



Mapping Your Retirement Destination

ING Secure Index Opportunities Plus Annuity

Single Premium Deferred Fixed Index Annuity with a 5% Premium Bonus



Your future. Made easier.®

Where will retirement take you?

Before and during your retirement, you plan “trips” to different places. Vacation destinations. A path to more time with friends and family. A second career, volunteer pursuits, or special interests.

Whatever your plans, mapping your route to retirement satisfaction means stopping at the right places to ensure your savings won't run out of “gas” before you reach your destination.

The Road to Retirement.

Research shows that the road to retirement satisfaction is paved with good health and financial well-being.

In particular, retirees who finance their retirement with annuities tend to maintain higher levels of satisfaction over time than those drawing income from liquid savings.¹

An ING Secure Index Opportunities Plus Annuity can help provide the fuel you need to make your income last for three reasons:

1. Fixed Index Annuities Protect Your Assets

The ING Secure Index Opportunities Plus Annuity is a long-term fixed index annuity issued by ING USA Annuity and Life Insurance Company (ING USA). Fixed index annuities are insurance contracts that, depending on the contract, may offer a guaranteed annual interest rate and earnings potential that is linked to participation in the growth, if any, of an index or benchmark. ING Secure Index Opportunities Plus provides you with minimum guarantees and interest potential you may not be able to find in other sources of fixed income like savings accounts, certificates of deposit and savings bonds. In addition, it offers a **5% premium bonus**² at the inception of your contract.

2. Interest Crediting

You can choose from among five interest crediting strategies and a fixed rate strategy. Each strategy credits potential interest to your annuity value differently. You can elect more than one strategy, and re-elections of strategies are allowed during the 30 days following each contract anniversary.

3. Protection for Life

One of the biggest challenges facing investors today is providing adequate payments for retirement. That's why ING USA offers the ING IncomeProtector Withdrawal Benefit, which can help provide and protect your current and future retirement needs.

¹ Panis, Constantijn W.A. Annuities and Well-Being, Pension Research Council of the Wharton School of the University of Pennsylvania, 2003.

² Products offering a bonus may offer lower credited interest rates, participation rates, index caps, monthly caps, and/or higher index spreads than products not offering a bonus. Over time, and under certain circumstances, the amount of the bonus may be more than offset by the lower participation multipliers, credit caps, credited interest rates, participation rates, monthly caps, index caps and/or higher index spreads. Interest rates, participation rates, index caps, monthly caps, participation multipliers and index spreads are subject to change.

Fueling the value of your annuity

Single Premium

The amount of money that you put into the ING Secure Index Opportunities Plus Annuity is called the premium. Only one premium may be paid into this annuity, although this premium at the inception of the contract may come from multiple sources.

This annuity requires a minimum single premium of at least \$15,000. 100% of your premium is put into the contract.

5% Premium Bonus

In addition, at the inception of your annuity contract, a 5% premium bonus will be immediately credited to your accumulation value. For example, if your premium is \$100,000, your premium bonus will be \$5,000, and your accumulation value will be \$105,000.

Interest Crediting Strategies

Fixed Rate Strategy

Premium placed in the Fixed Rate Strategy receives interest credited at a fixed rate that is declared at the beginning of each contract year by the company. This strategy may be ideal if you want to know at the beginning of the year how much interest will be credited to your contract during the upcoming year.

Choice of Four Index-Linked Interest Crediting Strategies

You also have the choice of four strategies where the interest credit to the contract is related to the

increase, if any, in the S&P 500® Index during the contract year. The S&P 500® Index is widely regarded as the premier benchmark for U.S. stock market performance. The index contains stocks from 500 large, leading companies in various industries. These four interest crediting strategies may offer more interest crediting potential than the Fixed Rate Strategy may in any given year, with the assurance that your interest credit can never be less than zero.

Interest Rate Benchmark Strategy

With this strategy, interest credit is related to the increase, if any, in the 3-Month London Inter-Bank Offered Rate (LIBOR) Interest Rate. The LIBOR is a benchmark for global short term interest rates. It provides an indication of the interest rate at which banks can borrow funds from other banks in the London interbank market, in a given currency, for a given period of time. The LIBOR is set on a daily basis by the British Bankers' Association and is derived from an average of the rates submitted to it by the world's largest banks.

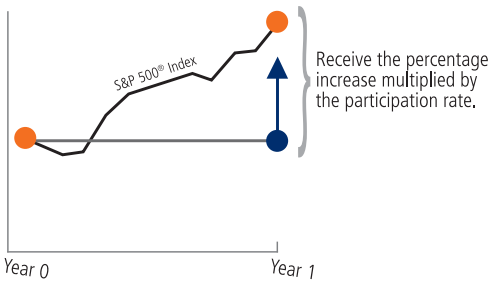
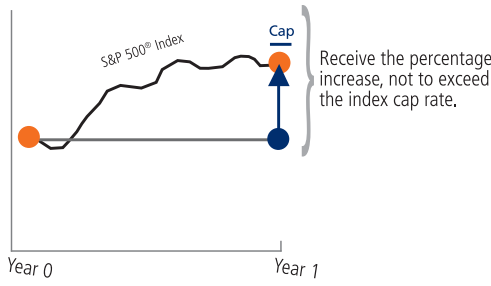
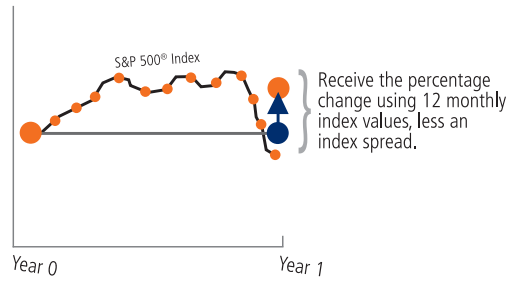
This strategy is designed to provide interest credit in the event that short term interest rates rise over the interest rate benchmark period. If short term interest rates remain level or decrease over the period, this strategy will not provide interest credit. Movement of future interest rates is unknown.

How the Interest Crediting Strategies Work

With the interest crediting strategies, interest is credited annually at the end of the contract year. The interest credit is calculated over the contract year, NOT the calendar year. Since the interest credit is related, in part, to movements in the S&P 500® Index or the 3-Month LIBOR Interest Rate, the interest your annuity will be credited at the end of the contract year cannot be known or predicted prior to the end of the contract year.

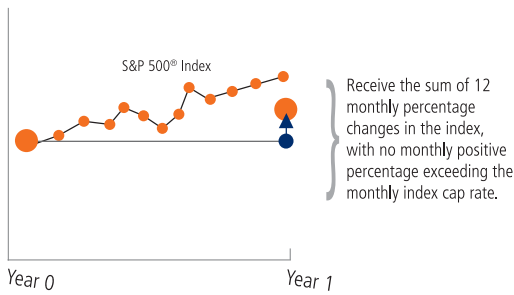
Once interest credits are made, they are protected. Neither your premium, the 5% premium bonus, nor any previously credited amount can be diminished due to movements in the Index or Benchmark.

Look at the descriptions of the five interest crediting strategies and the Fixed Rate Strategy on the pages ahead to see how collectively they help you potentially maximize interest crediting potential.

Strategy	How It Works	Advantage
<p>Point-to-Point Participation Index Strategy</p> 	<p>This strategy bases interest credits upon a predetermined percentage (called the participation rate) of the percentage change in the S&P 500® Index, as measured by comparing its value at the beginning and the end of the contract year. The participation rate is declared in advance, guaranteed for one year and subject to change annually.</p>	<p>This strategy has no limit on the annual interest credit. Because there is no annual cap on the credit, this strategy tends to credit more interest than the other strategies in years when the market ends significantly higher than the beginning of the year.</p>
<p>Point-to-Point Cap Index Strategy</p> 	<p>This strategy bases interest credits upon the entire percentage change in the S&P 500® Index, as measured by comparing its value at the beginning and the end of the contract year, not to exceed a predetermined annual index cap rate. The index cap is declared in advance, guaranteed for one year and subject to change annually.</p>	<p>This strategy provides 100% index participation up to an annual index cap. It tends to credit more interest than the other strategies in years when the market return is near or below the index cap.</p>
<p>Monthly Average Index Strategy</p> 	<p>Instead of just comparing the S&P 500® Index value on two dates, this strategy compares the index value at the beginning of the contract year to an average of 12 index values occurring each month throughout the contract year. The interest credit is the entire return by this measurement, less a predetermined annual index spread. The index spread is declared in advance, guaranteed for one year and subject to change annually.</p>	<p>This strategy has no limit on the annual interest credit. It tends to credit more interest than the other strategies in years when the S&P 500® Index posts most of its gains early in the year or in years when the S&P 500® Index drops sharply late in the year.</p>

Strategy

Monthly Cap Index Strategy



How It Works

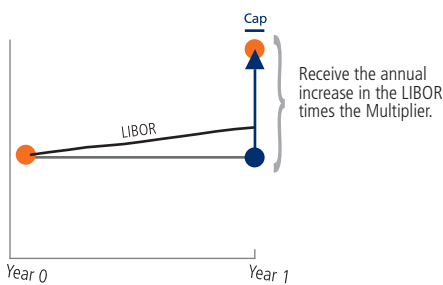
This strategy bases interest credits upon the sum of 12 monthly percentage changes in the S&P 500® Index occurring during the contract year, as measured by comparing its value at each monthly anniversary with its value at the prior monthly anniversary. The sum of the monthly index changes used to calculate your index credit may be significantly different than the annual change in the index.

A monthly index cap is applied to positive monthly changes, but a floor is not applied to negative monthly changes. As a result, negative monthly changes may cause the index credit for this strategy to be zero for the contract year even if the overall annual index change is positive. The monthly index cap rate is declared in advance, guaranteed for one year, and subject to change annually.

Advantage

This strategy provides 100% participation in monthly S&P 500® Index increases up to a monthly cap. It tends to credit more interest than the other strategies in years when the S&P 500® Index displays stable and steady growth throughout the year.

Interest Rate Benchmark Strategy



This strategy bases interest credits on the increase during the contract year in the 3-Month LIBOR multiplied by a predetermined factor (the Interest Rate Benchmark Participation Multiplier) up to a stated cap and floored at zero. The Interest Rate Benchmark Credit Cap and Interest Rate Benchmark Participation Multiplier are declared in advance, guaranteed for one year, and may change annually for each contract.

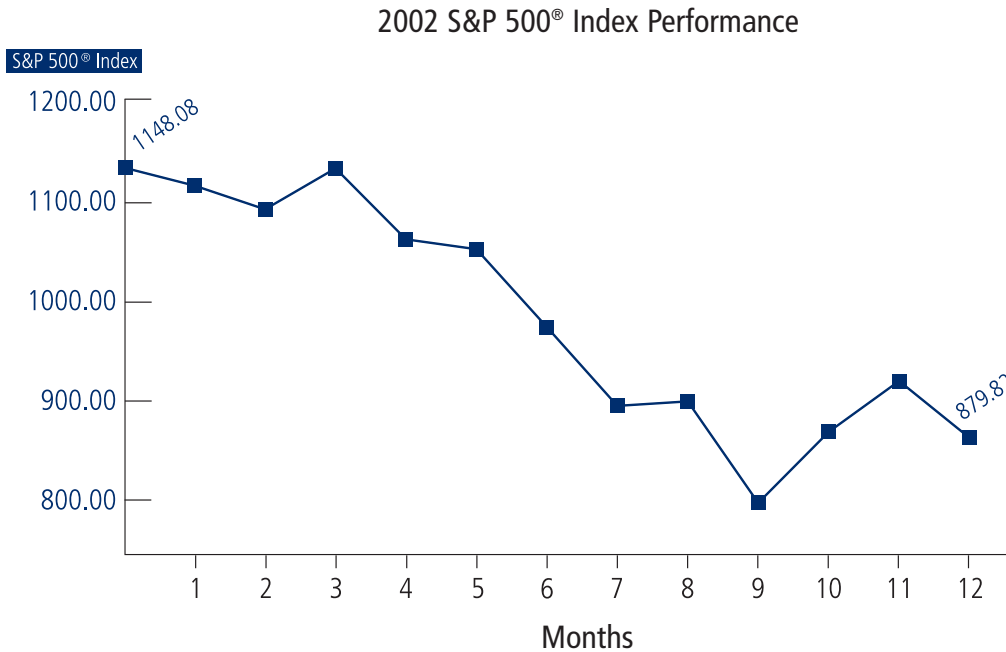
This strategy bases interest credit on the positive difference in the 3-Month LIBOR. This strategy tends to credit more interest than other strategies in an environment where interest rates are rising.

Case Studies

With the ING Secure Index Opportunities Plus Annuity, you have access to five different interest crediting strategies and a fixed rate strategy. Let's see how each of these strategies might work in different markets. The following case studies assume a Fixed Rate Strategy interest rate of 2.0%, a Participation Rate of 40%, an Index Cap of 8.00%, an Index Spread of 4.00%, a Monthly Index Cap of 2.30%, an Interest Rate Benchmark Multiplier of 4, and an Interest Rate Benchmark Credit Cap of 10.00%.

Fixed Rate Strategy

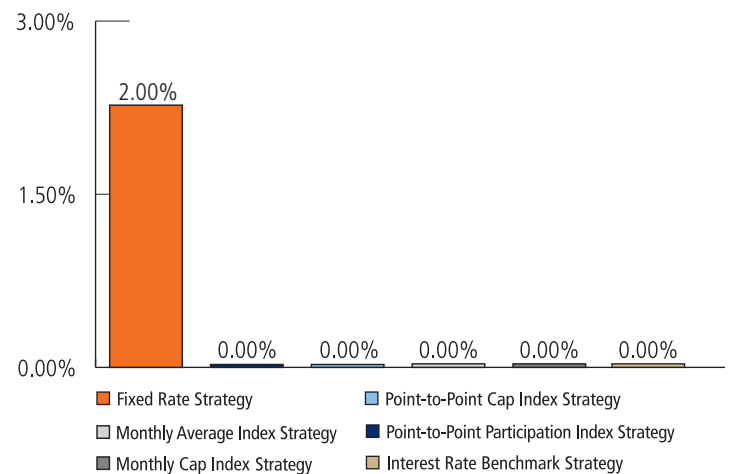
In 2002, the market ended significantly lower than at the beginning of the year. The graph below shows the annual performance of the index.



How It Works

Despite the negative performance, the assumption is that the fixed rate strategy would have received an interest credit of 2.0%. That's because the premium would have credited a rate that was declared at the beginning of the year by the company and guaranteed for 12 months. When there is a negative change in the index or benchmark, the fixed rate strategy can credit more interest than the other strategies. Due to the performance of the index in 2002, the other strategies would not have interest credit.

Interest Credit in 2002

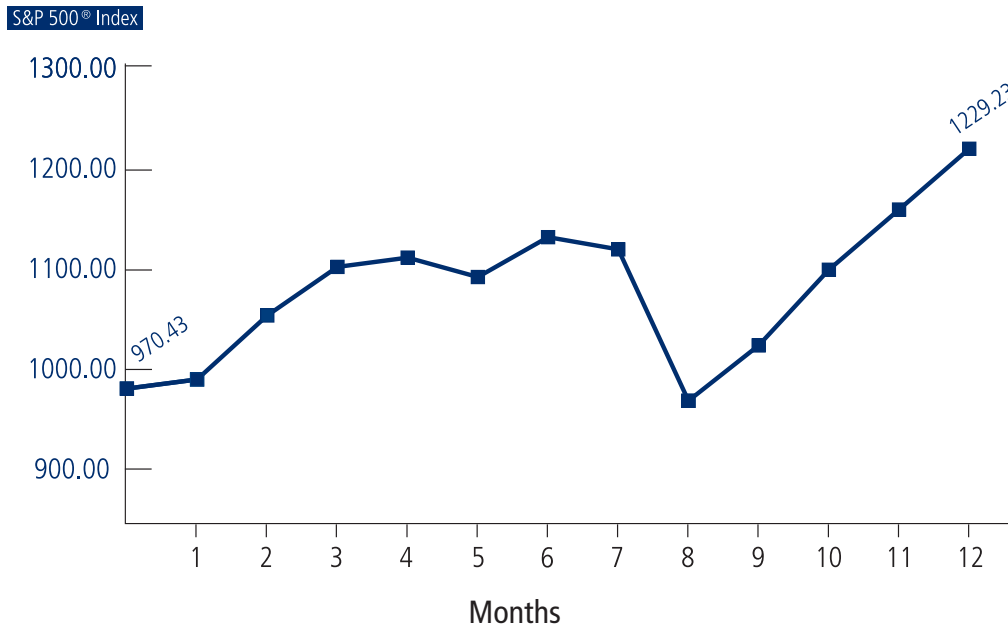


Historical performance of the S&P 500® Index should not be considered a representation of current or future performance of the Index or of your annuity. Hypothetical annual changes effective 2002. Since this product was not available in 2002, performance is based on hypothetical past performance only and is not an indication of current or future results. This example assumes no withdrawals were made and is an example only.

Point-to-Point Participation Index Strategy

This strategy bases interest credit upon the participation rate times the annual index change, if any, in the S&P 500® Index. In 1998, the S&P 500® Index ended significantly higher than at the beginning of the year. The graph below shows the annual performance of the index.

1998 S&P 500® Index Performance

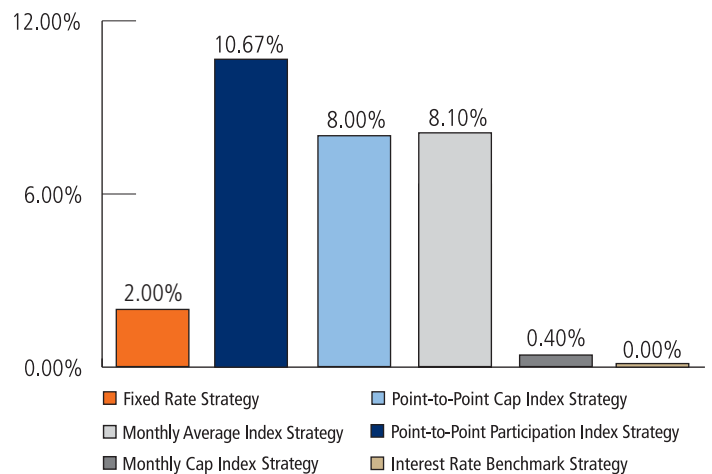


The Point-to-Point Participation Index Strategy would have credited more interest than the other strategies in 1998 based on the performance of the index.

How it Works

In 1998, the S&P 500® Index increased by 26.67%. Applying the participation rate of 40%, the interest credit under the Point-to-Point Participation Index Strategy would have been 10.67%.

Interest Credit in 1998

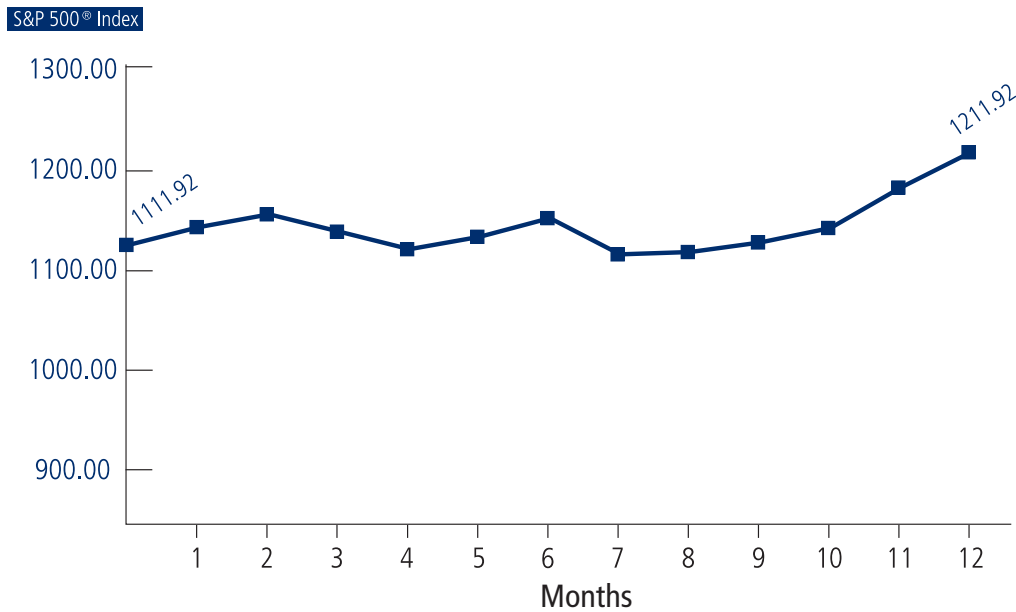


Historical performance of the S&P 500® Index should not be considered a representation of current or future performance of the Index or of your annuity. Hypothetical annual changes effective 1998. Since this product was not available in 1998, performance is based on hypothetical past performance only and is not an indication of current or future results. This example assumes no withdrawals were made and is an example only.

Point-to-Point Cap Index Strategy

This strategy bases interest credit upon the annual index change, if any, in the S&P 500® Index up to the annual index cap rate. The graph below shows the annual performance of the index.

2004 S&P 500® Index Performance

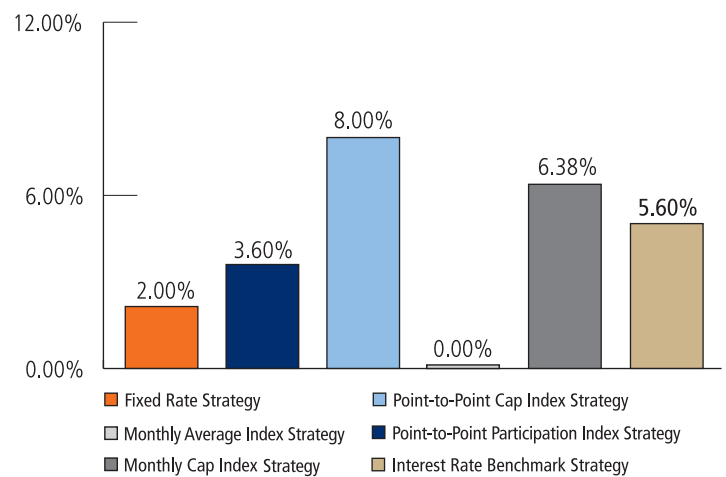


Because the performance of the S&P 500® Index was near the index cap in 2004, the Point-to-Point Cap Index Strategy would have credited more interest than the other strategies.

How it Works

In 2004, the S&P 500® Index increased by 8.99%. The interest credit with the Point-to-Point Cap Index Strategy would have been capped at 8.00%.

Interest Credit in 2004

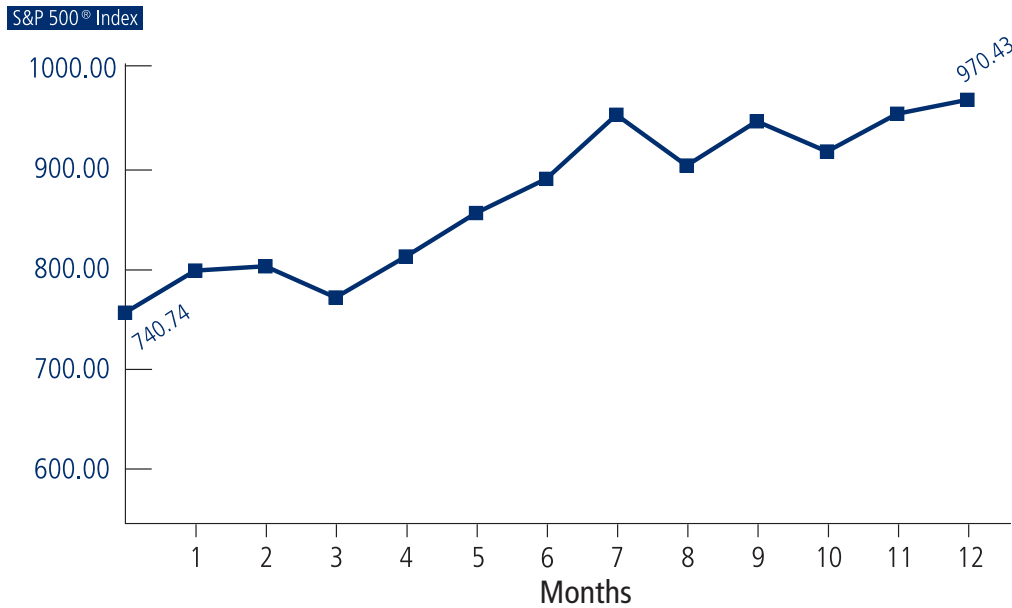


Historical performance of the S&P 500® Index should not be considered a representation of current or future performance of the Index or of your annuity. Hypothetical annual changes effective 2004. Since this product was not available in 2004, performance is based on hypothetical past performance only and is not an indication of current or future results. This example assumes no withdrawals were made and is an example only.

Monthly Average Index Strategy

This strategy bases interest credit on the comparison of the index value at the beginning of the contract year to an average of 12 monthly index values. The graph below shows the performance of the S&P 500® Index in 1997.

1997 S&P 500® Index Performance



Because the S&P 500® Index displayed stable and steady growth throughout the year, the Monthly Average Index Strategy would have credited more interest than the other strategies.

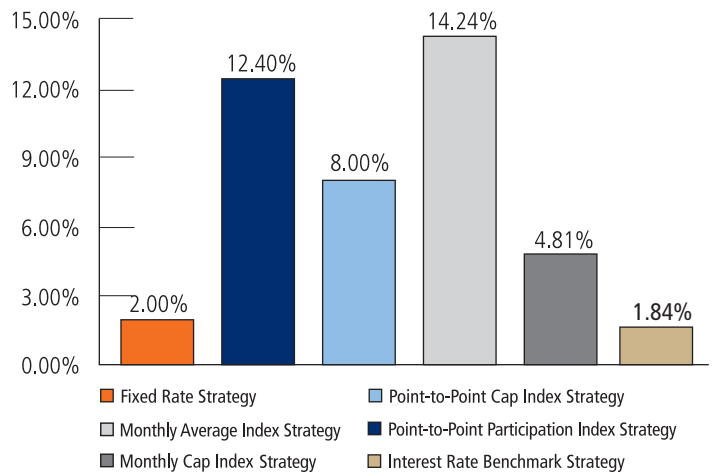
How it Works

In 1997, the monthly index values were:

January	786.16	July	954.31
February	790.82	August	899.47
March	757.12	September	947.28
April	801.34	October	914.62
May	848.28	November	955.40
June	885.14	December	970.43

The average of these twelve values is 875.86, which is 18.24% above the S&P 500® Index value at the beginning of the year. Assuming a spread of 4.00%, the interest credit would have been 14.24%.

Interest Credit in 1997

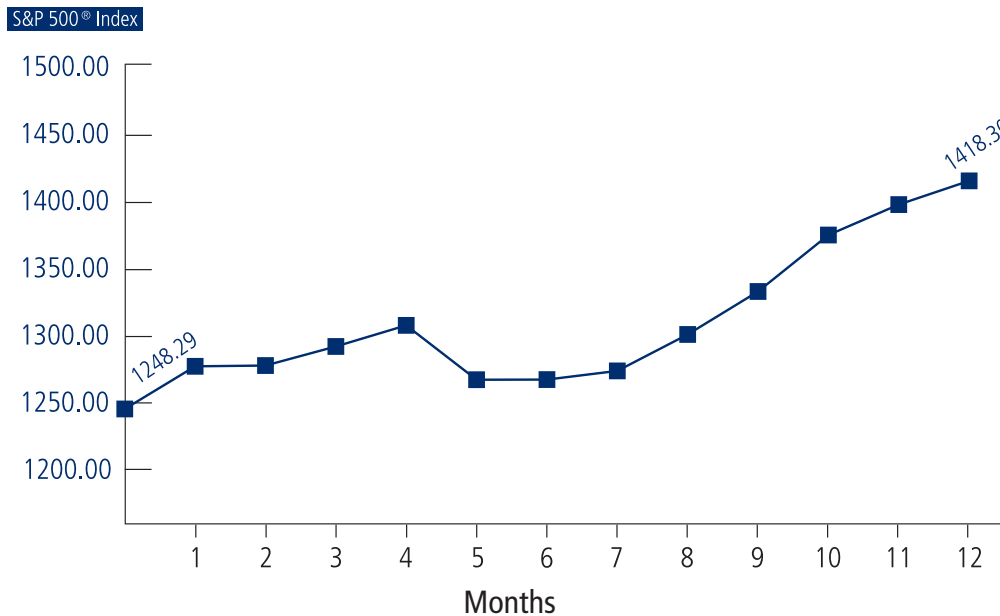


Historical performance of the S&P 500® Index should not be considered a representation of current or future performance of the Index or of your annuity. Hypothetical annual changes effective 1997. Since this product was not available in 1997, performance is based on hypothetical past performance only and is not an indication of current or future results. This example assumes no withdrawals were made and is an example only.

Monthly Cap Index Strategy

This strategy bases interest credit upon the sum of 12 monthly percentage changes in the S&P 500® Index occurring during the indexing period, as measured by comparing its value at each monthly anniversary with its value at the prior monthly anniversary. The graph below shows the performance of the S&P 500® Index in 2006.

2006 S&P 500® Index Performance



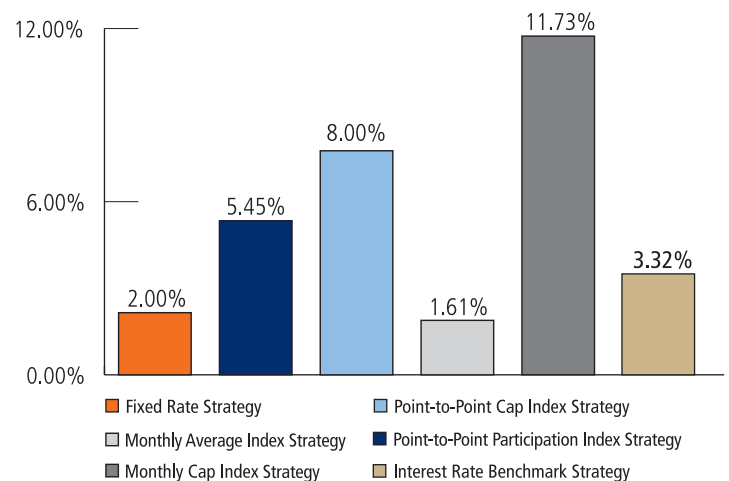
Because the S&P 500® Index displayed a significant number of positive and very few negative monthly changes in the index throughout the year, the Monthly Cap Index Strategy would have credited more interest than the other strategies.

How it Works

The following table shows the calculation of annual index credits for the Monthly Cap Index Strategy. Assume that the monthly index cap is 2.30% for the indexing period.

Month	Index Number	Index Change	Monthly Cap Index Change
1	1,280.08	2.55%	2.30%
2	1,280.66	0.05%	0.05%
3	1,294.87	1.11%	1.11%
4	1,310.61	1.22%	1.22%
5	1,270.09	-3.09%	-3.09%
6	1,270.20	0.01%	0.01%
7	1,276.66	0.51%	0.51%
8	1,303.82	2.13%	2.13%
9	1,335.85	2.46%	2.30%
10	1,377.94	3.15%	2.30%
11	1,400.63	1.65%	1.65%
12	1,418.30	1.26%	1.26%

Interest Credit in 2006



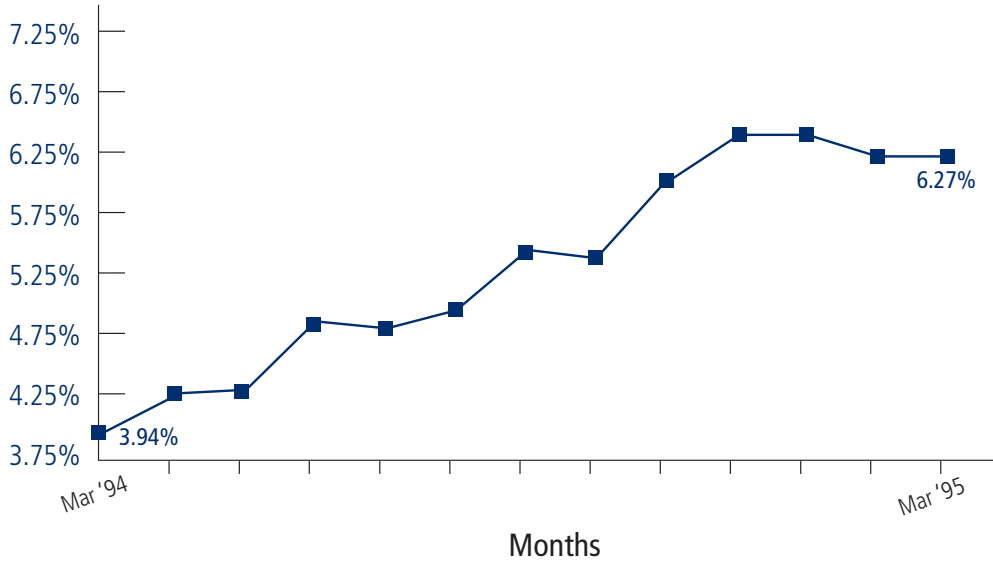
Sum of Monthly Cap Index Change = 11.73%
Annual Index Credit = 11.73%

Historical performance of the S&P 500® Index should not be considered a representation of current or future performance of the Index or of your annuity. Hypothetical annual changes effective 2006. Since this product was not available in 2006, performance is based on hypothetical past performance only and is not an indication of current or future results. This example assumes no withdrawals were made and is an example only.

Interest Rate Benchmark Strategy

This strategy bases interest credit on an increase, if any, in the 3-Month LIBOR multiplied by the Participation Multiplier. Between March 1994 and March 1995, rates for the 3-Month LIBOR rose significantly. The graph below shows the rise in interest rates for the 3-Month LIBOR.

March 1994 - March 1995 3-Month LIBOR Values



How it Works

In March 1994, the 3-Month LIBOR interest rate was 3.94%. One year later in March 1995, it was 6.27%, a positive difference in value of 2.33%. This difference is then multiplied by the Participation Multiplier of 4, to equal 9.31%. This value is compared to the Interest Rate Benchmark Credit Cap of 10% and the interest credit to the contract will be calculated using the lesser of the two.

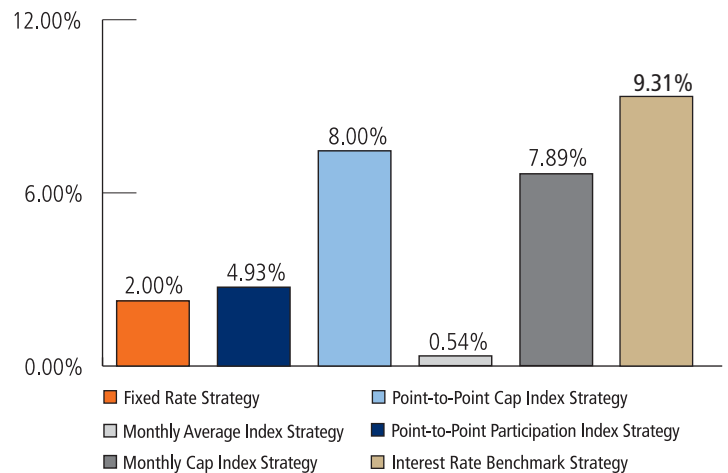
$$\left(\text{Ending LIBOR Rate} - \text{Beginning LIBOR Rate} \right) \times \text{Participation Multiplier} = \text{Credited Rate (subject to cap)}$$

$$(6.27\% - 3.94\%) \times 4 = 9.31\%$$

$$9.31\% < 10.00\%$$

In this scenario, the interest credited to the contract will be based on the Credited Rate of 9.31%.

Interest Credit in 1995



Historical interest rates for the 3-Month LIBOR should not be considered a representation of current or future interest rates or of your annuity. Hypothetical annual changes effective 1994-1995. Since this product was not available in 1994-1995, performance is based on hypothetical past performance only and is not an indication of current or future results. This example assumes no withdrawals were made and is an example only. This strategy is designed to provide a credit in the event that short term interest rates rise over the interest rate benchmark period. If short term interest rates remain level or decrease over the interest rate benchmark period, this strategy will not provide a credit. Movement of future interest rates is unknown.

Access to Your Money

Penalty-Free Withdrawals

During the first contract year, you may make withdrawals of interest that has been credited to your annuity's Fixed Rate Strategy only. After the first contract year, you may withdraw, per contract year, up to 10% of the accumulation value (including any previous withdrawals in the contract year). Any surrender charge, bonus recapture and market value adjustment would not be imposed on these withdrawals. Withdrawals may be subject to Federal/State income tax and, if taken prior to age 59 1/2, an additional 10% Federal penalty tax.

Any withdrawal in excess of these limits in any of the first 10 contract years will cause a surrender charge, bonus recapture and a market value adjustment to apply to the excess amount withdrawn during that contract year. The surrender charges will apply to the sum of all withdrawals in the year of a full surrender. The surrender charge is a percentage of the accumulation value surrendered that is associated with the premium and declines over time as follows:

Year	1	2	3	4	5	6	7	8	9	10	11+
Charge %	10%	10%	10%	10%	9%	8%	7%	6%	5%	4%	0%

The bonus recapture is a percentage of the accumulation value surrendered that is associated with the bonus and declines over time as follows:

Year	1	2	3	4	5	6	7	8	9	10	11+
Bonus Recapture %	100%	100%	80%	80%	60%	60%	40%	40%	20%	20%	0%

You may withdraw up to your entire accumulation value after the tenth contract year without any surrender charge, bonus recapture or market value adjustment.

Market Value Adjustment

A market value adjustment applies whenever there is a surrender charge. This adjustment can be negative or positive depending upon changes in interest rates since the inception of the contract.

One instance where the surrender charge is waived but a market value adjustment is applied is when the Nursing Home or Terminal Illness Waiver is enacted.

Nursing Home Waiver and Terminal Illness Waiver

The surrender charge is waived if the owner becomes hospitalized or confined to an eligible nursing home for at least 45 days during any continuous 60-day period or is diagnosed with a terminal illness (life expectancy of 12 months or less) on or after the first contract anniversary. (Not available in Massachusetts and Pennsylvania.) In both situations, a market value adjustment and bonus recapture is applied.

Points of Interest

Benefits of Tax-Deferral

Your money gets the triple benefit of tax-deferral.

- 1. You receive interest on your premium.**
- 2. You receive interest on the interest that's credited to your annuity.**
- 3. And you receive interest on your tax savings.**

Many Payment Options

Payments for life ... or for a specific time period ... is up to you.

You can convert your annuity into payments based on your needs. The conversion may be done any time after the first contract year.

Only an annuity can provide you with **guaranteed monthly payments** for the rest of your life.

Once payments begin, they are guaranteed by ING USA Annuity and Life Insurance Company. You will have access only to these values.

Death Benefit Protection

The annuity contract provides death benefit protection that pays the full accumulation value directly to the beneficiary if the owner dies.

No surrender charge, bonus recapture³ or market value adjustment applies. Plus, the cost and delay of probate may be minimized.

³ If the owner dies in the first contract year, a 100% bonus recapture will apply.

IRAs and other qualified plans already provide tax-deferral like that provided by an annuity. Additional features and benefits such as contract guarantees, death benefits and the ability to receive a lifetime income are contained within the annuity for a cost. Please be sure the features and costs of the annuity are right for you when considering the purchase of the annuity.

Features

Product Concept	Single premium deferred fixed index annuity with a premium bonus and a choice of six interest crediting strategies: Fixed Rate; Point-to-Point Participation Index; Point-to-Point Cap Index; Monthly Cap Index; Monthly Average Index; and Interest Rate Benchmark Strategy (may not be available in all states)
Issue Ages	0–80 owner and annuitant (may vary by state)
Premium	<ul style="list-style-type: none">• \$15,000 minimum single premium (subject to change without notice)• No minimum premium per strategy• \$1 million maximum premium without prior home office approval
Premium Banding	ING Secure Index Opportunities Plus Annuity is banded, which means the more premium you place in the contract, the more favorable index caps, monthly caps, index spreads and participation rates you may receive, giving you more credited interest potential. <ul style="list-style-type: none">• Low Band: \$15,000–\$74,999 (subject to minimum premium requirements)• High Band: \$75,000 plus
Premium Bonus	The premium bonus is 5% of the single premium paid. The premium bonus is credited at contract issue and applied pro rata to each strategy in the same ratio as the premium elected to each strategy. The premium bonus will earn interest credits in the same way as the premium elected to each strategy.
Market Value Adjustment (MVA)	<ul style="list-style-type: none">• Yes The MVA may increase or decrease the accumulation value of your annuity if more than the free withdrawal amount is surrendered before the end of the 10th contract year. The amount of the MVA is determined by a mathematical formula that measures changes in the interest rate environment since the contract was purchased.
Interest Rate Guarantee Period	Annual reset (all strategies)
Death Benefit	Upon death of the owner, the greater of the accumulation value or minimum guaranteed contract value is paid to the beneficiary, potentially avoiding the delay and expense of probate. If the owner dies in the first contract year, a 100% bonus recapture will apply.
Minimum Guaranteed Contract Value	The cash surrender value will not be less than 87.5% of the single premium less withdrawals and premium taxes, if applicable, accumulated at the applicable minimum guaranteed strategy value rate for the first 10 contract years. The initial minimum guaranteed strategy value rates are set at contract issue and will not change for 10 years (subject to change annually thereafter).
Fixed Rate Strategy Minimum Guaranteed Interest Rate	The Fixed Rate Strategy's minimum guaranteed interest rate is 1.0% and is not tied to the minimum guaranteed strategy value rates. The interest rate credited to the Fixed Rate Strategy will be at least equal to the minimum guaranteed interest rate.
ING IncomeProtector Withdrawal Benefit	Available for an additional annual cost calculated as a percentage of the minimum guaranteed withdrawal base to provide flexible, guaranteed income for life. Minimum issue age is 50. May not be available in all states.

Features

Free Withdrawal Provision

In the first contract year, interest only can be withdrawn from the Fixed Rate Strategy. After the first contract year, the owner can withdraw up to 10% of the accumulation value each contract year without an MVA, surrender charge and bonus recapture. If the total partial withdrawals in any contract year exceed the free amount, MVAs, surrender charge and bonus recapture will apply to the excess amount withdrawn in that contract year. The surrender charges will apply to the sum of all withdrawals in the year of a full surrender. Any withdrawal taken prior to the end of a period will not receive credit or interest for that period.

Withdrawals may be subject to Federal/State income tax and, if taken prior to age 59 1/2, an additional 10% Federal penalty tax. Federal law requires that withdrawals be taken first from interest and amounts credited. All distributions from qualified annuities may be taxable. State premium taxes may reduce the final value of the annuity.

Surrender Charge

Contract Year	1	2	3	4	5	6	7	8	9	10	11+
Percentage	10	10	10	10	9	8	7	6	5	4	0

Charges may differ for some states and for ages 56 plus. The surrender charge is a percentage of the accumulation value surrendered that is associated with the premium and declines over time.

Bonus Recapture

Contract Year	1	2	3	4	5	6	7	8	9	10	11+
Percentage	100	100	80	80	60	60	40	40	20	20	0

The bonus recapture is a percentage of the accumulation value surrendered that is associated with the bonus and declines over time.

Annuitization

Annuitization is a payout option you can choose instead of taking a lump sum payment. It may spread out your distribution over a number of years or for life, depending on the payout option you select. If you annuitize your contract, the greater of the cash surrender value or minimum guaranteed contract value will be applied to the payout option. Annuitization is available after the first contract year.

Cash Surrender Value

The cash surrender value equals the greater of the accumulation value, adjusted for any MVA, less any surrender charge and bonus recapture or the minimum guaranteed contract value.

Nursing Home Waiver Terminal Illness Waiver

These features guarantee the owner access to the accumulation value of the annuity, with no surrender charge, if the owner becomes hospitalized or confined to an eligible nursing home for at least 45 days during any continuous 60-day period or diagnosed with a terminal illness (life expectancy of 12 months or less) on or after the first contract anniversary. These features are available in all states except Massachusetts and Pennsylvania. Bonus recapture and MVA still apply.

Client Services

Our friendly Customer Service staff is ready to help you at 1-800-369-5303. You have access to 24-hour automated telephone customer service. Additionally, you will receive annual statements.

ING USA Annuity and Life Insurance Company

909 Locust Street
Des Moines, IA 50309

Annuities are issued by ING USA Annuity and Life Insurance Company, (Des Moines, IA), member of the ING family of companies.

All guarantees are based upon the financial strength and claims-paying ability of the issuing company, which is solely responsible for all obligations under its contracts.

This is a summary only. Read the contract for complete details. The product and its features may not be available in all states and are subject to change. Products offering a bonus may offer lower interest rates, participation rates, index caps, monthly caps, participation multipliers, credit caps, and/or higher index spreads than products not offering a bonus. Over time, and under certain circumstances, the amount of the bonus may be more than offset by the lower interest rates, participation rates, index caps, participation multipliers, monthly caps, and/or higher index spreads. Interest rates, participation rates, index caps, monthly caps, participation multipliers, monthly caps and index spreads are subject to change. Fixed index annuities are insurance contracts that, depending on the contract, may offer a guaranteed annual interest rate and earnings potential that is linked to participation in the increase, if any, of an index or benchmark.

Withdrawals may be subject to Federal/State income tax and, if taken prior to age 59 1/2, an additional 10% Federal penalty tax.

Withdrawals do not participate in credits of benchmark, index, or interest. Federal law requires that withdrawals be taken first from interest credited. A withdrawal includes any partial surrender. All distributions from qualified annuities may be taxable. State premium taxes may reduce the final value of your annuity.

IRAs and other qualified plans already provide tax-deferral like that provided by an annuity. Additional features and benefits such as contract guarantees, death benefits and the ability to receive a lifetime income are contained within the annuity for a cost. Please be sure the features and costs of the annuity are right for you when considering the purchase of the annuity.

Neither the company nor its agents or representatives can provide tax, legal or accounting advice. Please consult your attorney or tax advisor about your specific circumstances.

The contract does not directly participate in any stock or equity products. For premium elected to the index or benchmark strategies, no amount is credited in the current contract year if the contract is annuitized, surrendered or re-elected prior to the end of the contract year. The interest rate, index cap, monthly cap, participation rate, index spread, participation multipliers and credit caps are set at the beginning of the period, are guaranteed for the first period and may change for future periods. Annuity income is defined as a series of periodic payments, a part of which may be return of your premium or principal, which is guaranteed by the issuing insurance company for a specified period of time or for the life of the annuitant.

In consideration for BBA LIBOR Limited ("BBALL") coordinating and the BBA LIBOR Contributor Banks and Reuters (the "Suppliers") supplying the data from which BBA LIBOR is compiled, the subscriber acknowledges and agrees that, to the fullest extent permitted by law, none of BBALL or the Suppliers:-

(1) accept any responsibility or liability for the frequency of provision and accuracy of the BBA LIBOR rate or any use made of the BBA LIBOR rate by the subscriber, whether or not arising from the negligence of any of BBALL or the Suppliers; or

(2) shall be liable for any loss of business or profits nor any direct, indirect or consequential loss or damage resulting from any such irregularity, inaccuracy or use of the Information. "Standard & Poor's®", "S&P®", "S&P 500®", "Standard & Poor's 500", and "500" are trademarks of The McGraw-Hill Companies, Inc. and have been licensed for use by ING USA Annuity and Life Insurance Company. The Product is not sponsored, endorsed, sold or promoted by Standard & Poor's and Standard & Poor's makes no representation regarding the advisability of investing in the Product. The S&P 500 Index does not reflect dividends paid on the underlying stock.

Contract Form Series: IU-IA-3050 (07/11), IU-RA-3059 (08/08), IU-RA-3060 (08/08), IU-RA-3108.

© 2011 ING North America Insurance Corporation
cn67448062013

