
An Annuity Illustration using

ING SECURE INDEX OPPORTUNITIES PLUS ANNUITY

A Fixed Index Single Premium Deferred Annuity

(Standard Form #IU-IA-3050 Nonqualified; may vary by state and not available in all states.)

ING USA Annuity and Life Insurance Company

Designed for:

Sample Member

Presented by:

Affronti Member Annuity Program

5530 Corbin Ave

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Tarzana, CA 91356

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HYPOTHETICAL ILLUSTRATION
 Nonqualified Annuity

Prepared for:

Sample Member, Owner
 Male, 55
 State of Issue: California
 Single Premium: \$100,000.00
 Bonus: 5.00%

STRATEGY OPTIONS

<u>Strategy</u>	<u>Percentage</u>	<u>Illustrated Rate</u>	<u>Index Cap</u>
S&P 500® Point-to-Point Cap Index Strategy	100.00%	N/A	5.25%

The following hypothetical illustration is based on the actual historical experience of the S&P 500® Index . Your actual contract values may be greater than the guaranteed value, depending on the performance of the S&P 500® Index. A favorable and unfavorable S&P 500® Index time period are illustrated as well as the time period you selected. After the initial term, the interest rate, index cap, participation rate, and index spread if applicable are subject to change. Past performance is no guarantee of future results.

This illustration assumes the accumulation and cash surrender values are shown as of the end of each contract year and the premium is shown at the beginning of the modal period. There is no participation in current indexing period equity gains if the contract is annuitized or surrendered, or withdrawals are made prior to the end of the indexing period.

Specified Period - S&P 500® from 01/31/2001 to 01/31/2011

<u>Year Ending</u>	<u>Yr</u>	<u>Premiums</u>	<u>Minimum Guaranteed Contract Value</u>	<u>Accum Value</u>	<u>Cash Surrender Value</u>	<u>Election Interest Credited</u>	<u>S&P 500® Index Performance Annual</u>
01/31/2002	1	100,000	89,250	105,000	90,000	0.00%	-17.26%
01/31/2003	2	0	91,035	105,000	91,035	0.00%	-24.28%
01/31/2004	3	0	92,856	110,513	95,778	5.25%	32.18%
01/31/2005	4	0	94,713	115,408	100,020	4.43%	4.43%
01/31/2006	5	0	96,607	121,467	107,585	5.25%	8.36%
01/31/2007	6	0	98,539	127,844	114,451	5.25%	12.35%
01/31/2008	7	0	100,510	127,844	116,886	0.00%	-4.15%
01/31/2009	8	0	102,520	127,844	118,104	0.00%	-40.09%
01/31/2010	9	0	104,571	134,556	126,867	5.25%	30.02%
01/31/2011	10	0	106,662	141,620	134,876	5.25%	19.76%

After the 10th contract anniversary the surrender charge period has ended.

Total 100,000

AVERAGE COMPOUND RATE. The average compound rate for the period illustrated: 3.04% based upon the rates displayed in the election interest credited column. The impacts of additional premiums or withdrawals are not factored into the calculation. This rate is not intended to represent the level annual investment rate necessary to produce the final accumulation value illustrated above.

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Favorable Period - S&P 500® from 01/31/1989 to 01/31/1999

Year Ending	Yr	Premiums	Minimum Guaranteed Contract Value	Accum Value	Cash Surrender Value	Election Interest Credited	S&P 500® Index Performance Annual
01/31/1990	1	100,000	89,250	110,513	94,725	5.25%	10.62%
01/31/1991	2	0	91,035	115,497	98,997	4.51%	4.51%
01/31/1992	3	0	92,856	121,560	105,352	5.25%	18.85%
01/31/1993	4	0	94,713	127,942	110,883	5.25%	7.33%
01/31/1994	5	0	96,607	134,659	119,269	5.25%	9.76%
01/31/1995	6	0	98,539	134,659	120,552	0.00%	-2.32%
01/31/1996	7	0	100,510	141,729	129,580	5.25%	35.20%
01/31/1997	8	0	102,520	149,169	137,804	5.25%	23.60%
01/31/1998	9	0	104,571	157,001	148,029	5.25%	24.69%
01/31/1999	10	0	106,662	165,243	157,375	5.25%	30.53%

After the 10th contract anniversary the surrender charge period has ended.

Total 100,000

AVERAGE COMPOUND RATE. The average compound rate for the period illustrated: 4.64% based upon the rates displayed in the election interest credited column. The impacts of additional premiums or withdrawals are not factored into the calculation. This rate is not intended to represent the level annual investment rate necessary to produce the final accumulation value illustrated above.

Unfavorable Period - S&P 500® from 01/31/1966 to 01/31/1976

Year Ending	Yr	Premiums	Minimum Guaranteed Contract Value	Accum Value	Cash Surrender Value	Election Interest Credited	S&P 500® Index Performance Annual
01/31/1967	1	100,000	89,250	105,000	90,000	0.00%	-6.75%
01/31/1968	2	0	91,035	110,513	94,725	5.25%	6.50%
01/31/1969	3	0	92,856	116,314	100,806	5.25%	11.67%
01/31/1970	4	0	94,713	116,314	100,806	0.00%	-17.46%
01/31/1971	5	0	96,607	122,421	108,430	5.25%	12.77%
01/31/1972	6	0	98,539	128,848	115,350	5.25%	8.40%
01/31/1973	7	0	100,510	135,613	123,989	5.25%	11.63%
01/31/1974	8	0	102,520	135,613	125,280	0.00%	-16.77%
01/31/1975	9	0	104,571	135,613	127,863	0.00%	-20.28%
01/31/1976	10	0	106,662	142,732	135,935	5.25%	31.02%

After the 10th contract anniversary the surrender charge period has ended.

Total 100,000

AVERAGE COMPOUND RATE. The average compound rate for the period illustrated: 3.12% based upon the rates displayed in the election interest credited column. The impacts of additional premiums or withdrawals are not factored into the calculation. This rate is not intended to represent the level annual investment rate necessary to produce the final accumulation value illustrated above.

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The cash surrender values do not reflect any applicable market value adjustment. Upon surrender or withdrawal, a market value adjustment is applied, which may increase or decrease your contract's cash surrender value. Some contracts may have a limit on the amount of the increase or decrease caused by application of the market value adjustment. Refer to the Valuable Information page for detailed information regarding the market value adjustment.

S&P 500® INDEX. "Standard & Poor's®", "S&P®", "S&P 500®", and "Standard & Poor's 500" are trademarks of Standard & Poor's Financial Services LLC ("S&P") and have been licensed for use by ING USA Annuity and Life Insurance Company. The Contracts are not sponsored, endorsed, sold or promoted by S&P, and S&P makes no representation regarding the advisability of investing in the Contracts.

INDEX STRATEGY. A strategy with an interest rate based on the movement of the S&P 500® Index. The actual interest rate received is determined according to the indexing method of the particular strategy.

INDEX CAP. The cap places a limit on the maximum interest rate that can be credited to your contract. It is declared by the company in advance, is guaranteed for one year and may change annually.

SPECIFIED PERIOD. The minimum of a 10 year period ending on the date of the most recent S&P 500® Index values.

FAVORABLE PERIOD. The 10 year period beginning 01/31/1989 where the index experienced an overall increase in value.

UNFAVORABLE PERIOD. The 10 year period beginning 01/31/1966 where the index experienced an overall decrease in value.

ELECTION INTEREST CREDITED. For illustration purposes the election interest credited is calculated using the assumed strategy election. The election interest credited is not adjusted for modal withdrawals or premiums made during the year illustrated.

S&P 500® INDEX PERFORMANCE ANNUAL RATE. This value can be either positive or negative. This value is based on the performance of the S&P 500® Index. The annual index rate is calculated by taking the value of the S&P 500® Index at the end of the period less the value at the beginning of the period divided by the value at the beginning of the period. This rate is independent of the contract's performance.

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VALUABLE INFORMATION ABOUT YOUR ILLUSTRATION

THIS IS AN ILLUSTRATION ONLY. AN ILLUSTRATION IS NOT INTENDED TO PREDICT ACTUAL PERFORMANCE. INTEREST RATES OR VALUES SET FORTH IN THE ILLUSTRATION ARE NOT GUARANTEED, EXCEPT FOR THOSE ITEMS CLEARLY LABELED AS GUARANTEED.

This illustration does not recognize the effect of inflation. As a result of inflation, the illustrated values have more purchasing power today than in the future.

This is for illustrative purposes only and is not a representation of future results. The performance data quoted represents past performance, and the contract rate and principal value will fluctuate so that an insurance product, when redeemed, may be worth more or less than its original cost, but will always be at least the value mandated by your state's standard nonforfeiture law requirements. The rates of return are based on hypothetical past performance only, and are not an indication of current or future results. The examples assume that the product had been available and had been purchased on the dates indicated.

Products offering a bonus may offer lower credited interest rates, participation rates, index 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 credited interest rates, participation rates, index caps, and/or higher index spreads.

ILLUSTRATIONS. This illustration is not the actual annuity contract you will receive, nor is it part of the contract. The illustration is intended only to show you how the annuity might function based on the interest, tax rate, and premium payment assumptions contained in the illustration. Due to your individual circumstances, your contract, upon issue, may differ from what is illustrated. In that event, the terms of your contract control.

S&P 500® POINT-TO-POINT CAP INDEX STRATEGY. Interest credited based on an annual reset index strategy based on changes in the S&P 500® Index. The annual index rate credited is based on any positive index change during the contract year up to the stated index cap and floored at zero. The cap is declared in advance, is guaranteed for one year, and may change annually.

MINIMUM GUARANTEED CONTRACT VALUE. The surrender value will not be less than the minimum guaranteed contract value. The minimum guaranteed contract value equals the sum of the minimum guaranteed strategy value of each strategy. The minimum guaranteed strategy value of each strategy equals 87.50% of the premium elected to each strategy, less premium taxes, adjusted for any re-elections and surrenders from the accumulation value in the strategy, accumulated at the minimum guaranteed strategy value rate of 2.00% for index strategies and Fixed Rate Strategy. The initial minimum guaranteed strategy value rates will not change for the first 10 years. After the 10th contract anniversary, new rates will be declared within a range of 1-3% at each subsequent contract anniversary.

PREMIUM BONUS. The bonus is a percentage of the single premium paid which is credited at issue and applied pro-rata to each elected strategy in the same ratio as the premium elected to the strategy. A bonus recapture will be applied to the bonus and associated index credits for surrenders and partial withdrawals in excess of the free amount during the surrender charge period. Products offering a bonus may offer lower credited interest rates, lower caps, lower participation rates, 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 crediting rate.

HYPOTHETICAL ACCUMULATION VALUES. Strategy accumulation value is based on premiums paid plus any bonus available, elections to the strategies plus any interest credited on fixed rate strategies and index credits on index strategies, less any withdrawals and elections from the strategies. The accumulation value tracks separately for each strategy. Index credits are credited to the strategy on the contract anniversary only. For index strategies during a contract year, the accumulation value associated with a given premium payment is equal to the accumulation value on the previous anniversary, less any withdrawals.

HYPOTHETICAL SURRENDER VALUES. The surrender value equals the hypothetical accumulation value adjusted by any market value adjustments less any surrender charge and bonus recapture.

MARKET VALUE ADJUSTMENT. A MARKET VALUE ADJUSTMENT ("MVA"), WHICH CAN BE POSITIVE OR NEGATIVE, MAY BE APPLIED WHEN A WITHDRAWAL IS MADE OR A CONTRACT IS SURRENDERED PRIOR TO THE END OF THE SURRENDER CHARGE PERIOD. The amount of the MVA applied (positive or negative) is dependent on whether the interest rates in the market at the time of the surrender or withdrawal are higher or lower than when the applicable purchase payment was applied to your annuity contract. The MVA may change as often as daily. For all strategies, a 10-Yr MVA is applied upon withdrawal or surrender in the first 10 years. For purposes of determining the applicable interest rates, the MVA is based on the 10-year constant maturity Treasury series. Subject to state approval.

PREMIUM TAXES. We may charge for state and local premium taxes depending on your state of residence. These taxes can range from 0% to 4% of the premium payment. We have the right to change this amount to conform with changes in the law or if you change your state of residence.

We may deduct the premium tax on the annuity start date. However, some jurisdictions impose a premium tax at the time initial and additional premiums are paid, regardless of when the annuity payments begin. In those states we may defer collection of the premium taxes from your accumulation value and deduct it when you surrender the contract or on the income phase start date.

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SURRENDER CHARGES. If a partial withdrawal is taken in excess of the free withdrawal amount within 10 years of its issue date, the excess amount surrendered is subject to a surrender charge based on the following surrender charge schedule. The surrender charge is a percentage of the excess amount surrendered associated with the premium after the application of any market value adjustment.

<u>Contract Year</u>	<u>Surrender Charge (%)</u>
1	10%
2	10%
3	10%
4	10%
5	9%
6	8%
7	7%
8	6%
9	5%
10	4%
11 and later	0%

The surrender charge, market value adjustment and bonus recapture will be applied to the total amount surrendered during the contract year of a full surrender, including any prior partial withdrawals. The market value adjustment and bonus recapture apply to the first 10 contract years only and will not renew. Any withdrawal charges imposed in this illustration are reflected in the contract values.

BONUS RECAPTURE. If the contract is surrendered or a partial withdrawal is taken in excess of the free withdrawal amount within 10 years of its issue date, the amount surrendered is subject to a bonus recapture based on the following bonus recapture schedule. The bonus recapture is the percentage of the amount surrendered associate with the premium bonus after the application of any market value adjustment.

<u>Contract Year</u>	<u>Bonus Recapture (%)</u>
1	100%
2	100%
3	80%
4	80%
5	60%
6	60%
7	40%
8	40%
9	20%
10	20%
11 and later	0%

DEATH BENEFIT. The contract death benefit equals the greater of the accumulation value or the minimum guaranteed contract value. The surrender charge and market value adjustment are waived upon death of the owner.

TAX TREATMENT. When you make withdrawals from a non-qualified annuity, you will be subject to federal income tax on the amount withdrawn that represents interest credited. Federal law requires that withdrawals be taken first from interest credited. Withdrawals may be subject to Federal / State income tax and, if taken prior to age 59 1/2, an additional 10% Federal penalty tax. Individual Retirement Accounts (IRA's) and/or other qualified plans already receive tax-deferred treatment. The tax-deferred feature of an annuity should not be a factor in purchasing an annuity in a tax qualified plan. Tax deferral is provided by the plan and the tax-deferral of the annuity does not provide any additional benefit. Individuals should only purchase an annuity in a qualified plan when its other benefits, such as lifetime income payments, family protection through death benefits, and/or guaranteed fees meet their current needs. Other features of an annuity besides tax deferral should be considered. The tax treatment of annuity distributions may differ substantially from distributions from other investments. State premium taxes may reduce the value of your annuity. Tax laws change frequently. 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 your specific circumstances.

FREE LOOK. The annuity contract contains a free-look period allowing you to review all of its provisions. The number of days in the free-look period is shown on the first page of your contract. If, within that free-look period, you do not wish to keep the contract, you may return it to the Company to receive a full refund of any premium paid.

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NURSING HOME WAIVER. If, after the first contract anniversary, the owner is hospitalized and/or confined to an eligible nursing home for 45 days during any continuous 60 day period then any portion of the accumulation value may be surrendered without incurring surrender charges. Such surrender must be made within 90 days of the last day of the qualifying period of confinement. Market value adjustments and bonus recapture are not waived in these circumstances. Other restrictions apply; refer to your contract for more information. Not available in all states.

ISSUER. ING Secure Index Opportunities Plus Annuity is a fixed index single premium deferred annuity available in most states. In those states where it is available, certain provisions may vary or may not be available. ING Secure Index Opportunities Plus Annuity is issued by ING USA Annuity and Life Insurance Company (the Company), a member of the ING family of companies, located at 909 Locust St., Des Moines, IA 50309. Form #IU-IA-3050 (may vary by state).

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.

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. Since this product may not have been available during the Specified Period illustrated the annual effective performance rate is based on hypothetical past performance only and is not an indication of current or future results. This is an example only.

The annuity is not a deposit or other obligation of, or guaranteed by any bank or any affiliate of any bank. Annuities are not insured by the FDIC, national credit union administration, or any other agency of the United States, any financial institution or its affiliates. Annuities involve risk, including the possible loss of value.

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