

ING Fixed Annuities Elite Producer Deferred Compensation Plan Fact Sheet

What is the Elite Producer Plan (EPP)?

A non-qualified deferred compensation plan for ING USA producers selling fixed annuities.

Who is EPP for?

The ING USA Elite Producer Plan, a non-qualified deferred compensation plan, is exclusively for our top agents who satisfy the eligibility criteria for a plan year.

How do agents qualify?

Agents must have a minimum of \$1.5 million in ING Fixed Annuities premium for the 12 month period ending on September 30th of the prior plan year and a minimum of 5 ING Fixed Annuities cases. The agents must also have had a net annual income of at least \$200,000 for single individuals or \$300,000 joint net annual income for married persons for each of the prior two years and reasonably expect to reach the same income level in the current plan year.

What is the qualification period?

The production qualification period to determine eligibility for the 2007 plan year will be October 1, 2005 through September 30, 2006.

How much of an agent's compensation can they defer?

From 0-100% of their eligible earnings.

What is ING USA's contribution?

An amount equal to 3% of the participant's prior year's compensation, based on the GA (street level) compensation schedule, for each year that the agent meets the eligibility requirements and enrolls in the Plan. There is no requirement that an agent defer any of his/her eligible earnings to receive the 3% company contribution, although the agent must enroll for a plan year to receive it. Company contributions are subject to a vesting schedule.

Is there a deadline to enroll?

Elections to defer must be made no later than the date established by the Company. The deadline for enrolling in the 2007 plan year is December 15, 2006. If not enrolled by that date, an agent will not be allowed to participate in EPP for the 2007 Plan year. Failing to enroll means that an eligible agent will not receive the Company's 3% contribution.

What is the vesting schedule? How long does it take to become 100% vested in the Company's contribution?

An agent is always 100% vested in amounts deferred into the EPP. There is no limitation on the number of years it takes for agents to become 100% vested in Company contributions allocated to their Plan account. You will receive no vesting on the Company's contribution for the first year in which you enroll and a Company contribution is made on your behalf. Beginning with the second year of enrollment, for each year that you meet the eligibility requirements (as in effect from time to time) and you are enrolled in the Plan, you will be vested at the rate of 20% per year.

What happens to the agents deferred portion and ING USA's contribution amount should an agent fail to meet the requirements every year?

Eligible agents are permitted one year during which they fail to meet the Plan eligibility requirements. For this year, the Company will allow the agent to maintain their status on the vesting schedule. Failure to meet the eligibility requirements for the second year, or choosing not to enroll for two consecutive years, the agent's vesting percentage will be frozen. After the agent once again meets the eligibility requirements and enrolls for two additional consecutive years, their vesting will continue from the point when it was frozen and they will be credited with 20% vesting for the second year of re-qualification and enrollment, and for each subsequent year the requirements are met and they are enrolled.

If an agent no longer holds an active ING USA contract, what happens to the contributions and the vesting?

Agents are always 100% vested in amounts they defer to the Plan. A participant forfeits any of the Company's unvested contribution amounts at the time a Separation from Service occurs. A Separation of Service occurs when an agent no longer holds an active ING USA contract.

How are EPP accounts invested?

ING USA contributions allocated to an agent's account are invested in the Fixed Income investment option only. An agent directs how amounts he/she defers to the EPP are invested. The EPP currently offers seven different mutual fund options as well as a fixed income option from which to choose, as listed below. You can find more information on these funds at www.ingfunds.com.

Fund Name	Fund Number	Ticker
ING Aeltus Money Market	N/A	AEMXX
ING High Yield Bond	1104	IHYAX
ING Strategic Allocation Growth Fund	1379	ATAAX
ING Index Plus Large Cap	1367	AELAX
ING Intermediate Bond Fund	1100	IIBAX
ING MidCap Opportunities Fund	1844	NMCAX
ING Balanced Fund	1570	AETAX
ING International Small Cap Growth Fund	1643	NTKLX

You may change how your EPP account is invested at any time, subject to any holding and trading authorization requirements imposed by the Company or the fund. Elections must be in whole percentages in multiples of five (5). The Company can change the investment options at any time.

Is there any way I can increase ING USA's 3% contribution?

The Company will make additional contributions on your behalf if you continually meet the eligibility requirements and enroll in the Plan for a specified period of years. If you qualify and enroll in the Plan for six consecutive years, in year 7, the Company will make an additional contribution on your behalf. The amount that will be contributed is 1% of your eligible earnings for the first six years of Plan participation. Additionally, for future years, you will receive a Company contribution in the amount of 4% of your eligible earnings. If you qualify and enroll for ten years in a row, the Company will make an additional contribution in year 11 equal to 1% of your eligible earnings for the first ten years of Plan participation. In future years, the Company contribution will be at the rate of 5% of your eligible earnings. This means that if you participate for six continuous years, you will receive a Company contribution equal to 4% of your eligible earnings for those years and in years 7 through 10. If you participate for 10 years in a row, you will receive a Company contribution equal to 5% of your eligible earnings for those years and in future years.



Can I borrow against my account?

No. You cannot borrow against your account balance.

Are EPP distributions subject to income tax?

Yes. All distributions from the EPP are considered ordinary income and are subject to income taxes in the year of distribution.

What are the payment options for EPP accounts?

Benefits are distributable in a single, lump sum cash payment.

Are account balances in the EPP protected?

Benefits under the EPP represent an unsecured and unfunded promise by ING USA Annuity and Life Insurance Company (the "Company") to pay to a participant (or his/her beneficiary) the account balance when payment is required to be made. The payment of that balance is subject to the risk of insolvency or bankruptcy of the Company. Benefits payable by the EPP are not guaranteed by any ING entity. Accounts are also subject to investment gains or losses in the event notional investment options include non-fixed income instruments.

Who owns the assets that are invested in the EPP?

There is no trust established in connection with the EPP nor is there any requirement that any funds be set aside to meet benefit payment obligations. All participants are general, unsecured creditors of the Company.

How are distributions taxed in the event of my death?

Death benefits from the Plan are considered Income in Respect of a Decedent and are taxable as ordinary income to the beneficiary. The beneficiary is entitled to a miscellaneous itemized deduction equal to the estate tax attributable to the income in respect of a decedent.

Can I rollover the amount paid to me from the Plan into another tax-qualified or non-qualified plan?

No. The distribution you receive from the Plan will be paid to you as ordinary income and will be taxable to you at that time. There is no ability to rollover the payment to another tax-qualified or non-qualified plan.

Where can I get more information about the EPP?

You can get additional details about the EPP by contacting the ING Fixed Annuities Sales Desk 800-369-5301.

Is there anything else I should know about the Elite Producer Plan?

The foregoing is a very brief summary of some of the more important provisions of the EPP. The EPP is governed by legal documents and if there is any discrepancy between this document and the official EPP documents, the official EPP documents and contracts will control. The Company has the sole discretion to make all decisions related to the EPP. The Company reserves the right to modify, change or terminate the EPP at any time.

ING Fixed Annuities Sales Desk 800-369-5301

Agent Use Only. Contracts issued by ING USA Annuity and Life Insurance Company, 909 Locust Street, Des Moines, IA 50309. Neither the company nor its agents and representatives can provide tax, legal or accounting advice. Clients should consult their own attorney or tax advisor about their specific circumstances. Guarantees based on claims paying ability of the insurer.