to the current year's presentation.

NATIONWIDE RETIREMENT PLAN

Plan Number: 333
 EIN: 31-4177100

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

December 31, 2016

(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 1/1/2016, the Plan Sponsor had access to Plan assets that would have received earnings in the amount of \$18 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, 2016

(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	\$ 74,861	\$ 74,601
*	Nationwide Life Insurance Company	401(h) guaranteed investment fund, 3.75% crediting rate	\$ 52,072	\$ 51,984
*	Bank of New York Mellon Trust Operations	Assets held in trust, multiple investments (see Attachment A)	\$ 4,498,247	\$ 4,763,137
*	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, 2016

(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)	\$ 8,026	\$ 91,124

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, 2016

(in thousands)

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of loan)	(c) Number of purchases	(d) Number of sales	(e) Purchase price	(f) Selling price	(g) Cost of asset	(h) Net gain or (loss)
Bank of New York Mellon Trust Operations	EB Temporary Investment FD	664	-	\$ 1,819,684	\$ -	\$ -	-
Bank of New York Mellon Trust Operations	EB Temporary Investment FD	-	523	\$ -	\$ 1,679,460	\$ -	-

See accompanying independent auditors' report.

Security description 1	Security description 2	Shares/Par	Attachment A	
			Base cost	Base market value
1-800 CONTACTS 1/16 COV-LITE	TL	650,568.56	655,323.01	657,347.48
21ST CENTURY FOX AMERICA INC	4.950% 10/15/2045 DD 10/21/15	3,000,000.00	2,981,342.48	3,083,100.00
21ST CENTURY FOX AMERICA INC	6.150% 02/15/2041 DD 08/15/11	6,505,000.00	7,195,314.93	7,693,918.85
21ST CENTURY FOX AMERICA INC	6.150% 03/01/2037 DD 03/02/07	12,000,000.00	12,726,699.49	14,043,120.00
90DAY EURO\$ FUT (CME) MAR 17	CALL MAR 17 098.875 ED 031317	(5,000.00)	(1,044,917.50)	(1,281,250.00)
90DAY EURODOLLAR FUTURE (CME)	EXP MAR 17	(4,785.00)	-	478,500.00
90DAY EURODOLLAR FUTURE (CME)	EXP MAR 18	(2,400.00)	-	3,000,000.00
90DAY EURODOLLAR FUTURE (CME)	EXP MAR 19	(2,400.00)	-	4,770,000.00
90DAY EURODOLLAR FUTURE JUN 17	CALL JUN 17 098.750 ED 061917	5,000.00	946,176.25	1,218,750.00
90DAY EURODOLLAR FUTURE JUN 17	PUT JUN 17 098.750 ED 06/19/17	5,000.00	894,457.50	656,250.00
90DAY EURODOLLAR FUTURE MAR 17	PUT MAR 17 098.875 ED 03/13/17	(5,000.00)	(240,667.50)	(218,750.00)
A VOCE CLO LTD 1A A1B 144A	VAR RT 07/15/2026 DD 07/15/14	9,000,000.00	8,974,539.28	8,983,800.00
ABBVIE INC	4.450% 05/14/2046 DD 05/12/16	4,250,000.00	4,221,737.97	4,069,502.50
ABBVIE INC	4.400% 11/06/2042 DD 05/06/13	5,000,000.00	4,951,942.47	4,703,750.00
ABBVIE INC	4.700% 05/14/2045 DD 05/14/15	5,000,000.00	4,997,663.16	4,905,650.00
ABFC 2001-AQ1 TRUST AQ1 A6	VAR RT 11/20/2030 DD 03/01/01	244,067.94	243,291.49	241,844.48
ABFC 2005-AQ1 TRUST AQ1 A6	VAR RT 06/25/2035 DD 06/01/05	747,225.81	735,108.64	768,566.58
ACTAVIS FUNDING SCS	4.750% 03/15/2045 DD 03/12/15	5,000,000.00	5,020,840.07	4,908,650.00
ACTAVIS INC	4.625% 10/01/2042 DD 10/02/12	13,000,000.00	11,930,328.30	12,588,550.00
ACTIS GLOBAL 4		3,223,781.00	2,817,546.83	3,262,000.00
ADVENT INTL GPE VIII-B LP		65,032.00	65,032.00	39,166.00
AETNA INC	4.375% 06/15/2046 DD 06/09/16	5,500,000.00	5,494,552.73	5,522,825.00
AEW CORE PROPERTY TRUST US INC		11,453,673.00	10,098,985.00	11,407,267.00
AGILENT TECHNOLOGIES INC		115,900.00	4,744,578.26	5,280,404.00
AGRIUM INC	7.125% 05/23/2036 DD 05/24/06	21,285,000.00	24,711,994.36	26,634,559.05
AIR CANADA 2015-1 CLASS C 144A	5.000% 03/15/2020 DD 03/25/15	3,000,000.00	2,948,597.16	2,985,000.00
AIR LIQUIDE FINANCE SA 144A	3.500% 09/27/2046 DD 09/27/16	3,500,000.00	3,492,930.65	3,239,495.00
ALABAMA POWER CAPITAL TRUST V	VAR RT 10/01/2042 DD 10/02/02	3,763,000.00	3,789,952.35	3,736,019.29
ALABAMA POWER CO	5.500% 03/15/2041 DD 03/10/11	8,204,000.00	9,140,856.04	9,652,498.24
ALABAMA POWER CO	5.200% 06/01/2041 DD 05/24/11	8,390,000.00	9,280,491.85	9,491,019.70
ALESCO PREFERRED F 7A A1B 144A	VAR RT 07/23/2035 DD 04/19/05	11,985,990.79	10,029,031.88	10,667,531.80
ALEUTIAN FUND LTD		4,681.93	4,681,925.00	4,651,360.36
ALLERGAN PLC		28,100.00	5,409,629.01	5,901,281.00
ALPHABET INC-CL A		7,360.00	3,385,167.01	5,832,432.00
ALTRIA GROUP INC	9.950% 11/10/2038 DD 11/10/08	3,859,000.00	5,458,180.95	6,551,154.17
ALTRIA GROUP INC	4.250% 08/09/2042 DD 08/09/12	5,000,000.00	4,942,321.14	4,920,600.00

Security description 1	Security description 2	Shares/Par	Base cost	Attachment A
				Base market value
ALTRIA GROUP INC	5.375% 01/31/2044 DD 10/31/13	5,500,000.00	5,477,771.08	6,353,160.00
AMERICAN AIRLINES 2013-2 144A	5.600% 01/15/2022 DD 07/15/14	3,942,937.64	3,942,937.64	4,090,797.80
AMERICAN AIRLINES 2013-2 CLASS	4.950% 07/15/2024 DD 07/15/14	3,196,455.99	3,196,455.99	3,408,221.20
AMERICAN HOME MORTGAGE I 2 5A1	VAR RT 09/25/2035 DD 06/01/05	2,697,484.37	2,612,934.04	2,668,297.59
AMERICAN HOME MORTGAGE IN 3 4A	VAR RT 10/25/2034 DD 09/01/04	10,934,442.17	10,683,477.09	10,644,023.38
AMERICAN WATER CAPITAL CORP	4.300% 09/01/2045 DD 08/13/15	4,200,000.00	4,180,648.44	4,387,992.00
AMGEN INC	4.400% 05/01/2045 DD 05/01/15	2,250,000.00	2,201,913.46	2,156,737.50
AMGEN INC 144A	4.663% 06/15/2051 DD 06/14/16	12,656,000.00	13,130,280.95	12,163,808.16
AMMC CLO 16 LTD 16A A1 144A	VAR RT 04/14/2027 DD 05/14/15	4,500,000.00	4,500,000.00	4,499,100.00
AMMC CLO XIV LTD 14A A1L 144A	VAR RT 07/27/2026 DD 07/11/14	5,000,000.00	4,991,818.97	4,985,800.00
AMPERSAND 2014 LP		1,818,373.00	1,418,719.73	1,834,731.00
ANADARKO PETROLEUM CORP	6.200% 03/15/2040 DD 03/16/10	5,500,000.00	5,471,432.08	6,299,095.00
ANALOG DEVICES INC		85,200.00	4,852,607.16	6,187,224.00
ANDRITZ AG		114,700.00	5,784,803.49	5,770,132.75
ANHEUSER-BUSCH INBEV FINANCE I	4.900% 02/01/2046 DD 01/25/16	33,000,000.00	34,261,186.35	35,668,710.00
ANHEUSER-BUSCH INBEV WORLDWIDE	8.200% 01/15/2039 DD 01/15/11	5,000,000.00	4,987,601.23	7,519,450.00
AON PLC		54,050.00	3,931,686.53	6,028,196.50
APIDOS CLO XIX 19A B 144A	VAR RT 10/17/2026 DD 11/12/14	5,000,000.00	5,000,000.00	5,012,100.00
APPALACHIAN POWER CO	4.400% 05/15/2044 DD 05/08/14	2,500,000.00	2,345,186.84	2,536,775.00
APPALACHIAN POWER CO	4.450% 06/01/2045 DD 05/18/15	3,000,000.00	2,851,724.70	3,065,280.00
APPALACHIAN POWER CO	6.375% 04/01/2036 DD 04/10/06	5,000,000.00	5,850,301.63	6,142,500.00
APPLE INC	4.650% 02/23/2046 DD 02/23/16	15,000,000.00	16,014,150.18	16,197,750.00
APPLIED MATERIALS INC		187,100.00	3,383,417.34	6,037,717.00
ARCLIGHT ENERGY PARTNERS FUND	V LP	2,824,653.00	2,520,985.00	3,078,014.00
ARCLIGHT ENERGY PTNRS FD VI LP		1,730,275.00	1,730,275.00	1,746,234.00
ARDEN STRATEGIC INVESTMENT	FUND LTD 01/2016	1,149,575.32	117,000,000.00	125,016,350.42
ARIZONA PUBLIC SERVICE CO	4.500% 04/01/2042 DD 01/13/12	5,000,000.00	4,956,935.54	5,251,000.00
ASAHI GROUP HOLDINGS LTD		206,500.00	3,166,841.45	6,533,073.47
ASHLAND LLC	VAR RT 08/15/2022 DD 08/15/13	2,000,000.00	1,925,102.82	2,075,000.00
ASHMORE EMER MKT DEBT FUND	APR 2016 SERIES EMDF A040	993.08	170,283.78	-
ASHMORE EMER MKT DEBT FUND	JULY 2016 SERIES EMDF-A043	1,101.15	182,161.26	-
ASHMORE EMER MKT DEBT FUND	MAY 2016 SERIES EMDF A041	97,659.70	15,103,639.51	-
ASHMORE EMERGING MARKET DEBT	FD JANUARY 2016 SER EMDF	1,059.32	164,343.95	165,721,972.45
ASHMORE EMERGING MARKETS DEBT	FD OCT 2016 SERIES EMDF	1,185.24	201,677.17	-
ASHMORE EMERGING MARKETS DEBT	FUND	906,125.98	166,542,621.30	-
AT&T INC	5.650% 02/15/2047 DD 02/09/16	5,000,000.00	4,987,741.87	5,362,500.00

Security description 1	Security description 2	Shares/Par	Base cost	Attachment A
				Base market value
AT&T INC	6.375% 03/01/2041 DD 03/01/16	5,000,000.00	5,979,032.08	5,758,100.00
AT&T INC	5.150% 03/15/2042 DD 03/15/16	5,000,000.00	5,150,894.24	4,980,850.00
AT&T INC	4.750% 05/15/2046 DD 05/04/15	7,000,000.00	6,975,710.52	6,631,940.00
AT&T INC	5.550% 08/15/2041 DD 08/18/11	8,000,000.00	7,951,289.50	8,329,200.00
AT&T INC	3.400% 05/15/2025 DD 05/04/15	10,000,000.00	9,613,413.44	9,638,200.00
AT&T INC	4.300% 12/15/2042 DD 06/15/13	12,500,000.00	10,922,376.82	11,189,750.00
AUSTRALIAN DOLLAR CCY FUT(CME)	EXP MAR 17	(270.00)	-	589,320.00
AUSTRALIAN DOLLAR CCY FUT(CME)	EXP MAR 17	(67.00)	-	146,235.00
AVALONBAY COMMUNITIES INC	3.900% 10/15/2046 DD 10/05/16	10,000,000.00	9,959,674.69	9,283,300.00
AZURE MIDSTREAM HOLDINGS LLC		2,338,000.00	5,176,826.00	2,142,500.00
BABSON CLO LTD 2014 3A B1 144A	VAR RT 01/15/2026 DD 11/18/14	10,000,000.00	9,975,704.11	9,899,000.00
BABSON CLO LTD 2014 IA A2 144A	VAR RT 07/20/2025 DD 06/12/14	18,000,000.00	17,929,733.33	17,933,580.00
BABSON CLO LTD 2015- IA A 144A	VAR RT 04/20/2027 DD 04/29/15	7,000,000.00	7,000,000.00	7,008,769.25
BAKER HUGHES INC	5.125% 09/15/2040 DD 08/24/10	2,600,000.00	2,640,724.37	2,858,310.00
BALL CORP	5.000% 03/15/2022 DD 03/09/12	1,000,000.00	1,017,831.18	1,047,500.00
BALL CORP	5.250% 07/01/2025 DD 06/25/15	1,000,000.00	1,015,767.04	1,045,000.00
BALL CORP	4.375% 12/15/2020 DD 12/14/15	1,250,000.00	1,250,000.00	1,306,250.00
BANC OF AMERICA FUNDING B 3A1	VAR RT 04/20/2035 DD 03/30/05	10,290,913.39	9,575,472.66	9,756,814.99
BANK OF AMERICA CORP	5.875% 02/07/2042 DD 02/07/12	5,000,000.00	5,625,423.69	6,043,250.00
BANK OF AMERICA CORP	6.110% 01/29/2037 DD 01/29/07	5,000,000.00	5,195,526.34	5,861,500.00
BANK OF AMERICA CORP	4.200% 08/26/2024 DD 08/26/14	6,000,000.00	5,996,499.98	6,112,200.00
BANK OF AMERICA CORP	4.183% 11/25/2027 DD 11/25/16	6,000,000.00	6,000,000.00	6,003,840.00
BANK OF AMERICA CORP		361,100.00	4,864,320.61	7,980,310.00
BANK OF AMERICA NA	6.000% 10/15/2036 DD 10/26/06	19,000,000.00	18,336,389.25	22,922,930.00
BANK ONE MICHIGAN	8.250% 11/01/2024 DD 11/03/94	2,000,000.00	2,249,126.21	2,558,620.00
BARRATT DEVELOPMENTS PLC		1,002,519.00	3,083,698.88	5,728,038.28
BASF SE		75,900.00	5,237,829.75	7,069,703.41
BBA AVIATION PLC		1,477,357.00	4,317,139.56	5,171,630.67
BEAR STEARNS ARM TRUST 20 9 A1	VAR RT 10/25/2035 DD 09/01/05	4,929,613.61	4,700,929.52	4,746,281.28
BEAR STEARNS COMMERCIA PW17 AM	VAR RT 06/11/2050 DD 09/01/07	2,000,000.00	2,008,994.79	2,043,160.00
BECTON DICKINSON AND CO	4.685% 12/15/2044 DD 12/15/14	4,500,000.00	4,500,000.00	4,661,775.00
BELL INSTITUTIONAL FUND IV LLC		17,891,695.35	18,978,880.50	18,712,181.00
BELL INSTITUTIONAL FUND V LLC		14,844,386.88	15,492,791.37	15,328,723.00
BELLWAY PLC		203,690.00	4,771,731.80	6,231,833.22
BERKSHIRE HATHAWAY ENERGY CO	5.150% 11/15/2043 DD 11/08/13	5,000,000.00	5,315,634.14	5,613,900.00
BERKSHIRE HATHAWAY INC		49,300.00	6,602,753.35	8,034,914.00

Security description 1	Security description 2	Shares/Par	Attachment A	
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BHP BILLITON PLC	ADR	181,763.00	5,936,748.78	5,718,263.98
BIOMGEN INC	5.200% 09/15/2045 DD 09/15/15	5,000,000.00	4,965,365.99	5,350,750.00
BLACK HILLS CORP	4.250% 11/30/2023 DD 11/19/13	5,000,000.00	4,982,847.15	5,265,250.00
BLACK HILLS CORP	4.200% 09/15/2046 DD 08/19/16	11,000,000.00	10,996,295.93	10,486,190.00
BLACKDIAMOND THEMATIC LTD	SER A UNRESTRCTD 02-15 SUB-	71,277.45	7,127,745.00	7,972,930.19
BLUE VISTA SPONSOR EQUITY FUND II	II LLC	809,632.00	58,821.00	903,380.60
BLUE VISTA SPONSOR EQUITY FUND III	III TE LP	3,954,695.00	3,945,365.00	3,986,809.00
BOARDWALK PIPELINES LP	4.950% 12/15/2024 DD 11/26/14	5,000,000.00	4,951,130.96	5,133,850.00
BOARDWALK PIPELINES LP	3.375% 02/01/2023 DD 11/08/12	18,894,000.00	17,485,430.25	17,986,710.12
BORGWARNER INC	4.375% 03/15/2045 DD 03/16/15	5,000,000.00	4,984,732.14	4,805,900.00
BOSTON UNIVERSITY	5.200% 10/01/2045 DD 08/24/11	10,000,000.00	9,956,638.79	11,201,228.00
BP CAPITAL MARKETS PLC	3.994% 09/26/2023 DD 09/26/13	6,000,000.00	6,115,938.05	6,306,720.00
BP PLC	ADR	149,750.00	5,219,721.58	5,597,655.00
BPCE SA 144A	4.500% 03/15/2025 DD 09/15/14	10,000,000.00	9,883,465.81	9,742,700.00
BREXAN HOWARD ASIA FUND	LIMITED CLASS US\$ SHARES	42,991.08	10,000,000.00	11,144,595.43
BRITISH AIRWAYS 2013-1 CL 144A	4.625% 12/20/2025 DD 07/03/13	938,127.79	944,014.97	997,933.44
BRITISH POUND CURRENCY FUTURE	EXP MAR 17	(700.00)	-	1,133,125.00
BRITISH POUND CURRENCY FUTURE	EXP MAR 17	(72.00)	-	116,550.00
BURLINGTON NORTHERN AND SANTA	5.629% 04/01/2024 DD 08/09/06	420,924.37	420,924.37	465,551.19
BURLINGTON NORTHERN SANTA FE L	5.050% 03/01/2041 DD 09/10/10	5,000,000.00	4,983,512.08	5,674,150.00
BURLINGTON NORTHERN SANTA FE L	4.900% 04/01/2044 DD 03/07/14	5,000,000.00	5,027,952.91	5,603,100.00
BURLINGTON NORTHERN SANTA FE L	4.950% 09/15/2041 DD 08/22/11	10,000,000.00	10,135,398.29	11,193,200.00
BURLINGTON NORTHERN SANTA FE L	5.150% 09/01/2043 DD 08/22/13	10,000,000.00	10,164,208.48	11,484,500.00
CALIFORNIA ST	6.509% 04/01/2039 DD 10/27/11	5,000,000.00	5,000,000.00	5,818,350.00
CALIFORNIA ST	7.300% 10/01/2039 DD 10/15/09	9,000,000.00	10,425,364.14	12,711,510.00
CALIFORNIA ST	7.550% 04/01/2039 DD 04/28/09	13,715,000.00	17,627,972.45	20,366,912.15
CALPINE CORP		520,850.00	6,942,329.81	5,953,315.50
CALPINE CORP 144A	7.875% 01/15/2023 DD 01/14/11	2,386,000.00	2,530,652.33	2,487,405.00
CANADIAN PACIFIC RAILWAY CO	5.750% 01/15/2042 DD 12/01/11	5,000,000.00	4,888,177.46	6,008,500.00
CAPITAL ONE FINANCIAL CORP	4.200% 10/29/2025 DD 10/29/15	14,000,000.00	13,998,989.77	14,046,620.00
CAPITAL ONE FINANCIAL CORP		83,350.00	5,216,077.03	7,271,454.00
CAPITAL PARTNERS III LP		1,194,415.00	1,234,016.00	1,279,635.00
CARLYLE GLOBAL MARK 4A BR 144A	VAR RT 001/20/2029 DD 10/20/16	9,000,000.00	9,000,000.00	8,874,360.00
CASH		-	(33,707.74)	(33,707.74)
CASH		-	(11.87)	(11.87)
CASH		-	(27.64)	(27.64)

Security description 1	Security description 2	Shares/Par	Attachment A	
			Base cost	Base market value
CASH		-	0.01	0.01
CASH		-	(0.60)	(0.60)
CASH		-	(806.49)	(806.49)
CASH - BROKER		-	7,067,131.82	7,067,131.82
CASH - BROKER		-	2,518,193.41	2,518,193.41
CASH COLLATERAL AT BK OF	AMERICA	(2,608,000.00)	(2,608,000.00)	(2,608,000.00)
CATALYST FUND V		1,525,810.96	1,512,403.99	3,038,591.00
CATHOLIC HEALTH INITIATIVES	4.350% 11/01/2042 DD 10/31/12	6,000,000.00	5,988,182.66	5,329,500.00
CATTERTON GROWTH PTNRS III LP		402,293.00	412,070.00	495,229.00
CATTERTON PARTNERS VII LP		8,058,214.00	6,718,279.00	8,204,762.00
CAVERION CORP		177,425.00	472,862.93	1,482,141.03
CBS CORP	4.600% 01/15/2045 DD 01/12/15	5,000,000.00	4,937,133.70	4,812,250.00
CBS CORP	4.000% 01/15/2026 DD 07/10/15	7,000,000.00	6,887,966.83	7,119,280.00
CBS CORP		91,200.00	4,836,243.96	5,802,144.00
CCO HOLDINGS LLC / CCO HO 144A	5.750% 02/15/2026 DD 11/20/15	600,000.00	600,343.24	621,000.00
CCO HOLDINGS LLC / CCO HO 144A	5.875% 05/01/2027 DD 04/21/15	1,500,000.00	1,446,815.28	1,556,250.00
CCO HOLDINGS LLC / CCO HOLDING	5.125% 02/15/2023 DD 12/17/12	1,000,000.00	1,004,305.58	1,027,500.00
CELGENE CORP	5.250% 08/15/2043 DD 08/06/13	5,000,000.00	4,959,881.03	5,274,400.00
CELGENE CORP	5.700% 10/15/2040 DD 10/07/10	7,960,000.00	9,402,832.35	8,854,783.60
CENTEX HOME EQUITY LOAN T B M1	VAR RT 03/25/2035 DD 03/24/05	6,000,000.00	5,570,326.93	5,786,040.00
CENTEX HOME EQUITY LOAN T C M1	VAR RT 06/25/2035 DD 06/16/05	8,405,459.30	7,938,389.22	8,234,408.20
CHARTER COMMUNICATIONS OPERATI	6.484% 10/23/2045 DD 10/23/16	15,000,000.00	15,244,857.52	17,341,200.00
CHF CURRENCY FUTURE (CME)	EXP MAR 17	(295.00)	-	117,875.00
CHF CURRENCY FUTURE (CME)	EXP MAR 17	(21.00)	-	8,400.00
CHL MORTGAGE PASS-THROUG 15 A7	5.500% 08/25/2035 DD 06/01/05	1,038,401.60	1,020,798.47	949,774.02
CHRISTIAN DIOR SE		38,309.00	4,569,503.96	8,050,978.74
CIE GENERALE DES ETABLISSEMENT		56,400.00	5,119,493.90	6,287,871.03
CIF II OPPORTUNISTIC EMD	(SERIES 1)	14,962,620.49	158,116,781.79	163,221,800.42
CIM FUND VIII		8,982,600.00	9,392,708.75	9,014,649.00
CITIFINANCIAL MORTGAGE S 1 AF5	VAR RT 04/25/2034 DD 03/01/04	119,524.92	112,439.54	120,397.45
CITIGROUP COMMERCIAL MO C6 A3B	VAR RT 12/10/2049 DD 07/01/07	1,093,913.61	1,144,157.15	1,091,977.38
CITIGROUP INC	4.750% 05/18/2046 DD 05/18/16	4,000,000.00	3,957,491.53	4,004,600.00
CITIGROUP INC	4.450% 09/29/2027 DD 09/29/15	5,000,000.00	5,013,765.83	5,079,250.00
CITIGROUP INC	6.675% 09/13/2043 DD 09/13/13	8,000,000.00	8,436,067.14	10,140,080.00
CITIGROUP INC	4.650% 07/30/2045 DD 07/30/15	12,000,000.00	12,176,500.67	12,648,600.00
CITIGROUP INC		133,550.00	6,209,992.01	7,936,876.50

Security description 1	Security description 2	Shares/Par	Attachment A	
			Base cost	Base market value
CITIGROUP MORTGAGE L A A1 144A	VAR RT 06/25/2058 DD 03/01/15	6,734,291.57	6,821,249.95	6,836,181.40
CITIGROUP MORTGAGE LOA WFH2 A3	VAR RT 08/25/2036 DD 08/30/06	13,749,000.00	12,016,636.48	12,571,810.62
CITIZENS FINANCIAL GROUP INC	3.750% 07/01/2024 DD 06/26/14	10,000,000.00	9,834,630.09	9,679,700.00
CITIZENS FINANCIAL GROUP INC	4.300% 12/03/2025 DD 12/03/15	25,615,000.00	26,364,198.27	26,020,229.30
CLAREANT EURO DIRECT LENDING	FD II	3,589,450.10	3,589,449.88	3,622,948.00
CLAREANT EURO DLF INVESTOR	FEEDER LP	8,671,938.04	8,671,938.05	8,854,638.09
CLEAN HARBORS INC	5.250% 08/01/2020 DD 07/30/12	1,000,000.00	1,022,561.95	1,023,750.00
CLEAN HARBORS INC	5.125% 06/01/2021 DD 12/07/12	1,000,000.00	1,002,148.33	1,022,700.00
CMWLTH FING AUTH PA	6.218% 06/01/2039 DD 11/12/09	8,125,000.00	9,202,186.48	9,601,150.00
COLGATE-PALMOLIVE CO	2.625% 05/01/2017 DD 05/04/11	500,000.00	499,867.86	502,695.00
COMCAST CORP	6.550% 07/01/2039 DD 06/18/09	5,000,000.00	5,200,766.51	6,522,850.00
COMCAST CORP		101,350.00	4,737,347.00	6,998,217.50
COMMIT TO PUR FNMA SF MTG	3.000% 01/01/2047 DD 01/01/17	100,000,000.00	99,421,875.00	99,341,000.00
COMMONWEALTH EDISON CO	4.350% 11/15/2045 DD 11/19/15	3,400,000.00	3,374,044.55	3,549,940.00
COMPASS MINERALS INTERNAT 144A	4.875% 07/15/2024 DD 06/23/14	1,000,000.00	964,824.32	945,000.00
CONAGRA BRANDS INC	3.200% 01/25/2023 DD 01/25/13	10,227,000.00	9,900,965.40	10,217,488.89
CONSTELLATION BRANDS INC	4.750% 12/01/2025 DD 12/04/15	1,000,000.00	1,000,000.00	1,060,000.00
CONTINENTAL AIRLINES 1997-4 CL	6.900% 07/02/2019 DD 10/23/97	68,255.18	68,255.18	68,808.05
CONTINENTAL AIRLINES 2000-2 CL	7.707% 10/02/2022 DD 11/28/00	1,769,575.48	1,502,683.84	1,911,141.51
CONTINENTAL AIRLINES 2007-1 CL	6.903% 10/19/2023 DD 04/10/07	2,468,150.65	2,564,558.22	2,583,166.47
COOPERATIEVE RABOBANK UA	4.625% 12/01/2023 DD 11/29/13	5,000,000.00	5,028,443.86	5,260,450.00
COOPERATIEVE RABOBANK UA	5.750% 12/01/2043 DD 11/29/13	14,400,000.00	14,395,795.42	16,687,296.00
CORECIVIC INC	5.000% 10/15/2022 DD 09/25/15	1,000,000.00	1,004,235.63	997,500.00
CR BARD INC	6.700% 12/01/2026 DD 12/09/96	3,000,000.00	3,122,616.09	3,650,010.00
CREDIT-BASED ASSET SER CB8 AF5	VAR RT 12/25/2035 DD 11/01/05	520,786.26	505,700.25	514,765.97
CROW HLDGS REALTY PTNRS VII LP		6,058,526.00	6,329,993.00	6,247,653.00
CROW HOLDINGS REALTY PARTNERS V	V LP	847,100.00	669,827.00	836,706.00
CROW HOLDINGS REALTY PARTNERS VI	VI-A LP	9,847,212.00	9,831,989.00	10,194,466.00
CROW HOLDINGS RETAIL FUND I		3,784,131.00	3,784,131.00	3,920,935.00
CROWN AMERICAS LLC / CROW 144A	4.250% 09/30/2026 DD 09/15/16	1,000,000.00	1,002,440.19	942,500.00
CROWN AMERICAS LLC / CROWN AME	4.500% 01/15/2023 DD 07/15/13	300,000.00	305,556.59	306,000.00
CVS HEALTH CORP	5.125% 07/20/2045 DD 07/20/15	10,000,000.00	9,964,286.21	11,144,500.00
CVS PASS-THROUGH TRUST	6.943% 01/10/2030 DD 06/10/09	5,521,532.22	5,741,615.06	6,476,149.92
CVS PASS-THROUGH TRUST 144A	7.507% 01/10/2032 DD 12/22/09	9,335,985.81	10,946,265.05	11,368,149.84
CYPRIUM INVESTORS III LP		282,202.00	252,332.00	289,330.00
CYPRIUM INVESTORS IV LP		5,567,751.00	5,538,627.00	5,626,605.00

Security description 1	Security description 2	Shares/Par	Base cost	Attachment A
				Base market value
CYTEC INDUSTRIES INC	3.500% 04/01/2023 DD 03/12/13	6,000,000.00	5,973,332.16	5,770,440.00
CYTEC INDUSTRIES INC	3.950% 05/01/2025 DD 11/12/14	7,750,000.00	7,769,121.35	7,335,762.50
DETROIT MI CITY SCH DIST	7.747% 05/01/2039 DD 12/30/09	8,500,000.00	9,799,280.72	11,026,795.00
DEUTSCHE MORTGAGE SEC IN 1 3A6	VAR RT 12/25/2033 DD 01/01/04	127,645.64	127,317.95	129,713.50
DEUTSCHE TELEKOM AG		358,296.00	5,100,785.27	6,180,762.31
DIAMOND OFFSHORE DRILLING INC	4.875% 11/01/2043 DD 11/05/13	5,000,000.00	4,967,817.19	3,551,650.00
DIGNITY HEALTH	4.500% 11/01/2042 DD 10/18/12	10,000,000.00	9,875,013.14	9,254,000.00
DISCOVERY COMMUNICATIONS LLC	3.450% 03/15/2025 DD 03/02/15	8,750,000.00	8,301,691.58	8,352,312.50
DISCOVERY COMMUNICATIONS LLC	4.875% 04/01/2043 DD 03/19/13	10,500,000.00	9,562,439.67	9,702,945.00
DIST OF COLUMBIA REVENUE	4.931% 06/01/2035 DD 09/03/15	3,000,000.00	3,000,000.00	2,964,480.00
DIST OF COLUMBIA REVENUE	5.041% 06/01/2040 DD 09/03/15	7,000,000.00	7,000,000.00	6,851,530.00
DNB ASA		399,710.00	4,834,515.68	5,962,424.83
DOLLAR TREE INC	5.750% 03/01/2023 DD 03/01/16	2,000,000.00	2,102,437.68	2,117,640.00
DR PEPPER SNAPPLE GROUP INC	4.500% 11/15/2045 DD 11/09/15	10,000,000.00	9,997,999.61	10,145,500.00
DRYDEN 33 SENIOR L 33A BR 144A	VAR RT 10/15/2028 DD 11/22/16	19,000,000.00	19,043,372.99	19,043,377.00
DTE ELECTRIC CO	3.950% 06/15/2042 DD 06/22/12	2,000,000.00	1,963,969.48	1,987,000.00
DTZ 8/15 2ND LIEN TL		3,500,000.00	3,428,615.95	3,500,000.00
DUKE ENERGY CAROLINAS LLC	4.250% 12/15/2041 DD 12/08/11	5,000,000.00	5,143,111.32	5,114,950.00
DUKE ENERGY CAROLINAS LLC	4.000% 09/30/2042 DD 09/21/12	6,400,000.00	6,293,730.40	6,355,840.00
DUKE ENERGY CAROLINAS LLC	3.875% 03/15/2046 DD 03/11/16	15,000,000.00	14,947,827.93	14,673,150.00
DUKE ENERGY CORP	4.800% 12/15/2045 DD 11/19/15	5,000,000.00	4,983,503.78	5,284,850.00
DUNI AB		357,500.00	3,142,172.32	4,919,038.81
DYAL III PENSION INVESTORS LP		1,362,855.56	1,362,855.56	1,412,981.00
EATON CORP	8.875% 06/15/2019 DD 06/22/89	2,000,000.00	2,153,990.61	2,273,880.00
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	159,017,354.62	159,017,354.62	159,017,354.62
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	28,366,641.71	28,366,641.71	28,366,641.71
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	437,410.90	437,410.90	437,410.90
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	7,307,418.84	7,307,418.84	7,307,418.84
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	1,939,413.09	1,939,413.09	1,939,413.09
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	4,195,478.03	4,195,478.03	4,195,478.03
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	11,272,613.76	11,272,613.76	11,272,613.76
EB TEMP INV FD	VAR RT 12/31/49 FEE CL 15	1,942,824.57	1,942,824.57	1,942,824.57
ENBRIDGE ENERGY PARTNERS LP	7.500% 04/15/2038 DD 04/03/08	9,000,000.00	10,704,897.09	10,703,790.00
ENBRIDGE ENERGY PARTNERS LP	5.500% 09/15/2040 DD 09/13/10	15,500,000.00	15,378,076.31	15,392,430.00
ENCANA CORP	6.500% 08/15/2034 DD 08/04/04	2,500,000.00	2,719,001.61	2,692,850.00
ENCANA CORP	6.625% 08/15/2037 DD 08/13/07	6,000,000.00	6,712,771.91	6,469,500.00

Security description 1	Security description 2	Shares/Par	Base cost	Attachment A
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ENCAP ENERGY CAPITAL FUND IX	LP	3,039,120.54	2,829,814.39	3,782,813.74
ENCAP ENERGY CAPITAL FUND VII	LP	786,274.43	2,869,514.71	891,138.58
ENCAP ENERGY CAPITAL FUND X LP		1,447,076.08	1,401,236.40	1,840,480.96
ENCAP ENERGY CAPITAL VIII LP		1,806,113.29	3,109,950.87	2,090,614.06
ENCAP ENERGY FUND VIII COINVES		1,300,559.55	2,098,658.39	1,378,230.34
ENCAP FLATROCK MIDSTREAM III	FUND LP	984,508.70	1,004,834.49	1,048,455.15
ENERGY SPECTRUM PARTNERS V		71,518.83	1,898,789.23	130,837.00
ENERGY SPECTRUM PARTNERS VI		4,952,423.37	5,356,643.76	5,659,839.00
ENERGY SPECTRUM PTNRS VII LP		1,880,551.84	1,953,732.41	1,811,980.00
ENERGY TRANSFER EQUITY LP	5.500% 06/01/2027 DD 05/22/15	5,500,000.00	5,425,742.17	5,362,500.00
ENERGY TRANSFER PARTNERS LP	5.200% 02/01/2022 DD 01/17/12	1,000,000.00	1,042,877.93	1,070,740.00
ENERGY TRANSFER PARTNERS LP	6.500% 02/01/2042 DD 01/17/12	9,900,000.00	10,758,004.36	10,695,663.00
ENERGY TRANSFER PARTNERS LP	7.500% 07/01/2038 DD 03/28/08	10,000,000.00	11,579,161.96	11,594,700.00
ENERGY TRUST PARTNERS IV LP		1,289,075.88	2,736,581.43	1,660,213.00
ENTERPRISE PRODUCTS OPERATING	4.900% 05/15/2046 DD 05/07/15	3,000,000.00	2,989,317.47	3,079,500.00
ENTERPRISE PRODUCTS OPERATING	4.850% 03/15/2044 DD 03/18/13	9,000,000.00	8,767,679.57	9,086,400.00
EQUITYCO INC	WTS 30-NOV-2015	718.00	-	-
ERAC USA FINANCE LLC 144A	5.625% 03/15/2042 DD 03/15/12	10,186,000.00	10,324,646.36	11,227,824.08
ESCROW CB ADELPHIA COM	0.000% 10/01/2010 DD 09/20/00	601,100.78	111,449.87	3,005.50
ESCROW CB CENTURY COMM	0.000% 02/14/2007 DD 01/23/97	210,000.00	-	-
EURO FX CURR FUTURE (CME)	EXP MAR 17	(987.00)	-	979,906.25
EURO FX CURR FUTURE (CME)	EXP MAR 17	(101.00)	-	109,937.50
EURO STOXX 50 FUTURE (EUX)	EXP MAR 17	790.00	-	841,585.03
EVERYWARE 6/15 EXIT TL		620,971.58	615,072.46	602,342.43
EVERYWARE GLOBAL INC COM NEW		120,169.00	1,133,391.82	781,098.50
EXELON CORP		136,250.00	4,249,786.09	4,835,512.50
EXELON GENERATION CO LLC	4.250% 06/15/2022 DD 12/15/12	10,000,000.00	9,998,307.63	10,350,600.00
EXETER INDUSTR VALUE FD III LP		9,506,687.74	8,890,912.63	9,904,991.30
EXPRESS SCRIPTS HOLDING CO	6.125% 11/15/2041 DD 11/15/12	8,000,000.00	8,951,249.83	9,121,280.00
FEDEX CORP	4.550% 04/01/2046 DD 03/24/16	5,000,000.00	4,978,325.37	5,038,550.00
FEDEX CORP	4.100% 02/01/2045 DD 01/09/15	7,000,000.00	6,383,139.74	6,554,380.00
FEDEX CORP	4.100% 04/15/2043 DD 04/11/13	10,000,000.00	8,770,594.79	9,339,300.00
FFX CONTRACTS RECEIVABLE		-	2,345,333.56	2,345,333.56
FHLMC MULTICLASS MTG 2773 CD	4.500% 04/15/2024 DD 04/01/04	151,430.40	147,473.00	158,915.60
FHLMC MULTICLASS MTG 33 D	8.000% 04/15/2020 DD 02/15/89	4,090.27	4,140.03	4,135.71
FHLMC MULTICLASS MTG 50 I	8.000% 06/15/2020 DD 05/15/89	542.80	554.33	544.18

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FIFTH THIRD BANCORP	8.250% 03/01/2038 DD 03/04/08	15,000,000.00	18,963,556.79	20,850,600.00
FIRST DATA CORP		478,800.00	5,850,638.93	6,794,172.00
FIRST FRANKLIN MORTGAG FF11 M2	VAR RT 01/25/2035 DD 12/16/04	6,729,604.60	6,526,817.59	6,657,194.05
FIRST FRANKLIN MORTGAG FFH3 M2	VAR RT 09/25/2035 DD 08/26/05	8,500,000.00	8,014,652.62	8,174,365.00
FIRST FRANKLIN MORTGAGE FF9 A4	VAR RT 10/25/2035 DD 09/25/05	6,188,022.14	5,683,627.52	5,849,784.85
FLEX LTD		412,350.00	3,250,228.16	5,925,469.50
FLORIDA POWER & LIGHT CO	4.050% 06/01/2042 DD 05/15/12	10,000,000.00	10,032,485.38	10,194,400.00
FMR LLC 144A	7.570% 06/15/2029 DD 06/15/99	2,200,000.00	2,387,412.93	2,834,766.00
FMR LLC 144A	5.150% 02/01/2043 DD 02/01/13	3,750,000.00	3,867,387.09	3,954,075.00
FMR LLC 144A	6.500% 12/14/2040 DD 07/06/10	4,500,000.00	4,476,637.28	5,542,965.00
FMR LLC 144A	6.450% 11/15/2039 DD 11/02/09	5,300,000.00	6,085,894.63	6,461,495.00
FNBC 1993-A PASS THROUGH TRUST	8.080% 01/05/2018	37,293.38	38,088.97	37,746.86
FNMA GTD REMIC P/T 91-164 PX	7.500% 12/25/2021 DD 12/01/91	45,073.25	46,312.68	48,931.52
FORD MOTOR CO	4.750% 01/15/2043 DD 01/08/13	5,000,000.00	4,448,699.19	4,747,050.00
FORD MOTOR CREDIT CO LLC	4.134% 08/04/2025 DD 08/04/15	10,000,000.00	10,100,329.61	10,012,000.00
FOURPOINT HOLDINGS LLC		5,945,000.00	6,659,466.00	6,530,000.00
FREENET AG		164,220.00	3,833,394.95	4,635,127.56
FREEMPORT-MCMORAN INC	5.450% 03/15/2043 DD 09/15/13	13,450,000.00	12,710,698.40	11,130,144.00
FRONTIER COMMUNICATIONS CORP	8.125% 10/01/2018 DD 10/01/09	800,000.00	844,723.24	864,000.00
FTSE 100 INDEX FUTURE (ICF)	EXP MAR 17	350.00	-	832,519.19
GARTMORE PRIVATE EQUITY III LP		35,811,911.32	32,793,910.76	39,924,676.70
GATX CORP	4.500% 03/30/2045 DD 02/06/15	10,000,000.00	9,973,719.05	9,049,800.00
GE CAPITAL INTERNATIONAL FUNDI	4.418% 11/15/2035 DD 05/15/16	24,406,000.00	18,878,945.82	25,575,291.46
GEM REALTY FUND VI		1,335.90	1,335.90	1,335.90
GENERAL ELECTRIC CO	6.875% 01/10/2039 DD 01/09/09	1,432,000.00	1,412,332.77	2,019,034.08
GENERAL ELECTRIC CO	4.500% 03/11/2044 DD 03/11/14	5,000,000.00	5,223,224.39	5,367,400.00
GENERAL ELECTRIC CO	5.875% 01/14/2038 DD 01/14/08	6,013,000.00	6,566,217.22	7,567,540.89
GENERAL ELECTRIC CO		240,700.00	6,214,780.36	7,606,120.00
GEORGIA POWER CO	4.750% 09/01/2040 DD 08/31/10	5,000,000.00	4,937,071.26	5,248,750.00
GE-WMC MORTGAGE SECURITI 1 A2A	VAR RT 08/25/2036 DD 08/21/06	128,848.30	128,848.29	73,071.16
GILEAD SCIENCES INC	4.500% 02/01/2045 DD 11/17/14	5,000,000.00	4,971,720.78	4,995,800.00
GILEAD SCIENCES INC	4.800% 04/01/2044 DD 03/07/14	7,000,000.00	6,987,083.94	7,268,590.00
GLENORE FINANCE CANADA L 144A	6.900% 11/15/2037 DD 11/20/07	8,362,000.00	9,331,892.38	9,176,124.32
GLOBAL INFRASTRUCTURE PARTNERS	B LP	2,514,859.94	961,628.05	2,688,527.48
GNMA GTD REMIC P/T 11-112 GN	2.000% 11/20/2036 DD 08/01/11	99,439.97	99,057.94	99,746.24
GNMA GTD REMIC P/T 11-82 LP	3.250% 02/20/2037 DD 06/01/11	101,313.30	102,663.80	101,533.15

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GOLDMAN SACHS GROUP INC/THE	5.150% 05/22/2045 DD 05/22/15	5,000,000.00	4,818,519.95	5,258,300.00
GOLDMAN SACHS GROUP INC/THE	4.000% 03/03/2024 DD 03/03/14	10,000,000.00	9,977,233.76	10,374,200.00
GREENCORE GROUP PLC		2,123,881.00	3,760,942.84	6,469,080.83
GRUPO BIMBO SAB DE CV 144A	4.875% 06/27/2044 DD 06/27/14	3,595,000.00	3,214,327.06	3,240,245.40
GRUPO BIMBO SAB DE CV 144A	3.875% 06/27/2024 DD 06/27/14	10,000,000.00	9,967,117.82	9,948,600.00
GS MORTGAGE SECURITIES GG8 AM	5.591% 11/10/2039 DD 10/01/06	332,383.39	323,140.19	332,230.50
GSAA HOME EQUITY TRUST 2 12 A1	VAR RT 08/25/2036 DD 07/28/06	1,183,347.57	1,183,347.57	612,962.21
GSO CAP OPP FD II LP HOLDINGS		8,336,251.00	8,913,828.00	8,506,403.00
GSO CAPITAL OPP FUND III LP		471,800.00	471,802.00	479,488.00
GSO CAPITAL SOLUTIONS FUND II	LP	4,277,740.00	4,069,195.00	4,836,316.00
GSO EURO SENIOR DEBT FUND LP		1,659,274.00	1,663,640.00	1,611,781.00
GUGGENHEIM PRIVATE DEBT FUND	2.0	4,583,509.95	4,583,509.95	4,656,302.00
HANESBRANDS INC 144A	4.625% 05/15/2024 DD 05/06/16	1,100,000.00	1,101,222.27	1,067,000.00
HANESBRANDS INC 144A	4.875% 05/15/2026 DD 05/06/16	1,100,000.00	1,101,659.27	1,075,250.00
HANNOVER RUECK SE		48,800.00	2,091,815.30	5,291,301.04
HARBERT UNITED STATES RE FD V	LP	8,155,705.33	8,416,904.22	8,301,954.71
HARBORVIEW MORTGAGE L A A 144A	VAR RT 06/21/2037 DD 04/30/07	1,775,926.51	642,836.24	833,175.92
HARBOURVEST PARTNERS VI BUYOUT	PF LP	100,789.00	206,219.00	103,211.00
HARBOURVEST VI PARTNERSHIP FD		334,644.00	355,422.00	324,659.00
HCA INC	5.250% 06/15/2026 DD 03/15/16	1,000,000.00	1,015,258.99	1,033,750.00
HCA INC	6.500% 02/15/2020 DD 08/01/11	2,000,000.00	2,165,857.80	2,188,000.00
HEINEKEN NV 144A	4.000% 10/01/2042 DD 10/10/12	12,000,000.00	10,967,296.22	11,137,920.00
HEIT RE DEBT PARTNERS LP		6,939,307.00	6,870,815.37	7,114,012.00
HEWLETT PACKARD ENTERPRISE CO		291,050.00	5,121,547.35	6,734,897.00
HIGHWOODS REALTY LP	3.625% 01/15/2023 DD 12/18/12	8,350,000.00	8,135,990.31	8,256,897.50
HSBC HOLDINGS PLC	6.800% 06/01/2038 DD 05/27/08	9,500,000.00	11,188,189.87	12,030,515.00
HSBC HOLDINGS PLC	4.375% 11/23/2026 DD 11/23/16	13,000,000.00	12,998,968.96	13,096,460.00
HUNT COMMERCIAL REALTY PTNRS	III LP	399,332.00	737,143.00	445,503.00
HUNTINGTON INGALLS INDUST 144A	5.000% 12/15/2021 DD 12/02/14	1,000,000.00	1,038,150.14	1,040,000.00
HUNTINGTON INGALLS INDUST 144A	5.000% 11/15/2025 DD 11/17/15	1,500,000.00	1,509,086.49	1,558,125.00
HUNTINGTON NATIONAL BANK/THE	6.600% 06/15/2018 DD 06/15/98	4,500,000.00	4,618,989.95	4,749,480.00
ICG EUROPE FUND VI FEEDER LP		1,117,880.26	1,182,675.66	1,258,487.57
IFL L UL CONSUMER PRICE INDEX	R CPURNSA P 1.8575% 2025AUG	(100,000,000.00)	-	-
IFL_L UL CONSUMER PRICE INDEX	R CPURNSA P 1.8575% 2025AUG	100,000,000.00	-	2,505,938.27
ILLINOIS ST	5.650% 12/01/2038 DD 12/19/13	15,000,000.00	15,355,618.61	14,137,800.00
IMERYS SA		77,811.00	4,937,047.16	5,914,867.94

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IMPAC CMB TRUST SERIES 2 6 1A2	VAR RT 10/25/2035 DD 09/09/05	5,086,860.47	4,117,605.69	4,287,155.13
INDIANA MICHIGAN POWER CO	4.550% 03/15/2046 DD 03/03/16	5,000,000.00	4,983,083.66	5,185,850.00
INDIUM V (MAURITIUS) HOLDINGS	LIMITED	1,742,650.00	1,478,263.00	1,686,784.00
INFOSYS LTD	ADR	399,668.00	4,632,437.02	5,927,076.44
INTEL CORP	4.900% 07/29/2045 DD 07/29/15	8,000,000.00	7,993,897.77	8,949,440.00
INTERNATIONAL GAME TECHNOLOGY		302,764.00	5,105,145.20	7,726,537.28
INTERNATIONAL PAPER CO		109,650.00	4,967,553.45	5,818,029.00
INVESCO LTD		175,650.00	5,242,946.98	5,329,221.00
INVESCO REAL ESTATE FUND II		20,880.00	1.00	25,509.00
IPSOS		76,225.00	2,865,704.96	2,399,487.83
ISHARES MSCI EAFE ETF		670,000.00	35,205,603.20	38,679,100.00
ITC HOLDINGS CORP 144A	5.500% 01/15/2020 DD 12/11/09	6,675,000.00	6,849,373.17	7,116,618.00
ITC HOLDINGS CORP 144A	6.375% 09/30/2036 DD 10/10/06	10,000,000.00	11,510,689.74	12,134,800.00
JAPANESE YEN CCY FUTURE (CME)	EXP MAR 17	(524.00)	-	1,161,562.50
JAPANESE YEN CCY FUTURE (CME)	EXP MAR 17	(56.00)	-	136,200.00
JM SMUCKER CO/THE	4.375% 03/15/2045 DD 09/15/15	16,500,000.00	15,753,178.49	16,371,300.00
JOBSONIO BEVERAGE SYS STWD LIQ	4.532% 01/01/2035 DD 02/01/13	13,000,000.00	13,304,034.37	14,032,460.00
JOHNSON CONTROLS INTERNATIONAL	5.250% 12/01/2041 DD 12/01/16	2,450,000.00	2,590,419.48	2,636,004.00
JOHNSON CONTROLS INTERNATIONAL	6.000% 01/15/2036 DD 07/15/16	5,000,000.00	5,571,307.08	5,768,650.00
JOHNSON CONTROLS INTERNATIONAL	5.700% 03/01/2041 DD 09/01/16	7,500,000.00	8,370,822.18	8,502,375.00
JP MORGAN MORTGAGE ACQ FLD1 M3	VAR RT 07/25/2035 DD 08/03/05	3,193,954.66	2,983,111.55	3,172,906.49
JPMORGAN CHASE & CO	6.400% 05/15/2038 DD 05/22/08	3,000,000.00	2,990,350.19	3,887,340.00
JPMORGAN CHASE & CO	5.625% 08/16/2043 DD 08/21/13	5,000,000.00	5,025,124.83	5,737,650.00
JPMORGAN CHASE & CO	4.950% 06/01/2045 DD 05/29/15	5,000,000.00	4,965,269.16	5,331,550.00
JPMORGAN CHASE & CO	5.600% 07/15/2041 DD 07/21/11	11,500,000.00	11,454,640.00	13,751,700.00
KANSAS CITY POWER & LIGHT CO	5.300% 10/01/2041 DD 09/20/11	10,000,000.00	10,640,483.40	10,683,200.00
KANSAS ST DEV FIN AUTH REVENUE	4.927% 04/15/2045 DD 08/20/15	10,000,000.00	10,000,000.00	10,668,600.00
KAYNE ANDERSON CREDIT OPP FD	QP LP	7,801,255.00	7,850,817.00	8,121,741.00
KAYNE ANDERSON MEZZANINE	PARTNERS (QP) LP	1,883,403.00	2,147,088.00	2,032,292.00
KAYNE ANDERSON RE PARTNERS I	LP	1.00	1.00	-
KAYNE ANDERSON REAL ESTATE II	PARTNERS II QP LP	1,912,587.00	1,402,769.00	1,843,172.00
KAYNE SENIOR CREDIT II	OFFSHORE FUND LP	7,901,917.00	7,969,366.00	8,120,768.00
KCP&L GREATER MISSOURI OPERATI	8.270% 11/15/2021 DD 03/31/99	3,800,000.00	4,113,057.40	4,502,468.00
KDDI CORP		225,100.00	2,386,481.42	5,711,694.35
KENTUCKY ST PROPERTY & BLDGS C	6.573% 08/01/2029 DD 07/09/09	6,000,000.00	6,000,000.00	7,216,260.00
KEYSIGHT TECHNOLOGIES INC		162,700.00	4,912,157.60	5,949,939.00

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KFC HOLDING CO/PIZZA HUT 144A	5.000% 06/01/2024 DD 06/16/16	1,000,000.00	1,000,000.00	1,021,250.00
KIA MOTORS CORP		143,700.00	5,885,423.64	4,669,835.57
KINDER MORGAN ENERGY PARTNERS	5.000% 03/01/2043 DD 02/28/13	2,500,000.00	2,460,431.65	2,410,675.00
KINDER MORGAN ENERGY PARTNERS	4.250% 09/01/2024 DD 09/11/14	3,000,000.00	2,985,287.87	3,063,720.00
KINDER MORGAN ENERGY PARTNERS	7.750% 03/15/2032 DD 03/14/02	4,000,000.00	4,529,605.51	4,910,240.00
KINDER MORGAN ENERGY PARTNERS	5.500% 03/01/2044 DD 02/24/14	12,500,000.00	13,125,069.93	12,743,875.00
KINDER MORGAN INC/DE	5.550% 06/01/2045 DD 11/26/14	12,100,000.00	12,570,522.05	12,726,417.00
KINROSS GOLD CORP	6.875% 09/01/2041 DD 03/01/12	13,500,000.00	13,395,993.88	12,470,625.00
KONE OYJ		124,984.00	1,870,079.12	5,611,870.03
KONECRANES OYJ		199,896.00	6,017,919.16	7,122,185.54
KRAFT HEINZ FOODS CO	5.200% 07/15/2045 DD 07/15/16	2,500,000.00	2,490,367.38	2,617,025.00
KRAFT HEINZ FOODS CO	5.000% 06/04/2042 DD 12/04/12	20,000,000.00	19,747,356.86	20,478,800.00
KTR INDUSTRIAL FUND III L.P.		45,302.00	11,705.00	44,849.00
L BRANDS INC	5.625% 02/15/2022 DD 02/07/12	1,000,000.00	1,066,409.54	1,067,500.00
LABORATORY CORP OF AMERICA HOL	4.700% 02/01/2045 DD 01/30/15	5,000,000.00	4,962,979.85	4,938,700.00
LAMB WESTON HOLDINGS INC 144A	4.625% 11/01/2024 DD 11/09/16	1,000,000.00	1,006,892.87	1,002,500.00
LAMB WESTON HOLDINGS INC 144A	4.875% 11/01/2026 DD 11/09/16	1,500,000.00	1,512,788.42	1,484,070.00
LANXESS AG		106,800.00	7,142,813.05	7,023,559.16
LEVI STRAUSS & CO	5.000% 05/01/2025 DD 04/27/15	1,500,000.00	1,489,823.97	1,500,000.00
LIBERTY GLOBAL PLC		220,400.00	7,162,771.76	6,545,880.00
LINDE AG		29,900.00	5,462,001.91	4,922,929.60
LOCKHEED MARTIN CORP	3.800% 03/01/2045 DD 02/20/15	1,150,000.00	1,024,021.90	1,089,073.00
LOCKHEED MARTIN CORP	4.700% 05/15/2046 DD 11/23/15	18,000,000.00	18,735,262.39	19,579,140.00
LOOMIS AB		185,477.00	4,225,197.00	5,534,950.87
LOUISVILLE & JEFFERSON CNTY KY	5.980% 05/15/2040 DD 11/24/09	10,000,000.00	11,295,232.55	12,447,800.00
MACQUARIE INFRASTRUCTURE	PARTNERS INTL LP	8,947,237.50	8,759,737.50	9,300,316.30
MAGNETITE XVIII LTD 18A A 144A	VAR RT 11/15/2028 DD 11/09/16	11,500,000.00	11,500,000.00	11,500,000.00
MANUFACTURERS & TRADERS TRUST	VAR RT 12/28/2020 DD 12/28/05	677,000.00	668,057.58	672,795.83
MARSH & MCLENNAN COS INC		88,000.00	3,824,773.28	5,947,920.00
MARSHAL WACE GLOBAL	OPPORTUNITIES FUND	42,253.03	5,099,219.45	5,955,999.92
MASTR ALTERNATIVE LOAN T 6 1A5	5.500% 12/25/2035 DD 11/01/05	3,931,293.45	3,789,314.52	3,557,230.88
MBK PARTNERS FUND III LP		7,777,086.00	6,608,771.00	9,191,226.00
MCP PRIVATE CAP FUND II SCSP		1,355,181.79	1,606,241.03	1,456,913.83
MEDTRONIC INC	4.625% 03/15/2045 DD 03/15/15	5,000,000.00	5,273,108.21	5,407,100.00
MEMORIAL SLOAN-KETTERING CANCE	5.000% 07/01/2042 DD 12/08/11	10,000,000.00	10,000,000.00	11,234,000.00
MERCATO PARTNERS GROWTH III LP		1,145,053.00	1,239,058.84	1,124,863.00

Security description 1	Security description 2	Shares/Par	Attachment A	
			Base cost	Base market value
MERCK & CO INC		121,000.00	6,961,467.33	7,123,270.00
MET GOVT NASHVILLE & DAVIDSON	6.568% 07/01/2037 DD 12/16/10	5,000,000.00	6,538,093.58	6,392,250.00
MET GOVT NASHVILLE & DAVIDSON	6.731% 07/01/2043 DD 04/21/10	18,995,000.00	21,799,587.77	24,566,043.55
MET WASHINGTON DC ARPTS AUTH D	8.000% 10/01/2047 DD 05/27/10	2,500,000.00	2,906,929.59	3,305,500.00
MET WASHINGTON DC ARPTS AUTH D	7.462% 10/01/2046 DD 08/12/09	16,700,000.00	19,419,141.03	23,377,328.00
METHANEX CORP		147,361.00	2,832,433.38	6,471,115.39
METLIFE INC	4.600% 05/13/2046 DD 11/13/15	10,000,000.00	9,961,691.25	10,527,300.00
METROPOLITAN RE V		2,106,466.66	243,241.81	2,138,996.57
MICHIGAN ST	7.625% 09/15/2027 DD 06/25/09	8,905,000.00	8,858,348.07	9,781,430.10
MICROSOFT CORP	4.450% 11/03/2045 DD 11/03/15	3,500,000.00	3,488,157.14	3,728,970.00
MICROSOFT CORP	3.700% 08/08/2046 DD 08/08/16	10,000,000.00	9,951,857.70	9,414,700.00
MICROSOFT CORP		86,650.00	3,733,340.37	5,384,431.00
MIDAMERICAN ENERGY CO	4.250% 05/01/2046 DD 10/15/15	7,000,000.00	7,090,741.42	7,209,510.00
MILLENNIUM INTL CL EE-III 01A		5,252.62	7,905,331.57	10,323,631.53
MISCELLANEOUS RECEIVABLES		-	9,950.00	9,950.00
MOLSON COORS BREWING CO	4.200% 07/15/2046 DD 07/07/16	5,000,000.00	4,968,116.35	4,661,650.00
MOLSON COORS BREWING CO	5.000% 05/01/2042 DD 05/03/12	11,000,000.00	10,733,508.23	11,498,850.00
MORGAN STANLEY	4.300% 01/27/2045 DD 01/27/15	12,000,000.00	11,548,538.36	11,958,840.00
MORGAN STANLEY ABS CAPI NC6 M1	VAR RT 07/25/2034 DD 07/28/04	7,268,240.73	6,796,883.03	6,926,197.32
MORGAN STANLEY CAPITAL IQ16 A4	5.809% 12/12/2049 DD 11/01/07	2,439,490.86	2,452,134.26	2,475,375.77
MORTGAGE PASS-THROUGH 18XS A6	VAR RT 06/25/2033 DD 05/01/03	53,215.82	52,558.89	53,139.72
MUENCHENER RUECKVERSICHERUNGS-		25,400.00	3,961,159.69	4,812,940.27
MUNI ELEC AUTH OF GEORGIA	6.637% 04/01/2057 DD 03/11/10	15,000,000.00	17,967,610.77	18,405,150.00
MURPHY OIL CORP	VAR RT 12/01/2042 DD 11/30/12	23,250,000.00	21,943,473.90	21,781,995.00
NAVIS ASIA FUND VII LP		3,156,043.83	2,094,829.83	2,965,521.00
NBCUNIVERSAL MEDIA LLC	5.950% 04/01/2041 DD 04/01/11	3,000,000.00	2,992,281.20	3,696,270.00
NBCUNIVERSAL MEDIA LLC	6.400% 04/30/2040 DD 04/30/11	5,000,000.00	5,711,675.62	6,465,600.00
NBCUNIVERSAL MEDIA LLC	4.450% 01/15/2043 DD 10/05/12	15,000,000.00	13,849,438.99	15,328,050.00
NEW CENTURY HOME EQUITY 5 AI6	VAR RT 11/25/2033 DD 10/01/03	10,306,866.01	10,568,834.40	10,423,127.46
NEW JERSEY ST TURNPIKE AUTH	7.414% 01/01/2040 DD 04/28/09	8,000,000.00	8,000,000.00	11,524,240.00
NEW YORK NY	5.985% 12/01/2036 DD 12/17/09	4,710,000.00	5,386,549.84	5,912,180.40
NEWELL BRANDS INC	5.000% 11/15/2023 DD 05/15/16	1,870,000.00	2,035,566.59	2,005,593.70
NEWELL BRANDS INC	5.500% 04/01/2046 DD 03/30/16	13,500,000.00	14,323,531.11	15,498,405.00
NEWPAGE CORP	11.375% 12/31/2014 DD 12/31/09	9,223,177.15	9,223,177.05	-
NEWSTONE CAPITAL PARTNERS		450,486.00	347,661.00	452,221.00
NEWSTONE CAPITAL PARTNERS II	LP	4,553,108.00	4,485,221.00	4,574,881.00

Security description 1	Security description 2	Shares/Par	Attachment A	
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NEWSTONE CAPITAL PARTNERS III	L P	3,764,027.00	3,764,027.00	3,883,939.00
NEXEN ENERGY ULC	7.400% 05/01/2028 DD 04/28/98	6,500,000.00	7,226,466.28	8,232,315.00
NISKA GAS STORAGE LTD / NISKA	6.500% 04/01/2019 DD 10/01/14	5,000,000.00	4,936,634.71	5,025,000.00
NOBLE ENERGY INC	8.000% 04/01/2027 DD 04/07/97	1,755,000.00	1,985,648.29	2,135,817.45
NOBLE ENERGY INC	5.050% 11/15/2044 DD 11/07/14	5,000,000.00	4,964,462.62	5,014,750.00
NOBLE HOLDING INTERNATIONAL LT	3.950% 03/15/2022 DD 02/10/12	5,000,000.00	4,952,996.60	4,625,000.00
NOBLE HOLDING INTERNATIONAL LT	5.250% 03/15/2042 DD 02/10/12	12,700,000.00	12,259,934.67	8,382,000.00
NON-BASE CURRENCY		-	1,040.82	821.34
NON-BASE CURRENCY		-	7,077.98	5,593.03
NON-BASE CURRENCY		-	2,349,554.36	2,349,554.36
NON-BASE CURRENCY		-	(105.91)	(105.91)
NON-BASE CURRENCY - BROKER		-	0.75	0.72
NON-BASE CURRENCY - BROKER		-	2.47	2.46
NON-BASE CURRENCY - BROKER		-	(2.09)	(2.09)
NON-BASE CURRENCY - BROKER		-	1.39	1.37
NORTHERN STATES POWER CO/MN	3.400% 08/15/2042 DD 08/13/12	12,000,000.00	10,118,692.46	11,010,840.00
NORTHROP GRUMMAN CORP	4.750% 06/01/2043 DD 05/31/13	5,000,000.00	4,762,694.34	5,447,500.00
NORTHWEST AIRLINES 2001-1 CLAS	7.041% 10/01/2023 DD 06/01/01	266,484.60	245,544.42	305,791.07
NOVANT HEALTH INC	4.371% 11/01/2043 DD 04/23/13	5,500,000.00	5,500,000.00	5,418,270.00
NOVARTIS AG		62,700.00	2,743,390.83	4,571,328.77
NRG ENERGY INC	7.875% 05/15/2021 DD 11/15/11	330,000.00	335,418.57	344,025.00
NRZ ADVANCE RECEIV T3 AT3 144A	2.833% 10/16/2051 DD 10/25/16	20,000,000.00	19,999,990.09	19,471,600.00
NTHRN CA PWR AGY	7.311% 06/01/2040 DD 06/24/10	16,555,000.00	20,182,491.13	20,967,900.80
NYU HOSPITALS CENTER	5.750% 07/01/2043 DD 08/01/13	8,900,000.00	9,261,210.98	10,362,537.00
OAKTREE OPPORTUNITIES FUND X	LP	1,152,920.00	1,039,386.42	1,282,396.00
OCCIDENTAL PETROLEUM CORP		99,200.00	7,188,362.24	7,066,016.00
OHA LOAN FUNDING 20 1A AR 144A	VAR RT 08/15/2029 DD 12/15/16	10,000,000.00	10,000,000.00	10,000,000.00
OHIO ST HGR EDUCTNL FAC COMMIS	4.723% 01/01/2032 DD 11/23/11	7,500,000.00	7,500,000.00	8,008,125.00
OIL INSURANCE LTD 144A	VAR RT 11/29/2049 DD 06/22/06	4,000,000.00	4,065,535.75	3,160,000.00
OM GROUP 11/15 (USD) COV-LITE	TL	4,962,406.01	4,519,491.76	4,959,329.32
ONCOR ELECTRIC DELIVERY CO LLC	7.250% 01/15/2033 DD 07/15/03	4,000,000.00	4,819,718.62	5,543,360.00
ONE ROCK CAPITAL PARTNERS LP		3,357,956.00	2,545,884.00	3,813,263.00
OPEN TEXT CORP 144A	5.625% 01/15/2023 DD 01/15/15	1,000,000.00	1,016,926.38	1,045,000.00
OPEN TEXT CORP 144A	5.875% 06/01/2026 DD 05/31/16	1,000,000.00	1,000,000.00	1,055,000.00
ORACLE CORP	5.375% 07/15/2040 DD 07/15/11	5,000,000.00	5,417,647.00	5,810,550.00
ORACLE CORP	4.125% 05/15/2045 DD 05/05/15	5,000,000.00	4,980,057.12	4,845,800.00

Security description 1	Security description 2	Shares/Par	Attachment A	
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ORACLE CORP		181,650.00	7,201,567.31	6,984,442.50
ORBITAL ATK INC	5.250% 10/01/2021 DD 04/01/15	1,000,000.00	1,012,211.19	1,038,630.00
OREGON ST SCH BRDS ASSN SHORT-	5.528% 06/30/2028 DD 02/19/04	2,840,000.00	3,283,121.38	3,320,102.00
OWENS-BROCKWAY GLASS CONT 144A	6.375% 08/15/2025 DD 08/24/15	1,000,000.00	1,022,574.74	1,055,000.00
PACIFIC GAS & ELECTRIC CO	4.250% 03/15/2046 DD 11/05/15	5,000,000.00	4,908,299.58	5,081,150.00
PACIFICORP	4.100% 02/01/2042 DD 01/06/12	3,150,000.00	3,130,296.84	3,163,356.00
PAPER MACHINERY HLDGS	VAR RT 04/29/2023 DD 11/15/16	2,051,437.66	2,001,003.54	2,001,003.54
PAYABLE FOR FORWARD FOREIGN EXCHANGE		-	(2,345,333.56)	(2,349,566.00)
PAYABLE FOR INVESTMENTS PURCHASED		-	(99,563,541.67)	(99,563,541.67)
PCCP EQUITY VII		3,665,721.03	3,067,037.25	3,981,717.00
PEACH STATE LABS	SENIOR SECURED TERM LOAN	4,875,585.93	4,786,893.28	4,875,585.93
PEOPLE'S CHOICE HOME LOAN 1 M2	VAR RT 06/25/2034 DD 04/28/04	4,408,740.97	3,910,024.83	4,235,918.32
PEPPERTREE CAP FUND VI QP LP		932,629.00	932,629.00	977,673.00
PEPPERTREE CAPITAL FD IV QP LP		6,213,667.00	6,213,667.00	6,218,152.00
PEPSICO INC	4.600% 07/17/2045 DD 07/17/15	9,000,000.00	9,227,291.81	9,808,740.00
PEPSICO INC	4.450% 04/14/2046 DD 10/14/15	11,000,000.00	11,269,671.81	11,715,880.00
PERRIGO CO PLC		79,900.00	7,167,671.39	6,650,077.00
PERSIMMON PLC		271,132.00	3,272,749.23	5,950,030.78
PETROLEOS MEXICANOS	5.500% 06/27/2044 DD 06/26/12	2,396,000.00	2,240,990.33	1,993,951.20
PETROLEOS MEXICANOS	6.625% 06/15/2035 DD 12/15/05	3,000,000.00	3,069,251.91	2,955,000.00
PETROLEOS MEXICANOS	5.625% 01/23/2046 DD 01/23/16	7,500,000.00	7,446,867.64	6,225,000.00
PETROLEOS MEXICANOS 144A	6.750% 09/21/2047 DD 09/21/16	4,785,000.00	4,772,567.42	4,520,868.00
PFIZER INC	4.125% 12/15/2046 DD 11/21/16	10,000,000.00	9,982,634.88	10,172,600.00
PFIZER INC		243,450.00	7,590,027.35	7,907,256.00
PHILIP MORRIS INTERNATIONAL IN	4.875% 11/15/2043 DD 11/12/13	9,000,000.00	8,950,618.09	9,680,670.00
PIEDMONT OPERATING PARTNERSHIP	4.450% 03/15/2024 DD 03/06/14	7,000,000.00	6,988,923.41	6,972,420.00
POPULAR INC		85,800.00	3,152,549.40	3,759,756.00
POTASH CORP OF SASKATCHEWAN IN	5.875% 12/01/2036 DD 12/04/06	10,100,000.00	10,965,855.01	11,118,282.00
PPL CAPITAL FUNDING INC	5.000% 03/15/2044 DD 03/10/14	6,000,000.00	6,430,286.95	6,345,060.00
PREFERRED TERM SECURITIES 144A	VAR RT 03/24/2034 DD 03/17/04	2,606,879.46	2,134,588.94	2,542,489.54
PREFERRED TERM SECURITIES 144A	VAR RT 09/23/2035 DD 06/15/05	3,863,139.07	3,863,139.09	1,539,847.23
PREFERRED TERM SECURITIES 144A	VAR RT 07/03/2033 DD 06/26/03	8,000,000.00	5,895,318.74	7,803,200.00
PREFERRED TERM SECURITIES 144A	VAR RT 06/24/2034 DD 06/17/04	8,610,939.45	7,012,016.53	7,049,001.14
PREFERRED TERM SECURITIES 144A	VAR RT 03/22/2038 DD 03/01/06	10,870,048.24	6,767,640.74	9,624,340.71
PREFERRED TERM SECURITIES 144A	VAR RT 09/24/2033 DD 09/17/03	15,843,603.66	12,832,147.89	13,195,345.31
PREFERRED TERM SECURITIES REGS	VAR RT 06/23/2035 DD 03/17/05	1,753,455.87	1,405,438.66	1,647,722.48

Attachment A

Security description 1	Security description 2	Shares/Par	Base cost	Base market value
PRETIUM RESIDENTIAL RE FD II	LP	676,590.00	676,590.00	530,948.00
PRIME PROPERTY FUND LLC		10,666,575.14	10,666,573.18	10,922,775.21
PROLOGIS LP	3.750% 11/01/2025 DD 10/30/15	5,000,000.00	4,972,126.71	5,123,350.00
PROLOGIS LP	4.250% 08/15/2023 DD 08/15/13	15,000,000.00	14,972,704.80	15,923,400.00
PRUDENTIAL CAP PTNR III		2,024,380.94	1,920,042.56	2,144,255.60
PRUDENTIAL FINANCIAL INC	4.600% 05/15/2044 DD 05/15/14	8,000,000.00	7,986,386.99	8,325,760.00
PUBLIC SERVICE ELECTRIC & GAS	5.375% 11/01/2039 DD 11/24/09	5,000,000.00	4,985,780.89	5,879,300.00
PUBLIC SERVICE ELECTRIC & GAS	3.800% 03/01/2046 DD 03/03/16	10,000,000.00	9,956,277.26	9,704,800.00
PVH CORP	4.500% 12/15/2022 DD 12/20/12	1,000,000.00	997,878.67	1,015,000.00
QUESTAR PIPELINE LLC	5.830% 02/01/2018 DD 01/15/08	5,000,000.00	4,999,167.63	5,199,900.00
RAAC SERIES 2007-SP1 TR SP1 A3	VAR RT 03/25/2037 DD 04/10/07	8,070,597.10	7,603,650.57	7,840,988.61
RALI SERIES 2004-QS6 TR QS6 A1	5.000% 05/25/2019 DD 05/01/04	807,307.90	810,434.45	806,904.25
RAM REALTY PARTNERS II LLC		2,430,374.00	2,297,606.00	2,417,078.00
RAMP SERIES 2002-RS1 T RS1 AI5	VAR RT 01/25/2032 DD 01/01/02	417,112.17	411,193.12	416,507.35
RAMP SERIES 2003-RZ2 TR RZ2 A1	VAR RT 04/25/2033 DD 03/01/03	1,508,223.08	1,471,430.98	1,515,296.65
RECEIVABLE FOR INVESTMENTS SOLD		-	174,598.14	174,598.14
RECEIVABLE FOR INVESTMENTS SOLD		-	736,927.56	736,927.56
RECEIVABLE FOR UNITS ISSUED		-	7,100,000.00	7,100,000.00
RECEIVABLE FOR UNITS ISSUED		-	(22,478.47)	(22,478.47)
RECEIVABLE FOR UNITS ISSUED		-	22,478.47	22,478.47
REGENCY ENERGY PARTNERS LP / R	5.750% 09/01/2020 DD 09/11/13	11,320,000.00	11,333,279.08	12,240,655.60
REPUBLIC SERVICES INC	5.700% 05/15/2041 DD 05/09/11	1,350,000.00	1,552,957.59	1,614,384.00
REPUBLIC SERVICES INC	6.200% 03/01/2040 DD 03/04/10	3,400,000.00	3,989,813.22	4,264,382.00
RETIREE DEFINED BENEFIT	ACCOUNT	3,000,000.00	3,000,000.00	3,000,000.00
REYNOLDS AMERICAN INC	8.125% 05/01/2040 DD 11/01/15	7,979,000.00	9,834,494.31	10,653,959.75
REYNOLDS AMERICAN INC	7.250% 06/15/2037 DD 06/21/07	12,276,000.00	12,671,864.88	16,084,260.72
RMAT 2015-1 LLC 1 A1 144A	VAR RT 07/27/2020 DD 08/14/15	7,716,862.43	7,716,862.43	7,730,907.12
ROCKBRIDGE HOSPITALITY FUND	IV LP	0.01	6,922.01	691,681.00
ROGERS COMMUNICATIONS INC	8.750% 05/01/2032 DD 04/30/02	3,000,000.00	3,297,164.21	4,087,230.00
ROHM AND HAAS HOLDINGS LTD	9.800% 04/15/2020 DD 04/15/90	350,000.00	379,906.07	388,097.50
ROTHSCHILD SPECIAL	OPPORTUNITIES OFFSHORE FD	25,000.00	25,000,000.00	31,683,943.64
ROWAN COS INC	4.875% 06/01/2022 DD 05/21/12	4,375,000.00	4,617,272.24	4,134,375.00
ROWAN COS INC	5.400% 12/01/2042 DD 12/11/12	5,000,000.00	4,980,090.81	3,775,000.00
ROYAL CARIBBEAN CRUISES LTD	7.500% 10/15/2027 DD 10/14/97	925,000.00	1,029,739.88	1,091,500.00
RUBENSTEIN PROPERTIES FD III	LP	1,958,035.00	1,959,168.00	1,897,044.00
RUBENSTEIN PROPERTIES FUND II	LP	6,064,234.00	5,660,923.76	6,134,084.00

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S & P 500 EMINI INDEX FUTURE	EXP MAR 17	1,045.00	-	163,075.00
S & P 500 EMINI INDEX FUTURE	EXP MAR 17	320.00	-	75,200.00
SAGUENAY OFFSHORE FUND LIMITED	CLASS A N SERIES 1A N	114,444.24	13,279,102.38	13,496,600.09
SALLY HOLDINGS LLC / SALLY CAP	5.625% 12/01/2025 DD 12/03/15	2,000,000.00	2,022,862.00	2,080,000.00
SAMSUNG ELECTRONICS CO LTD		4,780.00	2,752,427.17	7,131,614.23
SANTANDER BANK NA	8.750% 05/30/2018 DD 05/16/08	14,080,000.00	14,681,434.29	15,154,163.20
SASOL LTD		94,464.00	3,534,110.15	2,755,516.62
SBERBANK OF RUSSIA PJSC	ADR	42,500.00	277,621.45	482,481.25
SBERBANK OF RUSSIA PJSC	ADR	216,600.00	1,824,902.41	2,507,145.00
SC JOHNSON & SON INC 144A	4.750% 10/15/2046 DD 10/16/15	7,500,000.00	7,703,459.74	8,068,575.00
SEALED AIR CORP 144A	5.500% 09/15/2025 DD 06/16/15	350,000.00	376,820.03	361,375.00
SELENE NON-PERFORMIN 1A A 144A	VAR RT 05/25/2054 DD 06/05/14	1,335,220.63	1,335,220.63	1,333,898.76
SENSATA TECHNOLOGIES BV 144A	5.000% 10/01/2025 DD 03/26/15	1,000,000.00	982,065.88	980,000.00
SENSATA TECHNOLOGIES UK F 144A	6.250% 02/15/2026 DD 11/27/15	1,135,000.00	1,156,216.82	1,186,075.00
SERVICE CORP INTERNATIONAL/US	5.375% 05/15/2024 DD 05/12/14	745,000.00	762,555.34	776,662.50
SHELL INTERNATIONAL FINANCE BV	4.000% 05/10/2046 DD 05/10/16	7,000,000.00	6,875,276.89	6,693,820.00
SHELL INTERNATIONAL FINANCE BV	4.375% 05/11/2045 DD 05/11/15	10,000,000.00	9,982,887.33	10,129,800.00
SHOWA DENKO KK		420,130.00	8,714,979.13	6,029,902.19
SIAM COMMERCIAL BANK PCL/THE		1,567,400.00	5,720,196.75	6,652,931.48
SIEMENS FINANCIERINGSMAAT 144A	3.250% 05/27/2025 DD 05/27/15	5,000,000.00	4,919,309.89	5,013,350.00
SIEMENS FINANCIERINGSMAAT 144A	4.400% 05/27/2045 DD 05/27/15	10,000,000.00	9,927,792.75	10,536,100.00
SILVER LAKE PARTNERS IV LP		5,248,500.00	3,161,120.00	5,441,742.00
SILVER LAKE PTRS III		6,219,716.00	3,352,350.00	6,446,662.00
SIRIS PARTNERS III LP		1,354,375.00	1,388,793.00	2,077,430.00
SIRIUS XM RADIO INC 144A	4.250% 05/15/2020 DD 05/16/13	500,000.00	500,915.58	507,500.00
SLM STUDENT LOAN TR 4 A5D 144A	VAR RT 03/15/2033 DD 04/16/03	1,685,988.24	1,644,177.53	1,601,528.66
SOLAR STAR FUNDING LLC 144A	5.375% 06/30/2035 DD 06/27/13	14,656,620.00	14,656,620.00	15,159,342.07
SOLVAY FINANCE AMERICA LL 144A	4.450% 12/03/2025 DD 12/03/15	5,000,000.00	4,994,532.66	5,188,150.00
SOLVAY SA		59,086.00	7,509,204.36	6,939,438.73
SORENSEN CAPITAL PARTNERS III	LP	3,472,209.00	3,479,600.00	3,708,062.00
SOUNDVIEW HOME LOAN TR OPT1 M2	VAR RT 06/25/2035 DD 05/12/05	14,250,000.00	10,571,526.57	13,159,732.50
SOUTHERN CALIFORNIA EDISON CO	4.050% 03/15/2042 DD 03/13/12	5,000,000.00	4,984,785.59	5,039,750.00
SOUTHERN CO GAS CAPITAL CORP	3.250% 06/15/2026 DD 05/18/16	7,000,000.00	6,973,363.08	6,830,530.00
SOUTHERN CO/THE	4.400% 07/01/2046 DD 05/24/16	7,000,000.00	6,964,109.88	6,923,840.00
SOUTHWESTERN ELECTRIC POWER CO	3.900% 04/01/2045 DD 03/26/15	6,250,000.00	6,196,056.27	5,821,562.50
SPAREBANK 1 SR-BANK ASA		674,638.00	6,342,679.31	4,761,348.40

Security description 1	Security description 2	Shares/Par	Attachment A	
			Base cost	Base market value
SPE I PARTNERS LP		55,440.00	1.00	55,440.00
SPE II PARTNERS LP		1.00	84,944.00	-
SPI 200 INDEX FUTURE (SFE)	EXP MAR 17	190.00	-	402,418.58
STANDARD CHARTERED PLC		810,152.00	9,397,563.95	6,643,062.82
STATE PUBLIC SCH BLDG AUTH PA	5.088% 09/15/2029 DD 11/03/11	10,000,000.00	10,000,000.00	10,175,500.00
SVENSKA HANDELSBANKEN AB		382,500.00	3,256,357.38	5,330,394.29
SWAP COLLATERAL WITH MORGAN	STANLEY	(850,000.00)	(850,000.00)	(850,000.00)
SYMRISE AG		111,600.00	1,988,010.57	6,807,175.08
SYSCO CORP	4.850% 10/01/2045 DD 09/28/15	7,000,000.00	7,260,409.61	7,424,970.00
TAXWARE 3/16 TL	0.000% 03/01/2022 DD 03/01/16	2,992,487.00	2,925,722.87	2,925,722.87
TAYLOR WIMPEY PLC		3,116,854.00	2,846,398.79	5,911,807.89
TCW DIRECT LENDING LLC LP		4,674,303.01	4,718,780.07	4,783,300.13
TECK RESOURCES LTD	6.250% 07/15/2041 DD 07/05/11	450,000.00	439,196.94	433,656.00
TEVA PHARMACEUTICAL FINANCE NE	4.100% 10/01/2046 DD 07/21/16	9,000,000.00	8,979,158.53	7,711,740.00
TEVA PHARMACEUTICAL INDUSTRIES	ADR	93,230.00	4,320,786.26	3,379,587.50
THAI OIL PCL		3,444,400.00	5,965,102.55	6,949,299.87
THERMO FISHER SCIENTIFIC INC		40,750.00	4,706,110.54	5,749,825.00
TIAA ASSET MANAGEMENT FIN 144A	4.125% 11/01/2024 DD 10/30/14	16,650,000.00	16,777,311.70	16,816,999.50
TIAA SEASONED COMMERCIAL C4 AJ	VAR RT 08/15/2039 DD 07/10/07	320,839.79	333,340.46	324,506.99
TIAA SEASONED COMMERCIAL C4 C	VAR RT 08/15/2039 DD 07/10/07	1,000,000.00	998,701.64	1,008,560.00
TIAA SEASONED COMMERCIAL C4 D	VAR RT 08/15/2039 DD 07/10/07	1,000,000.00	975,204.85	1,005,220.00
TIME WARNER CABLE LLC	5.875% 11/15/2040 DD 11/15/10	4,000,000.00	4,176,911.58	4,265,800.00
TIME WARNER CABLE LLC	6.750% 06/15/2039 DD 06/29/09	5,000,000.00	5,031,273.78	5,812,900.00
TIME WARNER INC	6.500% 11/15/2036 DD 11/13/06	5,000,000.00	5,322,105.66	6,047,400.00
TIME WARNER INC	4.850% 07/15/2045 DD 06/04/15	5,000,000.00	4,996,563.41	5,005,450.00
TIME WARNER INC	6.250% 03/29/2041 DD 04/01/11	10,000,000.00	11,074,068.54	11,667,800.00
TIME WARNER INC	4.900% 06/15/2042 DD 06/13/12	10,000,000.00	9,468,022.42	10,003,600.00
TIME WARNER INC		50,650.00	2,818,293.90	4,889,244.50
TITAN MASTERS INTERNATIONAL	FUND LTD	106,380.14	15,133,782.98	18,064,211.51
T-MOBILE USA INC	6.250% 04/01/2021 DD 10/01/13	2,000,000.00	2,073,571.97	2,080,000.00
TOTAL SA	ADR	116,800.00	5,359,082.68	5,953,296.00
TOYOTA MOTOR CREDIT CORP	2.050% 01/12/2017 DD 01/12/12	500,000.00	499,996.55	500,095.00
TPG ASIA VI LP		4,245,303.00	3,353,981.00	4,164,554.00
TPG PARTNERS VII LP		2,165,014.00	1,963,192.00	2,195,625.00
TPG VII ENSEMBLE CO-INVEST LP		2,580,988.00	2,501,652.00	2,543,547.00
TRANSOCEAN INC	VAR RT 12/15/2021 DD 12/05/11	6,650,000.00	7,213,611.09	6,650,000.00

Security description 1	Security description 2	Shares/Par	Attachment A	
			Base cost	Base market value
TREVI - FINANZIARIA INDUSTRIAL		1,225,575.00	7,555,616.62	1,268,114.41
TRIDENT IV LP		2,068,601.16	1,754,012.61	2,192,689.45
TRIDENT V LP		5,044,649.37	3,188,706.67	5,392,129.73
TRONAIR 9/16 2ND LIEN TL		3,000,000.00	2,897,649.96	2,897,649.96
TRS EL MSUSVISP INDEX	P US0001M+90 BPS 2017 FEB 14	30,000,000.00	-	469,832.46
TRS FL MSUSVISP INDEX	P US0001M+90 BPS 2017 FEB 14	(30,000,000.00)	-	-
TWO SIGMA SPECTRUM CAYMAN LTD	CLASS A1 SERIES BENCHMARK	2,485.54	5,741,451.65	7,682,124.00
TYSON FOODS INC	5.150% 08/15/2044 DD 08/08/14	15,000,000.00	15,950,853.33	15,553,200.00
U S TREASURY BD PRIN STRIP	0.000% 11/15/2040 DD 11/15/10	25,450,000.00	12,016,381.65	12,173,753.00
UBS-BAMLL TRUST WRM A 144A	3.663% 06/10/2030 DD 07/01/12	1,500,000.00	1,561,196.15	1,532,265.00
UNITED OVERSEAS BANK LTD		439,200.00	6,182,875.83	6,201,758.15
UNITED TECHNOLOGIES CORP	4.150% 05/15/2045 DD 05/04/15	2,660,000.00	2,523,090.05	2,686,573.40
UNITED TECHNOLOGIES CORP	4.500% 06/01/2042 DD 06/01/12	17,500,000.00	18,438,234.76	18,732,000.00
US 10 YR TREAS NTS FUTURE(CBT)	EXP MAR 17	(7,660.00)	-	4,611,331.90
US 5YR TREAS NTS FUTURE (CBT)	EXP MAR 17	3,000.00	-	(1,218,750.00)
US AIRWAYS 2012-1 CLASS B PASS	8.000% 04/01/2021 DD 05/14/12	5,286,895.24	5,286,895.23	5,868,453.71
US FOODS 6/16 COV-LITE TLB		1,492,500.00	1,501,040.87	1,507,425.00
US GOVT BLDING OPEN-END FEEDER	1 LP	10,737,277.05	8,692,478.51	11,341,988.10
US OFFICE DEVELOPMENT PROGRAM	LP	6,826,450.55	3,780,950.16	7,057,567.90
US SHIPPING 6/15 TL		1,886,061.07	1,878,406.49	1,815,333.78
US TREAS BD FUTURE (CBT)	EXP MAR 17	2,381.00	-	(2,026,171.88)
US ULTRA BOND (CBT)	EXP MAR 17	75.00	-	(108,984.38)
US ULTRA BOND (CBT)	EXP MAR 17	115.00	-	(117,734.38)
VALEANT 6/13 TLE	0.000% 08/05/2020 DD 06/06/13	8,434,644.59	8,344,232.08	8,408,834.58
VALEANT PHARMACEUTICALS I 144A	6.375% 10/15/2020 DD 10/04/12	1,500,000.00	1,554,656.90	1,288,590.00
VANGUARD LONG-TERM CORP BOND		280,000.00	26,965,600.00	25,018,000.00
VAR MARGIN ON SWAPS		-	554,441.35	554,441.35
VENTURE OVERAGE FUND LP		1,236,124.00	1,179,677.00	1,286,333.00
VERIZON COMMUNICATIONS INC	6.400% 02/15/2038 DD 02/12/08	5,000,000.00	5,151,696.66	6,037,250.00
VERIZON COMMUNICATIONS INC	4.522% 09/15/2048 DD 03/13/15	10,000,000.00	8,881,498.25	9,589,100.00
VERIZON COMMUNICATIONS INC	6.550% 09/15/2043 DD 09/18/13	28,000,000.00	31,351,460.07	34,971,440.00
VERIZON NEW YORK INC	7.375% 04/01/2032 DD 03/28/02	13,286,000.00	15,366,587.47	15,722,253.82
VIACOM INC	5.850% 09/01/2043 DD 08/19/13	10,000,000.00	10,016,297.04	9,800,000.00
VINCI SA		90,800.00	5,905,686.79	6,196,403.11
VIRGINIA ELECTRIC & POWER CO	6.350% 11/30/2037 DD 12/04/07	5,000,000.00	4,989,841.76	6,439,900.00
VIRGINIA ST HSG DEV AUTH	5.251% 01/01/2039 DD 12/08/11	5,000,000.00	5,000,000.00	5,161,800.00

Security description 1	Security description 2	Shares/Par	Attachment A	
			Base cost	Base market value
VISA INC	4.300% 12/14/2045 DD 12/14/15	8,500,000.00	8,486,057.67	8,971,835.00
VISIUM GLOBAL OFFSHORE FUND	RESERVE 1	48.83	48,828.36	47,827.98
VISTA CREDIT OPPORTUNITIES FD	II-B LP	8,045,717.00	8,001,341.00	8,216,660.00
VISTA EQUITY PARTNERS FD V LP		6,723,858.00	6,203,945.00	6,885,381.00
VISTA EQUITY PTNRS FD V I	COINVEST I LP	4,205,312.00	4,007,598.00	4,592,254.00
VISTA EQUITY PTNRS FD V II	CO INVEST II LP	794,407.00	794,407.00	793,107.00
VISTA EQUITY PTNRS FD VI LP		2,065,110.00	2,053,895.00	1,761,849.00
VISTA FOUNDATION FUND III LP		392,441.00	392,441.00	344,625.00
VODAFONE GROUP PLC	ADR	242,300.00	8,606,601.56	5,919,389.00
VOLT XXIV LLC NPL6 A1 144A	VAR RT 02/25/2055 DD 03/30/15	1,429,966.16	1,428,523.55	1,429,193.98
VOLT XXV LLC NPL8 A1 144A	VAR RT /06/26/2045 DD 06/25/15	7,917,379.40	7,909,078.04	7,932,343.24
VOLT XXVII LLC NPL7 A1 144A	VAR RT 08/27/2057 DD 10/28/14	5,177,791.21	5,171,570.66	5,180,121.22
VOLT XXXIII LLC NPL5 A1 144A	STEP 03/25/2055 DD 03/25/15	8,133,443.10	8,125,613.36	8,156,867.42
VOLT XXXVIII LLC NP12 A1 144A	VAR RT 09/25/2045 DD 09/25/15	5,320,194.26	5,315,937.39	5,335,463.22
WALGREENS BOOTS ALLIANCE INC	4.650% 06/01/2046 DD 06/01/16	7,000,000.00	6,945,623.80	7,103,390.00
WALGREENS BOOTS ALLIANCE INC		79,550.00	6,556,967.79	6,583,558.00
WAL-MART STORES INC	5.625% 04/01/2040 DD 04/01/10	2,200,000.00	2,845,514.28	2,721,510.00
WAL-MART STORES INC	4.750% 10/02/2043 DD 10/02/13	4,000,000.00	4,191,870.28	4,485,360.00
WAL-MART STORES INC	5.625% 04/15/2041 DD 04/18/11	4,850,000.00	5,572,680.22	6,031,460.00
WAL-MART STORES INC	4.000% 04/11/2043 DD 04/11/13	10,500,000.00	9,345,670.94	10,547,985.00
WAL-MART STORES INC		78,950.00	5,436,800.74	5,457,024.00
WALTON STREET REAL ESTATE FUND	VIII LP	2,500.00	2,500.00	2,500.00
WAMU MORTGAGE PASS-THR AR10 A7	VAR RT 10/25/2033 DD 09/01/03	210,377.75	209,104.18	214,097.23
WASTE MANAGEMENT INC	4.100% 03/01/2045 DD 02/26/15	5,000,000.00	4,728,856.65	4,948,350.00
WEA FINANCE LLC / WESTFIE 144A	4.750% 09/17/2044 DD 09/17/14	3,000,000.00	2,990,841.93	2,965,410.00
WEATHERFORD INTERNATIONAL LLC	6.800% 06/15/2037 DD 12/15/07	3,000,000.00	2,954,978.68	2,460,000.00
WELLS FARGO & CO	5.375% 11/02/2043 DD 10/28/13	8,100,000.00	8,077,173.50	8,939,565.00
WELLS FARGO & CO	4.750% 12/07/2046 DD 12/08/16	17,500,000.00	17,466,783.57	17,760,050.00
WELLS FARGO MORTGAGE BA 14 2A2	5.500% 10/25/2022 DD 09/01/07	521,986.47	533,655.29	533,908.65
WESTPORT CAPITAL PARTNERS FUND	II	3,107,279.66	2,252,679.36	3,123,854.66
WESTROCK MWV LLC	7.650% 03/15/2027 DD 03/15/97	1,243,000.00	1,284,401.12	1,256,859.45
WEYERHAEUSER CO	6.950% 10/01/2027 DD 10/08/97	2,000,000.00	1,937,674.00	2,405,800.00
WHITEWAVE FOODS CO/THE	5.375% 10/01/2022 DD 09/17/14	4,025,000.00	4,150,254.60	4,407,375.00
WILLIAMS PARTNERS LP	6.300% 04/15/2040 DD 02/09/10	7,000,000.00	7,497,953.22	7,471,730.00
WORLEYPARSONS LTD		693,900.00	5,681,231.19	4,883,843.06
XCEL ENERGY INC	4.800% 09/15/2041 DD 09/12/11	13,000,000.00	13,082,386.86	13,851,500.00

Security description 1	Security description 2	Shares/Par	Attachment A	
			Base cost	Base market value
YARA INTERNATIONAL ASA		128,100.00	5,512,849.74	5,059,888.26
YEN DENOM NIKKEI FUTURE (CME)	EXP MAR 17	335.00	-	674,968.94
YIT OYJ		301,625.00	3,621,261.16	2,414,674.77
YUKON CAPITAL PARTNERS II	PARALLEL II LP	6,482,842.00	5,901,475.00	6,671,214.00
YUKON CAPITAL PARTNERS PARALLEL	PARALLEL LP	3,248,534.00	2,518,721.00	3,478,434.00
Total investments		3,585,632,867	4,498,246,844	4,763,136,773

Attachment B

Shares/Par	Security ID	Security description 1	Security description 2	Cost	Proceeds
7,000.00	99F167I6C	90DAY EURODOLLAR FUTURE (CME)	EXP SEP 16	-	1,297,125.00
9,400.00	99F167L6C	90DAY EURODOLLAR FUTURE (CME)	EXP DEC 16	-	(2,100,000.00)
2,400.00	99F167L7C	90DAY EURODOLLAR FUTURE (CME)	EXP DEC 17	-	4,972,500.00
5,000.00	99F167L8C	90DAY EURODOLLAR FUTURE (CME)	EXP DEC 18	-	(8,664.00)
59,514.78	99F240I6C	AUDUSD CRNCY FUTURE (CME)	EXP SEP 16	-	(159,085.00)
69.00	99F240I6C	AUDUSD CRNCY FUTURE (CME)	EXP SEP 16	-	(685,325.00)
260.00	99F240L6C	AUDUSD CRNCY FUTURE (CME)	EXP DEC 16	-	145,885.00
69.00	99F240L6C	AUDUSD CRNCY FUTURE (CME)	EXP DEC 16	-	587,880.00
69.00	99F240F6C	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP JUN 16	-	(19,320.00)
260.00	99F240F6C	AUSTRALIAN DOLLAR CCY FUT(CME)	EXP JUN 16	-	(72,800.00)
260.00	99F193L6C	BP CURRENCY FUTURE (CME)	EXP DEC 16	-	346,056.25
101.00	99F193L6C	BP CURRENCY FUTURE (CME)	EXP DEC 16	-	3,222,956.25
101.00	99F193F6C	BRITISH POUND CURNCY FUT (CME)	EXP JUN 16	-	(166,018.75)
101.00	99F193F6C	BRITISH POUND CURNCY FUT (CME)	EXP JUN 16	-	(941,618.75)
571.00	99F193I6C	BRITISH POUND CURRENCY (CME)	EXP SEP 16	-	759,450.00
571.00	99F193I6C	BRITISH POUND CURRENCY (CME)	EXP SEP 16	-	4,271,893.71
574.00	99F189I6C	CHF CURRENCY FUTURE (CME)	EXP SEP 16	-	84,762.50
500.00	99F189I6C	CHF CURRENCY FUTURE (CME)	EXP SEP 16	-	326,250.00
500.00	99F189L6C	CHF CURRENCY FUTURE (CME)	EXP DEC 16	-	138,600.00
700.00	99F189L6C	CHF CURRENCY FUTURE (CME)	EXP DEC 16	-	1,822,025.00
120.00	XXF316I6S	DJ EURO STOXX IND 50 FUT (EUX)	EXP SEP 16	-	2,091,838.80
130.00	XXF316F6S	DJ EURO STOXX INDEX 50 FUT EUX	EXP JUN 16	-	(611,462.06)
130.00	XXF316L6S	DJ EURO STOXX INDEX 50 FUT EUX	EXP DEC 16	-	1,065,057.08
948.00	99F205F6C	EURO FX CURR FUTURE (CME)	EXP JUN 16	-	(479,562.50)
930.00	99F205F6C	EURO FX CURR FUTURE (CME)	EXP JUN 16	-	(3,397,093.75)
942.00	99F205I6C	EURO FX CURR FUTURE (CME)	EXP SEP 16	-	244,712.50
170.00	99F205I6C	EURO FX CURR FUTURE (CME)	EXP SEP 16	-	1,321,562.50
220.00	99F205L6C	EURO FX CURR FUTURE (CME)	EXP DEC 16	-	850,318.75
200.00	99F205L6C	EURO FX CURR FUTURE (CME)	EXP DEC 16	-	7,639,593.75
8,296,313.60	EXF210F6J	FTSE 100 INDEX FUTURE (ICE)	EXP JUN 16	-	47,916.10
106.00	EXF210I6J	FTSE 100 INDEX FUTURE (ICE)	EXP SEP 16	-	3,374,819.90
106.00	EXF210L6X	FTSE 100 INDEX FUTURE (ICF)	EXP DEC 16	-	233,832.67
106.00	99F190F6C	JAPANESE YEN CCY FUTURE (CME)	EXP JUN 16	-	(598,900.00)
549.00	99F190F6C	JAPANESE YEN CCY FUTURE (CME)	EXP JUN 16	-	(2,511,975.00)
549.00	99F190I6C	JAPANESE YEN CCY FUTURE (CME)	EXP SEP 16	-	(499,837.50)
564.00	99F190I6C	JAPANESE YEN CCY FUTURE (CME)	EXP SEP 16	-	(2,690,850.00)

Attachment B

Shares/Par	Security ID	Security description 1	Security description 2	Cost	Proceeds
6,250,000.00	99F190L6C	JPN YEN CURR FUTURE (CME)	EXP DEC 16	-	779,137.50
262,232.00	99F190L6C	JPN YEN CURR FUTURE (CME)	EXP DEC 16	-	6,594,850.00
260.00	99F295F6C	S & P 500 E MINI IND FUT (CME)	EXP JUN 16	-	1,313,280.00
200.00	99F295F6C	S & P 500 E MINI IND FUT (CME)	EXP JUN 16	-	10,619,525.00
1,050.00	99F295I6C	S & P 500 EMINI IND FUT (CME)	EXP SEP 16	-	925,355.00
1,120.00	99F295I6C	S & P 500 EMINI IND FUT (CME)	EXP SEP 16	-	5,995,250.00
200.00	99F295L6C	S & P 500 EMINI IND FUT (CME)	EXP DEC 16	-	979,840.00
1,370.00	99F295L6C	S & P 500 EMINI IND FUT (CME)	EXP DEC 16	-	2,853,375.00
10,000,000.00	AAF236F6U	SPI 200 INDEX FUTURE (SFE)	EXP JUN 16	-	352,591.69
1.00	AAF236I6U	SPI 200 INDEX FUTURE (SFE)	EXP SEP 16	-	516,682.58
125.00	AAF236L6U	SPI 200 INDEX FUTURE (SFE)	EXP DEC 16	-	792,985.95
40.00	99F189F6C	SWISS FUTURE CCY FUTURE (CME)	EXP JUN 16	-	(153,250.00)
40.00	99F189F6C	SWISS FUTURE CCY FUTURE (CME)	EXP JUN 16	-	(862,031.25)
40.00	99F139F6A	US 10YR TREAS NTS FUTURE (CBT)	EXP JUN 16	-	2,716,561.30
225.00	99F139I6A	US 10YR TREAS NTS FUTURE (CBT)	EXP SEP 16	-	(21,072,044.93)
225.00	99F139L6A	US 10YR TREAS NTS FUTURE (CBT)	EXP DEC 16	-	38,082,033.70
225.00	99F183F6A	US 5YR TREAS NTS FUTURE (CBT)	EXP JUN 16	-	(3,164,060.00)
1,000.00	99F183I6A	US 5YR TREAS NTS FUTURE (CBT)	EXP SEP 16	-	6,900,774.09
3,000.00	99F183L6A	US 5YR TREAS NTS FUTURE (CBT)	EXP DEC 16	-	(8,906,250.00)
2,850.00	99F133I6A	US LONG BD FUTURE (CBT)	EXP SEP 16	-	9,910,937.50
4,950.00	99F133F6A	US TREAS BD FUTURE (CBT)	EXP JUN 16	-	8,564,890.63
5,950.00	99F133L6A	US TREAS BD FUTURE (CBT)	EXP DEC 16	-	(14,841,435.41)
5,000.00	99F700F6A	US ULTRA BOND (CBT)	EXP JUN 16	-	(252,656.25)
5,000.00	99F700F6A	US ULTRA BOND (CBT)	EXP JUN 16	-	(1,293,359.38)
5,000.00	99F700L6A	US ULTRA BOND (CBT)	EXP DEC 16	-	(1,718,843.75)
400.00	99F700L6A	US ULTRA BOND (CBT)	EXP DEC 16	-	(2,793,077.64)
4,038.00	99F700I6A	US ULTRA BOND FUTURE (CBT)	EXP SEP 16	-	2,704,281.25
3,838.00	99F700I6A	US ULTRA BOND FUTURE (CBT)	EXP SEP 16	-	14,301,765.63
200.00	EDBD97ZB1	WINCOR NIXDORF AG		(4,542,951.45)	4,557,728.70
305.00	FJF232F6C	YEN DENOM NIKKEI 225 FUT (CME)	EXP JUN 16	-	(525,505.90)
245.00	FJF232I6C	YEN DENOM NIKKEI FUTURE (CME)	EXP SEP 16	-	943,438.45
335.00	FJF232L6C	YEN DENOM NIKKEI FUTURE (CME)	EXP DEC 16	-	2,877,217.45
890.00	99AA10024	YUM BRANDS 5/16 TLB	0.000% 06/02/2023 DD 05/23/16	(3,482,658.37)	3,521,875.00
Total assets acquired and disposed of within year				(8,025,609.82)	91,124,385.36

Attachment to Schedule SB of 2016 Form 5500

Name: Nationwide Retirement Plan

EIN / PIN 31 - 4177100 / 333

Schedule SB, Line 24—Change in Actuarial Assumptions

**Assumption Changes
Since Last Year**

The following assumptions were updated to reflect the results of the 2015 Assumption Study dated December 14, 2015 for both Funding and ASC 960 results:

- Salary Scale
- Withdrawal
- Retirement
- Social Security Taxable Wage Base
- Inflation
- Cash Balance Crediting Rate
- Lump Sum Interest Rate

The method to estimate the administrative expenses was updated to consider historical administrative expenses and expected PBGC premiums for the upcoming year.

This change was made to better align assumptions with expectations of future experience following a study performed during 2015.

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, 2016

(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	\$ 74,861	74,601
*	Nationwide Life Insurance Company	401(h) Guaranteed Investment Fund, 3.75% crediting rate	52,072	51,984
*	Bank of New York Mellon Trust Operations	Assets held in trust, multiple investments (see Attachment A)	4,498,247	4,763,137
			<u>4,625,180</u>	<u>4,889,721</u>

* Indicates party-in-interest

Attachment to Schedule SB of 2016 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	7%	700	38,500	55	10,000	7%	700	38,500
56	9,300	10%	930	52,080	56	9,300	7%	651	36,456
57	8,370	10%	837	47,709	57	8,649	8%	692	39,444
58	7,533	10%	753	43,674	58	7,957	8%	637	36,946
59	6,780	10%	678	40,002	59	7,320	10%	732	43,188
60	6,102	10%	610	36,600	60	6,588	10%	659	39,540
61	5,492	10%	549	33,489	61	5,929	15%	889	54,229
62	4,943	17%	840	52,080	62	5,040	20%	1,008	62,496
63	4,103	12%	492	30,996	63	4,032	20%	806	50,778
64	3,611	15%	542	34,688	64	3,226	15%	484	30,976
65	3,069	25%	767	49,855	65	2,742	40%	1,097	71,305
66	2,302	25%	576	38,016	66	1,645	40%	658	43,428
67	1,726	25%	432	28,944	67	987	30%	296	19,832
68	1,294	25%	324	22,032	68	691	30%	207	14,076
69	970	30%	291	20,079	69	484	30%	145	10,005
70	679	100%	679	47,530	70	339	100%	339	23,730
				<u>616,274</u>					<u>614,929</u>

The average weighted retirement age above is the sum of the weighted age (616,274) divided by the original count (10,000)

62

The average weighted retirement age is the sum of the weighted age above (614,929) divided by the original count (10,000)

61

Number of 2016 Cash Balance Participants
Number of 2016 Final Average Pay Participants
The weighted retirement age is the blended retirement age of the two groups.

21,046
9,110
62

Attachment to Schedule SB of 2016 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 the 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 2016 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 2016 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		Pre-MAP-21 Segment Rates ¹	25-Year Average Segment Rates	HATFA/BBA Corridor (90%-110% for 2016)	MAP-21 Segment Rates ²														
	Lookback Month	January	N/A	N/A	N/A														
	First Segment Rate	1.41%	4.92%	4.43% - 5.41%	4.43%														
	Second Segment Rate	3.96%	6.57%	5.91% - 7.23%	5.91%														
	Third Segment Rate	4.97%	7.39%	6.65% - 8.13%	6.65%														
	Effective Rate	4.41%	N/A	0.00%	6.19%														
	¹ Used for Maximum Deductible, PBGC Variable-Rate Premium, ERISA 4010 reporting - 80% Threshold and \$15M underfunded, and excess assets for §420 transfers ² Used for minimum funding and benefit restrictions ASC 960: 6.50% per annum																		
Salary Scale	In accordance with Nationwide Retirement Plan experience, the following table for males and females. This table was developed in 2015 based on actual experience for 2009 through 2015. Sample rates are as follows: <table><tr><td><u>Age</u></td><td><u>Rate</u></td></tr><tr><td>25</td><td>9.50%</td></tr><tr><td>30</td><td>7.25%</td></tr><tr><td>35</td><td>6.00%</td></tr><tr><td>40</td><td>4.75%</td></tr><tr><td>45</td><td>4.00%</td></tr><tr><td>50</td><td>3.50%</td></tr></table>					<u>Age</u>	<u>Rate</u>	25	9.50%	30	7.25%	35	6.00%	40	4.75%	45	4.00%	50	3.50%
<u>Age</u>	<u>Rate</u>																		
25	9.50%																		
30	7.25%																		
35	6.00%																		
40	4.75%																		
45	4.00%																		
50	3.50%																		
Social Security Wage Base Projection Rate	3.25%																		
Cash Balance Interest Crediting Rate	3.25% at January 1, 2016 4.00% at January 1, 2015 4.00% at January 1, 2014																		
Variable Cost of Living Adjustment	0.70% assumed for 2016 where applicable based on actual 2015 experience. 0.00% assumed for years 2017 and later because the Group Annuity Fund long-term expected return is less than 5.00%.																		

Attachment to Schedule SB of 2016 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:

Non-annuitant Base Table: RP-2014 White Collar Mortality Base Table for Male participants and RP-2014 Collarless Mortality Base Table for Female 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.

Annuitant Base Table: Annuitant mortality based upon 2015 study of Nationwide mortality experience. Where data was not fully credible the Nationwide experience was credibility weighted with RP-2014 White Collar Benefit Weighted Mortality Base Table for Male participants and RP-2014 Collarless Benefit Weighted Mortality Base Table for Female participants. The central year of Nationwide's mortality study was 2011. Sample rates are as follows:

<u>Age</u>	<u>Males</u>	<u>Females</u>
55	0.17%	0.16%
60	0.40%	0.44%
65	0.82%	0.85%
70	1.41%	1.55%
75	2.44%	2.63%
85	7.56%	6.56%
95	22.57%	19.27%
105	42.62%	38.61%
115	50.00%	50.00%

Longevity Improvement Projection: Modified RPEC_2014_v.2011 generational longevity improvement projection. The projection 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 2015 based on actual experience for 2009 through 2015. Sample rates as follows:

<u>Age</u>	<u>Years of Service</u>		
	<u>0 - 2</u>	<u>3 - 4</u>	<u>5 +</u>
25	20.75%	11.43%	9.18%
30	19.84%	12.38%	9.18%
35	18.97%	12.83%	7.80%
40	18.13%	12.78%	6.65%
45	17.34%	12.23%	5.73%
50	16.57%	11.18%	5.04%

Attachment to Schedule SB of 2016 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

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

Retirement Age	In accordance with Nationwide Retirement Plan experience, the following tables for males and females. These tables were developed in 2015 based on actual experience for 2009 through 2015. Rates are as follows:				
	<u>Cash Balance Only</u>		<u>FAP Eligible</u>		
-	<u>Age</u>	<u>Rate</u>	<u>Age</u>	<u>Rate</u>	
	55	7%	55	7%	
	56	10%	56	7%	
	57	10%	57	8%	
	58	10%	58	8%	
	59	10%	59	10%	
	60	10%	60	10%	
	61	10%	61	15%	
	62	17%	62	20%	
	63	12%	63	20%	
	64	15%	64	15%	
	65	25%	65	40%	
	66	25%	66	40%	
	67	25%	67	30%	
	68	25%	68	30%	
	69	30%	69	30%	
	70 +	100%	70 +	100%	
Disability Incidence	Standard table developed by the Society of Actuaries, based on experience under the federal employees' retirement plans. Sample rates as follows:				
	<u>Age</u>	<u>Male</u>	<u>Female</u>		
	25	0.02%	0.03%		
	30	0.08%	0.07%		
	35	0.12%	0.12%		
	40	0.17%	0.17%		
	45	0.21%	0.24%		
	50	0.30%	0.40%		
Lump Sum Election Rate	In accordance with Nationwide Retirement Plan experience, the following tables for males and females. These tables were developed in 2015 based on actual experience for 2009 through 2015. Sample rates as follows:				
		<u>Retirement Eligibility</u>	<u>LS</u>	<u>Annuity</u>	
	Cash Balance Only:	Before	80%	20%	
		After	80%	20%	
	FAP Eligible:	No lump sum election; all participants assumed to elect a straight life annuity.			
Percentage of Married	72% of employees are assumed to be married. Males are assumed to be three years older than females. Actual spousal data is used for retirees.				
Administrative Expenses	Beginning in 2016, administrative expenses are based on the sum of a rolling 2-year average of actual administrative expenses and PBGC premiums for the current year rounded to the nearest \$1,000.				
		<u>2016</u>	<u>2015</u>		
	2-year Expense Average	\$ 6,363,000	n/a		
	Flat-Rate PBGC Premium	\$ 3,432,000	n/a		
	Variable-Rate PBGC Premium	-	n/a		
	Total Estimated Admin Expenses for 2016	\$ 9,795,000	\$ 3,645,000		

Attachment to Schedule SB of 2016 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

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

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 The following assumptions were updated to reflect the results of the 2015 Assumption Study dated December 14, 2015 for both Funding and ASC 960 results: · Salary Scale · Withdrawal · Retirement · Social Security Taxable Wage Base Increase · Inflation · Cash Balance Interest Crediting Rate · Lump Sum Election Rate The method to estimate the administrative expenses was updated to consider historical administrative expenses and expected PBGC premiums for the upcoming year.

Attachment to Schedule SB of 2016 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	1	*	*	614	42,649	893	15	*	*						
25 to 29	11	*	*	2,385	49,805	2,246	629	55,883	9,335	16	*	*			
30 to 34	5	*	*	1,799	59,896	3,027	1,666	67,206	14,240	593	72,337	26,189	15	*	*
35 to 39				1,197	69,821	3,695	1,154	77,452	18,485	1,471	84,243	31,669	353	82,466	25,352
40 to 44	8	*	*	880	78,238	4,889	894	85,816	21,815	1,258	91,418	36,144	958	97,983	34,859
45 to 49	6	*	*	803	85,791	5,841	712	90,915	25,183	1,071	100,173	43,008	875	100,851	43,247
50 to 54	3	*	*	769	87,548	7,193	596	100,620	28,421	871	95,560	42,940	747	99,350	48,715
55 to 59	4	*	*	589	91,902	8,142	461	87,470	25,028	649	86,519	38,438	588	96,650	50,704
60 to 64	2	*	*	320	87,915	8,962	269	81,487	22,318	400	80,185	38,337	359	95,270	53,304
65 to 69	1	*	*	75	78,879	8,412	70	70,700	18,457	98	73,588	33,351	75	86,275	58,769
70 & up				9	*	*	8	*	*	10	*	*	15	*	*

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	1	*	*												
40 to 44	132	105,309	52,185												
45 to 49	485	111,981	68,914	234	93,358	76,181									
50 to 54	348	105,541	78,000	549	104,717	106,995	228	86,433	116,967	1	*	*			
55 to 59	238	109,071	98,188	343	100,626	131,529	364	95,213	151,247	168	86,064	166,673			
60 to 64	137	92,279	93,406	182	96,244	150,219	124	102,561	206,157	164	91,094	231,391	1	*	*
65 to 69	22	103,884	128,259	26	77,026	131,258	11	*	*	14	*	*			
70 & up	4	*	*	2	*	*	1	*	*						

* Less than 20 participants

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, 2016

(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)	8,026	91,124

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 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

► **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
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Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2016</u>			
2 Assets:			
a Market value.....	2a	4,352,935,694	
b Actuarial value.....	2b	4,472,610,326	
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.....	13,237	1,487,962,059	1,487,962,059
b For terminated vested participants.....	11,857	467,813,607	467,813,607
c For active participants.....	30,156	1,417,597,326	1,419,946,277
d Total.....	55,250	3,373,372,992	3,375,721,943
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	6.19%	
6 Target normal cost.....	6	103,859,335	

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 17-06181 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).....	270,562,695	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).....	270,562,695	0
10 Interest on line 9 using prior year's actual return of <u>-0.24</u> %	-649,350	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>6.38</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.....		
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).....	269,913,345	0

Part III Funding Percentages

14 Funding target attainment percentage	14	124.49%
15 Adjusted funding target attainment percentage.....	15	132.49%
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	139.70%
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
02/12/2016	80,000,000				
Totals ▶			18(b)	80,000,000	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	79,401,651

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: 4.43 %	2nd segment: 5.91 %	3rd segment: 6.65 %	☐ 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** 103,859,335**b** Excess assets, if applicable, but not greater than line 31a **31b** 103,859,335

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** 79,401,651**38** Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36) **38a** 79,401,651**b** Portion included in line 38a attributable to use of prefunding and funding standard carryover balances **38b** 0**39** Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)..... **39** 0**40** Unpaid minimum required contributions for all years **40** 0**Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)****41** If an election was made to use PRA 2010 funding relief for this plan:**a** Schedule elected ☐ 2 plus 7 years ☐ 15 years**b** Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011**42** Amount of acceleration adjustment **42****43** Excess installment acceleration amount to be carried over to future plan years **43**

Attachment to Schedule SB of 2016 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	31-4177100 / 333
Effective date of the plan	Amended and Restated as of January 1, 2013
Plan Year	January 1 to December 31.
Entry Date	January 1 and July 1 of each Plan Year.
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.
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.
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
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.
Normal Retirement Date	The later of (a) the fifth anniversary of participation or (b) age 65.
Early Retirement Date	Age 55 and 36 Months of Vesting Service.
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).
Final Average Compensation	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. 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 10 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.
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.
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.

Attachment to Schedule SB of 2016 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

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

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>Accrual Service</td><td>Base Credit for All Pay</td><td>Excess Credit for Pay in Excess of the Wage</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. * Employee's of the Harleyville Group, Inc. earn an initial base credit of 4%.	Accrual Service	Base Credit for All Pay	Excess Credit for Pay in Excess of the Wage	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%
Accrual Service	Base Credit for All Pay	Excess Credit for Pay in Excess of the Wage																	
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%																	
Account Balance Benefit	The account balance benefit is the account balance converted to a single life annuity as of age 65.																		
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: · (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). · (i) 1.75% of Final Average Compensation; multiplied by (ii) Months of Farmland Participation Service prior to January 1, 1996, converted to years. · (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. · (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. · (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.																		
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 2016 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

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

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 from October 1, 2002 through January 30, 2008.																																								
Vesting Schedule	100% after 36 months of Vesting Service.																																								
Death Benefit	For a married vested member who dies prior to the commencement of benefits, the benefit that would have been paid had the participant retired on the date of death and elected a 50% contingent annuity under the FAP benefit. This is payable at the date the participant would have been eligible for retirement and is reduced for early commencement, as under early retirement.																																								
Disability	For Disability occurring on or prior to 12/31/2009, a participant who receives benefits under both Social Security and the Employer's disability income plan continues to earn Participation Service (for FAP benefit accruals), Accrual Service (For Cash Balance Pay Credit percentage) and Vesting Service. For the purposes of calculating the Accrued Benefit, compensation after disability is determined to be the greater of Base Salary, Covered Compensation in the year of disability, and Covered Compensation in the year immediately preceding disability. Ongoing compensation is credited with 2.50% salary increases per year until the date such disability income benefits cease. For Disability occurring after 12/31/2009, a participant who receives benefits under both Social Security and the Employer's disability income plan continues to earn Accrual Service (For Cash Balance Pay Credit percentage) and Vesting Service. For the purposes of calculating the Accrued Benefit, compensation after disability is determined to be the greater of Covered Compensation in the year of disability and Covered Compensation in the year immediately preceding disability. Ongoing compensation is credited with 2.50% salary increases per year until the date such disability income benefits cease.																																								
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><td></td><td>Pre 2007 Nationwide & Pre 1996 Wausau Benefits</td><td>Pre 1996 Farmland/ CSC Benefits</td><td>All Other Benefits & Terminations</td></tr><tr><td></td><td>Eligible</td><td>Eligible</td><td>Ineligible</td></tr><tr><td><u>Age</u></td><td><u>Termination</u></td><td><u>Termination</u></td><td><u>Termination</u></td></tr><tr><td>35</td><td>N/A</td><td>N/A</td><td>0.081232</td></tr><tr><td>40</td><td>N/A</td><td>N/A</td><td>0.116044</td></tr><tr><td>45</td><td>N/A</td><td>N/A</td><td>0.168304</td></tr><tr><td>50</td><td>N/A</td><td>N/A</td><td>0.249221</td></tr><tr><td>55</td><td>0.620000</td><td>0.500000</td><td>0.379426</td></tr><tr><td>60</td><td>0.870000</td><td>0.860000</td><td>0.599814</td></tr><tr><td>65</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 Nationwide & Pre 1996 Wausau Benefits	Pre 1996 Farmland/ CSC Benefits	All Other Benefits & Terminations		Eligible	Eligible	Ineligible	<u>Age</u>	<u>Termination</u>	<u>Termination</u>	<u>Termination</u>	35	N/A	N/A	0.081232	40	N/A	N/A	0.116044	45	N/A	N/A	0.168304	50	N/A	N/A	0.249221	55	0.620000	0.500000	0.379426	60	0.870000	0.860000	0.599814	65	1.000000	1.000000	1.000000
	Pre 2007 Nationwide & Pre 1996 Wausau Benefits	Pre 1996 Farmland/ CSC Benefits	All Other Benefits & Terminations																																						
	Eligible	Eligible	Ineligible																																						
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Attachment to Schedule SB of 2016 Form 5500**Name:** Nationwide Retirement Plan

EIN/PN 31-4177100/333

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

Early Retirement Benefit (Cont.)	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>62</td><td>0.800000</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	62	0.800000	65	1.000000
<u>Age</u>	<u>Factors</u>																		
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40	0.122868																		
45	0.182965																		
50	0.276421																		
55	0.426000																		
60	0.666667																		
62	0.800000																		
65	1.000000																		
Normal Form of Benefit	<u>Married participants</u>: Actuarially reduced joint and 50% survivor annuity <u>Single participants</u>: Life annuity																		
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.																		
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).																		
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 on March 1, 1986. For eligible participants terminating employment after January 31, 1991, the first variable annuity increase will be pro-rated based on the number of monthly payments received prior to March 1. The annual increase for eligible participants choosing benefits accrued after January 1, 1994 shall also be limited to increases in the CPI and shall not occur prior to the calendar year after the participant attains age 65. Any portion of the Participant's Accrued Benefit under the Final Average Compensation structure attributable to Benefit Service earned on or after January 1, 1996 or under other predecessor plans will not be eligible for the variable increase.																		
Changes Since Prior Valuation	None.																		

Attachment to Schedule SB of 2016 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")

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 participants after January 29, 2008 as the plan was merged into the Nationwide Retirement Plan.																		
Months of Participation	A month of participation service is granted for each calendar month during which a participant works one or more hours.																		
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.																		
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.																		
Normal Retirement Date	Age 65.																		
Early Retirement Date	Age 55 and 5 years of Continuous Service.																		
Pension Covered	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").																		
Final Average	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.																		
Applicable Interest Rate	For each calendar quarter, the IRC §417(e) interest rate as published by the IRS for the second month proceeding the beginning of such calendar quarter.																		
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.																		
Account Balance	The account balance is the accumulation of the Initial Account Balance, Pay Credits and Interest Credits. The Initial Account Balance was determined as of December 31, 2002 for transition associates and Interest Credits are determined each bi-weekly based upon the 30-year Treasury Rate. Pay credits are credited to the account at each bi-weekly pay period. The amount of the pay credit is based on Accrual Service on the first day of each Plan Year. The pay credit accrual schedule is: <table><thead><tr><th><u>Accrual Service</u></th><th><u>Base Credit for All Pay</u></th><th><u>Excess Credit for Pay in Excess of the Wage Base</u></th></tr></thead><tbody><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></tbody></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.	<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%
<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%																	
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15 - 22 years	6%	4%																	
Over 22 years	7%	4%																	

Attachment to Schedule SB of 2016 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")**

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.
FAP Benefit (Final Average Compensation Structure)	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.
Provident Benefit	Benefit accrued under the Provident formula as of December 31, 2003.
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.
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, or (iii) the lesser of: (A) The greater of: (a) the present value of the Participant's FAP benefit; or (b) the Account Balance Benefit (B) \$25,000
Determination of Present	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.

Attachment to Schedule SB of 2016 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")

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 (i) or (ii) 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.																																																																		
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: (iv) 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: <table><tr><th></th><th>FAP Slice(i)/Provident</th><th>FAP Slice(i)/Provident</th><th></th></tr><tr><th><u>Age</u></th><th><u>Eligible Termination<= X YOS</u></th><th><u>Eligible Termination>= X YOS</u></th><th><u>X</u></th></tr><tr><td>55</td><td>0.600</td><td>0.750</td><td>25</td></tr><tr><td>60</td><td>0.850</td><td>0.920</td><td>20</td></tr><tr><td>62</td><td>0.900</td><td>1.000</td><td>20</td></tr></table> <table><tr><th></th><th>FAP Slice(i)/Provident</th><th>FAP Slice(ii)</th></tr><tr><th><u>Age</u></th><th><u>Not Eligible Termination</u></th><th><u>Eligible Termination</u></th></tr><tr><td>55</td><td>0.4220</td><td>0.6200</td></tr><tr><td>60</td><td>0.6420</td><td>0.8700</td></tr><tr><td>62</td><td>0.7640</td><td>0.9700</td></tr></table> <table><tr><th></th><th>FAP Slice(ii)</th><th>FAP Slice(iii)</th></tr><tr><th><u>Age</u></th><th><u>Not Eligible Termination</u></th><th><u>All Terminations</u></th></tr><tr><td>55</td><td>0.4260</td><td>0.4260</td></tr><tr><td>60</td><td>0.6667</td><td>0.6670</td></tr><tr><td>62</td><td>0.8000</td><td>0.8000</td></tr></table> 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. (v) 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>0.0833710</td></tr><tr><td>40</td><td>0.1228680</td></tr><tr><td>45</td><td>0.1829650</td></tr><tr><td>50</td><td>0.2764210</td></tr><tr><td>55</td><td>0.4260000</td></tr><tr><td>60</td><td>0.6666670</td></tr><tr><td>65</td><td>1.0000000</td></tr></table>		FAP Slice(i)/Provident	FAP Slice(i)/Provident		<u>Age</u>	<u>Eligible Termination<= X YOS</u>	<u>Eligible Termination>= X YOS</u>	<u>X</u>	55	0.600	0.750	25	60	0.850	0.920	20	62	0.900	1.000	20		FAP Slice(i)/Provident	FAP Slice(ii)	<u>Age</u>	<u>Not Eligible Termination</u>	<u>Eligible Termination</u>	55	0.4220	0.6200	60	0.6420	0.8700	62	0.7640	0.9700		FAP Slice(ii)	FAP Slice(iii)	<u>Age</u>	<u>Not Eligible Termination</u>	<u>All Terminations</u>	55	0.4260	0.4260	60	0.6667	0.6670	62	0.8000	0.8000	<u>Age</u>	<u>Factors</u>	35	0.0833710	40	0.1228680	45	0.1829650	50	0.2764210	55	0.4260000	60	0.6666670	65	1.0000000
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Attachment to Schedule SB of 2016 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")**

Vesting Schedule	100% after three years of Vesting Service.
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.
Normal Form of Benefit	<u>Married participants</u> : Actuarially reduced qualified joint and 50% survivor annuity <u>Single participants</u> : Life annuity
Optional Forms	Actuarially equivalent life annuity, other contingent annuities, certain and life annuities, partial lump sum as described in the Available Cash Benefit.
Actuarial Equivalence	7.50% interest and the mortality table set forth in IRC §417(e).
Changes Since Prior	None.

Attachment to Schedule SB of 2016 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**

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.
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.
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.
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.
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.
Average 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.
Final Average Annual Earnings	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.
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.
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.
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.
Normal Retirement Age	Later of age 65 or the fifth anniversary of the date of employment.

Attachment to Schedule SB of 2016 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**Normal Retirement Benefit**

The greater of:

- (a) Grandfathered Benefit: Accrued Benefit as of December 31, 1988 determined under the old benefit formula.
- (b) New Formula: 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.
- (c) Transition Formula: 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.

Attachment to Schedule SB of 2016 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

Normal Retirement Benefit (cont.)	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 benefit, 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 up to a maximum of 9, 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 up to a maximum of 25 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.																																																				
Early Retirement Eligibility	Age 55 and five Years of Vesting Service.																																																				
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: · Benefit as calculated above; or · Benefit determined under the transition formula times old early retirement factors as specified below: <table><tr><td></td><td>Early- Retirement</td><td>Old Early- Retirement</td><td>New Retirement</td></tr><tr><td>Age</td><td>Factors</td><td></td><td>Factors</td></tr><tr><td>55</td><td>0.640</td><td></td><td>0.480</td></tr><tr><td>56</td><td>0.676</td><td></td><td>0.520</td></tr><tr><td>57</td><td>0.712</td><td></td><td>0.560</td></tr><tr><td>58</td><td>0.748</td><td></td><td>0.600</td></tr><tr><td>59</td><td>0.784</td><td></td><td>0.640</td></tr><tr><td>60</td><td>0.820</td><td></td><td>0.680</td></tr><tr><td>61</td><td>0.856</td><td></td><td>0.720</td></tr><tr><td>62</td><td>0.892</td><td></td><td>0.760</td></tr><tr><td>63</td><td>0.928</td><td></td><td>0.840</td></tr><tr><td>64</td><td>0.964</td><td></td><td>0.920</td></tr><tr><td>65</td><td>1.000</td><td></td><td>1.000</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.		Early- Retirement	Old Early- Retirement	New Retirement	Age	Factors		Factors	55	0.640		0.480	56	0.676		0.520	57	0.712		0.560	58	0.748		0.600	59	0.784		0.640	60	0.820		0.680	61	0.856		0.720	62	0.892		0.760	63	0.928		0.840	64	0.964		0.920	65	1.000		1.000
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Attachment to Schedule SB of 2016 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

Late Retirement Benefit	For Retirement after normal retirement age, the monthly benefit equals the greater of: · 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. · 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.
Vesting	Participants are 100% vested after 5 years of Vesting Service.
Vested Benefit	Accrued Benefit as of the date of termination multiplied by the vesting percentage.
Pre-Retirement Death Eligibility	Member must be married to spouse at least one year at date of death and vested in accrued benefit.
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/Normal Retirement: Annuity payable to member's spouse under 50% Joint and Survivor option as if member elected early/normal retirement immediately before death.
Post Retirement Benefit	Upon death of a former employee who had completed at least 10 years of service and was 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.
Normal Form of Benefit	<u>Unmarried</u> : Life annuity payable monthly. <u>Married</u> : 50% Joint and Survivor Annuity payable monthly (actuarially reduced).
Optional Forms	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
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%.
Changes Since Prior Valuation	None

NATIONWIDE RETIREMENT PLAN

Plan Number: 333

EIN: 31-4177100

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

Year ended December 31, 2016

(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	664	-	1,819,684	-	-
Bank of New York Mellon Trust Operations	EB Temporary Investment FD	-	523	-	1,679,460	-
				<u>1,819,684</u>	<u>1,679,460</u>	<u>-</u>

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 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

► 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) ► <u>333</u>
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
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Part I Basic Information			
1	Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2016</u>		
2	Assets:		
	a Market value.....	2a	4,352,935,694
	b Actuarial value.....	2b	4,472,610,326
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target
	a For retired participants and beneficiaries receiving payment.....	13,237	1,487,962,059
	b For terminated vested participants.....	11,857	467,813,607
	c For active participants.....	30,156	1,417,597,326
	d Total.....	55,250	3,373,372,992
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	6.19%
6	Target normal cost.....	6	103,859,335

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	 Signature of actuary	<u>7/31/17</u> Date <u>17-06181</u> Most recent enrollment number <u>(313) 396-3954</u> Telephone number (including area code)
	<u>Timothy J. Geddes</u> Type or print name of actuary <u>Deloitte Consulting LLP</u> Firm name <u>200 Renaissance Center, Suite 3900</u> <u>Detroit</u> MI <u>48243</u> Address of the firm	

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2016
v. 160205

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).....	270,562,695	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).....	270,562,695	0
10 Interest on line 9 using prior year's actual return of <u>-0.24</u> %	-649,350	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>6.38</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.....		
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).....	269,913,345	0

Part III Funding Percentages

14 Funding target attainment percentage	14	124.49%
15 Adjusted funding target attainment percentage.....	15	132.49%
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	139.70%
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
02/12/2016	80,000,000				
Totals ▶			18(b)	80,000,000	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	79,401,651

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: 4.43 %	2nd segment: 5.91 %	3rd segment: 6.65 %	☐ N/A, full yield curve used
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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** 103,859,335**b** Excess assets, if applicable, but not greater than line 31a **31b** 103,859,335

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** 79,401,651**38** Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36) **38a** 79,401,651**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**

Multiple-Employer Plan Participating Employer Information
Nationwide Retirement Plan
EIN: 31-4177100, Plan #: 333
Plan Year Ending December 31, 2016

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%