

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name Nationwide Core Plus Bond Fund (formerly The Advisors' Inner Circle Fund - TS&W Fixed Income Portfolio)		2 Issuer's employer identification number (EIN) 23-2664600	
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 April 19, 2013		9 Classification and description Reorganization from The Advisors' Inner Circle Fund - TS&W Fixed Income Portfolio to Nationwide Core Plus Bond Fund	
10 CUSIP number SEE BELOW	11 Serial number(s)	12 Ticker symbol SEE BELOW	13 Account number(s)

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 April 19, 2013 pursuant to a plan of reorganization within the meaning of Section 368(a)(1)(f) all of the assets of The Advisors' Inner Circle Fund - TS&W Fixed Income Portfolio (Target Fund) were acquired by Nationwide Core Plus Bond Fund (Acquiring Fund) in exchange solely for shares of beneficial interest, no par value, of the Acquiring Fund.**

Target Fund:	Acquiring Fund:	Acquiring Fund:	Acquiring Fund:
The Advisors' Inner Circle Fund - TS&W Fixed Income Portfolio	Nationwide Core Plus Bond Fund	CUSIP number:	Ticker:
	Class A	63868B500	NWCPX
Institutional Class	Institutional Class	63868B708	NWCIX
	Institutional Service Class	63868B609	NWCSX

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 Nationwide Core Plus Bond Fund received in the reorganization was the same as the tax basis of the share of The Advisors' Inner Circle Fund - TS&W Fixed Income Portfolio exchanged 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 ► 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 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 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 Core Plus Bond Fund is October 31, 2013.

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 ► May 13, 2013

Print your name ► Jacqueline Payton

Title ► Assistant Treasurer

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.

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

U.S. Income Tax Return for
Regulated Investment Companies

OMB No. 1545-1010

Department of the Treasury
Internal Revenue ServiceFor calendar year 2010 or tax year beginning 11/01/2010, and ending 10/31/2011

2010

See separate instructions.

A Year of RIC status
election

1992

Name of fund
**THE ADVISORS' INNER CIRCLE FUND - TS&W FIXED
INCOME PORTFOLIO**Please
type or
print
Number, street, and room or suite no. (If a P.O. box, see instructions.)**ONE FREEDOM VALLEY DRIVE**

City or town, state, and ZIP code

OAKS, PA 19456

C Employer identification number

23-2664600

D Total assets (see instructions)

\$ 62,955,975.

B Date fund was established
(see instructions)

11/25/1991

E Check applicable boxes (1) Final return (2) Name change (3) Address change (4) Amended return

F Check if the fund is a personal holding company (attach Sch. PH) or if the fund is not in compliance with Regs. sec. 1.852-6 for this tax year

Part I - Investment Company Taxable Income (see instructions)

Income	1 Dividends	1	278,298.
	2 Interest	2	2,783,360.
	3 Net foreign currency gain or (loss) from section 988 transactions (attach schedule)	3	
	4 Payments with respect to securities loans	4	
	5 Excess of net short-term capital gain over net long-term capital loss from Schedule D (Form 1120), line 12 (attach Schedule D (Form 1120))	5	402,610.
	6 Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)	6	
	7 Other income (see instructions - attach schedule)	7	
	8 Total income. Add lines 1 through 7	8	3,464,268.
Deductions (see instructions)	9 Compensation of officers (Schedule E, line 2)	9	NONE
	10 Salaries and wages (less employment credits)	10	
	11 Rents	11	
	12 Taxes and licenses	12	
	13 Interest	13	
	14 Depreciation (attach Form 4562)	14	
	15 Advertising	15	
	16 Registration fees	16	18,905.
	17 Insurance	17	
	18 Accounting and legal services	18	44,415.
	19 Management and investment advisory fees	19	232,837.
	20 Transfer agency, shareholder servicing, and custodian fees and expenses	20	84,006.
	21 Reports to shareholders	21	
	22 Other deductions (see instructions - attach schedule) SEE. STATEMENT. 1.	22	62,945.
	23 Total deductions. Add lines 9 through 22	23	443,108.
24 Taxable income before deduction for dividends paid. Subtract line 23 from line 8	24	3,021,160.	
25 Less: Deduction for dividends paid (Schedule A, line 8a)	25	3,021,160.	
26 Investment company taxable income. Subtract line 25 from line 24	26	NONE	
27 Total tax (Schedule J, line 7)	27	NONE	
Tax and Payments	28a 2009 overpayment credited to 2010	28a	
	b 2010 estimated tax payments	28b	NONE
	c Less 2010 refund applied for on Form 4466	28c	
	d Tax deposited with Form 7004	28d	NONE
	e Credit for tax paid on undistributed capital gains (attach Form 2439)	28e	
	f Credit for federal tax paid on fuels (attach Form 4136)	28f	
	g Refundable credits from Form 3800, line 19c, and Form 8827, line 8c	28g	
	h	28h	
	28i	28i	NONE
	29 Estimated tax penalty (see instructions). Check if Form 2220 is attached	29	
30 Amount owed. If line 28i is smaller than the total of lines 27 and 29, enter amount owed	30	NONE	
31 Overpayment. If line 28i is larger than the total of lines 27 and 29, enter amount overpaid	31	NONE	
32 Enter amount from line 31: Credited to 2011 estimated tax	32	NONE Refunded	

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 taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer [Signature] Date 7-2-12

TREASURER, CONTROLLER & CFO

May the IRS discuss this return
with the preparer shown below (see
instructions)? ☒ Yes ☐ NoPaid
Preparer
Use Only

Print/Type preparer's name

SAVIL CARDENAS

Preparer's signature

[Signature]

Date

5.3.2012

Check ☐ if

self-employed

PTIN

P00965531

Firm's name

GRANT THORNTON LLP

Firm's address

2001 MARKET STREET, SUITE 3100

PHILADELPHIA, PA 19103

Firm's EIN

36-6055558

Phone no.

215-561-4200

Class Structure

The Target Fund offers one class of shares, while the Acquiring Fund offers Class A, Institutional Service Class and Institutional Class shares. The shareholders of the Target Fund will receive Institutional Class shares of the Acquiring Fund in connection with the Reorganization.

The eligibility requirements, distribution and service fees and sales charges of the Target Fund and Acquiring Fund are further described, and the material differences are highlighted, in the following sub-sections.

Eligibility requirements. Shares of the Target Fund are generally available for purchase by investors, subject to a minimum initial purchase amount of \$2,500 (\$500 for individual retirement accounts ("IRAs") and \$250 for Spousal IRAs).

Institutional Class shares of the Acquiring Fund are subject to a minimum initial investment of \$1,000,000 (waived for Target Fund shareholders receiving Acquiring Fund shares as part of the Reorganization), and are available for purchase exclusively by: (1) funds of funds offered by NF Distributors or other affiliates of the Acquiring Fund; (2) retirement plans for which no third-party administrator receives compensation from the Acquiring Fund; (3) institutional advisory accounts of NF Advisors's affiliates, those accounts which have client relationships with an affiliate of NF Advisors, its affiliates and their corporate sponsors and subsidiaries and related retirement plans; (4) rollover individual retirement accounts from such institutional advisory accounts; (5) a bank, trust company or similar financial institution investing for its own account or for trust accounts for which it has authority to make investment decisions as long as the accounts are not part of a program that requires payment of Rule 12b-1 or administrative services fees to the financial institution; (6) registered investment advisors investing on behalf of institutions and high net-worth individuals whose advisors derive compensation for advisory services exclusively from clients; (7) high net-worth individuals who invest directly without using the services of a broker, investment adviser or other financial intermediary; or (8) current holders of Institutional Class shares of any Nationwide Fund.

Additional information about the eligibility requirements to purchase the Target Fund's and the Acquiring Fund's shares is available in their respective Prospectuses and SAIs.

Sales Charges. Shares of the Target Fund and Institutional Class shares of the Acquiring Fund are offered at NAV, without initial sales charges or CDSCs. You will not pay an initial sales charge and you will not be charged a CDSC on shares of the Acquiring Fund that you receive in connection with the Reorganization.

Distribution Plans and Service Plans. Neither the Target Fund nor the Institutional Class shares of the Acquiring Fund pays service or distribution fees. For more information about the distribution of the Acquiring Fund's shares, please refer to the "Investing with Nationwide Funds" section of the Acquiring Fund's Prospectus, which is incorporated herein by reference, and to the "Investment Advisory and Other Services" section of the Acquiring Fund's SAI.

Comparison of Purchase, Redemption and Exchange Procedures

Purchase Procedures

The purchase procedures employed by the Target Fund and the Acquiring Fund are similar. The Target Fund and the Acquiring Fund both offer shares through their respective distributors on a continuous basis. Shares of the Target Fund and the Acquiring Fund may be purchased directly through their respective transfer agents and through other authorized financial intermediaries. The purchase price of each share of the Target Fund and the Acquiring Fund is based on the net asset value next determined after the order is received in proper form by the Target Fund or Acquiring Fund or their respective agents. Purchases of shares of the Acquiring Fund may be made by mail, telephone or online.

Additional information regarding the purchase procedures of the Target Fund and the Acquiring Fund is available in their respective Prospectuses. The cover page of this Proxy Statement/Prospectus explains how you can obtain a copy of each Prospectus.

Shares. The Trustees of the Target Fund and the Acquiring Fund have the power to issue shares without shareholder approval. The governing documents of the Target Fund and the Acquiring Fund indicate that the amount of shares that the Target Fund and Acquiring Fund each may issue is unlimited. Shares of the Target Fund and the Acquiring Fund have no preemptive rights.

Organization. The Target Fund is a series of the AIC Trust, a Massachusetts business trust (a "MA Trust") formed under the laws of the Commonwealth of Massachusetts. The AIC Trust is governed by its Amended and Restated Agreement and Declaration of Trust (the "Declaration") and its Bylaws, each as may be amended, and its business and affairs are managed under the supervision of its Board of Trustees. The Acquiring Fund is a series of the NMF Trust, a Delaware statutory trust (a "DE Trust") pursuant to the Delaware Statutory Trust Act ("Delaware Act"). The NMF Trust is governed by its Second Amended and Restated Agreement and Declaration of Trust (also, a "Declaration") and, together with the Declaration of the AIC Trust, the "Declarations") and its Second Amended and Restated Bylaws, and its business and affairs are managed under the supervision of its Board of Trustees.

Composition of the Board of Trustees. The Board of Trustees of the Target Fund shall be composed of between no less than three nor more than fifteen Trustees, each of whom shall hold office during the lifetime of the AIC Trust or until the election and qualification of his or her successor, or until he or she sooner dies, resigns or is removed.

The Board of Trustees of the Acquiring Fund shall be composed of between no less than one nor more than fifteen Trustees, each of whom shall hold office for the lifetime of the NMF Trust or until such Trustee's earlier death, resignation, removal, retirement or inability otherwise to serve, or, if sooner than any of such events, until the next meeting of shareholders called for the purpose of electing Trustees or consent of shareholders in lieu thereof for the election of Trustees, and until the election and qualification of his or her successor.

Shareholder Meetings and Rights of Shareholders to Call a Meeting. The Target Fund and the Acquiring Fund are not required to hold annual meetings of shareholders.

The Bylaws of the Target Fund provide that special meetings of shareholders may be called by the Trustees, by the president or, if the Trustees and the president shall fail to call any meeting of shareholders for a period of 30 days after written application of one or more shareholders who hold at least 25% of all shares issued and outstanding and entitled to vote at the meeting, then such shareholders may call such meeting.

The Bylaws of the Acquiring Fund provide that shareholder meetings may be called by the NMF Board, by the chairperson or by the president or any vice president of the NMF Trust for the purpose of nominating specific persons for election to, or to fill vacancies on, the NMF Board ("Nominations") and taking action upon any other business matter deemed by the NMF Board to be necessary or desirable ("Business Proposals"). A shareholder meeting must be called by the chairperson, the president or any vice president of the NMF Trust by proper written request from: (a) with respect to Nominations or removing a Trustee, shareholders holding not less than 10% of the outstanding shares of the NMF Trust on the date the written request is received at the offices of the secretary of the NMF Trust; or (b) with respect to Business Proposals, shareholders holding not less than a majority of the outstanding shares of the NMF Trust on the date the written request is received at the offices of the secretary of the NMF Trust.

Submission of Shareholder Proposals. For the Acquiring Fund, a shareholder making a proposal at a shareholder meeting must: (i) have promptly provided to the NMF Trust any other information reasonably requested by the NMF Trust; (ii) have been a shareholder of record at the time that the written request was submitted to the secretary of the NMF Trust and must be a shareholder of record at the time of the shareholder meeting; (iii) be entitled to vote at the shareholder meeting; (iv) the Trustees must determine that the proposal is lawful and proper to bring before the shareholder meeting; (v) the shareholder or its proxy must attend the shareholder meeting and present the proposal at the shareholder meeting, as it may be adjourned from time to time; and (vi) the requesting shareholder must pay the NMF Trust in advance the reasonably estimated cost of preparing and mailing the notice, proxy card and proxy statement relating thereto, with respect to each proposal, which an authorized officer of the NMF Trust shall determine and specify to the requesting shareholder.