

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name  NATIONWIDE DYNAMIC U.S. GROWTH FUND		2 Issuer's employer identification number (EIN)  31-1594444	
3 Name of contact for additional information  Nationwide Funds	4 Telephone No. of contact  1-800-848-0920	5 Email address of contact  web_help@nationwide.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact  P.O. Box 701		7 City, town, or post office, state, and ZIP code of contact  Milwaukee, WI 53201-0701	
8 Date of action  December 13, 2019		9 Classification and description  Merger - Regulated Investment Company	
10 CUSIP number  See Attached	11 Serial number(s)  N/A	12 Ticker symbol  See Attached	13 Account number(s)  N/A

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On December 13, 2019 pursuant to a plan of reorganization within the meaning of Section 368(a)(1)(d) all of the assets of BNY Mellon Growth and Income Fund, Inc. (formerly known as the "Dreyfus Growth and Income Fund, Inc.") (Target Fund) were acquired by Nationwide Dynamic U.S. Growth Fund (Acquiring Fund) in exchange for shares of beneficial interest, no par value, of the Acquiring Fund. Please refer to the attached.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The tax basis of each share of the Nationwide Dynamic U.S. Growth Fund (Acquiring Fund) received in the reorganization was the same as the tax basis of a share of the BNY Mellon Growth and Income Fund (formerly known as the "Dreyfus Growth and Income Fund, Inc.") (Target Fund) received therefor.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ 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 ▶ Please refer to the attached.

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 the Nationwide Dynamic U.S. Growth Fund is October 31.

**Sign Here**

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.

Signature ▶ A signed copy is maintained by issuer Date ▶ 2/17/2020

Print your name ▶ Jacqueline Payton Title ▶ Assistant Treasurer

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
<u>RAUL POSADA</u>	<u>Raul Posada</u>	<u>02/10/2020</u>		<u>P00626199</u>
Firm's name	Firm's EIN			
<u>▶KPMG LLP, 4200 WELLS FARGO CENTER</u>	<u>▶13-5565207</u>			
Firm's address	Phone no.			
<u>▶90 SOUTH 7TH STREET, MINNEAPOLIS, MN 55402</u>	<u>612-305-5000</u>			

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

Nationwide Dynamic U.S. Growth Fund  
 Form 8937 Attachment  
 31-1594444

Line 14 Detail

Target Fund	Acquiring Fund	Acquiring Fund CUSIP	Acquiring Fund Ticker
BNY Mellon Growth and Income Fund, Inc. (formerly known as the "Dreyfus Growth and Income Fund, Inc.")	Nationwide Dynamic U.S. Growth Fund		
Common Shares	Eagle Class Shares	63868D878	NWAEX

Line 17 Detail

The 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 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(c)(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 were 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 received by a shareholder of the Target Fund as part of the Reorganization were 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.