Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
RALEIGH ENTERPRISES RETIREMENT SAVINGS PROGRAM

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1988

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
RP HOLDINGS INC

100 WILSHIRE BLVD, 8TH FLOOR
SANTA MONICA, CA 90401-1110

2b Employer Identification Number (EIN)
95-1911073

2c Sponsor's telephone number
310-899-8900

2d Business code (see instructions)
531390

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2011	TIMOTHY HILL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

RP HOLDINGS INC

100 WILSHIRE BLVD
SANTA MONCIA, CA 90401-1110

3b Administrator's EIN
95-1911073

3c Administrator's telephone number
310-899-8900

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	596
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	499
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	111
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	610
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	610
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	338
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	9
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2K 2J 3D 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[X]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[X]	1	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[X]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
RALEIGH ENTERPRISES RETIREMENT SAVINGS PROGRAM

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
RP HOLDINGS INC

D Employer Identification Number (EIN)
95-1911073

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
ING LIFE INSURANCE AND ANNUITY CO.

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	878890	338	01/01/2010	12/31/2010

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
19091	22630

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
DAVID C. RYDING
2659 TOWNSGATE ROAD, SUITE 101
WESTLAKE VILLAGE, CA 91361

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
19091	0	TPA COMPENSATION	5

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
FINANCIAL NETWORK INVESTMENT CORP.
200 N SEPULVEDA BLVD, STE 1200
EL SEGUNDO, CA 90245

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
0	22630	BROKER COMPENSATION	3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	1611534
5	Current value of plan's interest under this contract in separate accounts at year end	5	6698658

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITIES

b	Balance at the end of the previous year			7b	1307021
c	Additions: (1) Contributions deposited during the year	7c(1)	263591		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	34246		
	(4) Transferred from separate account	7c(4)	63126		
	(5) Other (specify below)	7c(5)	44246		
	▶ LOAN REPAYMENTS				
	(6) Total additions			7c(6)	405209
d	Total of balance and additions (add **b** and **c(6)**)			7d	1712230
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	13333		
	(2) Administration charge made by carrier	7e(2)	1242		
	(3) Transferred to separate account	7e(3)	0		
	(4) Other (specify below)	7e(4)	86121		
	▶ LAON DISBURSEMENTS, FEES				
	(5) Total deductions			7e(5)	100696
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	1611534

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan	**B** Three-digit plan number (PN) ▶	
RALEIGH ENTERPRISES RETIREMENT SAVINGS PROGRAM		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
RP HOLDINGS INC	95-1911073	

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

ING MUTUAL FUNDS

95-4516049

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52 63	INVESTMENT PRODUCT PROVID	0	Yes [X] No [ ]	Yes [ ] No [X]	37571	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

ING LIFE INSURANCE AND ANNUITY CO.

71-0294708

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 60 64 65 66	SERVICE PROVIDER	0	Yes [X] No [ ]	Yes [X] No [ ]	28487	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

ING FINANCIAL ADVISORS

06-1375177

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
63	BROKER/DEALER	0	Yes [X] No [ ]	Yes [ ] No [X]	6676	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

AMERICAN FUNDS

95-1411037

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52 63	INVESTMENT PRODUCT PROVID	0	Yes [X] No [ ]	Yes [ ] No [X]	6566	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

TRUOG-RYDING COMPANY, INC.

95-3497679

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49 99	SERVICE PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	5250	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

OPPENHEIMER FUNDS

13-2527171

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52 63	INVESTMENT PRODUCT PROVID	0	Yes [X] No [ ]	Yes [ ] No [X]	5243	Yes [ ] No [X]

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
AMERICAN FUNDS	28 52 63	2484

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS NEW PERSPECTIVE FUND 95-2817150	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
AMERICAN FUNDS	28 52 63	2918

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS THE GROWTH FUND OF A 52-0792143	INVESTMENT MANANGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
AMERICAN FUNDS	28 52 63	1164

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS WASHINGTON MUTUAL IN 66-0793788	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING FINANCIAL ADVISERS	63	1084

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS NEW PERSPECTIVE FUND 95-2817150	12B-1 DESTRIBUTON FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING FINANCIAL ADVISERS	63	1480

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS THE GROWTH FUND OF A 52-0792143	12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING FINANCIAL ADVISORS	63	1634

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER GOLD & SPECIAL MINERALS 13-3155639	12B-1 DISTRIBUTION FEES

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE3 AND ANNUITY CO.	64	8130

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ING FIXED ACCOUNT 71-0294708	RECORD-KEEPING FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60 65 66	2048

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ING INDEX SOLUTION 2015 PORTFOLIO 26-1752056	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES INSURANCE MORTALITY AND EXPENSE CHARGE

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60 65 66	6516

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ING INDEX SOLUTION 2025 PORTFOLIO 26-1752116	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES INSURANCE MORTALITY AND EXPENSE CHARGE

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60 65 66	2553

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ING INDEX SOLUTION 2035 PORTFOLIO 26-1752193	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES INSURANCE MORTALITY AND EXPENSE CHARGE

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	65 66 60	1857

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ING PIMCO TOTAL RETURN PORTFOLIO 75-3023517	ACCOUNT MAINTENANCE FEES INSURANCE MORTALITY AND EXPENSE CHARGE SUB-TRANSFER/REIMBURSEMENT FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	65 66 60	1528

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ING T ROW PRICE CAPITAL APPRECIATIO 95-6895626	ACCOUNT MAINTENANCE FEES INSURANCE MORTALITY AND EXPENSE CHARGE SUB-TRANSFER/REIMBURSEMENT FEES

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	65 66	1457

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ING US STOCK INDEX PORTFOLIO 55-0839540	INSURANCE MORTALITY AND EXPENSE CHARGE SUB-TRANSFER/REIMBURSEMENT FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	4306

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ING INDEX SOLUTION 2015 PORTFOLIO 26-1752056	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	13340

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ING INDEX SOLUTION 2025 PORTFOLIO 26-1752116	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	5237

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ING INDEX SOLUTION 2035 PORTFOLIO 26-1752193	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	1695

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ING INDEX SOLUTION 2045 PORTFOLIO 26-1752971	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	1370

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ING INDEX SOLUTION INCOME PORTFOLIO 26-1753031	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	1509

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ING INTERNATIONAL INDEX PORTFOLIO 26-1751965	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	3163

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ING PIMCO TOTAL RETURN PORTFOLIO 75-3023517	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	2653

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ING T ROWE PRICE CAPITAL APPRECIATI 95-6895626	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	2208

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ING US STOCK INDEX PORTFOLIO 55-0839540	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
OPPENHEIMER FUNDS	28 52 63	5243

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPENHEIMER GOLD & SPECIAL MINERALS 13-3155639	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
TRUOG-RYDING COMPANY, INC.	99	3500

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ING LIFE INSURANCE AND ANNUITY CO. 71-0294708	OTHER FEES

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
TRUOG-RYDING COMPANY, INC.	49	1750
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ING LIFE INSURANCE AND ANNUITY CO. 71-0294708	OTHER SERVICES	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
RALEIGH ENTERPRISES RETIREMENT SAVINGS PROGRAM

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
RP HOLDINGS INC

D Employer Identification Number (EIN)
95-1911073

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: CONTRACT SEPARATE ACCOUNT D

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE AND ANNUITY CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
71-0294708-001	P	6698658

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
RALEIGH ENTERPRISES RETIREMENT SAVINGS PROGRAM

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
RP HOLDINGS INC

D Employer Identification Number (EIN)
95-1911073

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	461507	507528
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	5840808	6698658
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1307021	1611534
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	7609336	8817720
Liabilities			
g Benefit claims payable	1g	33615	1809
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	33615	1809
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	7575721	8815911

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	193634	
(B) Participants	2a(1)(B)	557799	
(C) Others (including rollovers)	2a(1)(C)	135153	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		886586
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	19307	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		19307
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		873428
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1779321
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	444789	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		444789
f Corrective distributions (see instructions)	2f		1809
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	2575	
(3) Investment advisory and management fees	2i(3)	5433	
(4) Other	2i(4)	84525	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		92533
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		539131
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1240190
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: ISHII & CO. (2) EIN: 33-0326251

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R
(Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
RALEIGH ENTERPRISES RETIREMENT SAVINGS PROGRAM

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
RP HOLDINGS INC

D Employer Identification Number (EIN)
95-1911073

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 71-0294708

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

ING Life Insurance and Annuity Company
ING Institutional Plan Services, LLC

Contract and Plan Administration Services for the
OmniPlus and EASE Omni Platforms

SAS 70 Report

on Controls Placed in Operation and Tests of Operating Effectiveness

For the Period
January 1, 2010 through December 31, 2010

ING

Your future. Made easier.℠

ING LIFE INSURANCE AND ANNUITY COMPANY
ING INSTITUTIONAL PLAN SERVICES, LLC

Contract and Plan Administration Services for the OmniPlus and EASE Omni Platforms

SAS 70 Report on Controls Placed in Operation and Tests of Operating Effectiveness for the Period January 1, 2010 through December 31, 2010

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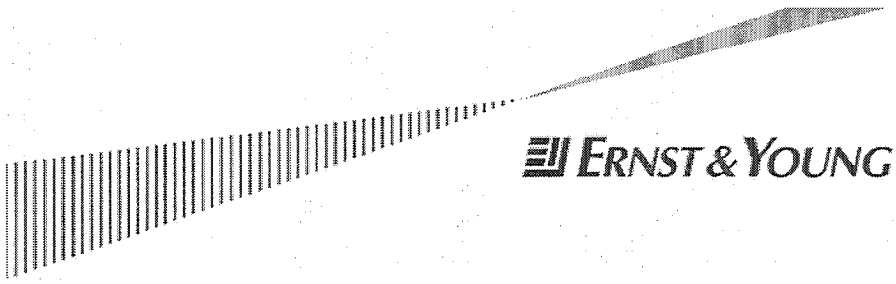
SECTION I

REPORT OF INDEPENDENT AUDITORS



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The Board of Directors
ING Life Insurance and Annuity Company
ING Institutional Plans Services, LLC

We have examined the accompanying description of controls related to the contract and plan administration services and processing of related transactions for ING Life Insurance and Annuity Company (ILIAC) Corporate and Healthcare, Education, Government (HEG) plans serviced on the OmniPlus and EASE Omni platforms and for ING Institutional Plan Services, LLC (IIPS) Framework and (k)Choice new plans implemented on the EASE Omni platform during the examination period, (ILIAC and IIPS are collectively referred to as "the Company"), Tata America International Corporation (Tata), an independent service organization that provides disbursement processing support to ILIAC only, and International Business Machines Corporation (IBM), an independent service organization that provides certain computer operations and infrastructure support services to customers of the Company's sponsored pension and annuity products. Our examination included procedures to obtain reasonable assurance about whether (1) the accompanying description presents fairly, in all material respects, the aspects of the Company's, Tata's and IBM's controls that may be relevant to a user organization's internal control as it relates to an audit of financial statements, (2) the controls included in the description were suitably designed to achieve the control objectives specified in the description, if those controls were complied with satisfactorily and user organizations applied the controls contemplated in the design of the Company's controls, and (3) such controls had been placed in operation as of December 31, 2010. The Company uses various other service organizations for the pricing and custody of assets. The Company also uses a service organization to print and mail confirmations to customers upon the completion of certain transactions and provide backup tape off-site storage. Our examination did not extend to the pricing, custody, confirmations, and backup tape off-site storage service organizations' controls. The control objectives were specified by management of the Company. Our examination was performed in accordance with standards established by the American Institute of Certified Public Accountants and included those procedures we considered necessary in the circumstances to obtain a reasonable basis for rendering our opinion.

In our opinion, the accompanying description of the aforementioned controls presents fairly, in all material respects, the relevant aspects of the Company's, Tata's and IBM's controls that had been placed in operation as of December 31, 2010. Also, in our opinion, the controls, as described, are suitably designed to provide reasonable assurance that the specified control objectives would be achieved if the described controls were complied with satisfactorily and user organizations applied the controls contemplated in the design of the Company's controls.

In addition to the procedures we considered necessary to render our opinion as expressed in the previous paragraph, we applied tests to specific controls, listed in our description of the tests of operating effectiveness, to obtain evidence about their effectiveness in meeting the related control objectives, described in our description of those tests, during the period from January 1, 2010 to December 31, 2010. The specific controls and the nature, timing, extent and results of the tests are listed in our description of the tests of operating effectiveness. This information has been provided to user organizations of the Company and to their auditors to be taken into consideration, along with information about the internal control at user organizations, when making assessments of control risk for user organizations. In our opinion the controls that were tested, as described in our description of the tests of operating

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effectiveness, were operating with sufficient effectiveness to provide reasonable, but not absolute, assurance that the control objectives specified in our description of those tests were achieved during the period from January 1, 2010 to December 31, 2010.

The relative effectiveness and significance of specific controls at the Company, Tata and IBM and their effect on assessments of control risk at user organizations are dependent upon their interaction with controls and other factors present at individual user organizations. We have performed no procedures to evaluate the effectiveness of internal controls at individual user organizations.

The description of the controls at the Company, Tata and IBM is as of December 31, 2010 and information about tests of the operating effectiveness of specific controls covers the period from January 1, 2010 to December 31, 2010. Any projection of such information to the future is subject to the risk that, because of change, the description may no longer portray the controls in existence. The potential effectiveness of specific controls at the Company, Tata and IBM is subject to inherent limitations and, accordingly, errors or fraud may occur and not be detected. Furthermore, the projection of any conclusions, based on our findings, to future periods is subject to the risk that changes made to the system or controls, or the failure to make needed changes to the system or controls, may alter the validity of such conclusions.

The information in section IV describing the Company's Business Resumption and Continuity, Annuitizations and Separation of ING's Banking and Insurance Operations is presented by the Company to provide additional information and is not part of the Company's description of controls that may be relevant to a user organization's internal control. Such information has not been subjected to the procedures applied in the examination of the description of controls applicable to the processing of transactions for user organizations, and accordingly we express no opinion on it.

This report is intended solely for the management of the Company, its customers and the independent auditors of its customers.

Ernst & Young LLP

April 11, 2011

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SECTION II

THE COMPANY'S DESCRIPTION OF CONTROLS

A. GENERAL DESCRIPTION OF OPERATIONS

General Overview

ING Life Insurance and Annuity Company (ILIAC) and ING Institutional Plan Services, LLC (IIPS) (collectively referred to as "the Company") are part of the ING Insurance U.S. organization, which is part of ING Group. ING Group is a global financial services company offering banking, insurance, asset management, and other related services to individuals, families, small business, large corporations, institutions, and governments around the world.

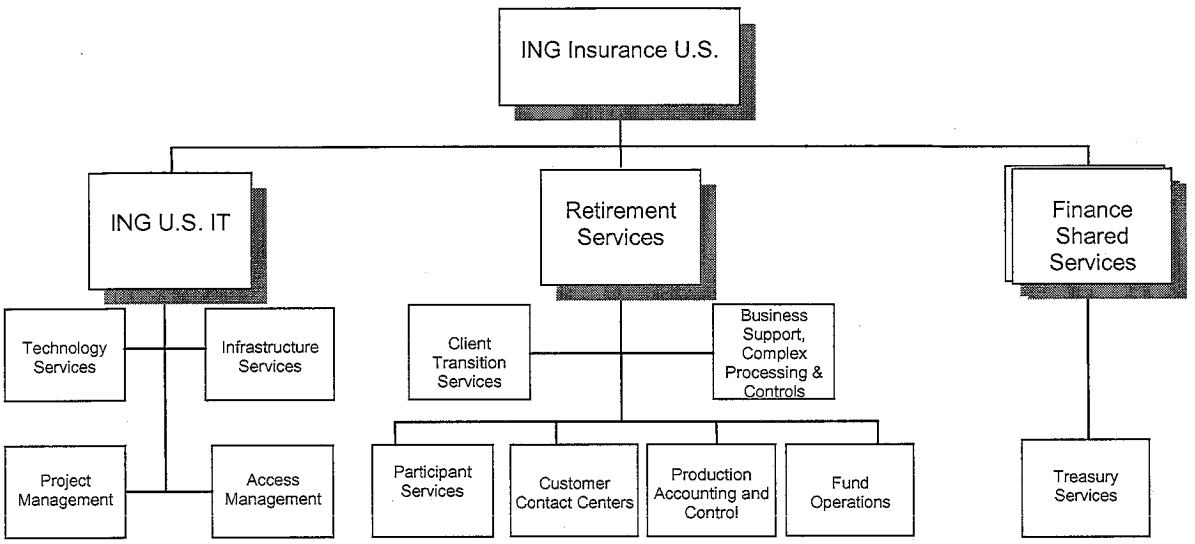
The Company markets a wide array of investment-management and defined contribution retirement plan products and services to businesses, educational institutions, state and local governments, non-profit organizations, and individuals.

The Company provides investment, recordkeeping, and administration services to over 32,000 Plan Sponsors in the Corporate and HEG sectors. As of December 31, 2010, the Company had over $157 billion of assets under management and administration.

Primary recordkeeping operations for the Company are located in Windsor, CT with local sales offices located across the country, as well as primary Customer Contact Centers in Windsor, CT and Des Moines, IA. Experienced sales professionals are experts at offering a wide range of retirement plan products that help Plan Sponsors and participants meet their financial needs and objectives. Additionally, Customer Service Associates are committed to providing superior quality service. With its record of financial strength and solid growth, the Company is poised to take advantage of the opportunities presented by today's dynamic financial services marketplace, and tomorrow's as well.

The organizational chart and descriptions that follow do not encompass all aspects of services provided to user organizations, but are intended to focus on those aspects of the Company's services and operations related to the contract and plan administration services and processing of related transactions for the Corporate plans, including Framework and (k)Choice plans, and HEG plans serviced on OmniPlus and EASE Omni platforms that may be relevant to user organizations' internal control as it relates to the financial statements. These user organizations consist of Corporate and HEG employers that establish retirement plans for their employees and fund retirement benefits through the Company. These plans are established under sections 401(a)/(k) (referred to as "Corporate" throughout this report), 403(b)(1)/(7) and 457 (referred to collectively as "HEG" throughout this report) of the Internal Revenue Code.

ING Insurance U.S.



Overview of Departments

ING U.S. IT

Technology Services – Performs various functions relating to the development and maintenance of system applications (e.g., programming, testing, scheduling).

Infrastructure Services – Provides information technology (IT) infrastructure governance structure. This includes ensuring IBM's IT Infrastructure Services are delivered consistently and according to defined service agreements.

Project Management – Performs planning, reporting, and project management methodology and oversight functions.

Access Management – Performs user access management through executing access requests, access terminations, and entitlement reviews.

Retirement Services

Client Transition Services – Consists of various business units that process transactions for Plan Sponsors and plan participants. These transactions include: plan set-up transferred assets, plan level discontinuances, product conversions, electronic payroll file set up and maintenance processing, and participant enrollments.

Business Support, Complex Processing & Controls – Consists of various business units that perform functions related to generating customer statements and annual reporting corrective processing and complex transactions.

Participant Services – Consists of various business units that perform the following: The Administrative Services Unit (ASU) performs functions related to scanning documents into an imaging system and receipt and distribution of mail; Money-In performs functions related to processing cash receipts and applying contributions and loan repayments to participants' accounts; Money-Out performs transactions relative to disbursements, distribution options, annuitizations, death claims, and quality assurance reviews.

Customer Contact Centers (CCC) – Fulfills telephone requests for account changes and disbursement forms for Corporate and HEG plan participants. Requests are received in two CCCs; one located in Windsor, CT and the other in Des Moines, IA.

Production Accounting and Control – Consists of various financial accounting units that perform the following: accounting and control of cash receipts and disbursements for the Corporate and HEG markets; Reconciliation Unit performs administrative functions, including, but not limited to, preparing reconciliations and monitoring related suspense items.

Fund Operations – Responsible for the daily pricing and trading of investment options offered in ING USFS products, and the performance reporting of those options for marketing, statements, and participant websites. Accounting is also performed to support the trades executed, settlement wires, and asset-based revenue from the Investment Company partners.

Finance Shared Services

Treasury Services – Performs cash management services related to disbursements requiring wire transfers, checks, and ACH transfers for the Corporate and HEG markets.

B. DESCRIPTION OF CONTROL ENVIRONMENT

The overall attitude, awareness, and actions of the Board of Directors, management, and others reflect the importance of the control environment, risk assessment, information and communication, and monitoring within the organization as described in the following:

- Management's Philosophy and Operating Style
- Organizational Structure
- Oversight by the Board of Directors
- Assignment of Authority and Responsibility; including
    - Chief Financial Officer
    - Compliance
    - Corporate Audit Services
    - Human Resources' Policies and Practices
    - Information Technology
    - Legal
    - Operational Risk Management
    - Financial Control Risk
    - Technology Risk and Security

Management's Philosophy and Operating Style

Management is committed to providing quality, accurate, and timely service to customers. Employees follow detailed workflow practices and internal control procedures to strive to achieve the highest standards of customer satisfaction.

Adherence to policies and procedures is monitored by senior management. The philosophy of senior management is to manage and control risk through a hierarchy of control policies and procedures and management processes, which reinforce the internal controls. Management is challenged to assess and monitor risk that could affect the Company's ability to provide reliable transaction processing. These efforts include, but are not limited to identifying, assessing and managing risks associated with implementing new technologies and business products, integrating new personnel, and addressing regulatory, industry, or other company initiatives.

To help align business strategies and goals with operating performance, management is committed to maintaining effective communication with all personnel. Management, across all functions, discusses the status of current customer processing, organizational structure and other matters of interest and concern. Issues or suggestions identified by personnel, or independent reviews are readily brought to the attention of management to be addressed and resolved.

Organizational Structure

The organizational structure provides an overall framework for planning, directing, and controlling operations. Authority and responsibility assigned within the organizational structure is designed to provide adequate staffing, segregation of duties, efficiency of operations, and adequate concentration of knowledge and skills.

Oversight by the Board of Directors

The Board of Directors for ING America Insurance Holdings, Inc. and ILIAC have general oversight responsibility for the business matters of IIPS and ILIAC respectively.

Assignment of Authority and Responsibility

The following departments are generally considered to be part of the control environment:

Chief Financial Officer

The Chief Financial Officer (CFO) leads the Retirement Services finance function to maximize growth potential and profitability. This responsibility includes the oversight of all financial activities including financial reporting, accounting policy, expense management, acquisitions, divestitures and operational risk management.

Compliance

Designated Compliance Officers are accountable for developing and maintaining compliance standards. It is the responsibility of these Compliance Officers, working with internal legal counsel, to monitor the adherence to the Code of Conduct and to assist employees in achieving the highest standards of integrity and business conduct.

Integrity is the key to continued success in all dealings with Plan Sponsors, participants, shareholders, employees, regulators, and other business associates. All individuals, either employed or associated with the Company, are responsible for conducting themselves in compliance with the ING Americas General Code of Conduct, other company policies, and applicable laws and regulations.

Corporate Audit Services

ING Corporate Audit Services (CAS) serves the ING Group Shareholders, Executive Board, Executive Committees, Management Committees, and business units by performing independent audits of ING's internal control processes. Financial reporting and compliance audits, system and IT infrastructure audits, and operational audits are conducted in accordance with Statements of Auditing Standards issued by the American Institute of Certified Public Accountants and the Institute of Internal Auditors to provide assurance of: accuracy and completeness of financial information, adequacy and effectiveness of business

controls, and effectiveness of risk management and governance processes. CAS has complete autonomy for matters relating to the performance of audits and reporting of results.

It is the responsibility of CAS to identify all auditable areas within ING. The Risk Assessment and Annual Planning process (RAAP) links audit planning to business strategy, value creation and risk allowing for the audit plan to cover the main areas of risk that impact ING's key value drivers. The annual audit plan is approved by the Audit Committee and the approved plan is communicated to Senior Management at least once during the year.

Results and conclusions of audit work are reviewed with operating and financial management directly responsible for the activity being evaluated and such other management as deemed appropriate. Audit reports contain an opinion on the segment audited and include audit findings. In addition to audit reports, detailed issues lists are utilized to track the status of management's action plans to address audit findings. A summary of audit activity is reported quarterly to the business heads, the Office of the Chairman, and the Audit Committee. The General Manager of CAS meets with the Audit Committee a minimum of two times a year to communicate audit results and status of audit plan completion.

Human Resources' Policies and Practices

Policies and practices are in place related to hiring, training, evaluating, promoting, compensating, and terminating employees. All prospective employees are screened by the Human Resources Department, including background investigation and reference verification. Hiring policies include requiring the candidate to have obtained a minimum level of education and experience. Descriptions for all job classifications define job requirements and assist with properly managing employee workload. Final employment decisions are made by the department seeking to hire the individual.

Both formal and informal educational advancement opportunities are promoted, and employees are encouraged to take advantage of existing training programs. This training is designed to advance employees' careers and provide employees with the skills necessary to provide quality service to customers.

Upon termination of an employee, a meeting is held with the Supervisor to turn over existing projects and to collect all company identification. Typically, involuntary terminations are escorted off the premises immediately under the supervision of a designated representative.

Information Technology

Information Technology maintains a framework of IT policies, procedures and controls that support and complement the business controls over the initiation, authorization, recording, processing and reporting of transactions. In addition, daily production reviews of various reports monitor the status of application and transaction processing by the Company's systems. Various customer reports are generated, based on pre-defined frequencies, to assist customers and other related parties in understanding and monitoring the variety of business transactions.

Legal

The Legal Department has primary responsibility for providing legal services to ING Insurance U.S businesses. The legal services include advising the Company on legal issues relating to the development, sale and administration of the Company's investment products and related services. Additionally, the Legal Department monitors legislative and regulatory activity affecting the Company's businesses.

Operational Risk Management

Operational Risk Management (ORM) is a part of the Retirement Services business unit and is a component of the regional Integrated Operational Risk Management (IORM) organization. ORM receives guidance and direction from Retirement Services management, as well as regional and global IORM, to ensure operational risks are effectively managed. Among its many responsibilities, the ORM Department acts as a liaison between business units and Financial Control Risk, as well as ING's external auditor, to determine whether internal control issues are addressed appropriately and timely. They are also actively involved in the ongoing compliance with the Sarbanes Oxley Act and Model Audit Rule, as well as participating on projects to provide advice on developing and improving processes and related internal controls.

Financial Control Risk

Financial Control Risk (FCR) is a component of the regional IORM organization. This department provides resources and methodologies related to internal control evaluation (testing) and awareness with primary emphasis on the controls over financial reporting (Sarbanes-Oxley and the National Association of Insurance Commission (NAIC) Model Audit Rule). FCR's work and activities are performed in coordination with the activities of ING's external auditor, CAS, and regional IORM. FCR provides controls awareness/guidance on new process implementation or process redesign; performs testing of internal controls over financial reporting (Sarbanes-Oxley); and performs testing at the request of management related to IT, Operational, Fraud and Compliance risks. FCR works with management to evaluate the design and operating effectiveness of controls while also assisting in reducing risk to an acceptable, cost effective level.

Technology Risk and Security

The Technology Risk and Security department acts as the liaison between the U.S. IT area and internal and external audit parties to determine whether internal control issues are addressed appropriately and timely. The department also assists management by participating on projects to provide advice on developing and improving processes and related internal controls.

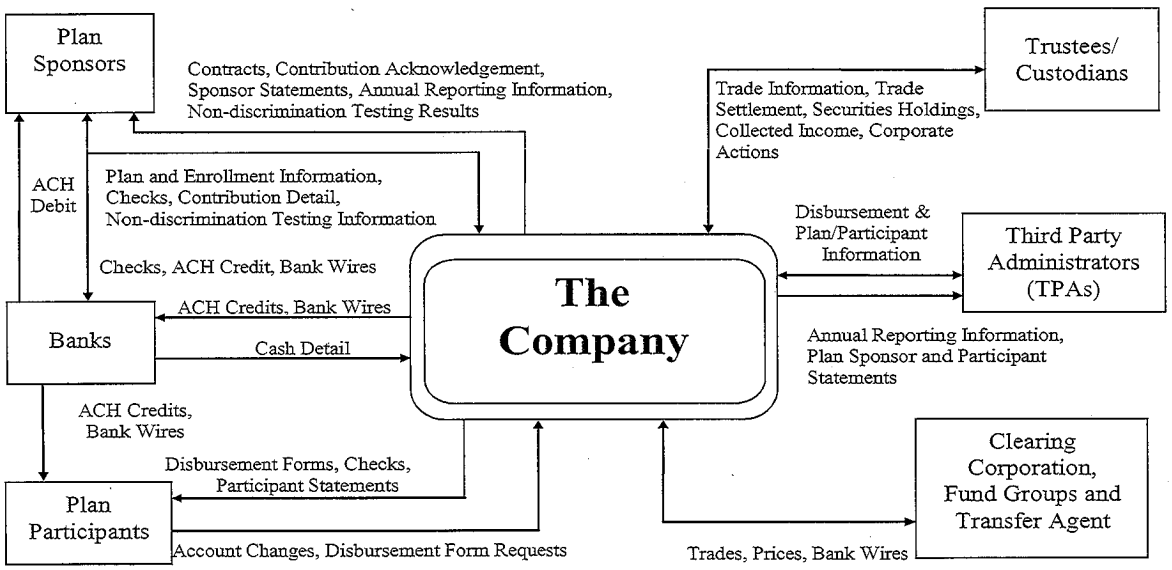
C. DESCRIPTION OF TRANSACTION PROCESSING

This section provides information pertaining to the processing of transactions for the Company's Corporate and HEG markets.

The following descriptions provide an understanding of the interactions with external parties, the information systems, and the related functions and controls. Data is processed using a combination of automated and manual processes.

Interactions with External Parties

On a daily basis, the Company interacts with a variety of external parties in connection with providing services to Plan Sponsors and participants. The interactions with these external parties are depicted below.



Plan Sponsors – Companies or organizations that offer employee benefit plans to their employees, and are responsible for the oversight or administration of the plan.

Banks – Financial institutions, acting as agents of ING, collecting and posting cash received from Plan Sponsors on behalf of the Company.

Plan Participants – Individuals who participate in an employee benefit plan offered by their employer.

Trustees/Custodians – Financial institutions that hold assets on behalf of the plan or the Company's separate accounts and are responsible for the receipt, delivery, and safeguarding of assets. The Trustee may perform the duties of the Custodian and/or the Bank.

Third Party Administrators (TPAs) – Organizations that provide plan administration services to Plan Sponsors, including, but not limited to, administrative, recordkeeping, consulting services, and non-discrimination testing.

Clearing Corporation – Organization that provides centralized clearance and settlement of trades and information services to the financial services industry.

Fund Groups – Financial services companies that offer their funds as the underlying investment vehicles for the Company's products.

Transfer Agent – A trust company, bank or similar financial institution assigned by a corporation to maintain records of investors and account balances and transactions, to cancel and issue certificates, to process investor mailings and to deal with any associated problems (e.g., lost or stolen certificates).

Information Systems Overview

The following descriptions are an overview of the applications used to process business relating to the Company's Corporate and HEG markets. These application systems were either internally developed or purchased from external vendors. Distributed applications are operated from IBM's data centers located in Boulder, CO and St. Louis, MO, or from the ING data centers located in Jacksonville, FL and Minneapolis, MN or on employees' workstations. Mainframe applications are operated from IBM's data center located in Boulder, CO and are accessed from employees' workstations. The functionality of the systems is briefly described below. A subset of these systems have been deemed most critical, namely OmniPlus, EASE Omni, Valuations and PeopleSoft eDS, and have been included within the scope of IT General Controls described below (Logical Access, Change Management, Job Processing, Data Transmissions, and File Backups). All other systems listed below and referenced within the description of controls have not been included in the scope of IT General Controls for the purposes of this report because they are not critical to the achievement of the controls as described below.

From a business process perspective, plans largely adhere to a standard set of processes and controls regardless of the platform they are serviced on (OmniPlus, EASE Omni). Differences are described in the related business process section. From an IT General Controls perspective, the OmniPlus and EASE Omni applications largely adhere to a standard set of IT processes and controls. Differences are described below in the related IT General Controls section.

As of July 2010, the Valuations application was re-hosted from IBM's St. Louis, MO data center to ING's Minneapolis, MN data center. Differences in IT General Control processes and controls are described in Section II below in the related IT section. In general, the re-hosted Valuations application followed processes and controls already in place for applications residing in ING data centers.

New (k)Choice and Framework plans implemented during 2010 were implemented on the EASE Omni platform. From a business process perspective, these plans adhere to the same set of processes and controls as other Corporate plans.

Collection Management System (CMS)
CMS is a front-end system to Omnicash which provides a manual ability for Customer Cash Management (CCM) to submit contribution and loan repayment information which is batched nightly and transmitted to Omnicash and ReconPlus.

Conversion Work Station (COW)
Application with an interface designed to automate the reconciling of prior carrier files and mapping to the Omnicash system and to feed reconciled data to OmniPlus and/or EASE Omni by pre-defined match criteria.

Customer Service Workstation (CSW)
CSW is a client server application that is used to service Plan Sponsors and participants by housing forms and correspondence, storing customer service events and processing both financial (*e.g.,* disbursements) and non-financial (*e.g.,* address changes) transactions. Data relating to these transactions is transmitted to OmniPlus for nightly processing. Additionally, a daily import process is used to build new data records and synchronize existing records stored on the CSW database.

DocMaps
DocMaps is a repository for the confirmations files received for HEG plans. DocMaps performs calculations necessary to produce confirms and formatting required by the outside print vendor.

EASE Omni
EASE Omni is a daily-valued application that processes customer data relating to the Corporate market. EASE Omni offers full Plan Sponsor and participant level plan administration. Functions supported by EASE Omni include transaction processing, record maintenance, and ad-hoc reporting. Its primary downstream interfaces include Ultimate Statements, commissions systems, numerous financial reporting applications, as well as customer service platforms for the CCCs, VRU, and Internet.

Enroll By Internet (EBI)
EBI is an Internet facility which allows eligible participants to enroll directly into their employer sponsored plan. EBI supports the Corporate and HEG business. This system provides enrollment information to the participant about their plan, such as the funds that are available, and collects the required data to process an enrollment. Enrollments are then sent, via the respective enrollment system, to the appropriate administration system.

Enroll By Phone (EBP)
EBP consists of various applications that allow eligible participants to enroll in their company's 401(k) plan through the use of the VRU or a Customer Service Associate. The applications capture fund selections and allocations and, if applicable to the plan, contribution rates. The EBP database is updated real-time, but the enrollment information is sent to the administration systems once daily. EBP creates confirmations for all enrollments on OmniPlus.

INGAccess
INGAccess is a front-end to OmniPlus and provides self-service capabilities to participants through the use of the Internet. Based on plan provisions, participants are allowed to perform certain inquiry and transaction functions. Inquiry functions can include account inquiry, fund information, and withdrawal and loan inquiries. Transaction functions can include fund-to-fund transfers, reallocation of existing account balances, changes in future investment selections/salary contributions, password changes, and address changes.

Linux Ultimate Statements
Linux Ultimate Statements is the repository for the statements files received from EASE Omni. Calculations are performed within EASE Omni and scheduled jobs within EASE Omni transfer relevant data over to Linux Ultimate Statements for reformatting only into a format that can be read by the outside print vendor.

OmniPlus Strategic Voice Response Unit (VRU)
VRU is a front-end to the OmniPlus system. It provides a method for participants to inquire of their account balances, transfer money between investment options, update their future fund allocations, and modify personal identification number (PIN) passwords. This application has no database of its own and

does not perform financial processing. It interfaces with OmniPlus on-line utilities to retrieve information requested by the participant, and passes information to OmniPlus for processing. Financial transactions selected through the VRU are stored and processed within OmniPlus.

Omnicash
Omnicash is an extension of OmniPlus that records and tracks contribution and loan repayment cash receipts and "matches" those receipts with contribution and loan repayment data files received from Plan Sponsors. Once matched, the transaction is released for processing during the nightly batch cycle on OmniPlus.

OmniPlus
OmniPlus is a daily-valued mainframe application that processes customer data relating to the Corporate and HEG markets. OmniPlus offers full Plan Sponsor and participant level plan administration. Functions supported by OmniPlus include transaction processing, record maintenance, and ad-hoc reporting. Its primary downstream interfaces include Ultimate Statements, commissions systems, numerous financial reporting applications, as well as customer service platforms for the CCCs, VRU, and Internet.

PEARL
PEARL is a windows application with an interface designed to automate the reconciling of prior carrier files and mapping to the Omnicash system and to feed reconciled data to OmniPlus by pre-defined match criteria.

PeopleSoft electronic Disbursements System (eDS)
PeopleSoft eDS is an ING custom build application that resides in the PeopleSoft Financial environment, which receives disbursement information from the administration systems and generates automated clearinghouse (ACH) wires and participants' checks. PeopleSoft eDS has an on demand functionality that allows checks, wires, and ACHs to be produced on an as needed basis.

Plan Install
Plan Install is an application that streamlines the data entry process relative to new plan information.

PSR Connect
PSR Connect is a front-end system that is used to service Plan Sponsors and participants by housing forms and correspondence, storing customer service events and processing both financial (*e.g.,* disbursements) and non-financial (*e.g.,* address changes) transactions. Data relating to these transactions is transmitted to EASE Omni for nightly processing. Additionally, a daily import process is used to build new data records and synchronize existing records stored on the OmniPlus database.

Pweb
Pweb is a front-end to EASE Omni and provides self-service capabilities to participants through the use of the Internet. Based on plan provisions, participants are allowed to perform certain inquiry and transaction functions. Inquiry functions can include account inquiry, fund information, and withdrawal and loan inquiries. Transaction functions can include fund-to-fund transfers, reallocation of existing account balances, changes in future investment selections/salary contributions, password changes, and address changes.

ReconPlus
ReconPlus is a client server vendor application with a Windows interface designed to automate the reconciling of accounts. It accomplishes this through the use of a data-matching engine driven by pre-

defined matching criteria. It is used by the Reconciliation Unit to reconcile the administration systems and the various bank accounts to the general ledger.

Remote Enrollment
Remote Enrollment provides the New Business area with a Windows interface for the processing of enrollments for the HEG business until transmitted to OmniPlus.

Set It
SetIT handles and maintains plan level and client level set up data for several other applications. SetIT also hosts Web Services that other applications use in real time.

SIERRA
SIERRA is the accounting system, which supports OmniPlus/EASE Omni financial activity. SIERRA functionality includes accounting for OmniPlus/EASE Omni transactions, daily balance and control reporting, trade controls, and accounting adjustments.

SIP 2000
SIP 2000 is an application used to reformat prior carrier files to load participant data into OmniPlus and/or EASE Omni.

STARS
STARS is an application used to track and manage new business/transferred asset plans.

Task Manager
Task Manager is a workflow and imaging system which scans, images, dates, tracks, and stores documents in a paperless environment. The workflow functionality provides Analysts with the ability to track and monitor documentation received and processed. Quality Assurance (QA) and Quality Control (QC) personnel also use Task Manager to document execution of QA/QC reviews performed. Transactions are not processed within Task Manager; Analysts must have the corresponding access privileges within OmniPlus/EASE Omni to process transactions that appear in Task Manager.

Ticket Database
The ticket database is an Access database used by the Money-In area to track and submit reformatting requests. The database is used by Reformatting Analysts to access the submitted data files and reformat each file into a readable format by the recordkeeping system.

TransactIT
TransactIT is a web based front-end application that is part of an EASE (Linux) platform. It stores a pending transaction details which is created when the participant initiates the forms either through the Pweb or through a CSA. TransactIT allows the user to modify a transaction or release the pended transaction.

Ultimate Confirmations
Ultimate Confirmations is the repository for the confirmations files received from OmniPlus. Calculations are performed within OmniPlus, and TWS scheduled jobs within OmniPlus transfer relevant data to Ultimate Confirmations for reformatting into a format that can be read by the outside print vendor.

Ultimate Statements
Ultimate Statements creates statements (ad hoc, scheduled) for OmniPlus and also includes a quarterly National Change of Address (NCOA) update process with OmniPlus, CSW and ING's mail vendor.

Ultimate Statements runs daily, monthly and quarterly. Case Profile provides case data on a monthly basis and fund/asset load is received from the Fund Performance database. The name/address file is received from CSW.

Valuations
Valuations provides net asset value (NAV) and accumulation unit value (AUV) data for the mutual funds offered within the Company's products. The mutual funds investment trading for all of the ING Insurance U.S. administration systems is performed within Valuations. Trade instructions by fund account are provided to each of the fund groups within the application.

Contract and Plan Administration Overview

The following are descriptions of the functions and controls used to process business relating to Corporate and HEG markets. Unless otherwise noted, the processing and controls for the Corporate, HEG business are identical. Although other functions exist in the processing of this business, this examination is limited to those described below, which are considered relevant to the user organizations' internal controls.

The individuals who are primarily responsible for processing these functions and controls include:

- *New Business Case Analyst (NBCA)* – reviews the plan documents, including the Trust Agreements, within Task Manager for good order and monitors new business information within STARS on a daily basis to determine whether it is reviewed and processed.

- *Client Service Manager (CSM)* – supervises the day-to-day operations of a Client Service team or group of teams focusing on providing superior customer service and enhancing the relationship with the Plan Sponsor.

- *Customer Service Associate (CSA)* – provides a full range of services to participants, including, but not limited to, responding to telephone inquiries and handling service requests from participants (e.g., handling telephone requests for account changes and disbursement forms).

- *Implementation Project Manager* – manages the overall implementation of an HEG plan through coordination with all involved parties to determine whether project plans are adhered to and seamless transition of the plan is achieved.

- *Case Implementation Specialist (CIS)* – manages plan activities that are related to the implementation of a new Corporate or HEG plan. Activities include entering information to set up the plan, preparing the "Help Facility" for the CCCs, and loading takeover data and assets received from the previous carrier.

- *Client Transition Manager (CTM)* – acts as the project manager during the implementation process for all Corporate customers requiring full plan administration. Provides plan document review and analysis, drafts and finalizes Plan Services Agreements and Plan Provision Outlines. CTMs also obtain all good order paperwork and data files needed for the installation of the plan.

- *Plan Manager* – manages the day-to-day administration and provides plan services to an assigned book of business. Services include relationship management; coordination of plan design, regulatory, administrative, and compliance issues; and Plan Sponsor and management reporting.

- *Principal* – reviews HEG enrollment applications for suitability, which includes appropriate fund selection. A Principal is required to hold a Series 26 Registration and may supervise Registered Representatives who are the Company's employees who have passed the Series 6 examination.

- *Producer* – solicits customers to purchase investments and other products. The Producer is a licensed agent or broker who is appointed with the Company.

- *Quality Reviewer* – reviews a limited number of transactions relative to enrollments, contributions and loan repayments applied to participants' accounts, and reviews and approves all disbursement transactions. In some instances these quality reviews are performed by a peer or processor within the business area (e.g., QC or Quality Control Review), in other cases a quality review is performed by an individual that is independent of the processing function (e.g., QA or Quality Assurance).

Plan Set-Up

Corporate

All new plans originate from the Sales Department. The Sales Department submits the new business documents (e.g. master application and other documents describing the plan provisions as applicable, investment options, pricing, and servicing option chosen) to the New Business Transition Services Unit (NBTS). An NBTS Analyst reviews the documents and updates the appropriate fields in the STARS tracking database.

The NBTS Analyst sends new business documents to the ASU, where an Administrative Services Analyst scans the new business paperwork into Task Manager. Task Manager automatically records the date and time that the documents are scanned, and routes the scanned documents to the New Business Unit based on task type. The status of outstanding tasks is monitored through Task Manager.

New business documents are reviewed by the NBCA for good order to determine that all of the necessary information has been received and is completed accurately. NBCAs record the status of the good order review through an action step in Task Manager.

If the information is not in good order, additional information is requested until good order is achieved. Once in good order, the NBCA inputs the contract data into Set It. The input of data is peer reviewed.

A CTM prepared a Knowledge Base document, which serves as a reference tool highlighting all plan provisions and services elected by the Plan Sponsor. This document is used by CSAs within the CCCs to assist with answering participants' questions related to the plan and other service personnel for researching plan information. After March of 2010, the Knowledge Base document was automated and is produced by the Set It Application and automatically forwarded to the Knowledge Base Mailbox.

Once the Knowledge Base document is created, the document is compared to source documents via QA or peer review.

A New Business Underwriter (NBU) uses documentation from Task Manager and documentation received directly from the Plan Sponsor if applicable, to enter plan data into Set It. Once the data is successfully reformatted, the Set It file is reviewed by a QA Analyst. These files are then transmitted to a processing cycle within EASE Omni. An error message is produced if significant fields (e.g., funds, sources, investment options, price set up,) are missing. Errors are reviewed by the QA Analyst and

corrected immediately by either the QA Analyst or a CIS Analyst within the team upon notification of an error via e-mail.

The day the plan is loaded to EASE Omni, a Plan Resume, which is a detailed document of the plan's provisions, is requested and created from the EASE Omni information. The Plan Resume is stored as a reference tool for Plan Managers to use in their daily management of the plan. The set up of the plan in the recordkeeping system is reviewed against source documents by a QA Analyst to determine whether the plan was implemented in accordance with the plan setup documents. Any corrections required are made by the QA Analyst after review with the CTM and NBU. The QA Analyst initials a Plan Resume Checklist to evidence the QA review.

A CTM is assigned to manage the overall implementation of the plan through the use of a project plan for all aspects of the plan set-up process (e.g., plan set-up, takeover of assets, prior history information, and activation of the plan). The project plan is signed-off as completed and reviewed by the CTM. The CTM also maintains close contact with the appropriate parties during the installation phase.

Once the plan has been successfully installed and all check-out procedures are performed, an e-mail is sent notifying the Plan Sponsor and the various business areas that the plan is active.

HEG

Similar procedures and controls are in place specific to the good order review and error correction processes. The differences are as follows:

- A CIS prepares a "Help Facility" document to enter data into Plan Install.
- After documents are deemed to be in good order, the good order date is noted on the HEG Plan Set-up checklist.
- HEG plans are administered on the OmniPlus recordkeeping system.
- Plan Install, via an interface with K-edit, reformats the contract and plan provisions into an OmniPlus readable format.
- The "Help Facility" document is reviewed by an Implementation Project Manager, Business Consultant and CCC representative.
- A CIS performs a peer review of the information on OmniPlus against the "Help Facility" for accuracy prior to the plan file processing using a Plan Resume which is a detailed document of the plan's provisions.
- For HEG plans, an Implementation Project Manager is assigned to manage the overall implementation of the plan and also maintains close contact with the appropriate parties during the installation phase of the plan. In addition, weekly communications are maintained with the home offices regarding the status and progress of all aspects of the plan from a plan setup perspective.

Transferred Assets

The transferred asset process occurs when Plan Sponsors transfer their Corporate (pension) and/or HEG (annuity) business from their current carrier to ING. In this process, ING is required to receive and invest total plan/fund dollars into participant accounts and establish historical records for each participant based on the takeover records received.

Corporate Plans

The Plan Sponsor completes the transferred asset forms along with the contract paperwork. Within the contract, the Plan Sponsor indicates whether the asset transfer will be mapped or unmapped. In cases where the transfer will be mapped, the Plan Sponsor indicates through a Mapping Letter how the total investment dollars of the plan will be allocated by fund to each participant. For unmapped transfers, the Plan Sponsor elects to have assets held in a trustee holding account (e.g., money market, fixed fund, or a fund selected by the Plan Sponsor).

Application of Cash Receipts

Transfers of assets are sent to the bank via wire transfer from the Plan Sponsor's TPA, prior carrier, or prior money manager. The total assets of the plan are initially held in a trustee holding account, as elected by the plan sponsor. The assets for mapped plans are applied to mapped funds if the prior carrier fund breakdown and mapping letter are in good order. If not, the assets are held in a default fund, elected by the plan, until good order is achieved. When unmapped plans are transferred to ING, the total assets of the plan are held in a default fund, as elected by the Plan Sponsor.

Wire transfers are the main source of takeover assets; however, live checks received through the lockbox may occur as an exception which requires prior ING approval. Checks are processed in the same manner as a wire transfer, as described in the *Contributions and Loan Repayments – Recording of Cash Receipts* section of this report.

Throughout the day, a designated CIS monitors a wire transfer report, which displays wire information via bank software, to identify those wire transfers that relate to transferred assets and notifies the Client Transition Services (CTS) team and Operations Manager. The Operations Manager, Supervisor, or designated individual reviews the wire transfer report against e-mails received to verify that all wires are accounted for and handled. A Daily Report Review Log is initialed and dated by the Operations Manager, Supervisor, or designated individual to evidence review.

Using the Wire Transfer report, the CIS performs a good order review, which consists of comparing the Wire report to the mapping letter with prior carrier breakdown information (if applicable), determining the method of takeover (mapping or unmapped), ensuring the plan has been set-up, and reviewing the documents for plan features. The CIS initiates a transaction to the host system. This is executed via OmniPlus for OmniPlus plans or the COW for EASE Omni plans.

If not in good order, the prior carrier, TPA, Plan Sponsor and/or New Business Area is contacted (via email, telephone) to resolve the issue.

For EASE Omni plans a peer review is performed to verify the entire transaction on COW. If correct, the peer signs off on their review in COW and takes an action step in Task Manager. The transaction is then processed to EASE Omni during the nightly batch cycle.

Participant Allocations

After total assets have been deposited, the prior carrier file, which specifies how total plan assets are to be allocated to participants, and contains census, balance information, fund selections, and history, is received by ING. The prior carrier file is routed via Task Manager to a Re-formatter, who reformats the data using PEARL for OmniPlus plans or SIP 2000 for EASE Omni plans. The Plan Sponsor, TPA, or prior carrier is notified of any discrepancies and clarification and/or a new file is requested. SIP 2000 creates a participant "match" process which reconciles the wire transfer received to participants and transmits the prior carrier file to EASE Omni via COW.

A QC Member re-performs the comparison of the prior carrier Files to PEARL and OmniPlus to determine whether cash received agrees to participant data. The Reviewer initials and dates the QC checklist as evidence of review.

PEARL and macro data is transmitted to OmniPlus via edit/batch cycle and reviewed by CIS, approved by QA review, and released by the CIS. After the participant's transaction is posted to OmniPlus, the CIS verifies that each transaction is processed accurately and completely.

Every transferred asset takeover case is reviewed; however, only 10% of participant level takeover asset transactions are reviewed (key elements only) for accuracy, completeness, and validity by a Corporate QA Reviewer to ensure plans are set up appropriately, plan level dollars are allocated to participants, and that participant data (e.g., fund dollars, commission) in OmniPlus is correct and that all reports have been reviewed and are in balance. The reviewer initials and dates a checklist to evidence completion of review.

HEG

Similar procedures and controls are in place for the processing of HEG transferred assets. The differences are as follows:

- The Project Manager prepares all the contracts, paperwork and the Mapping Letter.
- The CIS receives an e-mail with the attached file containing the breakdown of total assets (by prior funds) that will be received.
- The CIS contacts the Plan Sponsor/prior money manager for clarification in the event there is a discrepancy in the assets received by the bank versus what was sent by the prior carrier.
- CIS notifies Plan Sponsor, TPA, or prior carrier of file discrepancies and requests new file.

Enrollment

Enrollment is the process of entering participant data into the recordkeeping systems and can be initiated through a variety of methods, as described below. There are two types of enrollments: initial enrollments and subsequent enrollments. Initial enrollments are processed immediately following the plan setup process, whereby, once the new plan is installed, the participant data is entered into the recordkeeping system. Subsequent enrollments pertain to participants who join an existing plan. Unless otherwise noted, similar procedures and controls are in place surrounding the processing of initial and subsequent enrollments.

Corporate

Mail/Fax

The ASU scans all enrollment documents into Task Manager. The date and time the documents are scanned is automatically recorded within Task Manager, and the scanned documents are routed to the appropriate business area based on task type. The Enrollment Analysts access their assigned tasks in Task Manager in order to view the enrollment forms. The status of outstanding tasks is monitored daily through Task Manager reporting.

A good order review is performed by the Enrollment Analysts using the scanned image. This review process consists of checking for signatures, dates, and verifying that the allocation percentages equal 100%. Enrollment forms that are not in good order are marked as "pended" within Task Manager, and a notation regarding the not in good order status is made within Task Manager. Follow-up is performed with the Plan Sponsor, TPA, or agent in order to achieve good order.

Once the enrollment form is deemed to be in good order, the status within Task Manager is updated. The good order enrollments are entered into EBI to be processed in the next processing cycle. EBI contains on-line edits to identify errors (e.g. missing name, birth date, and marital status) as data is input. These errors are corrected on-line immediately by the Enrollment Analyst. Once the input is accepted by EBI, the enrollment information is automatically transmitted to EASE Omni to be processed in the nightly batch cycle.

Subsequent to the initial setup of participants, a percentage of initial setups are QC reviewed to determine whether enrollment information was input accurately and completely. Evidence of QC review is documented through an action step in Task Manager.

Internet

The participant can make fund selections by entering a password and ID using EBI or PWeb. In addition to making fund selections, the participant is required to validate certain personal information (e.g. name, address, date of birth), validate receipt of the enrollment kit from the Plan Sponsor, and enter the selected contribution rate and allocation percentages.

EBI and PWeb contain on-line edits to identify and prevent errors as enrollment data is accepted. Examples of the edits are that allocation percentages equal 100% and contribution percentages are within the range specified by the plan. Once accepted, the information is automatically transmitted to EASE OmniPlus to be processed in the nightly batch cycle.

Enrollment data is subjected to various system edits. Those items that do not pass the system edits are printed to an error report that is monitored by Enrollment Analysts in conjunction with Plan Managers for resolution. The time standard for resolving errors is three business days, depending on the complexity of the error.

Once the enrollment information has processed successfully, confirmations detailing the enrollment information are generated.

HEG

Similar procedures and controls are in place for the processing of HEG enrollments. The differences are as follows:

- For those enrollments processed in the remote locations, either the Producer or field office personnel are responsible for reviewing the forms for good order prior to entering the data into EBI.

- Once enrollment information is input to EBI it is automatically transmitted to Remote Enrollment, to be processed in the nightly batch cycle, during which system edits occur (e.g. fund transfers, agent errors).

- HEG plans are administered on the OmniPlus recordkeeping system.

- A suitability review is performed by a Registered Principal on behalf of ING Financial Advisors. This suitability review includes reviewing for appropriate fund selection based on age, and salary. When the Registered Principal provides on-line approval of the suitability in EBI, the enrollment information is automatically transmitted to OmniPlus via Remote Enrollment.

Contributions and Loan Repayments

The processing of contributions and loan repayments involves recording the cash receipts and applying the monies to the participants' accounts.

Recording Cash Receipts

Checks

Checks are mailed from Plan Sponsors directly to the ASU throughout the day with supporting documentation. As the information is received, it is scanned into Task Manager, which automatically records the date and time that the documents are scanned. Checks are logged into a spreadsheet and delivered to CCM. CCM validates the number of checks recorded on the spreadsheet and compares the check amount and plan information on the spreadsheet to the original checks. The CCM Analyst signs-off on the spreadsheet, noting discrepancies, if any. The spreadsheet is returned to the ASU, who makes any necessary changes and saves the spreadsheet for permanent reference.

The check information is entered into CMS, which automatically transmits the data to Omnicash. A calculator tape of the checks is generated and compared to the total per CMS. Discrepancies are resolved immediately. All checks are restrictively endorsed as the deposit is prepared. Any reconciliation discrepancies due to CMS file processing issues are documented in an email from CCM to Financial Accounting.

Those checks received in-house that cannot be deposited that day due to lack of information (e.g., participant name, social security number, or plan number) are locked overnight. Follow-up action is taken within one business day to obtain the missing information. If the missing information is not received within two business days, the checks are returned to the maker. Copies of returned checks are maintained for follow-up purposes.

Lockbox

Checks and a detailed listing of the participants' contribution and loan repayment information are mailed directly to the lockbox, where they are deposited by the bank on the same day. Throughout the day, the bank forwards the detailed listings and bank deposit advices to CCM. The ASU scans the documentation into Task Manager which automatically records the date and time that the documents are scanned and routes the transaction to the appropriate business area based on task type.

The detailed listings are accessed within Task Manager by the Money-In area within Customer Service and are used as a source for entering participants' contribution and loan repayment data into Omnicash as described within the *Application to Participants' Accounts* section of this report. The deposit advices are delivered to the CCM Unit for reference purposes. CCM provides a hardcopy of the deposit advices to Financial Accounting for balancing purposes.

ACH Debit

Automated ACH Debit Requests

Throughout the day, Plan Sponsors send the Company a file indicating the contribution and loan repayment amount that should be debited from their respective bank accounts. The Company sends this file to the clearinghouse bank to retrieve the appropriate cash amount from the Plan Sponsors' bank accounts. The clearinghouse bank retrieves the appropriate contribution and loan repayment amounts from the Plan Sponsors' respective bank accounts and transmits the money to the Company's bank account.

Manual ACH Debit Requests

CCM Analysts enter the information per the manual debit requests into a formatted spreadsheet and email the data to the Treasury Services mailbox at the end of each business day. Treasury Services transmits the information to the clearinghouse bank. The clearinghouse bank retrieves the appropriate contribution and loan repayment amounts from the Plan Sponsors' respective bank accounts and transmits the money to the Company's bank account.

ACH Credit and Wire Transfers

Throughout each day, the Company retrieves files from the clearinghouse bank's records containing deposit information for those Plan Sponsors that have selected the ACH credit or wire transfer methods.

Bank files detailing the cash receipt and plan information for lockbox, ACH debit and ACH credit collection methods are transmitted daily to CMS. CMS transmits this data to Omnicash where it is used in the matching process, as described in the *Application to Participants' Accounts* section below, and simultaneously into ReconPlus for balancing.

The next morning, a Daily Activity Summary Report is generated, which includes all of the previous day's cash receipt activity per OmniPlus/EASE Omni. Financial Accounting compares the information per the report to the cash received information listed on the bank statement, obtained from the bank's internal website. Differences are identified and resolved. The Daily Activity Summary Report and supporting documentation are retained for future reference.

Application to Participants' Accounts

Contribution and Non-Routine information (e.g., rollovers, plan to plan transfers, loan payoffs, and loan paydowns) which provides instructions on the allocation of the amounts among the participants' accounts, is submitted electronically or in hardcopy format by each Plan Sponsor or payroll location. Hard copy format items (live checks either received through the mail or rejected from the lockbox, and associated supporting documentation) are received by the ASU. ASU scans the live check and supporting information into Task Manager and then logs the checks. The date and time that documents are scanned is recorded in Task Manager. The checks are delivered to CCM and are processed as described in the *Recording Cash Receipts* section of this report.

The Money-In area accesses the scanned images (e.g., copy of check and supporting documentation) within Task Manager and performs a good order review. All information that is in good order is entered into Omnicash on the same date as received and is held in a holding area until the match process is initiated. The processing then follows the matching process. The match process and subsequent processing are described immediately following the *Non-Automated Submission* section below. The status within Task Manager is updated to reflect the good order status.

If the information is not in good order, the Plan Manager, Plan Sponsor or field office is contacted to obtain the appropriate information. Notations are made within Task Manager to note the not in good order status and the item is placed in a pending status. Once the information is in good order, the Analyst follows the good order processing described above.

A selection of items is subject to QA review within the Money-In area.

Electronic Submissions (OmniPlus/EASE Omni-formatted – Partially Unbundled Corporate Plans)

Partially unbundled Corporate Plan Sponsors submit their contribution and loan repayment data through the Internet or VRU, which is automatically converted to an OmniPlus/EASE Omni-readable format. When the Plan Sponsor sends their data file, a corresponding e-mail is automatically generated indicating details about the file, which is used as a tracking tool. A system generated work item is also created within Task Manager. The data file is placed in a holding area within OmniPlus/EASE Omni waiting to be matched with the cash receipt data within Omnicash.

Electronic Submissions (OmniPlus/EASE Omni-formatted – Other Corporate Plans and HEG Plans)

Other Corporate Plan Sponsors and HEG Plan Sponsors submit their contribution and loan repayment data through the Internet or VRU, which is automatically converted to an OmniPlus/EASE Omni-readable format. When the Plan Sponsor's data file is received, it is automatically processed through the OmniPlus/EASE Omni edit cycle to determine whether it is in good order.

For Corporate plans and certain HEG plans, the good order review involves reviewing the results of the edit cycle and determining that the data file is "clean" from any errors. Any discrepancies are investigated and resolved by the Money-In Analyst. The Analysts verbally confirm the totals with the Plan Sponsor/payroll location over the telephone or through e-mail, and any differences are corrected. The data file is then placed in a holding area within OmniPlus/EASE Omni awaiting the submission of the cash receipt information. Once the cash receipt information is received, the match process will take place within Omnicash. The match process and subsequent nightly processing within OmniPlus/EASE Omni are described immediately following the *Non-Automated Submissions* section below.

For the remainder of HEG plans, the good order review can only take place when both the data file and the cash receipt information have been received. When the data file and the submitted cash are in agreement, good order (e.g., the total dollar amount of both sources is in agreement, yet the file may contain data errors) is achieved and the match process within Omnicash takes place. The match process and subsequent processing within OmniPlus/EASE Omni are described immediately following the *Non-Automated Submissions* section below.

For both Corporate and HEG plans, when the data file is received, a notification report is generated indicating details about the file, which is used as a tracking tool.

Non-Automated Submissions (Non-OmniPlus/EASE Omni formatted)

The contribution and loan repayment data, including summary totals, are submitted by the Plan Manager or Money-In Analysts into a ticket database.

The Reformatting Analysts access their work queue within the ticket database to view the totals of the contribution and loan repayment data. A good order review is performed to verify that the file totals agree to the information contained on the ticket. If the contribution and loan repayment data is not in good order, the Reformatting Analyst makes a notation within the database to indicate this status. A message is sent to the Plan Manager or Money-In Analyst indicating why the file is not in good order. The Plan Manager or Money-In Analyst makes the appropriate changes to correct the file so that it can be processed.

Once in good order, the contribution and loan repayment information is entered by the Reformatting Analyst into the reformatting software, which converts it to OmniPlus/EASE Omni-readable format. The Reformatting Analyst validates the accuracy and completeness of the information by comparing the input per the reformatting application to the summary totals contained on the ticket submitted by the Plan Manager or Money-In Analyst. Differences, if any, are corrected.

The Reformatting Analyst then submits the data to OmniPlus/EASE Omni where it processes in an edit cycle. The ticket is then closed and a notification is sent to the Plan Manager or Money-In Analyst indicating when the file should appear in OmniPlus/EASE Omni. Any errors resulting from the edit cycle are investigated by the Plan Manager or Money-In Analyst. A log of the errors is printed and used to track the resolution. The data resides in a holding area until it is ready to be matched with the cash receipt information within Omnicash.

The time standard to process the data file is two business days. This time period includes determining that the information is in good order, entering the data into reformatting software, contacting the Plan Manager or Money-In Analyst regarding discrepancies, processing the information in the OmniPlus/EASE Omni edit cycle, and submitting the data for processing. However, if issues arise that require more than two business days to resolve, they are discussed with the Plan Manager or Money-In Analyst and the data file is then processed upon resolution of the issues.

Certain Corporate Plan Sponsors are then notified to submit their monies using one of the methods described within the *Recording Cash Receipts* section of this report. All other Plan Sponsors do not receive notification, but submit their monies at their discretion.

The match process is then performed. The data files are retrieved from the holding area within OmniPlus/EASE Omni. The totals per the data files are matched to the respective total dollars per the cash receipt information in Omnicash. Any discrepancies are recorded to a Suspense report, which is reviewed either on-line or on a hardcopy report, by Money-In Analysts on an ongoing basis. Write-off

procedures exist that describe established thresholds and approval processes. Follow-up telephone calls are made to the Plan Sponsors to resolve the unmatched items by the close of the following business day.

A file is created containing all matched items, which is automatically processed within OmniPlus/EASE Omni during the nightly cycle. For those transactions that pass the OmniPlus/EASE Omni edits, the participants' accounts are updated automatically with the AUV or NAV relative to the date that both the contribution/loan repayment data and related receipts were in good order. For those transactions that do not pass the edits, discrepancies are attributable to errors such as invalid social security number or a participant is no longer in the plan. These errors will appear in an on-line error report (Slash E). Follow-up is conducted with the enrollment team or Plan Sponsor in order to resolve discrepancies by the close of the following business day.

A written acknowledgement is generated and mailed to the Plan Sponsor or Payroll Department for all data submissions described above.

Participant Services Supervisors meet daily to discuss all pending items such as suspense, reconciliation, and carryover items. As part of this daily routine a suspense report is prepared, which includes details of the suspense items within and over the 30 day standard. As evidence of the review, the Manager initials and dates the suspense report.

Throughout the process of applying contributions and loan repayments, notations are made in Task Manager and on the notification report generated for Corporate and partially unbundled Corporate plans. These notations relate to corrections made to the file and the various dates involved in processing the data.

On a quarterly basis, an aging report is created by Production Accounting and Control identifying those reconciling and suspense items that are over 90 days old. The report is distributed to the respective business owners who must review their item(s), provide an explanation or reason for the outstanding item(s), action steps that will be taken to resolve the item(s), and an estimated completion date for resolution.

The explanation of outstanding item(s) from the aging report is compiled into a summary report that is provided to the CFO or designee by the Reconciliation Unit. The CFO or designee reviews the package and initials and dates the summary report on a quarterly basis.

401k Plan Servicing ING Employees

Due to the sensitive nature of ING employee personal and financial data, the ING 401k plan information is processed by the Plan Manager servicing the ING plan. In addition, Task Manager is not utilized to scan or store ING Plan data.

Twice a month, ING's payroll vendor sends a file containing detailed contribution and loan repayment information with participant allocation instructions to a secure ING FTP server.

The Plan Manager receives two separate emails regarding the contribution file:

- One email is an automatic confirmation of the receipt of the contribution file sent by the payroll vendor that has been uploaded to the recordkeeping system.

- The second email is an automatic confirmation summary that provides totals of the various contribution and loan repayment information on the vendor file. The following information is included in the confirmation:
    - control information
    - total employee contribution amount
    - total Roth contribution amount
    - total employer contribution amount
    - total loan payment amount
    - total Pretax catch-up contribution amount
    - total Roth catch-up amount

The Plan Manager retains the emails as evidence that the files were received.

The Plan Manager receives an email from the Plan Sponsor outlining the contribution totals for each source of money, which is then compared by the Plan Manager to the Confirmation Summary totals per the automated email. If the totals agree, the Plan Manager initials and dates the control total e-mail received from the Plan Sponsor.

The payroll vendor's file is automatically loaded to EASE Omni upon receipt. The file is run through an edit cycle in order to determine those items that can not be processed. Depending on the type of rejected item, the Plan Manager either notifies the Plan Sponsor or researches these items so they can be included in the processing cycle.

The Plan Manager verifies that the information within EASE Omni agrees to the Confirmation Summary to ensure that the data is complete.

The Plan Manager creates a reconciliation report which compares the payroll vendor's data to EASE Omni data, taking into consideration any adjustments/rejects that affect the wire transfer amount. All reconciling items and the newly calculated wire transfer amount are reflected on the reconciliation report.

Once the payroll contribution file has been reconciled, the Plan Manager sends an email confirmation with the reconciliation report attached to the ING Payroll Department, documenting the approval of the payroll file and providing a total amount that is to be wire transferred to ING.

Twice per month on scheduled pay days, the ING Payroll Department sends a wire transfer to Wachovia Bank for the amount specified by the Plan Manager and sends the Plan Manager an email confirmation with the wire reference number. The Plan Manager verifies receipt of the wire in PeopleSoft eDS.

The Plan Manager compares the Wire Transfer amount per PeopleSoft eDS to the total per the reconciliation report for agreement. Once in agreement, the Plan Manager submits the payroll contribution and loan repayment file to EASE Omni for the nightly batch cycle.

After the transaction is posted to EASE Omni, a Slash E report is generated reflecting any rejected contributions and loan repayments. The Plan Manager addresses these rejects by either refunding the payment in the case of a paid-off loan or working with the Plan Sponsor in the case of rejected contributions.

Each day, all financial transactions processed for EASE Omni plans flow to ReconPlus for reconciling purposes. This includes contributions, loan payments and any refund checks issued in PeopleSoft eDS.

The Plan Manager reviews ReconPlus and ensures that the wire transfer received, contributions, loan payments and any refunds match and balance after all files have been processed.

On a weekly basis, the Operations Manager runs a ReconPlus report and documents that the payroll has been completely processed. If items are outstanding, the Operations Manager discusses each item with the Plan Manager to ensure proper corrections are made, and documents this on the ReconPlus report. The Operations Manager initials and dates the report as evidence of the review.

Account Changes

Account change requests may be initiated through the mail, fax, a telephone call to the CCCs, the 1-800 line using the VRU, or the Internet. Account change requests can be financial and non-financial in nature. Financial account change requests include fund-to-fund transfers, reallocation of existing account balances, and changes in future investment selections/salary contributions. Non-financial account change requests include password changes and address changes. For the purpose of this report, account change requests discussed are limited to those affecting financial activity.

Proper identification is required for a participant to access account information and make changes.

- For those account change requests processed through the CCCs, the CSA verifies the participant's identity by asking various personal questions (e.g., name, date of birth, social security number, address). Identity verification is performed via a recorded line.

- For those account change requests initiated through the VRU, the participant is required to provide SSN and a predetermined four-digit PIN in order to access account information and make changes. The participant can change the PIN after the initial access, or if a participant does not know his/her four-digit PIN, the VRU will allow the participant to create a new four-digit PIN after answering a verification question. The option to create a new four-digit PIN after answering a verification question is not available on the VRU for EASE OmniPlus accounts. VRU access is denied if a match is not found within two attempts. The call then defaults to a CSA in the CCCs.

- For those account changes initiated through the Internet, using INGAccess/PWeb, the participant is required to initially provide their SSN, a valid email address, and a four-digit PIN to register for access. The participant subsequently selects a username and password that are used to access account information and make changes. The password is automatically matched against a control file to determine whether access can be granted. Internet access is denied after a set number of unsuccessful logon attempts.

Mail/Fax (For participants who are suspended from trading only)

Mailed or faxed requests are delivered to the ASU. The Administrative Services Analyst scans the documents into Task Manager, which automatically records the date and time that the documents are scanned, and routes the scanned documents based on task type.

The Analysts within Business Support, Complex Processing & Controls, access their work items in Task Manager to view the documents. The documents are examined for good order, which includes checking for signatures and completeness of the information. Requests in good order are processed appropriately and the "Process" action step is taken in Task Manager, sending the item into a "completed" status.

Notations are made within Task Manager for forms that are not in good order. Items that are not in good order are re-assigned in Task Manager to the appropriate Plan Manager who then contacts the Plan Sponsor and/or participant to resolve the open items. Once the request is deemed to be in good order, the remaining details of the request are entered into Task Manager using the good order date. Those account change requests deemed to be in good order are required to be processed by the close of the day that the item became in good order.

The status of outstanding tasks is monitored daily through Task Manager reporting.

CCC and VRU

Account change requests received in the CCCs are manually entered into CSW and PSR Connect by a CSA. CSW and PSR Connect automatically record the date and time of the entry. VRU requests are automatically logged into CSW and PSR Connect. For requests submitted through the CCCs, the request and the effective date of the request are verbally confirmed with the participant by a CSA or through a recording when utilizing the VRU to determine whether it was handled as intended. CCC calls take place on a recorded telephone line.

Internet

The date and time of the Internet request is automatically logged into CSW and PSR Connect.

All account change requests must pass various edits before processing in the OmniPlus/EASE Omni nightly batch cycle. CCC requests are subjected to various CSW and PSR Connect edits (e.g., fund not available to the plan, allocations do not equal 100%) upon data entry, and are corrected prior to continuing to ensure data is accurate and complete. VRU and Internet edits will not allow the participant to continue with the transaction. VRU errors are not transmitted to OmniPlus/EASE Omni and the call automatically defaults to a CSA in the CCCs. Similarly, Internet errors are not transmitted to OmniPlus/EASE Omni, and the participant must either retry the request or use one of the other methods.

Files with all valid account change requests are then created automatically through job scheduling routines and are run in the next OmniPlus/EASE Omni nightly batch cycle. The files must pass additional edits during the processing cycle.

Errors are tracked via the CSA's CSW, in-box (for transactions initiated via the CCCs) or recorded on an error log (for transactions initiated via the VRU or Internet). In addition, the Complex Transaction Unit monitors a daily error report out of OmniPlus/EASE Omni to identify transaction errors related to inter-fund transfers and/or post enrollment allocation changes. These errors are communicated to a CSA Analyst, if required, via email to make a call to the participant.

On a daily basis, CSAs and their Supervisors monitor all errors and notify Plan Managers. The Plan Managers are responsible for resolving the errors within one business day and resubmitting the corrections to OmniPlus/EASE Omni. The corrected transactions run in the next OmniPlus/EASE Omni cycle. The errors remain in the in-box or on the error log until they are resolved and are logged out accordingly.

On a daily basis, after the account change requests have processed in the OmniPlus/EASE Omni nightly batch cycle, a percentage of the CCC account change requests are selected for audit by the management teams. Findings, if any, are researched, resolved, and resubmitted for processing in a timely manner. The time standard for resolving any findings is one business day.

Written confirmations are generated for all account change requests.

Disbursements

Disbursements include transactions such as in-service withdrawals, rollovers, loans, and lump sum distributions, systematic distributions (e.g., Estate Conservation Option (ECO), Systematic Withdrawal Option (SWO), and Installment Payment Option (IPO)) and are processed according to the plan provisions and Internal Revenue Service (IRS) regulations based on plan type. The processes and controls surrounding disbursement processing are described below.

A participant is required to initiate disbursement requests by speaking with a CSA in the CCC or initiating the request online. If initiated through the CCC, the CSA validates the participant's identity by asking a series of questions. The CSA then views the participant's account information within CSW (if OmniPlus plan) or PSR Connect (if EASE Omni plan) to determine the amount of funds available for distribution.

Routine Disbursement Requests

Disbursement request forms for disbursements such as in-service withdrawals, rollovers, loans, and lump sum distributions and certain systematic distribution options are pre-filled based upon the information provided by the participant which was entered into CSW (if OmniPlus plan) or PSR Connect/Pweb (if EASE Omni plan). The pre-filled disbursement form is subsequently mailed or faxed to the participant with appropriate instructions for completion. Systematically, CSW (if OmniPlus plan) or PSR Connect/Pweb (if EASE Omni plan) logs the distribution request and assigns each request a unique transaction number.

The pre-filled disbursement forms are returned by the participant, third party administrator, or employer by either mail or fax and are directed to the ASU. An Administrative Services Analyst scans the disbursement forms into Task Manager, which automatically records the date and time that the documents are scanned, and routes the transaction to the appropriate business area based on task type. The information is automatically transmitted into a log within CSW (if OmniPlus plan) or PSR Connect (if EASE Omni plan). The disbursements are then processed using the scanned image as the source of information.

The Money-Out Analysts access their work items within Task Manager and view the image of the disbursement forms for use in the good order review. A designated individual within the Money-Out area reviews the Outstanding Task detail report in Task Manager to determine whether all tasks have been addressed.

A good order review is performed by Money-Out Analysts for each transaction and includes checking the form for signatures (e.g., participant signature, authorized Trustee signature), complete information, and compliance with applicable IRS regulations and plan provisions. Money-Out Analysts record the status of the good order review through an action step in Task Manager.

If the request is not in good order, two attempts are made to resolve the outstanding items within five business days. The status of the request is recorded in Task Manager and on the fifth business day, the work item will be closed if good order hasn't been determined. The service log remains pending within CSW (if OmniPlus plan) or PSR Connect (if EASE Omni plan) until the request expires based on a pre-established time limit and the transaction is purged from CSW (if OmniPlus plan) or PSR Connect (if EASE Omni plan).

Those disbursements that were deemed to be in good order and that have no varying or additional information from the original request can be released by the transaction number through TransactIT/CSW and automatically transmitted to OmniPlus/EASE Omni. Those disbursement requests that have information that varies from the original request in CSW or are not TransactIT capable are coded directly into OmniPlus/EASE Omni. If the disbursement transaction was processed through CSW, the disbursement transaction logs auto-close once the transaction has been processed successfully.

Non-Routine Disbursement Requests

Certain disbursement requests (e.g., qualified domestic relation orders, certain systematic distributions) require customized forms and are considered "non-routine". The processing of non-routine disbursement requests is similar to the processing of routine requests, with the exception of the following:

- Disbursement request forms are not pre-filled.

- Ongoing systematic disbursements occur on the 1st and 15th business day of each month and are generated automatically within the normal disbursement cycle, as described below, until the accumulation account is depleted or the distribution option is revoked or changed at the request of the participant.

The recordkeeping system is configured to perform edits checks on transactions. Transactions that do not pass the edits are written to an error report and are researched and resolved by a Money-Out Analyst. Once the disbursement transaction has been successfully processed on OmniPlus/EASE Omni, the time standard to deliver the disbursement payment to the participant is seven to ten business days.

After the disbursements have processed through OmniPlus/EASE Omni, the disbursement file is transmitted to PeopleSoft eDS. On a weekly basis, the total disbursements per OmniPlus/EASE Omni are reconciled to the check payments per PeopleSoft eDS. All reconciling items are researched and resolved.

All disbursements, with the exception of ongoing systematic distribution payments, are reviewed by QA. For initial systematic distribution options, the QA Reviewer compares source documents to OmniPlus/EASE Omni to determine accuracy of the transactions. For all other disbursements, the QA Reviewer compares PeopleSoft eDS or TransactIT/OmniPlus/EASE Omni information to each source document to determine accuracy and timely processing. The disbursement is marked as approved or denied within PeopleSoft eDS. The disposition of the QA reviews relating to initial systematic distribution options and other disbursements are recorded through an action step in Task Manager. If errors are noted, the original documentation is returned to the appropriate Analyst for corrective action. The corrected disbursement transaction is resubmitted for another QA review.

On the same day, Production Accounting and Control releases the check and ACH payments. The check payments are sent to the Company's internal print management center for printing. Wire payments are released via Treasury Services.

Occasionally, circumstances arise that result in the processing of a check outside the normal check run (e.g., voids or special requests). These checks are printed within Production Accounting and Control, picked up by QA and are mailed to the appropriate party.

On a daily basis, disbursement information is transmitted from OmniPlus/EASE Omni and PeopleSoft eDS, into ReconPlus, where it is balanced by the Reconciliation Unit.

Confirmations are generated for all disbursements.

Rollover Transactions

Rollover transactions occur when money is surrendered from a participant's Defined Contribution product that is housed on OmniPlus/EASE Omni and moved to an individual annuity product that is housed on either the same system or a different system, depending on the new product chosen.

Rollover requests are submitted through either a Money-Out form or Rollover Form along with the completed application. Internal Rollover forms/Money Out Forms are received in the ASU, where the forms and supporting documentation are scanned into Task Manager, the date and time the documents were scanned is recorded, and the transaction is routed to the appropriate business area based on task type.

Central Rollover Unit (CRU) analysts access the rollover request forms within Task Manager and perform a review, which includes reviewing each form for completeness, proper signatures, and proper vesting information. The Analyst takes an action step in Task Manager to evidence his/her review.

If the form is not in good order, the appropriate individual (e.g., participant, sponsor, TPA, agent) is contacted and the issue is discussed in an attempt to bring the form to good order. Calls are made usually to assist in resolving the not in good order items. If it is deemed that the issues cannot be resolved, the form is handed off to the appropriate support team and withdrawn from the Task Manager. The CRU analyst makes a notation within Task Manager to indicate that either the good order review was completed or adds notation that the form was withdrawn.

Throughout the day, CRU analysts access their assigned work items in Task Manager. A Team Champion, Supervisor or designated individual monitors the Outstanding Task Detail report in Task Manager to determine whether all tasks have been addressed.

The CRU analyst enters the surrender information from the form into OmniPlus/EASE Omni to surrender the funds and performs a self review. As the data is manually entered into OmniPlus/EASE Omni, the transaction must pass various on-line edits (e.g. fund limitations, wrong social security number, date input differs from current date, funds not available) and notifies the processor via a message window when an error occurs. The error is corrected by the CRU analyst prior to continuing to ensure data entry is accurate and complete.

The OmniPlus/EASE Omni edit/nightly batch cycle runs and changes can be viewed the next day. During each processing cycle, the surrendered transaction must pass system edits (e.g. fund limitations, plan specifications). Those transactions that do not pass the system edits are automatically written to an error report. The error report is used as a research tool to assist with error correction, which should be performed within five business days. Errors are cumulative and remain on the error report until corrected.

If the surrendered funds are moving to a product that exists on OmniPlus/EASE Omni, the CRU Analyst suppresses the check within OmniPlus/EASE Omni so that the funds can be internally transferred via a Money-In transaction. For surrendered funds that are moving to a product that is on a system other than OmniPlus/EASE Omni, either a printed check, in-house printed check, or wire transfer is requested.

A designated CRU Analyst performs a daily QA review of 100% of rollover transactions by comparing source documents (e.g., internal rollover form or Money-Out form) to the information previously entered into OmniPlus/EASE Omni, and reviews on-line error reports to verify that all pertinent information is accurate and complete. The Analyst takes an action step in Task Manager to evidence his/her review.

If errors are found during the quality review, the Analysts will make a notation in Task Manager and route the transaction via Task Manager to be re-processed. Corrections are made and the Analyst takes an action step in Task Manager to resubmit the transaction for another QA review.

Based on the results of the QA review, either the QA Reviewer, the CRU Analyst or the Team Champion marks each transaction within PeopleSoft eDS as approved or denied which is the evidence that confirmation of the dollar amount matches the transaction processed. The Reviewer's name and date of approval are documented within PeopleSoft eDS.

The approved surrendered transactions are processed within the PeopleSoft eDS nightly batch cycle which automatically groups the disbursements by checks or ACH/wire transfers.

A Production Accounting and Control Analyst releases the payment files via batch. The PeopleSoft eDS payment file containing check requests are transmitted for payment by the Analyst to the appropriate in-house printing area where the checks are printed and mailed. The PeopleSoft eDS payment file containing ACH/wire transfer requests are transmitted for payment by Treasury Services in Atlanta to the bank where the ACH or wire transfer disbursement is processed.

For those surrender transactions that were labeled as requiring a locally printed check, the CRU Analyst summarizes the check information and sends an email to Production Accounting and Control. A Production Accounting and Control analyst obtains the checks from the local printer, groups the checks and hand delivers the locally printed checks to CCM Unit. As the check is provided to CCM, a Production Accounting and Control Check Log is initialed and dated by the receiving party as evidence of delivery and receipt of live checks. See the *Contributions and Loan Repayments* section of this report for the description related to the processing of live checks.

Distribution Options

ECO, SWO, IPO, and LEO's are Systematic Distribution Options (SDOs) where the account balance remains in the accumulation phase of the plan's annuity contract. ECO/SWO/IPO distribution options are available to 401(k), 403(b), and 457 plan participants unless otherwise noted. LEO distributions are available to 403(b) plan participants only.

The ECO distribution option is intended to satisfy the participant's required minimum distribution (RMD) as required by the Internal Revenue Code. SWO and IPOs provide two types of payment options: Specified Payment and Specified Period, which are monitored for RMD compliance. LEO provides three methods of payment calculation options: Life Expectancy, Amortization, and Annuity. LEO payments satisfy IRS requirements for equal and substantial payments under age 59 ½.

Participants can initiate SDO payment disbursement requests by calling the CCC or via the Internet using INGAccess for OmniPlus SDOs and Pweb for EASE Omni SDOs. For transactions initiated through the Internet, the participant is required to provide his/her SSN and four-digit PIN to register for access. The participant is subsequently required to select a username and password that will be used to access account information and make changes. The password is automatically matched against a control file to determine whether access can be granted. Internet access is denied after set number of unsuccessful logon attempts.

CCC Analysts who receive participant calls for a SDO request, verify the participant's name if the participant enters their SSN and PIN into the VRU. If the participant doesn't enter their SSN and PIN, the CSA validates the participant's identity by verifying the participant's name and either their date of birth or SSN against the customer information listed in CSW (for OmniPlus plans) or PSR Connect (for EASE Omni plans) . The CSA also determines the amount of fund availability via CSW or PSR Connect. Upon successful verification of the participant, the CCC Analyst mails pre-filled disbursement request forms to the participant to complete, sign, and return. For 401(k), 457, and certain 403(b) plans, the Plan Sponsor's signature is also required.

The election forms are directed to the ASU where an Analyst scans the election forms into Task Manager, which automatically records the date and time that the documents are scanned, and routes the transaction to the appropriate business area based on task type. The information is automatically transmitted into a CSW log. Designated individuals review and monitor the Outstanding Task Detail report in Task Manager to determine whether all tasks have been addressed.

Using the scanned form within Task Manager, the SDO or Money-Out Analysts review the election forms for good order, checking for completeness and accuracy of the information, and for the required signatures. Analysts indicate that the work item has been reviewed for good order by taking an action step in Task Manager. If the election form is not in good order, there are two processes which take place depending on whether the plan is on OmniPlus or EASE Omni.

For plans on OmniPlus, the Analysts attempt to contact either an agent in the field office or the participant to resolve the problem. If unsuccessful after several attempts, the form is logged out of CSW and/or Task Manager and mailed back to the customer. While waiting for the resolution of the problem, the distribution option is marked as pending within Task Manager, and a notation of the not in good order status is made in Task Manager. Once the missing information is received, the status within Task Manager is updated and notations are made to describe the resolution. The election form is then subjected to the log-in and good order processes again.

For plans on EASE Omni, two attempts are made to resolve the outstanding item within five business days. The status of the request is recorded in Task Manager and on the fifth business day, the work item is closed if good order has not been determined. The service log remains pending in CSW (OmniPlus plans) or PSR Connect (EASE Omni plans) until the request expires based on a pre-established time limit and the transaction is purged from CSW or PSR Connect.

Once the election forms are in good order, an SDO Analyst manually enters the transaction into OmniPlus for OmniPlus plans or a Money-Out Analyst enters the information into TransactIT for EASE Omni plans, which determines the payment calculation and fund election.

If the initial disbursement request is manually entered into OmniPlus/EASE Omni, the transaction passes various on-line edits. If a potential error occurs (e.g. participant not found, invalid SSN, amount not available, termination date not valid), a message is displayed on-line which notifies the analyst who corrects the error before proceeding.

After the initial disbursement is set-up on OmniPlus/EASE Omni, the distribution is processed during the next OmniPlus/EASE Omni processing cycle. OmniPlus/EASE Omni edit cycles run four times a day and changes can be viewed after each cycle. The recordkeeping systems are configured to perform edit checks on transactions. Transactions that do not pass the edits are automatically written to an error report and researched and resolved by a Money-Out Analyst.

The QA area reviews 100% of all ECO, SWO, IPO, and LEO initial distribution set-ups. The QA review consists of comparing source documents to OmniPlus/EASE Omni. The disposition of the QA reviews is recorded through an action step in Task Manager. The initial payment and all subsequent payments are then automatically disbursed according to an established payment schedule.

When errors are identified, based on the results of the quality review, the details are communicated to the SDO Analyst via Task Manager for correction. The SDO Analyst maintains the Task Manager item until the file is re-processed; once corrected the request is quality reviewed again.

Each day, Production Accounting and Control releases check and ACH payments. The majority of check payments are sent to the Company's internal print management center for printing. Wire payments are released via Treasury Services for transmission to the bank. Occasionally, circumstances arise that result in the processing of a check outside the normal check run (e.g., voids or special requests). These checks are printed either within Production Accounting and Control or ING's internal print management center and are mailed by the appropriate party.

Confirmations are generated for all distributions. Distribution transactions, along with other financial transactions, are also reported within the customer statements that are generated and mailed to the participants, on a frequency dictated by the plan specifications.

Death Claims

Beneficiaries initiate a death claim disbursement request by obtaining and completing death claim request forms from the Plan Sponsor or the CCC. The beneficiary must authorize and sign the death claim notice and provide the appropriate form of death certificate (e.g. original, faxed copy) based on the type of plan or value of the account.

An Administrative Services Analyst scans each document into Task Manager, which time and date stamps the forms, and routes the transaction to the appropriate business area based on task type. Task Manager automatically creates a log in CSW for OmniPlus plans and a log in PSR Connect for EASE Omni plans, which indicates when each disbursement request is received.

Analysts access their work items in Task Manager. A designated individual within the business area reviews the Outstanding Task Detail report in Task Manager on a daily basis to determine whether all tasks have been addressed.

Using the scanned images, or information provided by other sources, the Death Claim Analyst examines the documents for good order, which involves checking for beneficiary's signature, name, address, SSN or tax ID number, and confirming receipt of a death certificate, ensuring that the request is on ING forms, and that IRS regulations, and plan provisions are followed. The Analyst indicates that the work item has been reviewed for good order by taking an action step in Task Manager.

When forms are not in good order, the Analyst initiates an action (e.g., phone call or letter) to the beneficiary within twenty-four hours. When good order cannot be achieved, the death claim is closed

manually on CSW and Task Manager for OmniPlus plans and on Task Manager for EASE Omni plans. A letter is sent to the beneficiary/plan trustee requesting additional information.

Once the death claim disbursement request is in good order, the Analyst manually enters additional information into OmniPlus/EASE Omni where it is processed via a nightly batch cycle and subjected to various system edits (e.g. missing field). Any transactions containing errors are written to an error report, which is used during the QA review. Those transactions that pass the system edits are automatically written to a file that is transmitted to PeopleSoft eDS for payment.

The QA Analyst performs a QA review on each death claim disbursement request. The QA review includes comparing source documents to the data within OmniPlus/EASE Omni, Task Manager, CSW (for OmniPlus plans), and PeopleSoft eDS, reviewing error files, documenting errors on the worksheet, and notifying Analysts in the event of an error. The status of the QA review is documented through an action step in Task Manager. If the death claim documentation passes the review process, the quality review Analyst confirms the mode of payment and then approves the transaction in PeopleSoft eDS.

If errors are found during the review process, the QA Analyst cancels the respective disbursement within PeopleSoft eDS. The Reviewer notes the reason for the error in Task Manager and rejects the items back to the original processing Analyst. The status of the QA review is documented through an action step in Task Manager.

On the same day, Production Accounting and Control releases the PeopleSoft eDS files for payment. The check payments are sent to the Company's internal print management center for printing; the wire transfers and ACH payments are sent to Treasury Services for transmission to the bank.

Occasionally, circumstances arise that result in the processing of a check outside the normal check run (e.g., special requests). These checks are printed within Financial Accounting and are mailed to the appropriate party.

On a daily basis, disbursement information is transmitted from OmniPlus/EASE Omni and PeopleSoft eDS into ReconPlus where it is balanced by the Reconciliation Unit.

Confirmations are generated for all death claim payments.

Valuation

The valuation process includes the receipt of mutual fund NAV prices, the receipt and application of the credited interest rates on fixed products, and the calculation of the AUVs, all of which are used in processing participants' transactions, reporting account balances, and processing trade information.

Pricing

On a daily basis, after the New York Stock Exchange closes, pricing information for mutual funds, which includes the current NAV prices, the daily change in the NAV prices, dividend distributions, and other income information, is received from either the clearing corporation or the various fund groups. This pricing information is either manually input by an Analyst or automatically transmitted directly into Valuations. A daily report is generated for all manually input prices and is used to validate the prices and dividend rates back to source documents.

On-line, the daily changes in NAVs and daily dividend rates are automatically compared to tolerance levels and documented on a tolerance monitoring report. Variances from established tolerance levels are investigated, changes are made on-line if needed, and appropriate on-line approvals are entered to create the pricing file. Any on-line corrections made are also noted on the hardcopy tolerance monitoring report. Additionally, a daily asset/liability comparison is performed to determine whether only minor differences exist and are within tolerance levels.

On a monthly basis, the credited interest rates and related information are provided to the Fund Operations Unit for application to the ING fixed rate investment options. The rates are contained in a nightly price file sent to OmniPlus/EASE Omni.

Nightly, the respective AUVs are calculated by Valuations. Subsequently, two pricing files are created: one for the funds using AUVs and one for the funds using NAVs. The two pricing files are sent to a server where they automatically replace the previous day's files. Concurrently, backup files are created. Using the backup copies, record counts from the previous day's pricing files are automatically compared to those from the current day. A report of the comparison is produced. An Analyst within the Fund Operations Unit reviews all discrepancies and communicates any changes, prior to the server files being processed on the recordkeeping systems.

A series of jobs are run to transmit the pricing files to OmniPlus/EASE Omni and to determine the accuracy and completeness of the data after transmission. Job processing controls are used throughout the process. Errors are monitored by an IT Analyst and appropriate parties are informed for the errors to be addressed appropriately. Depending on the nature of the error (e.g., financial or non-financial), it is either resolved immediately and the file is re-run or the file will run as scheduled and the error will be addressed in the next day's processing cycle.

Trading

After the prices have been transmitted to OmniPlus/EASE Omni and applied to the participant transactions, the trading process is initiated.

Daily, OmniPlus/EASE Omni transmits two trading files to the server: one for AUV trade transactions and ending units, and one for NAV trade transactions and ending units.

AUV Trade File

The AUV trade file is automatically transmitted to Valuations according to the job scheduling sequence. The trade file is subject to various tolerance level edits, as described below. Those transactions that are within tolerance thresholds remain on the trade file and are automatically sent to the clearing corporation or manually transmitted via on-line fax.

Within Valuations a calculation is performed to determine the total dollar value of the units being traded. A comparison of total dollar values between Valuations and the recordkeeping systems is performed via an automatic query. If there are discrepancies, a cash tolerance report is automatically produced and reviewed by both the Fund Operations Unit and Financial Accounting. The cash tolerance report, along with documentation supporting the error resolution, if any, is kept in a file for future reference.

Additionally, fund and fund/margin code activity reports are automatically generated documenting the total trade values within a fund and fund/margin code that exceeded pre-established tolerance levels.

Discrepancies are investigated by the Financial Accounting area, who communicates the corrective action, if any, to the Fund Operations Unit.

The trade transactions that have discrepancies are automatically suspended within Valuations. Once corrected, the transaction is approved and transmitted via on-line fax to the Fund Group or Fund Group's transfer agent for inclusion in that day's trade processing. Otherwise, the trade(s) in question remains suspended until the discrepancy is resolved and approved, which is normally in the next day's processing cycle.

Record counts from the previous day's trading files are automatically compared to those from the current day. A report of the comparison is produced. An Analyst within the Fund Operations Unit reviews all discrepancies and communicates any changes, prior to the files being processed on the recordkeeping systems.

NAV Trade File

The NAV trade file follows the same procedures as the *AUV Trade File* sub-section above, excluding the calculation of the total dollar value of the units being traded between Valuations and OmniPlus/EASE Omni via an automatic query.

Once the trade information has been verified as complete and accurate, Fund Operations transmits a file to Treasury Services so that monies can be wire transferred to the appropriate fund groups.

After the Fund Operations database is ready with actual trade information, Financial Accounting performs a daily comparison between the NAV ending shares per the recordkeeping systems and the shares per Valuations. A report documenting the comparison and results is generated and any discrepancies are communicated to the Complex Transaction Unit for resolution.

Confirmation

On a daily basis, the Fund Operations Unit reconciles the share positions per Valuations to the share positions per the clearing corporation or the various fund groups. The share positions are reconciled to websites, faxes, e-mails and/or phone calls received from the clearing corporation/fund groups. A Checklist report is printed and the results of the comparison are maintained in the Fund Operations Unit. Any discrepancies are identified, and once reconciled, the variance amount and related explanation are noted on the report.

Account Statements for Plans Subject to SEC Custody Rule

Participant statements are produced accurately to reflect account activity for each quarter

Participant information is available via website or VRU at any time. Participant information is available via ING Access.

D. DESCRIPTION OF INFORMATION TECHNOLOGY ENVIRONMENT

This section provides information on the various aspects of computerized information systems, which include installing network, mainframe, and distributed (Windows NT and midrange) systems, maintaining the network and data centers, administering the operations of the data centers, securing the environment, and managing the operations of business application systems.

Logical Access

ING Corporate Security IT policies and standards outline controls for logical access. These standards document the policies and procedures for access control, such as those pertaining to password configuration parameters, log-on attempt limitations, and restrictions to production applications and data.

Network Level Access

Firewalls are used to limit ports available to external users and to limit access to internal computing resources. Only network management personnel, based on their job responsibilities, have administrator access to firewalls. Tipping Point, a software package used to monitor and identify potential unauthorized access on the network, is configured to generate alarms based on unusual network activity. Network support and information security personnel monitor and act upon alarms.

Unauthorized attempts to access network domains are logged, escalated, and addressed in a timely manner.

Virus protection software is installed on all email servers and configured to automatically update the virus definitions.

Administrator access to the Network Domain controllers and Active Directory, which are used to manage access to the network resources, is granted based on job responsibilities. Periodic reviews of privileged access to network domains are performed by a Manager/delegate to ensure access remains commensurate with job responsibilities.

Server and Database-Level Access

System administrator access to data transmission servers is restricted to IT operations and system administration personnel based on their job responsibilities.

Periodic reviews of privileged local access to servers are performed by Managers to ensure access remains commensurate with job responsibilities.

Periodic reviews of direct access to databases are performed by Managers/delegates, IT Asset Custodians, or Database Managers to ensure access remains commensurate with job responsibilities. This review applies to Valuations and PeopleSoft eDS databases. Direct database access for EASE Omni is controlled through Fortefi IDs and follows the temporary ID access process outlined below. Periodic reviews of Fortefi access are performed by Managers/delegates to ensure access remains commensurate with job responsibilities.

Direct database access for mainframe applications is handled through RACF security. Periodic RACF security reviews are performed by Managers/delegates to ensure access remains commensurate with job responsibilities.

Application Level Access

IBM Resource Access Control Facility (RACF), an access control software package, is used to control logical access to the mainframe programs and data. Operating system security (e.g., Windows and UNIX) is used to control access to the distributed environments. Operating system and application access is granted by security fulfillment personnel upon receipt of requests authorized by appropriate management. Access is granted based on job functions.

Upon Manager notification of termination, Network (Active Directory) level access is automatically disabled.

For both legacy mainframe and distributed environments, IBM security administration personnel disable IDs of terminated ING employees and non-employees having access at the operating system level within one business day of receipt of the daily termination report or notification of the ING Manager (1/1/10-5/30/10). As of 6/1/10 for legacy mainframe and distributed environments and from 1/1/10-12/31/10 for EASE Omni, IT security administration personnel are notified of terminations. Access is removed at the operating system level.

For both legacy mainframe and distributed environments and EASE Omni application and database level access, IT security administration personnel are notified of terminations. Access is removed at the application and database level.

IBM also receives a weekly notification from the IBM HR system that provides HR termination information. Inactive network (Active Directory – AD) IDs are disabled after 90 days. A revocation request is generated and sent to the appropriate fulfillment team for the removal of terminated employees' or non-employee's access.

Business and IT management conduct user entitlement reviews for applications on a semi-annual basis to validate that only active personnel have access to the systems based on their job responsibilities. Management confirms the completion of their review to IT management. IT management researches and resolves such discrepancies.

Temporary access to production is granted to authorized personnel based on job function. Management reviews activity logs related to the usage of the temporary IDs and signs-off to indicate that the usage of the temporary IDs was related to an approved change. Fortefi, the privilege access management system used for EASE Omni, is configured to generate activity logs related to the usage of the emergency IDs and notify IT management automatically when emergency IDs are used by IT personnel. Management reviews activity logs related to the usage of the temporary IDs and signs-off to indicate that the usage of the temporary IDs was authorized and the related changes were approved. For temporary production IDs managed through the CyberArk tool (OmniPlus and Valuations), passwords are changed upon completion of the problem resolution procedures. Cyber-Ark Fire ID passwords are locked upon checkout and the passwords are changed upon check-in. Passwords managed by a group manager within Cyber-Ark are changed 60 minutes after checkout. Valuations passwords managed by a group manager within Cyber-Ark are changed automatically 20 hours after checkout.

Administrator access, enabling personnel to grant/change/delete employee access to applications, is restricted to security administration and Help Desk Support personnel, based on their job responsibilities.

Change Management

Systems development and change controls ensure system software development and programming changes are authorized, prioritized, tested, approved, implemented, and documented. Policies provide for segregation of duties among business, application, and production acceptance personnel between development, testing, and production environments. Code asset management tools (e.g., IBM's Software Configuration and Library Manager (SCLM) for mainframe programs, and PeopleSoft PeopleTools, PVCS, and Clear Case for distributed programs) are used throughout the program change control process.

The Tollgate process is conducted at the end of the following SDLC phases: Demand Management, Requirements Analysis, Design, Test, and Closure. Project risk is assessed during these reviews and projects may either be approved to proceed, redirected, or are asked to stop work at any given review.

All system changes, whether considered a project or a release item (below risk thresholds), are logged into a change management system (IBM's ManageNow, Clear Case, and each application's system request tool until April 18, 2010 and Service Now change management system starting April 19, 2010). Once a change is logged into the change management system, the appropriate IT Manager is identified as an approver. As the change process progresses, the entry in the change management system is updated appropriately.

Separate logical regions for development, test, and production exist for OmniPlus, PeopleSoft eDS, and Valuations. For EASE Omni, separate regions for development, test, and production exist. The production application resides on separate hardware from development and test environments.

Changes are reviewed and approved weekly by the Change Management group after conferring with business and IT management. This group reviews planned changes to help ensure that they are adequately prioritized, tested, approved and implemented in a way that is not disruptive to the production environments. Concerns over application and systems software changes are discussed, the impact is assessed, and potential conflicts are resolved.

After appropriate business approvals, an application programmer is assigned to the system change request. The programmer reviews the system change request and identifies the affected modules. Access to source modules is restricted to authorized personnel. For SCLM (mainframe), and PeopleSoft PeopleTools and Clear Case (distributed), developers check the source modules out of the production libraries and move a copy into the development environment or to their workstation where the authorized changes are performed. Once changes have been made within the development environment or on the developer's workstation, copies of the changed code are then migrated to a user testing environment by authorized individuals. Specific SCLM, PeopleTools, PVCS, and Clear Case configuration parameters provide for segregation of access between development, testing, and production environments as defined for each application.

Test plans are developed jointly by business and application personnel. IT personnel test and approve system software and hardware changes prior to migration to production. Change Agents review all activity for accuracy, completeness, and risk/impact prior to production installation. If the change does not operate as intended, the source module is moved back to the development environment or workstation where corrections are made, and then the revised code is migrated and re-tested by the end users or IT business Analysts.

Prior software versions are archived.

It is the responsibility of the appropriate change management committee to review and schedule all major system development and modification projects that have been approved by the Project Prioritization Process.

Concerns over application and systems software changes are discussed, the impact is assessed, and potential conflicts are resolved. Each morning, a Daily Change report is produced from the change management reporting tool (Service Now) and posted on ING's intranet for IT Change Management personnel, informing them of the new requests that were approved within the past twenty-four hours.

Once testing is completed, the relevant change management system used to obtain approval from IT management to proceed with the change process. A production change request form is submitted to Production Control, the Desktop Release Manager (DRM) area, or the application team librarian before any mainframe or distributed program is moved into the production environment. Production Control, DRM personnel, or the application team librarian review request forms for completeness before approving and initiating the release of modified programs into the production environment. They utilize the change management system to determine whether the change has the proper authorization. Approved software changes are released into the production environment on a pre-defined and pre-approved release management schedule. Distributed system changes are released from a testing environment to the production environment by the application librarian.

Library management utilities are used to manage mainframe and distributed production application libraries, and to document and track changes to source code. Access to production source code is limited to authorized personnel. Only IT personnel, based on their job responsibilities, can migrate program changes into application production environments.

Emergency changes require a verbal approval from the application head or his/her delegate, follow the same change management process as regular changes, and are logged in ManageNow (1/1/10-4/18/10) or Service Now (starting 4/19/2010). Approval in ManageNow/Service Now (starting 4/19/2010) is documented the next business day. Emergency changes must relate to a production problem and be classified as a critical problem.

All EASE Omni releases to the production environment are monitored after implementation. A meeting is held by IT management/Release management upon completion of the release to discuss post-implementation issues.

Physical Access

The Valuations application was located in IBM's St. Louis, MO data center until July 2010 and then moved to the Minneapolis, MN data center. Disaster Recovery servers for the re-hosted Valuations application are located in the Jacksonville, FL data center. OmniPlus and PeopleSoft eDS are located in IBM's Boulder, CO data center. EASE Omni is located in ING's Jacksonville, FL data center. Disaster Recovery servers for the EASE Omni application are located in Quincy, MA, which is outside the scope of this examination.

IBM's Boulder, CO and St. Louis, MO Data Centers

All points of access to the data centers are secured at all times. The doors are closed, locked, and designed to prevent or delay low-level forced entry attempts. If the doors remain open for an extended period of time, an alarm will sound to prevent possible unauthorized entrance. Those doors designated as "Exit Only" have no removable exterior hardware.

Access to the data centers is controlled by dual authentication including a card-key access system and biometrics technology. In addition, the entry point to the data centers is a vestibule man-trap and uses an anti-pass back feature where individuals also must utilize the card-key access system to exit the data center. Access activity is recorded for each data center by the card-key access system.

Local external Security personnel receive notification of access security breaches via local alarm. Closed circuit television (CCTV) cameras record the data center doors and Emergency Power Off (EPO) switches twenty-four hours a day and seven days a week. Additionally, CCTVs, physical patrols, and monitoring equipment enable external Security personnel to monitor the activities around critical facilities, the loading dock, critical entry points, and the outside perimeter of the campus where the Boulder and St. Louis data centers reside. A combination of both twenty-four hours a day and seven days a week recording and event driven recording (Boulder only) is utilized to monitor activities in areas outside of the data centers.

An access violation or an environmental situation at any of the data centers will automatically activate an alarm twenty-four hours a day and seven days a week. On-site external Security personnel provide a timely response if an alarm is triggered.

Only those individuals with a valid business need are authorized to access the IBM data centers. Data Center Support Managers are responsible for communicating the names and identification numbers of the authorized individuals, in writing, to the respective Security organizations of each data center facility. These Security organizations periodically generate security access reports containing the names and identification numbers of the individuals authorized to access the respective data center. These reports are sent to Data Center Support Managers, who respond to the respective Security organization, in writing or through the use of automated tools, to identify any required changes.

ING's Jacksonville, FL and Minneapolis, MN Data Centers

Access through all entry and exit points to the Jacksonville and Minneapolis data centers is restricted through the use of a card access control system. All entry and exit doors at the data center are connected to an alarm system in the Central Security Control Center or Local Security Station to monitor for unauthorized entry. If the doors are held open for an extended period of time, an alarm is triggered.

Video cameras and monitoring equipment are installed near the entry and exit points to the data center and at perimeter areas to allow security personnel to monitor activities around the critical entry points and the outside perimeter of the data center. The video displays are monitored 24 hours/day and 7 days/week by on-site security personnel.

All requests for access to the data center must be initiated by department Managers, and reviewed and approved by specified IT executive management via e-mail or access request forms. Approved requests are forwarded to designated security administrators for set-up in the card access application.

IT management notifies Facilities/Security coordinators of personnel terminations. Data center access for terminated personnel is revoked by Facilities/Security coordinators on a timely basis. Corporate Security generates security access control lists semi-annually for the data center. IT Managers or site administrators are responsible for approving data center access review reports for appropriateness of access and responding in writing to Corporate Security that they have been inspected and whether any specific changes are necessary.

Long-term contractors and vendors may be authorized to access the data center with "no escort required" according to the same procedures as for employees. All other vendors, contractors, and visitors require an escort at all times while in the data center.

Physical access to the data center is restricted to IT and Facilities personnel based on their job responsibilities. Logical access to the card access application is restricted to IT and Facilities personnel based on their job responsibilities. Only IT and Facilities personnel, based on their job responsibilities, may make changes to the user access levels.

Job Processing

New or modified job streams, resulting from program changes, follow a structured migration process into the production environment. Defined steps and processes are followed from development, through QA, and implementation to production. Additionally, prior to migrating modifications into production, appropriate documentation, review, and sign-offs are required as part of the systems test. This determines, among other things, that the job stream is scheduled in the appropriate sequence.

The job scheduling tools used within the ING environments are Tivoli Workload Scheduler (TWS) for mainframe, TWS for distributed (EASE Omni) and Control M for all other distributed environment applications. Access to the scheduling tools and their specific functions are limited to authorized users. Periodic reviews of access greater than read to job scheduling applications are performed by Computer Operations or Production Control Managers to ensure access remains commensurate with job responsibilities.

Changes to the batch schedule are implemented based on pre-established customer agreements (job timings and/or dependencies), which are then reviewed and authorized by the appropriate application personnel. Only IT operations, production control and systems administration personnel, based on their job responsibilities, have the ability to perform changes to the job schedule.

In the event that a job terminates abnormally, error notifications are automatically generated and displayed on the job monitoring console and/or sent to IT operations personnel via e-mail. IT operations personnel follow-up on error notifications and resolve the issues.

For applications in ING data centers, IT operations activities related to job processing for key automated and manually executed jobs are recorded on status reports and emailed to management by the IT operators to indicate completion of the activity. IT operations management review reports, which detail job processing failures identified during processing, on a daily basis. IT operations personnel follow-up on problems and resolve them in a timely manner.

Upon abnormal termination of a job running within TWS for mainframe applications or Control M, a problem ticket is created, the appropriate application or infrastructure support team is notified, and the resolution is documented within the ticket.

A meeting is held by IT operations management to review outstanding high priority production issues. IT operations management follows-up on and resolves discrepancies.

The operator, according to instructions, either pages the assigned application developer or contacts the application developer directly by phone or email. IBM Operations or the application production support team monitor for jobs that do not run, or failed PeopleSoft eDS jobs, and will enter a Problem ticket, which prompts an e-mail notification to the appropriate production support team. For time-sensitive

Control M jobs, the script automatically pages or e-mails the on-duty production support person, for immediate action. Standard change control processes are followed if corrective action, relating to either the mainframe or distributed environment, involves programming changes. Following the resolution of processing problems, the appropriate job scheduler is contacted to restart the necessary job(s).

Data Transmissions

Data is received and transmitted in a variety of methods. The discussion of each transmission method has been further limited to the respective types of data as referenced in the paragraphs below.

For applications in ING data centers, an encryption mechanism is used to encrypt the data stream for inbound and outbound data transmissions performed through public networks. The following data transmission methods are used by ING:

- Secure File Transfer Protocol (SFTP) using Pretty Good Privacy (PGP) or GNU Privacy Guard (GPG) – All files are sent in an encrypted method to help ensure data is protected from unauthorized sources by allowing the data to be viewed only by the sender and the recipient via the exchange of keys.

- Virtual Private Network (VPN) connectivity

Data transmissions for Valuations are not performed through public networks. The transmission of pricing and trading information to the National Securities Clearing Corporation is done through Multi-Protocol Label Switching circuits. Multi-Protocol Label Switching (MPLS) circuits utilize dedicated facilities. This dedicated circuit is fully provisioned for transmission of ING data only, which inherently protects against the data being received from an unauthorized source and upholds confidentially of the data.

For applications in IBM data centers, PGP encrypted SFTP technology is used to send or retrieve financial data by outside sources. The outside sources places the PGP encrypted data into an access controlled lockbox on a server in the demilitarized zone (DMZ), which requires a valid ID and password. An ING process moves the data from the server in the DMZ onto another secure server, which is housed within the internal firewall and prevents unauthorized users from accessing internal computing resources. Once transferred to the internal server, the file is then decrypted and forwarded, by an internal FTP process, to the application server for processing.

Inbound and outbound data transmission scripts are configured to notify IT operations personnel in the event that transmissions do not complete successfully. IT operations personnel throughout the day review and follow-up on these notifications and resolve the issues. Data Transmission failures are reviewed through the standard job process function.

Encryption technology is used to maintain confidentiality of the data (e.g. participant information) as it is transmitted.

Equipment used for data transmissions is located in secure areas with appropriate access restrictions to protect the equipment.

File Backups

Data backup and recovery tapes are generated through the job scheduling process as described within the *Job Processing* section of this report.

IBM Managed File Backups

For the distributed Windows and Unix environments, an incremental backup is completed on a nightly basis. The daily backup logs are reviewed each morning to determine whether the TSM backup process was completed successfully.

For the mainframe environment, application owners are required to specify critical data and required frequency of backups as part of the system development and change control process. These specifications are implemented using Job Control Language.

A report is automatically generated each morning and reviewed by the Open Systems Storage Management team to validate successful completion of backups. Failed backups identified in this report are re-run to successful completion the same day when possible, depending on criticality and impact to daytime processing and the production environment. Those that are unable to be re-run that same day are completed during the next regularly scheduled time. TSM Server activity logs are kept on file for 90 days.

Backup files are sent offsite based on a pre-determined schedule to provide recovery in the event of a location-specific processing interruption. UNIX and Windows backup tapes are recorded on respective automated tape management systems that perform check-in, checkout, and inventory tracking of offsite vault contents. These backup tapes are rotated to secure offsite storage facilities on a daily basis. Offsite tape rotation is tracked via the Media Movement Search report for the respective data center location.

A physical inventory is performed annually to audit the ING vault contents at the offsite vendor. These reviews are completed by performing a physical inspection to determine whether tapes are appropriately recorded and stored. Results of the offsite tape vault inspections are documented and discrepancies are addressed.

ING Managed File Backups

Critical data is backed up at specified frequencies to Virtual Tape.

For applications that reside in ING data centers, data is replicated between systems in two separate physical locations through a data synchronization job.

The Valuations server was re-hosted to the Minneapolis, MN data center in July 2010. After this application was moved, its data was replicated between Minneapolis, MN and Jacksonville, FL system through a data synchronization job. In the event a data synchronization job terminates abnormally, error notifications are automatically generated. IT operations personnel follow-up on error notifications and resolve the issues. Disaster recovery servers are located in a separate location from production servers.

Activities related to job processing for key automated and manually executed jobs, including data synchronizations, are recorded on status reports, and emailed to management by IT operators. IT operations personnel review reports, which included data synchronization failures identified during processing, on a daily basis. IT operations personnel follow-up on problems and resolve them in a timely manner.

E. CUSTOMER CONTROL CONSIDERATIONS

The processing of transactions by the Company for customer organizations and the controls of the Company cover only a portion of the overall internal control of each customer organization. It is not feasible for the objectives relating to the Contract and Plan Administration Services defined in Section III to be solely achieved by the Company. Therefore, customers' internal control must be evaluated in conjunction with the Company's controls summarized in Section II and controls and testing summarized in Section III of this report.

The following list highlights the control activities that the Company believes should be present for each customer organization, and the Company has considered such in developing the controls described in this report. In order for customer organizations to rely on the controls reported herein, each customer must evaluate its own internal control to determine if the following control activities are in place. Furthermore, the following list is intended to address only those controls surrounding the interface and communication between each customer organization and the Company. Accordingly, this list does not purport to be and is not a complete list of the controls, which provide a basis for the assertions underlying the financial statements of customer organizations.

- Instructions and information provided to the Company from the customer should be in accordance with the provisions of applicable governing agreements or documents with customers.
- Timely written notification of changes to individuals authorized to affect activities on behalf of the customer should be adequately communicated to the Company.
- Timely review of reports, confirmations, and customer statements provided by the Company should be performed by the customer, and timely notice of any discrepancies or missing reports should be provided to the Company.
- Sufficient controls should exist within the customer's organization to determine whether authorized instructions are valid, timely, and in compliance with regulatory requirements.
- Sufficient controls should exist within the customer's organization to determine whether transactions are accurate, complete, and appropriately authorized.
- Changes to processing options should be appropriately authorized, implemented, and reviewed by the customer.
- Routine balancing of output from programs to relevant control totals should be performed by the customer.
- Erroneous input data provided to the Company by the customer should be corrected and resubmitted by the customer.

SECTION III

INFORMATION PROVIDED BY ERNST & YOUNG LLP, THE INDEPENDENT AUDITORS

A. PURPOSE AND SCOPE OF REPORT

This report is intended to provide users of the Company's services and operations related to the contract and plan administration services and processing of related transactions for the Corporate plans, including Framework and (k)Choice plans, and HEG plans serviced on OmniPlus and EASE Omni platforms with information about the controls at the Company that may affect the processing of user organizations' transactions and also to provide users with information about the operating effectiveness of the controls that were tested. This report, when combined with an understanding and assessment of the internal controls at user organizations, is intended to assist user auditors in (1) planning the audit of user organizations' financial statements, and in (2) assessing control risk for assertions in user organizations' financial statements that may be affected by controls at the Company.

Our testing of the Company's controls were restricted to the control objectives and the related controls listed in the matrices in this section of this report, and was not extended to procedures described in Section II but not included in the aforementioned matrices or to procedures that may be in effect at user organizations. The examination was conducted in accordance with the American Institute of Certified Public Accountants' Statement on Auditing Standards No. 70, Service Organizations and its amendments and interpretations. The description of our tests of operating effectiveness and the results of those tests presented adjacent to the Company's description of controls, are Ernst & Young's responsibility and should be considered information provided by Ernst & Young. It is each user auditor's responsibility to evaluate this information in relation to the internal controls at each user organization. If certain complementary controls are not in place at user organizations, the Company's controls may not compensate for such weaknesses.

B. CONTROL ENVIRONMENT COMPONENTS

The control environment represents the collective effect of various components in establishing, enhancing, or mitigating the effectiveness of specific controls. In addition to tests of the operating effectiveness of controls in the matrices of this report, our procedures also included tests of, or consideration of, the relevant components of the Company's control environment including:

- the Company's organizational structure and the segregation of duties
- Management oversight
- External regulations and supervision
- Human Resources' policies and practices
- Corporate Audit Services

Our tests of the control environment included the following procedures to the extent we considered necessary:

- Inquiries concerning the Company's organizational structure, including the segregation of duties, policy statements, accounting and processing manuals, personnel policies, and the Corporate Audit Services and Compliance Departments' policies, procedures, and reports
- Inspections, observations and re-performances with management, operations, administrative, and other personnel who are responsible for developing, ensuring adherence to, and applying internal controls
- Observations of personnel in the performance of their assigned duties
- Inquiries of the Company's actions taken in response to recommendations to improve internal controls made by Corporate Audit Services

The results of our tests of the control environment, risk assessment, monitoring, and information and communication controls did not identify any relevant exceptions and we considered the results in determining the nature, timing, and extent of our testing of the design and operating effectiveness of specific control activities for the achievement of specified control objectives.

C. CONTROL OBJECTIVES, CONTROLS, TESTS OF OPERATING EFFECTIVENESS AND RESULTS OF TEST

The Company has specified its control objectives and identified its controls to achieve those objectives during the period from January 1, 2010 through December 31, 2010. Within the Logical Access, Change Management, Job Processing, Data Transmissions, and File Backups sections, the scope of the objectives relates to the applications that have been deemed most critical, namely OmniPlus, EASE Omni, Valuations and PeopleSoft eDS. Task Manager is a workflow and imaging system. Analysts must have appropriate access privileges within OmniPlus/EASE Omni to process transactions that appear in their Task Manager queue. Therefore, the accuracy and completeness of transactions is not impacted by Task Manager and it has been excluded from the scope of IT General Control Testing. Other ancillary systems noted within the description of controls have not been included in the scope of IT General Control testing because these systems are not critical to the achievement of the control objectives. Therefore, the related "Tests Performed" and "Results" relate specifically to OmniPlus, EASE Omni, Valuations and PeopleSoft eDS.

Ernst & Young LLP has determined the nature, timing, and extent of testing to be performed to obtain evidence about the effectiveness of the Company's controls in meeting the objectives during the period from January 1, 2010 to December 31, 2010. The procedures performed to test operating effectiveness are listed next to each of the Company's respective objectives and controls. Test results for each objective are listed next to the procedures performed.

Test procedures performed in connection with determining the operating effectiveness of controls are described below:

Test Procedure	Description
Inspection	Read documents and reports that contain an indication of performance of the control. This includes, among other things, reading documents and reports to determine whether plan documents, enrollment forms, management reports, and plan and participant information are properly recorded and controlled, and examining reconciliations to determine whether outstanding items are properly monitored, controlled, and resolved.
Re-performance	Independently performed the relevant control. This includes, among other things, comparing reconciliations to proper source balance, assessing the reasonableness of reconciling items, and recalculating mathematical solutions.
Observation	Witnessed the performance of controls by organizational personnel. This includes, among other things, viewing the functionality of system applications, automated controls and scheduling utilities and witnessing the interactions with customers.
Inquiry	Interviewed appropriate personnel about the relevant control descriptions, processes, and procedures.

OmniPlus/EASE Omni Process-Level Controls

***Control Objective 1*: Plan Set-Up**

Controls provide reasonable assurance that new plans are set up accurately, completely, and timely.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
1.1	New business documents are reviewed by the NBCA for good order to determine that all of the necessary information has been received and is completed accurately.	Inspected evidence of good order for a sample of plans to determine whether the review occurred. Re-performed the good order review for one item within the sample to determine whether all of the necessary information had been received and was completed accurately.	No relevant exceptions noted.
1.2	The set up of the plan in the recordkeeping system is reviewed against source documents by a QA Analyst to determine whether the plan was implemented in accordance with the plan setup documents.	For a sample of plans, inspected the Plan Installation checklist to determine whether the checklist was signed-off as completed and reviewed. Re-performed the QA Analyst review for one item within the sample to determine whether the plan was implemented in accordance with the plan setup documents.	No relevant exceptions noted.

Control Objective 2: **Transferred Assets**

Controls provide reasonable assurance that plan assets and participant accounts are recorded accurately, completely, and timely.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
2.1	Throughout the day a designated CIS monitors a wire transfer report, which displays wire information via bank software, to identify those wire transfers that relate to transferred assets, and notifies the Client Transition Services (CTS) team and Operations Manager. The Operations Manager, Supervisor, or designated individual reviews the wire transfer report against e-mails received to verify that all wires are accounted for and handled. A Daily Report Review Log is initialed and dated by the Operations Manager, Supervisor, or designated individual to evidence review.	Inspected Daily Report Review Log for a sample of days to determine whether there was evidence of review performed.	No relevant exceptions noted.
2.2	For OmniPlus plans, a QC Member re-performs the comparison of the prior carrier files to PEARL and OmniPlus to determine whether cash received agrees to participant data. For EASE Omni plans, a peer review is performed to verify the entire transaction on COW. If correct, the peer signs off on their review in COW.	Inspected a sample of transactions and reviewed appropriate documentation to determine whether a review was performed. Re-performed the review for one item within the sample to determine whether comparison/verification was performed.	No relevant exceptions noted.

Control Objective 3: **Enrollment**

Controls provide reasonable assurance that enrollment information is processed accurately, completely, and timely.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
Corporate and HEG – Mail/Fax Enrollments			
3.1	Subsequent to the initial setup of participants, a percentage of initial setups are QC reviewed to determine whether enrollment information was input accurately and completely.	Inspected the quality review spreadsheets or Task Manager for a sample of days to determine whether the quality reviews were performed. Inspected OmniPlus data for a sample of errors noted on the quality review spreadsheets or Task Manager action steps to determine whether errors were resolved.	No relevant exceptions noted.
All Enrollments			
3.2	Once the enrollment information has processed successfully, confirmations detailing the enrollment information are generated.	Inspected the confirmation generated for a sample of transactions processed to determine whether the transaction as originally requested was accurately reflected on the confirmation. Inspected TWS job schedule to determine whether jobs are configured to generate a confirmations file on a nightly basis.	No relevant exceptions noted.

Control Objective 4: Contributions and Loan Repayments/Application to Participants' Accounts

Controls provide reasonable assurance that cash receipts, contributions, and loan repayments are recorded to participant accounts accurately, completely, and timely.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
4.1	Checks are logged into a spreadsheet and delivered to CCM. CCM validates the number of checks recorded on the spreadsheet and compares the check amount and plan information on the spreadsheet to the original checks. The CCM Analyst signs-off on the spreadsheet, noting discrepancies, if any. The spreadsheet is returned to the ASU, who makes any necessary changes and saves the spreadsheet for permanent reference.	Inspected the CCM Check Log spreadsheet for a sample of days and determined whether it was reviewed by evidence of sign-off.	No relevant exceptions noted.
4.2	The check information is entered into CMS which automatically transmits the data to Omnicash. A calculator tape of the checks is generated and compared to the total per CMS.	Inspected the daily receipt packages for a sample of days to determine whether there was evidence of the comparison of the totals per the checks as recorded on a calculator tape to the totals per CMS.	No relevant exceptions noted.
4.3	A Daily Activity Summary Report is generated, which includes all of the previous day's cash receipt activity per OmniPlus/EASE Omni. Financial Accounting compares the information per the report to the cash received information listed on the bank statement, obtained from the bank's internal website. Differences are identified and resolved.	Inspected the Daily Activity Summary Report for a sample of days to determine whether the report was generated. Re-performed the comparison of the report to the cash information listed on the bank statement for one item within the sample to determine whether the amounts agreed and that differences, if any, were identified and resolved.	No relevant exceptions noted.
Non-Automated Submissions			
4.4	The reformatting Analyst validates the accuracy and completeness of the information by comparing the input per the reformatting application to the summary totals contained on the ticket submitted by the Plan Manager or Money-In Analyst.	Re-performed the manual comparison of contribution and loan repayment detail per the reformatted data to the ticket for a sample of plans to determine whether the information agreed.	No relevant exceptions noted.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
4.5	Participant Services Supervisors meet daily to discuss all pending items such as suspense, reconciliation, and carryover items. As part of this daily routine a suspense report is prepared, which includes details of the suspense items within and over the 30 day standard. As evidence of the review, the Manager initials and dates the suspense report.	Inspected a sample of weekly suspense reports to determine whether it was signed and dated by the Operations Manager. Inspected supporting documentation for a sample of suspense items to determine whether appropriate actions were taken.	Within the sample of eight weekly suspense reports tested: • One weekly suspense report did not include evidence of review by the Manager. Within the sample of twenty-five suspense items tested: • Five of the items were not reviewed and cleared within the time standard. • Three items were inappropriately not included on the weekly suspense report. *Management's Response:* • *Teams have assigned a 2:00 p.m. cutoff time to input data. The Team Manager is responsible for enforcing this deadline and is also accountable for the sign off.* • *All new processors/resources are now added to the suspense tables upon hire allowing all items to be captured under accountable teams. Also, all emails containing information or communications will be retained as evidence of follow-up.* • *A compensating control is the CFO or designee's review of suspense items over 90 days. This control is tested within the SAS 70 examination and had no exceptions noted.*

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
4.6	The explanation of outstanding item(s) from the aging report is compiled into a summary report that is provided to the CFO or designee by the Reconciliation Unit. The CFO or designee reviews the package and initials and dates the summary report on a quarterly basis.	Inspected summary report for a sample of quarters to determine whether the reports were accurately created by tracing aged items back to the aging report. Inspected the summary report for a sample of quarters to determine whether evidence of CFO or designee review and approval was present.	No relevant exceptions noted.
401k Plan Servicing ING Employees			
4.7	The Plan Manager creates a reconciliation report which compares the payroll vendor's data to EASE Omni data, taking into consideration any adjustments/rejects that affect the wire transfer amount. All reconciling items and the newly calculated wire transfer amount are reflected on the reconciliation report. Once the payroll contribution file has been reconciled, the Plan Manager sends an email confirmation with the reconciliation report attached to the ING Payroll Department, documenting the approval of the payroll file and providing a total amount that is to be wire transferred to ING.	Inspected documentation for a sample of biweekly reconciliations to determine whether the reconciliation was prepared accurately. Inspected reconciliation and email confirmation for a sample of biweekly reconciliations to determine whether reconciliation was approved.	For one of the three items within the sample, standard reconciling items were omitted from the reconciliation. Sample was expanded by an additional three items and noted no additional exceptions *Management's Response: The Plan Manager and Plan Sponsor have addressed the treatment of certain reconciling items which has streamlined the reconciliation process.* For one of the three items within the sample, there was no evidence of approval by the Plan Manager. Sample was expanded by an additional three items and noted no additional exceptions *Management's Response: In order to document the approval, the Plan Manager retains the email to the Plan Sponsor showing the attached reconciliation report which documents any adjustments to the contribution file.*

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
4.8	On a weekly basis, the Operations Manager runs a ReconPlus report and documents that the payroll has been completely processed. If items are outstanding, the Operations Manager discusses each item with the Plan Manager to ensure proper corrections are made and documents this on the ReconPlus report. The Operations Manager initials and dates the report as evidence of review.	Inspected a sample of weekly ReconPlus reports to determine whether evidence of discussions with the Plan Manager existed. Inspected a sample of weekly ReconPlus reports to determine whether evidence of review existed by the Operations Manager.	No relevant exceptions noted.

Control Objective 5: Account Changes

Controls provide reasonable assurance that account change requests are received from authorized sources.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
5.1	For those account change requests processed through the CCCs, the CSA verifies the participant's identity by asking various personal questions (e.g., name, date of birth, social security number, address). Identity verification is performed via a recorded line.	Observed access controls by listening to CCC line recordings for a sample of account changes processed through the CCCs to determine whether required information was provided to validate the identity of the participant (e.g., participant's name, date of birth, SSN).	No relevant exceptions noted.
5.2	For account changes initiated through the Internet using INGAccess/PWeb, the participant is required to initially provide their SSN, a valid email address, and a four-digit PIN to register for access. The participant will subsequently select a username and password that will be used to access account information and make changes. Internet access is denied after a set number of unsuccessful logon attempts.	Observed the setup of a participant's access to determine whether the participant is prompted to enter a PIN and upon initial logon, is automatically prompted to create a user ID and password. Observed an access attempt into INGAccess to determine whether access is denied after unsuccessful logon attempts.	No relevant exceptions noted.
5.3	For account changes submitted through the CCCs, the request and the effective date of the request are verbally confirmed with the participant by a CSA.	Observed that "verbal read backs" were appropriately performed by listening to CCC line recordings for a sample of account changes processed through the CCCs to determine whether calls were handled as intended.	No relevant exceptions noted.
5.4	On a daily basis, after the account change requests have processed on the recordkeeping system nightly cycle, a percentage of the CCC requests are selected for audit by the management teams. Findings, if any, are researched, resolved, and resubmitted for processing in a timely manner.	Inspected the daily audits performed by the management teams of the CSAs for a sample of days to determine whether the audits were performed and that any findings were resolved within the time standard of one business day.	No relevant exceptions noted.
5.5	Written confirmations are generated for all account change requests.	Inspected the confirmations generated for a sample of transactions processed to determine whether the transaction as originally requested was accurately reflected on the confirmation. Inspected TWS job schedule to determine whether jobs are configured to generate a confirmations file on a nightly basis.	No relevant exceptions noted.

Control Objective 6: Disbursements

Controls provide reasonable assurance that disbursements are properly authorized and are processed accurately, completely, and timely.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
Routine and Non-Routine Disbursements			
6.1	A good order review is performed by Money-Out Analysts for each transaction and includes checking the form for signatures (e.g., participant signature, authorized Trustee signature), complete information, and compliance with applicable IRS regulations and plan provisions. Money-Out Analysts record the status of the good order review through an action step in Task Manager.	Inspected the request form for a sample of disbursements that were scanned into Task Manager to determine whether the existence of signature(s) was included as required. Inspected the disbursement information per OmniPlus/EASE Omni (e.g., participant's name, address, and SSN, disbursement amount, and date of disbursement) and compared to the disbursement form for the same sample of disbursements to determine whether the disbursement was processed in accordance with the participant's instructions.	No relevant exceptions noted.
6.2	All disbursements, with the exception of ongoing systematic distribution payments, are reviewed by QA. For initial systematic distribution options, the QA Reviewer compares source documents to OmniPlus/EASE Omni to determine accuracy of the transactions. For all other disbursements, the QA Reviewer compares PeopleSoft eDS or TransactIT/OmniPlus/EASE Omni information to each source document to determine accuracy and timely processing. The disbursement is marked as approved or denied within PeopleSoft eDS. The disposition of the QA reviews relating to initial systematic distribution options and other disbursements are recorded through an action step in Task Manager. If errors are noted, the original documentation is returned to the appropriate Analyst for corrective action. The corrected disbursement transaction is resubmitted for another QA review.	Inspected the QA review within Task Manager for a sample of disbursements to determine whether the QA review was completed and, if applicable, that the errors were addressed and resubmitted for another QA review. Inspected on-line approval within PeopleSoft eDS to determine whether the approval was performed for those disbursements within the sample that do not represent ongoing systematic distribution options.	No relevant exceptions noted.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
6.3	Confirmations are generated for all disbursements.	Inspected confirmations generated for a sample of transactions processed to determine whether the transaction as originally requested was accurately reflected on the confirmation. Inspected TWS job schedules to determine whether jobs are configured to generate a confirmations file on a nightly basis.	No relevant exceptions noted.

Control Objective 7: **Rollover Transactions**

Controls provide reasonable assurance that rollover transactions are processed accurately, completely, and timely.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
7.1	Central Rollover Unit (CRU) Analysts access the rollover request forms within Task Manager and perform a review, which includes reviewing each form for completeness, proper signatures, and proper vesting information. The Analyst takes an action step in Task Manager to evidence his/her review.	Inspected Task Manager screen prints for a sample of transactions to determine whether good order was evidenced through movement in an action step in Task Manager.	No relevant exceptions noted.
7.2	A designated CRU Analyst performs a daily QA review of 100% of rollover transactions by comparing source documents (e.g., internal rollover form or Money-Out form) to the information previously entered into OmniPlus/EASE Omni, and reviews on-line error reports to verify that all pertinent information is accurate and complete. The Analyst takes an action step in Task Manager to evidence his/her review.	Inspected Task Manager screen prints for a sample of rollover transactions to determine whether it was quality reviewed.	No relevant exceptions noted.

Control Objective 8: Distribution Options

Controls provide reasonable assurance that distribution options are properly authorized and processed accurately and timely.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
8.1	Using the scanned forms within Task Manager, the SDO or Money-Out Analysts review the election forms for good order, checking for completeness and accuracy of the information, and for the required signatures. The Analyst indicates that the work item has been reviewed for good order via action step in Task Manager.	Inspected Task Manager for a sample of distribution options to determine whether good order was achieved, as evidenced by the Analyst's sign-off in Task Manager. Re-performed the good order review for one item within the sample to determine whether the item was checked for completeness, accuracy of the information, and the required signatures.	No relevant exceptions noted.
8.2	The QA area reviews 100% of all ECO, SWO, IPO, and LEO initial distribution set-ups. The QA review consists of comparing source documents to OmniPlus/EASE Omni. The disposition of the QA reviews is recorded through an action step in Task Manager.	Inspected Task Manager for a sample of transactions to determine whether the QA Review was performed as evidence by the status of "Processed".	No relevant exceptions noted.
8.3	Confirmations are generated for all distributions.	Inspected confirmations generated for a sample of transactions processed to determine whether the transaction as originally requested was accurately reflected on the confirmation. Inspected TWS job schedule to determine whether jobs are configured to generate a confirmations file on a nightly basis.	No relevant exceptions noted.

Control Objective 9: **Death Claims**

Controls provide reasonable assurance that death claims are processed accurately, completely, and timely.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
9.1	Using the scanned images, or information provided by other sources, the Death Claim Analyst examines the documents for good order, which involves checking for beneficiary's signature, name, address, SSN or tax ID number, and confirming receipt of death certificate, ensuring that the request is on ING forms, and that IRS regulations, and plan provisions are followed. The Analyst indicates that the work item has been reviewed for good order by taking an action step in Task Manager.	Inspected Task Manager for a sample of death claim forms to determine whether the good order review was performed and that there was evidence of the review. Inspected OmniPlus/EASE Omni information for the same sample of death claims to determine whether the good order date per Task Manager agreed to the processing date per OmniPlus/EASE Omni.	No relevant exceptions noted.
9.2	The QA Analyst performs a QA review on each death claim disbursement request. The QA review includes comparing source documents to the data within OmniPlus, EASE Omni, Task Manager, CSW(for OmniPlus plans), and PeopleSoft eDS, reviewing error files, documenting errors on the worksheet, and notifying Analysts in the event of an error. The status of the QA review is documented in Task Manager through an action step.	Inspected Task Manager for a sample of death claim forms to determine whether the quality review was performed and that there was evidence of the review.	No relevant exceptions noted.
9.3	Confirmations are generated for all death claim payments.	Inspected confirmations generated for a sample of transactions processed to determine whether the transaction as originally requested was accurately reflected on the confirmation. Inspected TWS job schedule to determine whether jobs are configured to generate a confirmations file on a nightly basis.	No relevant exceptions noted.

***Control Objective 10*: Valuation**

Controls provide reasonable assurance that fund values are processed accurately, completely, and timely; trade values are updated accurately and completely; and share position are clerically accurate and complete.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
Pricing			
10.1	A daily report is automatically generated for all manually input prices and is used to validate the prices and dividend rates back to source documents.	Inspected the daily reports for a sample of days to determine whether there was evidence of the review of manually input prices and dividend rates.	No relevant exceptions noted.
10.2	On-line, the daily changes in NAVs and daily dividend rates are automatically compared to tolerance levels and documented on a tolerance monitoring report. Variances from established tolerance levels are investigated, changes are made on-line, if needed, and appropriate on-line approvals are entered to create the pricing file.	Inspected the tolerance monitoring report for a sample of days to determine whether there was evidence that discrepancies, if any, were identified and resolved timely, and appropriate approvals are documented for changes made.	No relevant exceptions noted.
10.3	Record counts from the previous day's pricing files are automatically compared to those from the current day. A report of the comparison is produced. An Analyst within the Fund Operations Unit reviews all discrepancies and communicates any changes, prior to the server files being processed on the recordkeeping system.	Inspected the report of the record count comparison for a sample of days to determine whether there was evidence that discrepancies, if any, were resolved. Re-performed the review of one day within the sample to determine whether the report was produced, all discrepancies were reviewed, and any changes were communicated prior to processing the server files on the recordkeeping system.	No relevant exceptions noted.
Trading AUV File			
10.4	A comparison of total dollar values between Valuations and the recordkeeping system is performed via an automatic query. If there are discrepancies, a cash tolerance report is automatically produced and reviewed by both the Fund Operations Unit and Financial Accounting	Inspected the cash tolerance reports for the same sample of days as 10.1 to determine whether the results of the query were included and that there was evidence of error resolution, if appropriate.	No relevant exceptions noted.
10.5	A fund activity report is automatically generated documenting the total trade values within a fund that exceeded pre-established tolerance levels.	Inspected the fund activity report for a sample of days to determine whether there was evidence that the report was reviewed and any items exceeding pre-established tolerance levels were researched and resolved.	No relevant exceptions noted.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
10.6	Record counts from the previous day's trading files are automatically compared to those from the current day. A report of the comparison is produced. An Analyst within the Fund Operations Unit reviews all discrepancies and communicates any changes, prior to the files being processed on the recordkeeping system.	Inspected the report of the record count comparison for a sample of days to determine whether there was evidence that discrepancies, if any, were resolved. Re-performed the Analyst review for one day within the sample to determine whether all discrepancies were reviewed and changes were communicated prior to processing the files on the recordkeeping system.	No relevant exceptions noted.
NAV File			
10.7	Financial Accounting performs a daily comparison between the NAV shares per the recordkeeping system and the NAV shares per Valuations. A report documenting the comparison and results is generated and any discrepancies are communicated to the Complex Transaction Unit for resolution.	Inspected the report documenting the daily comparisons for a sample of days to determine whether the report was generated/reviewed and discrepancies, if any, were noted as being researched and resolved.	No relevant exceptions noted.
Confirmation			
10.8	The share positions are reconciled to web sites, faxes, e-mails and/or phone calls received from the clearing corporation/fund groups. A Checklist report is printed and the results of the comparison are maintained in the Fund Operations Unit. Any discrepancies are identified and, once reconciled, the variance amount and related explanation are noted on the report.	Inspected the report of the share position comparison for a sample of days to determine whether the reconciliation was performed. If discrepancies were identified, inspected the report to determine whether there was documentation of reconciliation and variance explanation.	No relevant exceptions noted.

Control Objective 11: Account Statements for Plans Subject to SEC Custody Rule

Controls provide reasonable assurance that account statements reflecting security positions generated for participants in a complete, accurate and timely manner.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
11.1	Participant statements are produced accurately to reflect account activity for each quarter.	For a sample of participants, inspected respective quarter-end account statements and relevant system screen-prints to determine whether they were produced accurately to reflect quarterly activity. Performed confirmation procedures for funds within the Plan with the relevant custodian to determine whether the Plan reflected the appropriate security positions.	No relevant exceptions noted.
11.2	Participant information is available via INGAccess.	Observed system demonstrations on INGAccess to determine whether participant information available is accurate.	No relevant exceptions noted.

General Information Technology Controls

Control Objective 12: **Logical Access**

Controls provide reasonable assurance that logical access to system resources is restricted to authorized individuals.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
Network Level Access			
12.1	Firewalls are used to limit ports available to external users and to limit access to internal computing resources.	Inspected network diagrams for the LAN/WAN and inquired of IT management to determine whether the network was configured to restrict unauthorized access through the placement of firewalls at the network perimeter access points. Inspected firewall configurations for a sample of firewalls placed at network perimeter access points, and to determine whether firewalls were configured to limit access to internal computing resources.	No relevant exceptions noted.
12.2	Only network management personnel, based on their job responsibilities, have administrator access to firewalls.	Inspected the access lists for 100% of the users with the ability to perform firewall system administration, and inquired of IT management to determine whether only network management personnel, based on their job responsibilities, could perform changes to firewall configurations.	No relevant exceptions noted.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
12.3	Periodic reviews of privileged access to network domains are performed by a Manager/delegate to ensure access remains commensurate with job responsibilities.	Inspected access listings for100% of users with privileged access to network domains to determine whether the user was reviewed as part of the semi-annual review process and access was commensurate with job responsibilities.	Two out of 100% of Active Directory Common domain privileged users were not reviewed as part of the first semi-annual review. However, access held by these users was appropriate throughout the period under review. Inspected evidence of the second semi-annual review and did not note any further exceptions. *Management's Response:* *The two users noted were left off the first scheduled entitlement review in error. This was corrected and no exceptions were found in the subsequent review completed.*
12.4	Virus protection software is installed on all email servers and configured to automatically update the virus definitions.	Inspected virus software configurations for a sample of email servers to determine whether virus protection software had been installed and that virus definitions were automatically updated.	No relevant exceptions noted.
Server and Database Level Access			
12.5	System administrator access to data transmission servers is restricted to IT operations and system administration personnel based on their job responsibilities.	Inspected 100% of the access lists for a sample of data transmission servers and inquired of IT management to determine whether administrative access to the data transmission servers was restricted to IT operations and system administration personnel based on their job responsibilities.	No relevant exceptions noted.
12.6	Periodic reviews of privileged local access to servers are performed by Managers to ensure access remains commensurate with job responsibilities.	Inspected access listings for 100% of users with privileged access for a sample of servers supporting significant applications to determine whether the user was reviewed as part of the semi-annual review process and access was commensurate with job responsibilities.	No relevant exceptions noted.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
12.7	Periodic reviews of direct access to databases are performed by Managers/delegates, IT Asset Custodians, or Database Managers to ensure access remains commensurate with job responsibilities.	Inspected access listings for a sample of direct database of users to determine whether the user was reviewed as part of the semi-annual review process and access was commensurate with job responsibilities.	The second semi-annual review of direct database access was not performed. Tested a sample of users with direct database access for appropriateness and noted no exceptions. *Management Response:* *The direct database access reviews were ceased due to unclear roles for the distributed databases. To mitigate the risk, the Entitlement team will conduct a manual user level review starting Q2 2011 until the role descriptions are defined. The mainframe database reviews will restart in Q2 2011 at the role level.*
Application Level Access			
12.8	ING Corporate Security IT policies and standards outline controls for logical access. These standards document the policies and procedures for access control, such as those pertaining to password configuration parameters, log-on attempt limitations, and restrictions to production applications and data.	Inspected password management standards documentation specified in the ING Corporate IT Security policy for password configuration parameters, log-on attempt limitations, and restrictions to production applications and data to determine whether such documentation exists and is reasonable. Inspected password parameters for RACF, Windows NT, PeopleSoft eDS and EASE Omni to determine whether they were consistent with the Corporate policy.	No relevant exceptions noted.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
12.9	Operating system and application access is granted by security fulfillment personnel upon receipt of requests authorized by appropriate management. Access is granted based on job functions.	Inspected the access request for a sample of new users to determine whether each request was properly authorized and approved by management personnel. Inspected system access rights and job functions for a sample of current users to determine whether access was appropriate based on the user's job function.	One out of 25 OmniPlus users tested held inappropriate application level access. Sample was expanded by an additional 15 users and noted no additional exceptions. One out of 9 EASE Omni users tested held inappropriate application level access. Sample was expanded by an additional 31 users and noted one additional exception. Sample was expanded by an additional 20 users and noted no further exceptions. *Management Response: Inappropriate access for users noted was removed. A Segregation of Duties Matrix and enhanced role definitions will be developed by 3Q 2011. These enhanced role definitions will help Managers when reviewing and validating access.*

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
12.10	Upon Manager notification of termination, Network (Active Directory) level access is automatically disabled. For both legacy mainframe and distributed environments, IBM security administration personnel disable IDs of terminated ING employees and non-employees having access at the operating system level within one business day of receipt of the daily termination report or notification of the ING Manager (1/1/10-5/30/10). As of 6/1/10 for legacy mainframe and distributed environments and from 1/1/10-12/31/10 for EASE Omni, IT security administration personnel are notified of terminations. Access is removed at the operating system level. For both legacy mainframe and distributed environments and database level access, IT security administration personnel are notified of terminations. Access is removed at the application and database level.	Inspected a sample employee terminated during the period under review and reviewed Active Directory access to determine whether access was appropriately revoked on all relevant domains. Inspected a sample of ING employees and contractors terminated during the period under review and reviewed access lists to determine whether access was appropriately revoked.	No relevant exceptions noted.
12.11	Business and IT management conduct user entitlement reviews for applications on a semi-annual basis to validate that only active personnel have access to the systems based on their job responsibilities. Management confirms the completion of their review to IT management. IT management researches and resolves such discrepancies.	Inspected application user access listings and the corresponding periodic review documentation for a sample of users to determine whether business and IT management reviewed and confirmed user access to the application for the first semi-annual access review performed in 2010. Inspected system access listings to determine whether access was modified appropriately for a sample of access revision requests.	No relevant exceptions noted.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
12.12	Temporary access to production is granted to authorized personnel based on job function. Management reviews activity logs related to the usage of the temporary IDs and signs-off to indicate that the usage of the temporary IDs was related to an approved change. For temporary production IDs managed through the CyberArk tool (OmniPlus and Valuations), passwords are changed upon completion of the problem resolution procedures.	Inspected a sample of manual and Cyber-Ark logs to determine whether temporary ID usage is logged. Inspected the problem ticket for a sample of temporary ID requests in-scope applications to determine whether usage was in accordance with guidelines. Inspected a sample of Safe Activity Reports (SARs) to determine whether temporary ID usage was reviewed by IT Management.	SAR reviews were not performed in 2010. *Management Response: The SAR process is being enhanced and the SAR reviews will resume in 3Q 2011.* No other relevant exceptions noted.
12.13	Fortefi, the privilege access management system used for EASE Omni, is configured to generate activity logs related to the usage of the emergency IDs and notify IT management automatically when emergency IDs are used by IT personnel. Management reviews activity logs related to the usage of the emergency IDs and signs-off to indicate that the usage of the emergency IDs was authorized and the related changes were approved.	Observed IT personnel use an emergency ID to determine whether Fortefi notified IT management automatically when the emergency ID was used. Inspected Fortefi notifications and logs for a sample of production support and administrative emergency ID sessions to determine whether management reviewed and approved the Fortefi emergency ID activity logs and the related activity.	No relevant exceptions noted.
12.14	Administrator access, enabling personnel to grant/change/delete employee access to applications, is restricted to security administration and Help Desk Support personnel, based on their job responsibilities.	Inspected 100% of the users with the ability to grant/change/delete employee access, and inquired of IT management to determine whether only system administration and Help Desk support personnel, based on their job responsibilities, had administrator access to applications.	No relevant exceptions noted.

Control Objective 13: **Change Management**

Controls provide reasonable assurance that changes to existing applications and systems software are tested, approved and properly implemented.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
13.1	The Tollgate process is conducted at the end of the following SDLC phases: Demand Management, Requirements Analysis, Design, Test, and Closure. Project risk is assessed during these reviews and projects may either be approved to proceed, redirected, or are asked to stop work at any given review.	Inspected Tollgate documentation for a sample of projects to determine whether systems development and modifications follow the standard Solutions Delivery process.	No relevant exceptions noted.
13.2	Separate logical regions for development, test, and production exist for OmniPlus, PeopleSoft eDS, and Valuations. For EASE Omni, separate regions for development, test, and production exist. The production application resides on separate hardware from development and test environments.	Inspected evidence to determine whether the OmniPlus, EASE Omni, PeopleSoft eDS, and Valuations development, test and production environments were segregated logically. Inspected the server inventory to determine whether the EASE Omni development/test and production hardware were segregated physically.	No relevant exceptions noted.
13.3	Changes are reviewed and approved weekly by the Change Management group after conferring with business and IT management. This group reviews planned changes to help ensure that they are adequately prioritized, tested, approved and implemented in a way that is not disruptive to the production environments. Concerns over application and systems software changes are discussed, the impact is assessed, and potential conflicts are resolved.	Inspected the program change documentation for a sample of changes to determine whether user acceptance testing was performed and changes were approved. Observed discussion at a weekly change management committee meeting to determine whether approval of planned changes was addressed. Inspected change documentation for a sample of changes to determine whether the appropriate change management committee approved the change.	No relevant exceptions noted.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
13.4	Access to production source code is limited to authorized personnel.	Inspected the list of all users with access to production source code, and inquired of appropriate IT management to determine whether access was restricted to authorized personnel.	One user out of 100% of users with the ability to approve changes for migration to production within the ClearCase tool for EASE Omni held inappropriate access to develop and approve changes for migration to production. Inspected access logs to determine whether the user developed and approved a change and noted no exceptions. *Management Response:* *Developer access was incorrectly requested and was removed as of Q3. The ClearCase access request form was updated to provide clarity about how to request the required access. The user is an authorized backup approver not a developer. He did not develop any code and has not approved any changes to production for the audit time period.*
13.5	Only IT personnel, based on their job responsibilities, can migrate program changes into application production environments.	Inspected the list of all users with access to production source code, and inquired of appropriate IT management to determine whether access was restricted to authorized personnel.	No relevant exceptions noted.
13.6	Prior software versions are archived.	Observed SCLM, PVCS, and ClearCase archives to determine whether prior software versions were retained.	No relevant exceptions noted.
13.7	Emergency changes require a verbal approval from the application head or his/her delegate, follow the same change management process as regular changes, and are logged in ManageNow (1/1/10-4/18/10) or Service Now (starting 4/19/2010). Approval in ManageNow and Service Now (starting 4/19/2010) is documented the next business day.	Inspected the change approvals for a sample of emergency changes made to an in-scope application to determine whether the request was approved by the appropriate personnel and logged in ManageNow/ServiceNow.	No relevant exceptions noted.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
13.8	All EASE Omni releases to the production environment are monitored after implementation. A meeting is held by IT management/Release management upon completion of the release to discuss post-implementation issues.	Inspected documentation for a sample release to determine whether releases to the production environment are monitored after implementation.	No relevant exceptions noted.
13.9	IT personnel test and approve system software and hardware changes prior to migration to production. Change agents review all activity for accuracy, completeness, and risk/impact prior to production installation.	Inspected documentation for a sample of system software and hardware changes to determine whether testing was performed and changes were approved. Inspected documentation for a sample of changes to determine whether change documentation included risk/impact information.	No relevant exceptions noted.

Control Objective 14: **Physical Security**

Controls provide reasonable assurance that physical access to the data centers is restricted to authorized individuals.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
IBM Data Centers			
14.1	All points of access to the data centers are secured at all times. The doors are closed, locked, and designed to prevent or delay low-level forced entry attempts. If the doors remain open for an extended period of time, an alarm will sound to prevent possible unauthorized entrance. Those doors designated as "Exit Only" have no removable exterior hardware.	Observed the data center doors to determine whether they were secured. Observed the data center doors to determine whether an alarm is activated when a data center door was held open for an extended period of time. Observed "Exit Only" doors to determine whether the doors do not have removable exterior hardware.	No relevant exceptions noted.
14.2	Access to the data centers is controlled by dual authentication including a card-key access system and biometrics technology. In addition, the entry point to the data centers is a vestibule man-trap and uses an anti-pass back feature where individuals also must utilize the card-key access system to exit the data center. Access activity is recorded for each data center by the card-key access system.	Observed the use of the card key access system at the data centers to determine whether it was in place and functioning. Observed the use of the dual authentication access system and vestibule man-trap at the Boulder and St. Louis data centers to determine whether they were in place and functioning.	No relevant exceptions noted.
14.3	Local external Security personnel receive notification of access security breaches via local alarm. Closed circuit television (CCTV) cameras record the data center doors and Emergency Power Off (EPO) switches twenty-four hours a day and seven days a week. Additionally, CCTVs, physical patrols, and monitoring equipment enable external Security personnel to monitor the activities around critical facilities, the loading dock, critical entry points, and the outside perimeter of the campus where the Boulder and St. Louis data centers reside.	Observed the Command Center to determine whether external Security personnel received notification of an access security breach via local alarm when an alarm was activated and closed circuit television cameras began recording to disk. Observed surveillance equipment and storage media devices to determine whether they were in place and functioning.	No relevant exceptions noted.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
14.4	An access violation or an environmental situation at any of the data centers will automatically activate an alarm twenty-four hours a day and seven days a week. On-site external Security personnel provide a timely response if an alarm is triggered.	Observed data center alarms to determine whether access violations will automatically activate an alarm. Inquired of data center management to determine whether access violations are followed up timely.	No relevant exceptions noted.
14.5	Only those individuals with a valid business need are authorized to access the IBM data centers. Data Center Support Managers are responsible for communicating the names and identification numbers of the authorized individuals, in writing, to the respective Security organizations of each data center facility.	Inspected the access lists for a sample of individuals with access to the respective data centers to determine whether access was commensurate with job responsibility.	No relevant exceptions noted.
14.6	Security organizations periodically generate security access reports containing the names and identification numbers of the individuals authorized to access the respective data center. These reports are sent to Data Center Support Managers, who respond to the respective Security organization, in writing or through the use of automated tools, to identify any required changes.	Inspected a sample of access reviews to determine whether the review had taken place and that any additions or deletions identified as a result of the review were modified accordingly.	No relevant exceptions noted.
ING Data Centers			
14.7	Access through all entry and exit points to the Jacksonville and Minneapolis data centers is restricted through the use of a card access control system.	Inspected the data centers to determine whether access control devices were in place on all doors as described. Observed employees using access control devices to determine whether access control devices were operating.	No relevant exceptions noted.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
14.8	All entry and exit doors at the data center are connected to an alarm system in the Central Security Control Center or Local Security Station to monitor for unauthorized entry. If the doors are held open for an extended period of time, an alarm is triggered.	Observed alarm and security responses when the data center doors were held open for an extended period of time.	Two of six entry/exit doors tested for the Jacksonville data center did not trigger an alarm after they were held open for an extended period of time. *Management Response:* *Alarms were successfully tested at regular intervals during the year and had been tested earlier in the day of the auditor's testing. Due to a software malfunction, the alarms for two doors did not work the day of the audit exam; however, the software malfunction was remediated within the week. All door alarms are now being more frequently tested to ensure continuous and successful functionality, and evidence of this testing is being retained.*
14.9	Video cameras and monitoring equipment are installed near the entry and exit points to the data center and at perimeter areas to allow security personnel to monitor activities around the critical entry points and the outside perimeter of the data center. The video displays are monitored 24 hours/day and 7 days/week by on-site security personnel.	Observed the location of video cameras by touring the data centers to determine whether video cameras and monitoring equipment had been installed near the entry and exit points and at perimeter areas of each of the data centers. Inquired of security administration personnel regarding the monitoring procedures followed and observed security personnel at each of the data centers to determine whether video displays were monitored as described.	No relevant exceptions noted.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
14.10	All requests for access to the data center must be initiated by department Managers and reviewed and approved by specified IT executive management via e-mail or access request forms. Approved requests are forwarded to designated security administrators for set-up in the card access application.	Inquired of IT management to determine whether all requests for access to the data centers must be initiated by department Managers and reviewed and approved by specified IT executive management, and whether approved requests are forwarded to designated security administrators for set-up in the card access application. Inspected approval documentation for a sample of personnel granted access to determine whether they were authorized as described for access to the data centers.	No relevant exceptions noted.
14.11	IT management notifies Facilities/Security coordinators of personnel terminations. Data center access for terminated personnel is revoked by Facilities/Security coordinators on a timely basis. Corporate Security generates security access control lists semi-annually for the data center. IT Managers or site administrators are responsible for approving data center access review reports for appropriateness of access and responding in writing to Corporate Security that they have been inspected and whether any specific changes are necessary.	Inquired of IT management to determine whether IT management notified Facilities/Security coordinators of personnel terminations. Inspected data center access lists for 100% of users and inquired of IT management to determine whether user accounts with access to the data centers did not belong to terminated personnel and that access for terminated personnel was revoked on a timely basis. Inquired of IT management and site administrators to determine whether semi-annual access reviews were performed for the data centers as described. Inspected a sample of data center reports to determine whether IT management or site administrators reviewed personnel access to the data centers on a semi-annual basis as described.	No relevant exceptions noted.
14.12	Long-term contractors and vendors may be authorized to access the data center with "no escort required" according to the same procedures as for employees. All other vendors, contractors, and visitors require an escort at all times while in the data center.	Inquired of IT management to determine whether long-term contractors and vendors were authorized to access the data centers with "no escort required" according to the same procedures as for employees. Observed visitors with escorts in the data centers to determine whether visitors required an escort at all times while in the data centers.	No relevant exceptions noted.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
14.13	Physical access to the data center is restricted to IT and Facilities personnel based on their job responsibilities.	Inspected 100% of the card access application access lists and inquired of IT management to determine whether physical access to the data centers was restricted to IT and facilities personnel based on their job responsibilities.	No relevant exceptions noted.
14.14	Logical access to the card access application is restricted to IT and Facilities personnel based on their job responsibilities. Only IT and Facilities personnel, based on their job responsibilities, may make changes to the user access levels.	Inspected 100% of the card access application access lists and associate permissions and inquired of IT management to determine whether access to the card access application was limited to IT and facilities personnel based on their job responsibilities.	No relevant exceptions noted.

Control Objective 15: Job Processing

Controls provide reasonable assurance that processing is appropriately scheduled and that deviations from scheduled processing are identified and resolved.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
15.1	Periodic reviews of access greater than read to job scheduling applications are performed by Computer Operations or Production Control Managers to ensure access remains commensurate with job responsibilities.	Inspected access listings for a sample of users with greater than read access to job scheduling applications to determine whether the user was reviewed as part of the semi-annual review process and access was commensurate with job responsibilities.	No relevant exceptions noted.
15.2	In the event that a job terminates abnormally, error notifications are automatically generated and displayed on the job monitoring console and/or sent to IT operations personnel via e-mail. IT operations personnel follow-up on error notifications and resolve the issues.	Inspected a sample system generated alert and the error notification configuration to determine whether error notifications were displayed on the job monitoring console and/or sent to IT operations personnel via email. Inquired of IT management to determine whether IT operations personnel followed-up on error notifications.	No relevant exceptions noted.
15.3	For applications in ING data centers, IT operations activities related to job processing for key automated and manually executed jobs are recorded on status reports and emailed to management by the IT operators to indicate completion of the activity. IT operations management review reports, which detail job processing failures identified during processing, on a daily basis. IT operations personnel follow-up on problems and resolve them in a timely manner.	Inquired of IT operations management and inspected documentation related to job processing for key automated and manually executed jobs for a sample of days to determine whether job processing activities were recorded on status reports and emailed to management by IT operators to indicate completion of the activity. Inspected Recap reports for a sample of days and shifts and inquired of IT management determine whether IT operations personnel reviewed job processing failures identified during processing, and followed-up on and resolved problems.	No relevant exceptions noted.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
15.4	Upon abnormal termination of a job running within TWS for mainframe applications or Control M, a problem ticket is created and the appropriate application or infrastructure support team is notified and the resolution is documented within the ticket.	Observed and inquired of management to determine whether an operator is on duty at all times. Inspected documentation for a sample abnormal termination to determine whether a problem ticket was created and the appropriate application or infrastructure support team was notified and whether the resolution was documented in the ticket. Observed control messages within TWS and Control M and obtained related screen prints to determine whether the status of job execution is displayed on operator screens.	No relevant exceptions noted.
15.5	A meeting is held by IT operations management to review outstanding high priority production issues. IT operations management follows-up on and resolves discrepancies.	Observed IT management discuss Severity one production issues during a morning meeting to determine whether the meeting was held to discuss the resolution status of high priority production issues. Inspected documentation for a sample of days to determine whether production problems were logged, discussed, monitored and resolved.	No relevant exceptions noted.

Control Objective 16: Data Transmissions

Controls provide reasonable assurance that data transmissions between the Company and its clients are authorized and confidential.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
16.1	For applications in ING data centers, an encryption mechanism is used to encrypt the data stream for inbound and outbound data transmissions performed through public networks. The following data transmission methods are used by ING: • Secure File Transfer Protocol (SFTP) using Pretty Good Privacy (PGP) or GNU Privacy Guard (GPG) • Virtual Private Network (VPN) connectivity	Inspected a sample of inbound and outbound data transmissions scripts for data transmissions to determine whether an encryption mechanism was used to encrypt inbound and outbound data transmissions performed through public networks. Inspected network diagrams and inquired of IT management to determine whether dedicated lines had been set-up to allow secure inbound and outbound transmissions between ING and its clients.	No relevant exceptions noted.
16.2	MPLS circuits, utilize dedicated facilities. This dedicated circuit is fully provisioned for transmission of ING data only, which inherently protects against the data being received from an unauthorized source and upholds confidentially of the data.	Inspected configuration diagrams to determine whether dedicated circuits were configured and MPLS circuits were utilized.	No relevant exceptions noted.
16.3	Inbound and outbound data transmission scripts are configured to notify IT operations personnel in the event that transmissions do not complete successfully. IT operations personnel throughout the day review and follow-up on these notifications and resolve the issues.	Inspected a sample system generated alert and the error notification configuration to determine whether error notifications were displayed on the job monitoring console and/or sent to IT operations personnel via email. Inquired of IT management to determine whether IT operations personnel followed-up on error notifications	No relevant exceptions noted.
16.4	Encryption technology is used to maintain confidentiality of the data (*e.g.*, participant information) as it is transmitted.	Inspected the web page to determine whether Secure Socket Layer (SSL) technology is in place to maintain confidentiality of the data as it is transmitted.	No relevant exceptions noted.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
16.5	For applications in IBM data centers, PGP encrypted FTP technology is used to send or retrieve financial data by outside sources. The outside source places the PGP encrypted data into an access-controlled lockbox on a server in the demilitarized zone (DMZ), which requires a valid ID and password.	Inspected system output to determine whether User IDs and passwords were required for data transmissions using PGP encrypted FTP. Inspected system output resulting from an unauthorized attempt to access a customer specified lockbox to determine whether unauthorized access attempts are logged. Inspected an encrypted file received on the internal lockbox and a sample output from the master log of the internal lockbox to determine whether encryption/ decryption technology had been implemented for data transmissions using PGP FTP.	No relevant exceptions noted.

Control Objective 17: **File Backups**

Controls provide reasonable assurance that data and programs are backed up and available for restoration.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
17.1	For the distributed Windows and Unix environments, an incremental backup is completed on a nightly basis. The daily backup logs are reviewed each morning to determine whether the TSM backup process was completed successfully.	Inspected outputs generated from TSM for a sample of distributed servers to determine whether TSM is configured to perform an incremental backup nightly. Inspected the system backup logs for a sample of distributed servers for a sample of days to determine whether either the backup completed successfully or backup failures were reviewed and appropriately resolved.	No relevant exceptions noted.
17.2	For the mainframe environment, application owners are required to specify critical data and required frequency of backups as part of the system development and change control process. These specifications are implemented using Job Control Language .	Observed lists of critical application data sets and the backup frequency requirements to determine whether specifications were documented by application owners. Inspected the backup schedule for a sample of critical application datasets within the mainframe environment to determine whether critical files and data specifications were included.	No relevant exceptions noted.
17.3	A report is automatically generated each morning and reviewed by the Open Systems Storage Management team to validate successful completion of backups. Failed backups identified in this report are re-run to successful completion the same day when possible, depending on criticality and impact to daytime processing and the production environment. Those that are unable to be re-run that same day are completed during the next regularly scheduled time.	Inspected the system backup logs for a sample of distributed servers for a sample of days to determine whether either the backup completed successfully or backup failures were reviewed and appropriately resolved.	No relevant exceptions noted.
17.4	Backup files are sent offsite based on a pre-determined schedule to provide recovery in the event of a location-specific processing interruption.	Inspected the Media Movement Search Report for a sample of servers and a sample of days to determine whether offsite rotation of tapes occurred based on the pre-determined schedule.	No relevant exceptions noted.

	Description of Controls Provided by the Company	Tests of Operating Effectiveness Provided by Ernst & Young LLP	Results of Tests
17.5	A physical inventory is performed annually to audit the ING vault contents at the offsite vendor. These reviews are completed by performing a physical inspection to determine whether tapes are appropriately recorded and stored. Results of the offsite tape vault inspections are documented and discrepancies are addressed.	Inspected the results of the annual ING vault audit to determine whether the audit was performed and that any discrepancies were identified and resolved in a timely manner.	No relevant exceptions noted.
17.6	For applications that reside in ING data centers, data is replicated between systems in two separate physical locations through a data synchronization job. In the event that a data synchronization job terminates abnormally, error notifications are automatically generated. IT operations personnel follow-up on error notifications and resolve the issues.	Inspected a system generated alert and the error notification configuration to determine whether the data synchronization jobs were configured to generate error notifications and whether the error notifications were sent to notify operators of errors when a data synchronization job completed abnormally. Inquired of management regarding whether IT operations personnel followed-up on error notifications.	No relevant exceptions noted.
17.7	For applications that reside in ING data centers, activities related to job processing for key automated and manually executed jobs, including data synchronizations, are recorded on status reports, and emailed to management by IT operators.	Inspected documentation related to job processing for select automated and manually executed jobs for a sample of days and inquired of IT operations management to determine whether job processing activities including data synchronizations, were recorded on status reports and initialed by operators and emailed to management by IT operators to indicate completion of the activity.	No relevant exceptions noted.
17.8	For applications that reside in ING data centers, IT operations personnel review reports, which included data synchronization failures identified during processing, on a daily basis. IT operations personnel follow-up on problems and resolve them in a timely manner.	Inspected Recap reports for a sample of days and shifts and inquired of IT management to determine whether operations personnel reviewed data synchronization job processing failures identified during processing, and that problems were followed-up on and resolved in a timely manner.	No relevant exceptions noted.
17.9	For applications that reside in ING data centers, critical data is backed up at specified frequencies to Virtual Tape.	Inspected backup policies to determine whether critical data is backed up according to specified frequencies.	No relevant exceptions noted.

SECTION IV

OTHER INFORMATION PROVIDED BY THE COMPANY

The information in section IV is presented by the Company to provide additional information and is not part of the Company's description of controls that may be relevant to a user organization's internal control. Such information has not been subjected to the procedures applied in the examination of the description of controls applicable to the processing of transactions for user organizations, and accordingly Ernst & Young expresses no opinion on it.

A. BUSINESS RESUMPTION AND CONTINUITY

It is the policy of ING Insurance U.S. to have viable Business Continuity Plans in place and tested for all critical departments to resume business activities following a catastrophic or other incident which renders a facility uninhabitable for an unacceptable period of time. Further, it is the policy of ING Insurance U.S. to have in place, a viable and tested Crisis Management Plan to describe how a crisis situation would be identified and managed (resolve the crisis and restore operations to a normal level) to address those incidents that may jeopardize the safety of its employees and/or the reputation or image of the Company. These plans are continually updated to reflect changes to business operations. In addition to these Business Continuity Plans at its major sites, ING Insurance U.S. maintains a Business Recovery Plan for its computer environment, which is reflected in its Disaster Recovery Plan.

Formal disaster recovery plans provide for restoration of systems that support critical business processes in the event of a disaster. Infrastructure plans include emergency response, disaster declaration and mobilization, system restoration, network restoration, operations, administration and critical systems. Application level disaster recovery plans are updated annually to determine appropriateness in the current environment. Portions of Disaster Recovery Plans are tested annually.

A hotsite internal recovery environment exists for portions of our critical infrastructure and applications. The remaining environment is covered under a contract with a third party to provide a disaster recovery warmsite in the event of a disaster.

B. ANNUITIZATIONS

Under the terms of the annuity contract, when a contract holder or participant annuitizes, (s)he has the option of receiving the accumulated account value in a stream of periodic payments that are fixed in amount or variable in amount based on one or more variable investment options. The payments typically begin at retirement and continue for the lifetime of the annuitant or some other specified time. The period during which this stream of payments is paid is generally referred to as the annuitization phase (also known as the payout phase or the income phase).

For the purposes of this report, annuitization applies only to 457 deferred compensation plans. For 457 plans, annuitized assets are retained by the plan and are reported to the Plan Sponsor in combination with the assets included in the accumulation phase. The retention and combined reporting of these annuitized assets does not occur with 401(k) and 403(b) plans.

The processes and controls relating to 457 plan annuitizations were determined to be out of the scope of this examination due to the low volume of transactions.

C. SEPARATION OF ING'S BANKING AND INSURANCE OPERATIONS

ING Groep, N.V., the ultimate parent of ILIAC and IIPS, announced on October 26, 2009, that it will move towards a complete separation of its banking and insurance operations as part of its ongoing review of the Group's strategy and as a logical next step in its Back to Basics program. This will be achieved over the next four years by a divestment of all Insurance operations (including Investment Management). ING will explore all options, including initial public offerings, sales or combinations thereof. Additional information may be found at www.ing.com.

The Company is part of the insurance operations.

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ Complete all entries in accordance with the instructions to the Form 5500.

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [x] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. ▶ [ ]

D Check box if filing under:
- [x] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
RALEIGH ENTERPRISES RETIREMENT SAVINGS PROGRAM

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1988

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
RP HOLDINGS INC

100 WILSHIRE BLVD, 8TH FLOOR

SANTA MONICA CA 90401-1110

2b Employer Identification Number (EIN)
95-1911073

2c Sponsor's telephone number
310-899-8900

2d Business code (see instructions)
531390

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	[signature]	10/13/2011	TIMOTHY HILL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	[signature]	10/13/2011	TIMOTHY HILL
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

ING

Plan Administration Report

Attachment to Schedule H, line 4i

TPA Code and Name: 2226 - TRUOG-RYDING COM

Plan Number: 878890 **Plan Name:** RALEIGH ENTERPRISES RETIREMENT SAVINGS PRGRMS

Date Range: 01/01/2010 through 12/31/2010

Plan Overview

Money Source Fund	01/01/2010 Cash Value	Contributions	Fund Transfers	Loan Activity	Other Activity	Withdrawals	Gain/Loss	12/31/2010 Cash Value
Summary By Fund								
073 Franklin Small Cap Value Securities Fund - Class 2	86,272.87	8,090.81	2,321.84	2,008.81	6,076.96	-992.54	28,055.81	131,834.57
1019 ING Clarion Real Estate Portfolio - Service Class	96,616.08	11,355.68	-21,922.37	-924.38	-88.67	-254.46	25,242.14	110,024.01
1162 ING Index Solution 2055 Portfolio - Service Class	0.00	1,041.46	0.00	0.00	0.19	0.00	83.47	1,125.12
1357 ING U.S. Stock Index Portfolio - Service 2 Class	324,541.75	41,213.60	-1,193.47	-8,601.82	-59.21	-11,678.16	49,345.65	393,568.38
1537 ING Index Solution 2015 Portfolio - Service Class	666,669.92	39,907.63	-102,784.16	-26,233.18	-653.86	-133,868.76	49,268.36	492,305.96
1540 ING Index Solution 2025 Portfolio - Service Class	1,768,739.43	125,691.72	-40,582.76	-47,562.57	-1,103.70	-141,819.85	196,687.73	1,860,049.91
1543 ING Index Solution 2035 Portfolio - Service Class	629,493.20	63,379.84	-13,769.30	3,763.65	-749.83	-9,096.95	85,325.37	758,345.95
1546 ING Index Solution 2045 Portfolio - Service Class	191,189.58	33,686.00	-3,858.70	5,431.90	-112.15	-1,995.15	30,097.39	254,438.87

ING

Plan Administration Report

TPA Code and Name: 2226 - TRUOG-RYDING COM

Plan Number: 878890 **Plan Name:**RALEIGH ENTERPRISES RETIREMENT SAVINGS PRGRMS

Date Range: 01/01/2010 through 12/31/2010

Plan Overview

Money Source / Fund	01-01-2010 Cash Value	Contributions	Fund Transfers	Loan Activity	Other Activity	Withdrawals	Gain/Loss	12-31-2010 Cash Value
1549 ING Index Solution Income Portfolio - Service Class	199,923.32	2,028.32	0.00	-974.69	-168.27	-67,895.37	12,580.00	145,493.30
1552 ING International Index Portfolio - Class S	188,253.44	24,901.37	17,964.61	3,105.72	-137.38	-6,573.71	17,534.79	245,048.83
1561 ING Russell□ Mid Cap Index Portfolio - Class S	32,105.67	6,708.88	-5,779.33	-354.73	-7.07	0.00	8,291.82	40,965.24
1564 ING Russell□ Small Cap Index Portfolio - Class S	22,489.73	2,407.53	-2,282.19	-651.63	-6.18	0.00	6,240.70	28,197.96
295 Invesco Small Cap Growth Fund - Class R	17,095.21	4,254.67	-7.93	704.85	1.28	-526.79	5,181.59	26,702.88
339 American Funds New Perspective Fund® - Class R-3	204,929.85	25,603.49	13,236.28	2,866.15	-421.61	-10,119.00	28,135.65	264,230.82
4000 ING Fixed Account	1,307,021.43	157,359.45	63,138.19	-33,463.35	106,315.83	-22,751.28	33,914.23	1,611,534.46
439 ING PIMCO Total Return Portfolio - Service Class	305,496.55	38,853.03	35,747.97	-1,156.18	-613.88	-5,410.01	23,843.63	396,761.14
482 American Funds Washington Mutual Investors FundSM - Class R-3	109,957.73	14,455.80	8,887.29	1,096.90	-473.10	-5,923.35	15,553.94	143,555.21
487 American Funds The Growth Fund of America® - Class R-3	277,873.75	34,595.65	9,583.62	4,325.95	-265.56	-17,983.07	36,291.16	344,421.52
628 ING Money Market Fund - Class A (Holding Account)	1,867.30	0.00	0.00	0.00	2,757.49	-1,048.48	0.04	3,576.35
7155 American Century Inflation-Adjusted Bond Fund - A Class	142,584.78	12,199.21	1,104.23	-1,268.13	-52.20	-9,409.22	7,546.82	152,705.48
774 ING Pioneer Mid Cap Value Portfolio - Service Class	2,098.18	452.46	0.00	140.78	0.65	0.00	443.17	3,135.24
778 ING FMR SM Diversified Mid Cap Portfolio - Service Class	70,016.52	9,365.51	12,290.36	1,991.67	-271.32	-8,552.14	20,940.83	105,781.43
788 ING T. Rowe Price Capital Appreciation Portfolio - Service Class	265,939.40	33,579.54	10,188.80	-3,701.86	3,330.63	-6,455.52	40,385.33	343,266.31
8002 Oppenheimer Gold & Special Minerals Fund - Class N	236,653.23	33,672.64	17,717.02	-1,566.37	18,354.34	-2,395.49	150,688.26	453,123.62
Plan Total	7,147,828.94	724,804.29	0.00	-101,022.51	131,653.38	-464,749.30	871,677.86	8,310,192.58