## Part I  Reporting Issuer

1. **Issuer's name**: Nationwide Bailard International Equities Fund (formerly HighMark International Opportunities Fund)
   - **Issuer's employer identification number (EIN)**: 94-2613745

2. **Name of contact for additional information**: Nationwide Funds
   - **Telephone No. of contact**: 1-800-848-0920
   - **Email address of contact**: web.help@nationwide.com

3. **Number and street (or P.O. box if mail is not delivered to street address) of contact**: P.O. Box 701, Milwaukee, WI 53201-0701

4. **Date of action**: September 13, 2013

5. **Classification and description**: Reorganization from HighMark International Opportunities Fund to Nationwide Bailard International Equities Fund

### Part II  Organizational Action

- **CUSIP number**
- **Serial number(s)**
- **Ticker symbol**

<table>
<thead>
<tr>
<th>TARGET FUND</th>
<th>ACQUIRING FUND</th>
<th>ACQUIRING FUND CUSIP</th>
<th>ACQUIRING FUND TICKER</th>
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<tr>
<td>HighMark International</td>
<td>Nationwide Bailard International</td>
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<td>Opportunities Fund</td>
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<td>NWHJX</td>
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<td>Institutional Class</td>
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<td>Institutional Service Class</td>
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- **Description of the organizational action**: On September 13, 2013, pursuant to a plan of reorganization within the meaning of Section 368(a)(11)(B), all of the assets of HighMark International Opportunities Fund (Target Fund) were acquired by Nationwide Bailard International Equities Fund (Acquiring Fund) in exchange solely for shares of beneficial interest, no par value, of the Acquiring Fund.

- **Description of the quantitative effect**: The tax basis of each share of Nationwide Bailard International Equities Fund received in the reorganization was the same as the tax basis of the share of HighMark International Opportunities Fund exchanged therefor.

- **Description of the calculation of the change in basis**: N/A
Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

Reorganization was intended to be a tax-free reorganization pursuant to Section 368(a) of the Code. The principal federal income tax consequences that are expected to result from Reorganization of the Target Fund into the Acquiring Fund are as follows:

- no gain or loss was recognized by the Target Fund or the shareholders of the Target Fund as a direct result of the Reorganization pursuant to Sections 361(q)(1) and 354(a) of the Code;
- no gain or loss was recognized by the Acquiring Fund as a direct result of the Reorganization pursuant to Section 1032(a) of the Code;
- the basis of the assets of the Target Fund received by the Acquiring Fund was the same as the basis of these assets in the hands of the Target Fund immediately prior to the exchange pursuant to Section 362(b) of the Code;
- the holding period of the assets of the Target Fund received by the Acquiring Fund included the period during which such assets were held by the Target Fund pursuant to Section 1223(2) of the Code;
- the aggregate tax basis of the shares of the Acquiring Fund to be received by a shareholder of the Target Fund as part of the Reorganization was the same as the shareholder’s aggregate tax basis of the shares of the Target Fund pursuant to Section 358(a)(1) of the Code; and
- the holding period of the shares of the Acquiring Fund received by a shareholder of the Target Fund as part of the Reorganization included the period that a shareholder held the shares of the Target Fund (provided that such shares of the Target Fund are capital assets in the hands of such shareholder as of the Closing) pursuant to Section 1223(1) of the Code.

18 Can any resulting loss be recognized? ▶ No

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The tax year end of Nationwide Bailard International Equities Fund is July 31, 2014.

Signature ▶ A signed copy is maintained by issuer.

Date ▶ October 9, 2013

Paid Preparer Use Only

<table>
<thead>
<tr>
<th>Print/Type preparer’s name</th>
<th>Preparer’s signature</th>
<th>Date</th>
<th>Check [ ] if self-employed</th>
<th>PTIN</th>
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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Print your name ▶ Jacqueline Payton

Title ▶ Assistant Treasurer

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054