

**SEAFARERS 401(k) PLAN**  
**(formerly NMU 401(k) Plan)**  
5201 Auth Way, Camp Springs, MD 20746 (301)899-0675

August 1, 2007

Dear Participant:

We are pleased to announce important changes to the **Seafarers 401(k) Plan (formerly NMU 401(k) Plan)**. Effective **August 1, 2007**, we will be adding five (5) new investment options. The new funds are called the **ING Solution Portfolios**, which are a set of five asset allocation portfolios. Each Solution Portfolio targets a specific date range for retirement. Here's a summary of the investment option changes:

**Five (5) New Investment Options Effective August 1, 2007 are:**

<b><u>Asset Class</u></b> <b><u>Investment Style</u></b>	<b><u>New Funds Available on August 1, 2007</u></b>
<b><u>Lifecycle/Asset Allocation</u></b> <b><u>Solution Portfolios</u></b>	<ul style="list-style-type: none"><li>• <b>Solution 2045 Portfolio</b></li><li>• <b>Solution 2035 Portfolio</b></li><li>• <b>Solution 2025 Portfolio</b></li><li>• <b>Solution 2015 Portfolio</b></li><li>• <b>Solution Income Portfolio</b></li></ul>

Attached you will find detailed information about the above new Funds.

**ING Participant Access**

Effective **August 1, 2007** you will have access to the new funds via **ING's toll-free (800-262-3862) participant access telephone number or ING's Internet Access Online available at [www.ingretirementplans.com](http://www.ingretirementplans.com)**. You will also be able to use either of these services to initiate a transfer of your existing account balance and/or direct your future contributions to a different mix of available investment funds.

If you need any additional information please call the Plan office at the above number or Miriam Bove at 718-499-6600, ext. 242.

Sincerely,

BOARD OF TRUSTEES



## ING Solution Portfolios<sup>SM</sup>

# Choice is not always good.

Decisions are hard when you've got too many choices. That's especially true when it comes to investments and retirement plans. Sometimes, it's easier to do nothing.

And yet, investing in a retirement program is one of the most important things you can do for your future.

Your employer and ING make it easier. Chances are, you have at least a guesstimate of about when you want to retire... will it be in the next 10 years, or are you still a good 35 or 40 years away from your goal date?

The *ING Solution Portfolios<sup>SM</sup>* may be the answer for you. They are a “one-and-done” investment solution... simply choose a portfolio based on when you plan to need your money. Professional investment advisors will invest, monitor and rebalance the portfolio for you... gradually shifting assets over time as you move closer to your goal date.

(Generally speaking, the closer you are to your goal date, the more “conservative” your investment choices should become. If your goal date is many, many years in the future, you'll probably be able to ride out shorter-term market highs and lows in the hopes of possibly achieving higher long-term returns... in other words, invest more “aggressively.”)

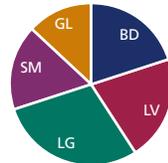
## ING Solution Portfolios<sup>SM</sup>... for people looking for a simple, direct investment solution



### ING Solution 2045 Portfolio

Goal years: 2041+

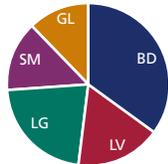
The ING Solution 2045 Portfolio is designed for people who plan to begin living their retirement goals during or after the year 2041. It is the *most aggressive* ING Solution Portfolio.



### ING Solution 2035 Portfolio

Goal years: 2031 to 2040

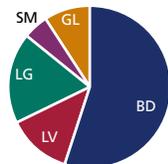
The ING Solution 2035 Portfolio is designed for people who plan to begin living their retirement goals in the years 2031 – 2040. It is a *moderately aggressive* ING Solution Portfolio.



### ING Solution 2025 Portfolio

Goal years: 2021 to 2030

The ING Solution 2025 Portfolio is designed for people who plan to begin living their retirement goals in the years 2021 – 2030. It is a *moderate* ING Solution Portfolio.



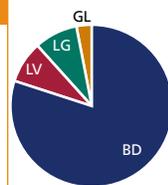
### ING Solution 2015 Portfolio

Goal years: 2011 to 2020

The ING Solution 2015 Portfolio is designed for people who plan to begin living their retirement goals in the years 2011 – 2020. It is a *moderately conservative* ING Solution Portfolio.

#### ASSET CLASSES KEY

- BONDS (BD)
- LARGE CAP VALUE (LV)
- LARGE CAP GROWTH (LG)
- SMALL/MID/SPECIALTY (SM)
- GLOBAL/INTERNATIONAL (GL)



### ING Solution Income Portfolio

Goal years: now to 2010

The ING Solution Income Portfolio is designed for people who plan to begin living their retirement goals between now and the year 2010. It is a *conservative* ING Solution Portfolio.

And, over time, portfolios become more *conservative*.



**You should consider the investment objectives, risks, and charges and expenses of the funds carefully before investing. Prospectuses containing this and other information about the funds can be obtained by contacting your local representative. Please read carefully before investing.**

The ING Solution Portfolios<sup>SM</sup> are available in your employer's retirement plan. Review your enrollment material, or visit your account at [www.ingretirementplans.com](http://www.ingretirementplans.com), for more information.



[www.ing.com/us](http://www.ing.com/us)

Insurance products, annuities and retirement plan funding are issued by (third party administrative services may also be provided by) ING Life Insurance and Annuity Company are distributed by ING Financial Advisers, LLC (member SIPC), 151 Farmington Avenue, Hartford, Connecticut, 06156. These companies are wholly owned, indirect subsidiaries of ING Groep N.V. Securities may also be distributed through other broker-dealers with which ING has selling agreements. Insurance obligations are the responsibility of each individual company. Products and services may not be available in all states. Products and services offered through the ING family of companies. © 2006 ING North America Insurance Corporation C05-1003-017M (10/05) (Registered)



# ING Solution 2015 Portfolio - Service Class

Founded in 1972, ING Investment Management Co. is an indirect wholly-owned subsidiary of ING Groep N.V. ING Investment Management Co. has acted as adviser or sub-adviser to mutual funds since 1994 and has managed institutional accounts since 1972.

Asset Class: **Asset Allocation**  
Category: **Lifecycle / Asset Allocation**

## FUND FACTS

Inception date: **April 29, 2005**

Investment advisory fee for period ended December 31, 2006: **0.10%**

Other expenses: **0.27%**

Indirect operating expense: **0.66%**

Gross fund expense ratio for period ended December 31, 2006: **1.03%**

If offered through a retirement program, additional fees and expenses may be charged under that program.

## Important Information

Category is interpreted by ING using Fund company and/or Morningstar category information.

Estimated operating expenses for S Class shares of each Portfolio as a ratio of expenses to average daily net assets. The Portfolio is structured as a fund of funds, and invests directly in shares of underlying funds. See "Fees – Fund Expenses" for additional information. Estimated net operating expenses paid directly and indirectly by each Portfolio. Shareholders of a Portfolio will indirectly bear the expenses of an Underlying Fund based upon the percentage of a Portfolio's assets that is allocated to the Underlying Fund. Because the annual net operating expenses of each Underlying Fund, and a Portfolio's allocation to that Underlying Fund, will vary from year to year, the expenses paid by a Portfolio may vary from year to year. These expense ratios are estimates based on the target allocations among the Underlying Funds based upon information in the fee tables of their prospectuses, which in turn, are based on financial results for the year ended December 31, 2006. For information regarding expenses of the Underlying Funds, see the Fund's prospectus. Other Expenses are estimated for each Portfolio's current fiscal year. Acquired (Underlying) fund fees and expenses are reflected in the indirect operating expense. The Fund or its affiliates may pay compensation to ING affiliates offering this Fund. Such compensation may be paid out of distribution, service and/or 12b-1 fees that are deducted from Fund assets,

and/or may be paid directly by the Fund's affiliate. Any fees deducted from Fund assets are disclosed in the Fund Facts above and in the fund prospectuses. If you participate in an IRC Sections 403(b), 401 or 457 retirement plan funded by an SEC-registered group annuity contract, this material must be accompanied by the current Performance Update and a Prospectus Summary for the contract. The Fund's adviser has entered into a written expense limitation agreement under which it will limit expenses of the Portfolio, excluding interest, taxes, brokerage and extraordinary expenses, subject to possible recoupment by the Fund's adviser within three years. The expense limitation agreement will continue through at least May 1, 2008. **You should consider the investment objectives, risks, charges and expenses of the variable product, if applicable, and its underlying fund options carefully before investing. The prospectus contains this and other information. Please read the prospectus carefully before investing. You can obtain a free copy of the prospectus for the Fund and/or the separate account prior to making an investment decision or at any time by calling your local representative or 1-800-262-3862. If a different toll-free number is shown on the first page of the Prospectus Summary or in your enrollment material, please call that number.**

## Investment Adviser

Directed Services, LLC ("DSL")

## Portfolio Manager

Investment Committee

## Investment Objective

Until the day prior to its Target Date, the Portfolio will seek to provide total return consistent with an asset allocation targeted at retirement in approximately 2015. On the Target Date, the Portfolio's investment objective will be to seek to provide a combination of total return and stability of principal consistent with an asset allocation targeted to retirement.

## Strategy

The Portfolio invests in a combination of Underlying Funds which are active and passive U.S. stock, international stock, U.S. bond and other fixed-income investments using asset allocation strategies designed for investors expecting to retire around the year 2015.

The Portfolio also invests a portion of its assets in insurance company fixed contracts. The Portfolio's current approximate target investment allocations (expressed as a percentage of its net assets) among the Underlying Funds are set out below. As these are target allocations, the actual allocations of the Portfolio's assets may deviate from the percentages shown: Global/International - 10%; Small/Mid/Specialty (Real Estate) - 14%; Large Cap Growth - 15.5%; Large Cap Value - 15.5%; Bonds - 37%, and Short-Term Bonds - 8%.

## Principal Risks

You could lose money on an investment in the Portfolio. Your investment in the Portfolio is subject to Asset Allocation Risk which is the risk that the Portfolio may allocate assets to an asset class or market that underperforms other asset classes. The Portfolio is also subject to the following risks: Asset Allocation Risk, Commodities Risk, Credit Risk, Emerging Markets Risk, Equity Securities Risk, Foreign Investment Risk, High-Yield, Lower Grade Debt Securities Risk, Inflation-Indexed Bonds Risk, Interest Rate Risk, Market and Company Risk, Mortgage-Related Securities Risk, Natural Resources Risk, Other Investment Companies, Prepayment or Call Risk, Real Estate Risk, REITs Risk and U.S. Government Securities and Obligations Risk.

**Securities are offered through ING Financial Advisers, LLC (member SIPC) or other broker-dealers with which it has a selling agreement.**



# PORTFOLIO UPDATE

## ING Solution 2015 Portfolio - Service Class

### Important Information

Past performance does not guarantee future results. For most recent month-end performance which may be lower or higher than the past performance data shown please call 1-800-262-3862. Investment return and the principal value of an investment will fluctuate so that, when sold, an investment may be worth more or less than the original cost.

Average annual total returns and calendar year returns are net of all fund expenses, but do not include retirement plan charges which, if included, would reduce the total return. Please see the accompanying Performance Update for standardized product level returns. Performance results assume reinvestment of all earnings and do not include the deduction of any fund sales charges, which are waived under the terms of this retirement program.

### Fund Trading Issues

The fund industry has been under scrutiny because some fund managers have allowed improper market timing and late day trading. To review the practices and procedures regarding market timing and late day trading, please refer to the current prospectus and supplement(s) for each fund.

AS OF MARCH 31, 2007

(shown in percentages)

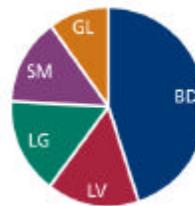
### Average annual total returns

	Qtr <sup>†</sup>	1 Yr	3 Yr	5 Yr	10 Yr	Inception
Fund	1.34	9.13	N/A	N/A	N/A	10.17
Index <sup>1</sup>	1.00	9.76	N/A	N/A	N/A	N/A

<sup>†</sup> Return Not Annualized

### Underlying Funds

ING VP Intermediate Bond Portfolio	20%
ING Oppenheimer Strategic Income Portfolio	10%
ING Limited Maturity Bond Portfolio	9%
ING VP Index Plus LargeCap Portfolio	6%
ING UBS U.S. Large Cap Equity Portfolio	6%
ING VP Real Estate Portfolio	5%
ING T. Rowe Price Growth Equity Portfolio	4%
ING Julius Baer Foreign Portfolio	4%
ING VP Index Plus International Equity Portfolio	4%
ING PIMCO High Yield Portfolio	3%
ING Davis Venture Value Portfolio	3%
ING PIMCO Total Return Portfolio	3%
ING Marsico Growth Portfolio	3%
ING Legg Mason Partners Aggressive Growth Portfolio	3%
ING Legg Mason Value Portfolio	3%
ING Marsico International Opportunities Portfolio	2%
ING American Century Large Company Value Portfolio	2%
ING Van Kampen Comstock Portfolio	2%
ING BlackRock Large Cap Value Portfolio	2%
ING VP Index Plus Small Cap Portfolio	2%
ING VP Index Plus MidgeCap Portfolio	2%
ING T. Rowe Price Equity Income Portfolio	2%



ASSET CLASS	ALLOCATION
BONDS (BD)	45%
LARGE CAP VALUE (LV)	15.5%
LARGE CAP GROWTH (LG)	15.5%
SMALL/MID/SPECIALTY (SM)	14%
GLOBAL/INTERNATIONAL (GL)	10%

<sup>1</sup>A benchmark consisting of a mix of 60% of an unmanaged stock index (The Standard & Poor's 500) and 40% of an unmanaged bond index (Lehman Brothers Aggregate Bond Index). Please note that indexes are unmanaged and their returns do not take into account any of the fees and expenses of the mutual funds to which they are compared. Individuals cannot invest directly in any index.

The fund commenced investment operations on April 29, 2005. It is important to note that the fund has a limited operating history. Performance over a longer period of time may be more meaningful than short-term performance.

# ING Solution 2025 Portfolio - Service Class

Founded in 1972, ING Investment Management Co. is an indirect wholly-owned subsidiary of ING Groep N.V. ING Investment Management Co. has acted as adviser or sub-adviser to mutual funds since 1994 and has managed institutional accounts since 1972.

Asset Class: **Asset Allocation**  
Category: **Lifecycle / Asset Allocation**

## FUND FACTS

Inception date: **April 29, 2005**

Investment advisory fee for period ended December 31, 2006: **0.10%**

Other expenses: **0.27%**

Indirect operating expense: **0.72%**

Gross fund expense ratio for period ended December 31, 2006: **1.09%**

If offered through a retirement program, additional fees and expenses may be charged under that program.

## Important Information

Category is interpreted by ING using Fund company and/or Morningstar category information.

Estimated operating expenses for S Class shares of each Portfolio as a ratio of expenses to average daily net assets. The Portfolio is structured as a fund of funds, and invests directly in shares of underlying funds. See "Fees – Fund Expenses" for additional information. The table reflects net operating expenses paid directly and indirectly by each Portfolio. Shareholders of a Portfolio will indirectly bear the expenses of an Underlying Fund based upon the percentage of a Portfolio's assets that is allocated to the Underlying Fund. Because the annual net operating expenses of each Underlying Fund, and a Portfolio's allocation to that Underlying Fund, will vary from year to year, the expenses paid by a Portfolio may vary from year to year. These expense ratios are estimates based on the target allocations among the Underlying Funds based upon information in the fee tables of their prospectuses, which in turn, are based on financial results for the year ended December 31, 2006. For information regarding expenses of the Underlying Funds, see the Fund's prospectus. Other Expenses are estimated for each Portfolio's current fiscal year. Acquired (Underlying) fund fees and expenses are reflected in the indirect operating expense. The Fund's adviser has entered into a written expense limitation agreement under which it will limit expenses of the Portfolio, excluding interest, taxes, brokerage and extraordinary expenses,

subject to possible recoupment by the Fund's adviser within three years. The expense limitation agreement will continue through at least May 1, 2008. The Fund or its affiliates may pay compensation to ING affiliates offering this Fund. Such compensation may be paid out of distribution, service and/or 12b-1 fees that are deducted from Fund assets, and/or may be paid directly by the Fund's affiliate. Any fees deducted from Fund assets are disclosed in the Fund Facts above and in the fund prospectuses. If you participate in an IRC Sections 403(b), 401 or 457 retirement plan funded by an SEC-registered group annuity contract, this material must be accompanied by the current Performance Update and a Prospectus Summary for the contract. **You should consider the investment objectives, risks, charges and expenses of the variable product, if applicable, and its underlying fund options carefully before investing. The prospectus contains this and other information. Please read the prospectus carefully before investing. You can obtain a free copy of the prospectus for the Fund and/or the separate account prior to making an investment decision or at any time by calling your local representative or 1-800-262-3862. If a different toll-free number is shown on the first page of the Prospectus Summary or in your enrollment material, please call that number.**

## Investment Adviser

Directed Services, LLC ("DSL")

## Portfolio Manager

Investment Committee

## Investment Objective

Until the day prior to its Target Date, the Portfolio will seek to provide total return consistent with an asset allocation targeted at retirement in approximately 2025. On the Target Date, the Portfolio's investment objective will be to seek to provide a combination of total return and stability of principal consistent with an asset allocation targeted to retirement.

## Strategy

The Portfolio invests in a combination of Underlying Funds which are active and passive U.S. stock, international stock, U.S. bond and other fixed-income investments using asset allocation strategies designed for investors

expecting to retire around the year 2025.

The Portfolio also invests a portion of its assets in insurance company fixed contracts. The Portfolio's current approximate target investment allocations (expressed as a percentage of its net assets) among the Underlying Funds are set out below. As these are target allocations, the actual allocations of the Portfolio's assets may deviate from the percentages shown: Large Cap Growth - 20%, Large Cap Value - 20%, Small/Mid/Specialty (Real Estate) - 17%, Global/International - 18%, Bonds - 17%, and Short-Term Bonds - 8%.

## Principal Risks

You could lose money on an investment in the Portfolio. Your investment in the Portfolio is subject to Asset Allocation Risk which is the risk that the Portfolio may allocate assets to an asset class or market that underperforms other asset classes. The Portfolio is also subject to the following risks: Asset Allocation Risk, Commodities Risk, Credit Risk, Emerging Markets Risk, Equity Securities Risk, Foreign Investment Risk, High-Yield, Lower Grade Debt Securities Risk, Inflation-Indexed Bonds Risk, Interest Rate Risk, Market and Company Risk, Mortgage-Related Securities Risk, Natural Resources Risk, Other Investment Companies, Prepayment or Call Risk, Real Estate Risk, REITs Risk, Small-Capitalization Company Risk and U.S. Government Securities and Obligations Risk.

**Securities are offered through ING Financial Advisers, LLC (member SIPC) or other broker-dealers with which it has a selling agreement.**

# PORTFOLIO UPDATE

## ING Solution 2025 Portfolio - Service Class

### Important Information

Past performance does not guarantee future results. For most recent month-end performance which may be lower or higher than the past performance data shown please call 1-800-262-3862. Investment return and the principal value of an investment will fluctuate so that, when sold, an investment may be worth more or less than the original cost.

Average annual total returns and calendar year returns are net of all fund expenses, but do not include retirement plan charges which, if included, would reduce the total return. Please see the accompanying Performance Update for standardized product level returns. Performance results assume reinvestment of all earnings and do not include the deduction of any fund sales charges, which are waived under the terms of this retirement program.

### Fund Trading Issues

The fund industry has been under scrutiny because some fund managers have allowed improper market timing and late day trading. To review the practices and procedures regarding market timing and late day trading, please refer to the current prospectus and supplement(s) for each fund.

AS OF MARCH 31, 2007

(shown in percentages)

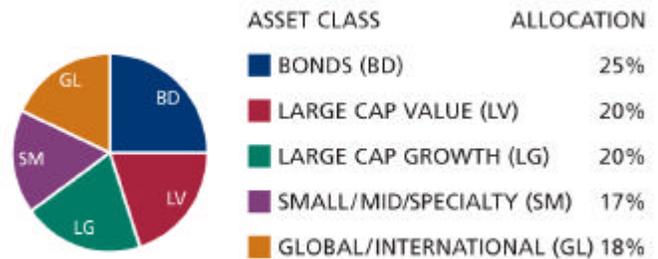
### Average annual total returns

	Qtr <sup>†</sup>	1 Yr	3 Yr	5 Yr	10 Yr	Inception
Fund	1.38	9.46	N/A	N/A	N/A	12.29
Index <sup>1</sup>	1.00	9.76	N/A	N/A	N/A	N/A

<sup>†</sup> Return Not Annualized

### Underlying Funds

ING VP Intermediate Bond Portfolio	15%
ING T. Rowe Price Growth Equity Portfolio	7%
ING VP Index Plus International Equity Portfolio	6%
ING Julius Baer Foreign Portfolio	6%
ING VP Real Estate Portfolio	6%
ING Limited Maturity Bond Portfolio	5%
ING Marsico Growth Portfolio	4.5%
ING Legg Mason Partners Aggressive Growth Portfolio	4.5%
ING Van Kampen Comstock Portfolio	4%
ING American Century Large Company Value Portfolio	4%
ING Oppenheimer Strategic Income Portfolio	5%
ING UBS U.S. Large Cap Equity Portfolio	5%
ING VP Index Plus LargeCap Portfolio	5%
ING Davis Venture Value Portfolio	4%
ING Legg Mason Value Portfolio	4%
ING Marsico International Opportunities Portfolio	3%
ING Baron Small Cap Growth Portfolio	2%
ING UBS U.S. Small Cap Growth Portfolio	2%
ING VP Index Plus MidCap Portfolio	2%
ING T. Rowe Price Equity Income Portfolio	2%
ING BlackRock Large Cap Value Portfolio	2%
ING JPMorgan Midcap Value Portfolio	1%
ING Baron Asset Portfolio	1%



<sup>1</sup>A benchmark consisting of a mix of 60% of an unmanaged stock index (The Standard & Poor's 500) and 40% of an unmanaged bond index (Lehman Brothers Aggregate Bond Index). Please note that indexes are unmanaged and their returns do not take into account any of the fees and expenses of the mutual funds to which they are compared. Individuals cannot invest directly in any index.

The fund commenced investment operations on April 29, 2005. It is important to note that the fund has a limited operating history. Performance over a longer period of time may be more meaningful than short-term performance.

# ING Solution 2035 Portfolio - Service Class

Founded in 1972, ING Investment Management Co. is an indirect wholly-owned subsidiary of ING Groep N.V. ING Investment Management Co. has acted as adviser or sub-adviser to mutual funds since 1994 and has managed institutional accounts since 1972.

Asset Class: **Asset Allocation**  
Category: **Lifecycle / Asset Allocation**

## FUND FACTS

Inception date: **April 29, 2005**

Investment advisory fee for period ended December 31, 2006: **0.10%**

Other expenses: **0.27%**

Indirect operating expense: **0.81%**

Gross fund expense ratio for period ended December 31, 2006: **1.18%**

If offered through a retirement program, additional fees and expenses may be charged under that program.

## Important Information

Category is interpreted by ING using Fund company and/or Morningstar category information.

Estimated operating expenses for S Class shares of each Portfolio as a ratio of expenses to average daily net assets. The Portfolio is structured as a fund of funds, and invests directly in shares of underlying funds. See "Fees – Fund Expenses" for additional information. The table reflects net operating expenses paid directly and indirectly by each Portfolio. Shareholders of a Portfolio will indirectly bear the expenses of an Underlying Fund based upon the percentage of a Portfolio's assets that is allocated to the Underlying Fund. Because the annual net operating expenses of each Underlying Fund, and a Portfolio's allocation to that Underlying Fund, will vary from year to year, the expenses paid by a Portfolio may vary from year to year. These expense ratios are estimates based on the target allocations among the Underlying Funds based upon information in the fee tables of their prospectuses, which in turn, are based on financial results for the year ended December 31, 2006. For information regarding expenses of the Underlying Funds, see the Fund's prospectus. Other Expenses are estimated for each Portfolio's current fiscal year. Acquired (Underlying) fund fees and expenses are reflected in the indirect operating expense. The Fund's adviser has entered into a written expense limitation agreement under which it will limit expenses of the Portfolio, excluding interest, taxes, brokerage and extraordinary expenses,

subject to possible recoupment by the Fund's adviser within three years. The expense limitation agreement will continue through at least May 1, 2008. The Fund or its affiliates may pay compensation to ING affiliates offering this Fund. Such compensation may be paid out of distribution, service and/or 12b-1 fees that are deducted from Fund assets, and/or may be paid directly by the Fund's affiliate. Any fees deducted from Fund assets are disclosed in the Fund Facts above and in the fund prospectuses. If you participate in an IRC Sections 403(b), 401 or 457 retirement plan funded by an SEC-registered group annuity contract, this material must be accompanied by the current Performance Update and a Prospectus Summary for the contract. **You should consider the investment objectives, risks, charges and expenses of the variable product, if applicable, and its underlying fund options carefully before investing. The prospectus contains this and other information. Please read the prospectus carefully before investing. You can obtain a free copy of the prospectus for the Fund and/or the separate account prior to making an investment decision or at any time by calling your local representative or 1-800-262-3862. If a different toll-free number is shown on the first page of the Prospectus Summary or in your enrollment material, please call that number.**

### Investment Adviser

Directed Services, LLC ("DSL")

### Portfolio Manager

Investment Committee

### Investment Objective

Until the day prior to its Target Date, the Portfolio will seek to provide total return consistent with an asset allocation targeted at retirement in approximately 2035. On the Target Date, the Portfolio's investment objective will be to seek to provide a combination of total return and stability of principal consistent with an asset allocation targeted to retirement.

### Strategy

The Portfolio invests in a combination of Underlying Funds which are active and passive U.S. stock, international stock, U.S. bond and other fixed-income investments using asset allocation strategies designed for investors

expecting to retire around the year 2035. The Portfolio's current approximate target investment allocations (expressed as a percentage of its net assets) among the Underlying Funds are set out below. As these are target allocations, the actual allocations of the Portfolio's assets may deviate from the percentages shown: Large Cap Growth - 21%, Large Cap Value - 21%, Small/Mid/Specialty (Real Estate) - 20%, Global/International - 23%, and Bonds - 15%.

## Principal Risks

You could lose money on an investment in the Portfolio. Your investment in the Portfolio is subject to Asset Allocation Risk which is the risk that the Portfolio may allocate assets to an asset class or market that underperforms other asset classes. The Portfolio is also subject to the following risks: Asset Allocation Risk, Commodities Risk, Credit Risk, Emerging Markets Risk, Equity Securities Risk, Foreign Investment Risk, Inflation-Indexed Bonds Risk, Interest Rate Risk, Market and Company Risk, Mortgage-Related Securities Risk, Natural Resources Risk, Other Investment Companies Risk, Prepayment or Call Risk, Real Estate Risk, REITs Risk and Small-Capitalization Company Risk.

**Securities are offered through ING Financial Advisers, LLC (member SIPC) or other broker-dealers with which it has a selling agreement.**

# PORTFOLIO UPDATE

## ING Solution 2035 Portfolio - Service Class

### Important Information

Past performance does not guarantee future results. For most recent month-end performance which may be lower or higher than the past performance data shown please call 1-800-262-3862. Investment return and the principal value of an investment will fluctuate so that, when sold, an investment may be worth more or less than the original cost.

Average annual total returns and calendar year returns are net of all fund expenses, but do not include retirement plan charges which, if included, would reduce the total return. Please see the accompanying Performance Update for standardized product level returns. Performance results assume reinvestment of all earnings and do not include the deduction of any fund sales charges, which are waived under the terms of this retirement program.

### Fund Trading Issues

The fund industry has been under scrutiny because some fund managers have allowed improper market timing and late day trading. To review the practices and procedures regarding market timing and late day trading, please refer to the current prospectus and supplement(s) for each fund.

AS OF MARCH 31, 2007

(shown in percentages)

### Average annual total returns

	Qtr <sup>†</sup>	1 Yr	3 Yr	5 Yr	10 Yr	Inception
Fund	1.26	10.04	N/A	N/A	N/A	13.75
Index <sup>†</sup>	1.27	11.29	N/A	N/A	N/A	N/A

<sup>†</sup> Return Not Annualized

### Underlying Funds

ING VP Intermediate Bond Portfolio	15%
ING T. Rowe Price Growth Equity Portfolio	9%
ING Julius Baer Foreign Portfolio	6%
ING VP Index Plus International Equity Portfolio	6%
ING Marsico Growth Portfolio	5.5%
ING Legg Mason Partners Aggressive Growth Portfolio	5.5%
ING Van Kampen Comstock Portfolio	5%
ING American Century Large Company Value Portfolio	5%
ING UBS U.S. Large Cap Equity Portfolio	5%
ING VP Real Estate Portfolio	5%
ING VP Index Plus LargeCap Portfolio	4%
ING Marsico International Opportunities Portfolio	4%
ING Davis Venture Value Portfolio	4%
ING Legg Mason Value Portfolio	4%
ING VP Index Plus MidCap Portfolio	3%
ING T. Rowe Price Equity Income Portfolio	3%
ING BlackRock Large Cap Value Portfolio	3%
ING Baron Small Cap Growth Portfolio	2%
ING VP Index Plus SmallCap Portfolio	2%
ING UBS U.S.Small Cap Growth Portfolio	2%
ING JP Morgan Mid Cap Value Portfolio	1%
ING Baron Asset Portfolio	1%



<sup>†</sup>The Russell 3000 Index consists of the 3,000 largest US companies based on total market capitalization, which represents approximately 98% of the investable US equity market. The Russell 3000 returns assume reinvestment of all dividends. Please note that indexes are unmanaged and their returns do not take into account any of the fees and expenses of the mutual funds to which they are compared. Individuals cannot invest directly in any index.

The fund commenced investment operations on April 29, 2005. It is important to note that the fund has a limited operating history. Performance over a longer period of time may be more meaningful than short-term performance.

# ING Solution 2045 Portfolio - Service Class

Founded in 1972, ING Investment Management Co. is an indirect wholly-owned subsidiary of ING Groep N.V. ING Investment Management Co. has acted as adviser or sub-adviser to mutual funds since 1994 and has managed institutional accounts since 1972.

Asset Class: **Asset Allocation**  
Category: **Lifecycle / Asset Allocation**

## FUND FACTS

Inception date: **April 29, 2005**

Investment advisory fee for period ended December 31, 2006: **0.10%**

Other expenses: **0.27%**

Indirect operating expense: **0.83%**

Gross fund expense ratio for period ended December 31, 2006: **1.20%**

If offered through a retirement program, additional fees and expenses may be charged under that program.

## Important Information

Category is interpreted by ING using Fund company and/or Morningstar category information.

Estimated operating expenses for S Class shares of each Portfolio as a ratio of expenses to average daily net assets. Acquired (Underlying) fund fees and expenses are reflected in the indirect operating expense. The Fund or its affiliates may pay compensation to ING affiliates offering this Fund. Such compensation may be paid out of distribution, service and/or 12b-1 fees that are deducted from Fund assets, and/or may be paid directly by the Fund's affiliate. Any fees deducted from Fund assets are disclosed in the Fund Facts above and in the fund prospectuses. The Portfolio is structured as a fund of funds, and invests directly in shares of underlying funds. See "Fees – Fund Expenses" for additional information. The table reflects net operating expenses paid directly and indirectly by each Portfolio. Shareholders of a Portfolio will indirectly bear the expenses of an Underlying Fund based upon the percentage of a Portfolio's assets that is allocated to the Underlying Fund. Because the annual net operating expenses of each Underlying Fund, and a Portfolio's allocation to that Underlying Fund, will vary from year to year, the expenses paid by a Portfolio may vary from year to year. These expense ratios are estimates based on the target allocations among the Underlying Funds based upon information in the fee tables of their prospectuses, which in turn, are based on financial results for the year ended

December 31, 2006. For information regarding expenses of the Underlying Funds, see the Fund's prospectus. Other Expenses are estimated for each Portfolio's current fiscal year. The Fund's adviser has entered into a written expense limitation agreement under which it will limit expenses of the Portfolio, excluding interest, taxes, brokerage and extraordinary expenses, subject to possible recoupment by the Fund's adviser within three years. The expense limitation agreement will continue through at least May 1, 2008. If you participate in an IRC Sections 403(b), 401 or 457 retirement plan funded by an SEC-registered group annuity contract, this material must be accompanied by the current Performance Update and a Prospectus Summary for the contract. **You should consider the investment objectives, risks, charges and expenses of the variable product, if applicable, and its underlying fund options carefully before investing. The prospectus contains this and other information. Please read the prospectus carefully before investing. You can obtain a free copy of the prospectus for the Fund and/or the separate account prior to making an investment decision or at any time by calling your local representative or 1-800-262-3862. If a different toll-free number is shown on the first page of the Prospectus Summary or in your enrollment material, please call that number.**

## Investment Adviser

Directed Services, LLC ("DSL")

## Portfolio Manager

Investment Committee

## Investment Objective

Until the day prior to its Target Date, the Portfolio will seek to provide total return consistent with an asset allocation targeted at retirement in approximately 2045. On the Target Date, the Portfolio's investment objective will be to seek to provide a combination of total return and stability of principal consistent with an asset allocation targeted to retirement.

## Strategy

The Portfolio invests in a combination of Underlying Funds which are active and passive U.S. stock, international stock, U.S. bond and other fixed-income investments using asset allocation strategies designed for investors

expecting to retire around the year 2045. The Portfolio's current approximate target investment allocations (expressed as a percentage of its net assets) among the Underlying Funds are set out below. As these are target allocations, the actual allocations of the Portfolio's assets may deviate from the percentages shown: Large Cap Growth - 22%, Large Cap Value - 22%, Small/Mid/Specialty (Real Estate) - 22%, Global/International - 29%, and Bonds - 5%.

## Principal Risks

You could lose money on an investment in the Portfolio. Your investment in the Portfolio is subject to Asset Allocation Risk which is the risk that the Portfolio may allocate assets to an asset class or market that underperforms other asset classes. The Portfolio is also subject to the following risks: Asset Allocation Risk, Commodities Risk, Credit Risk, Emerging Markets Risk, Equity Securities Risk, Foreign Investment Risk, Inflation-Indexed Bonds Risk, Interest Rate Risk, Market and Company Risk, Mortgage-Related Securities Risk, Natural Resources Risk, Other Investment Companies Risk, Prepayment or Call Risk, Real Estate Risk, REITs Risk and Small-Capitalization Company Risk.

Securities are offered through ING Financial Advisers, LLC (member SIPC) or other broker-dealers with which it has a selling agreement.

# PORTFOLIO UPDATE

## ING Solution 2045 Portfolio - Service Class

### Important Information

Past performance does not guarantee future results. For most recent month-end performance which may be lower or higher than the past performance data shown please call 1-800-262-3862. Investment return and the principal value of an investment will fluctuate so that, when sold, an investment may be worth more or less than the original cost.

Average annual total returns and calendar year returns are net of all fund expenses, but do not include retirement plan charges which, if included, would reduce the total return. Please see the accompanying Performance Update for standardized product level returns. Performance results assume reinvestment of all earnings and do not include the deduction of any fund sales charges, which are waived under the terms of this retirement program.

### Fund Trading Issues

The fund industry has been under scrutiny because some fund managers have allowed improper market timing and late day trading. To review the practices and procedures regarding market timing and late day trading, please refer to the current prospectus and supplement(s) for each fund.

AS OF MARCH 31, 2007

(shown in percentages)

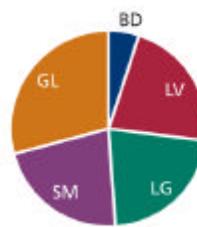
### Average annual total returns

	Qtr <sup>†</sup>	1 Yr	3 Yr	5 Yr	10 Yr	Inception
Fund	1.38	10.34	N/A	N/A	N/A	15.36
Index <sup>†</sup>	1.27	11.29	N/A	N/A	N/A	N/A

<sup>†</sup> Return Not Annualized

### Underlying Funds

ING T. Rowe Price Growth Equity Portfolio	9%
ING Julius Baer Foreign Portfolio	8.5%
ING VP Index Plus International Equity Portfolio	7.5%
ING Van Kampen Comstock Portfolio	6%
ING American Century Large Company Value Portfolio	6%
ING Marsico Growth Portfolio	6%
ING Legg Mason Partners Aggressive Growth Portfolio	6%
ING Marsico International Opportunities Portfolio	5%
ING UBS U.S. Large Cap Equity Portfolio	5%
ING VP Index Plus LargeCap Portfolio	5%
ING VP Intermediate Bond Portfolio	5%
ING VP Real Estate Portfolio	5%
ING VP Index Plus MidCap Portfolio	4%
ING VP Index Plus SmallCap Portfolio	4%
ING Davis Venture Value Portfolio	3%
ING Legg Mason Value Portfolio	3%
ING T. Rowe Price Equity Income Portfolio	2.5%
ING BlackRock Large Cap Value Portfolio	2.5%
ING Baron Small Cap Growth Portfolio	2%
ING UBS U.S. Small Cap Growth Portfolio	2%
ING Baron Asset Portfolio	1.5%
ING JP Morgan Midcap Value Portfolio	1.5%



ASSET CLASS	ALLOCATION
BONDS (BD)	5%
LARGE CAP VALUE (LV)	22%
LARGE CAP GROWTH (LG)	22%
SMALL/MID/SPECIALTY (SM)	22%
GLOBAL/INTERNATIONAL (GL)	29%

<sup>†</sup>The Russell 3000 Index consists of the 3,000 largest US companies based on total market capitalization, which represents approximately 98% of the investable US equity market. The Russell 3000 returns assume reinvestment of all dividends. Please note that indexes are unmanaged and their returns do not take into account any of the fees and expenses of the mutual funds to which they are compared. Individuals cannot invest directly in any index.

The fund commenced investment operations on April 29, 2005. It is important to note that the fund has a limited operating history. Performance over a longer period of time may be more meaningful than short-term performance.

# ING Solution Income Portfolio - Service Class

Founded in 1972, ING Investment Management Co. is an indirect wholly-owned subsidiary of ING Groep N.V. ING Investment Management Co. has acted as adviser or sub-adviser to mutual funds since 1994 and has managed institutional accounts since 1972.

Asset Class: **Asset Allocation**  
Category: **Lifecycle / Asset Allocation**

## FUND FACTS

Inception date: **April 29, 2005**

Investment advisory fee for period ended December 31, 2006: **0.10%**

Other expenses: **0.27%**

Indirect operating expense: **0.62%**

Gross fund expense ratio for period ended December 31, 2006: **0.99%**

If offered through a retirement program, additional fees and expenses may be charged under that program.

## Important Information

Category is interpreted by ING using Fund company and/or Morningstar category information.

The Fund or its affiliates may pay compensation to ING affiliates offering this Fund. Such compensation may be paid out of distribution, service and/or 12b-1 fees that are deducted from Fund assets, and/or may be paid directly by the Fund's affiliate. Any fees deducted from Fund assets are disclosed in the Fund Facts above and in the fund prospectuses. The Portfolio is structured as a fund of funds, and invests directly in shares of underlying funds. See "Fees – Fund Expenses" for additional information. The table reflects net operating expenses paid directly and indirectly by each Portfolio. Shareholders of a Portfolio will indirectly bear the expenses of an Underlying Fund based upon the percentage of a Portfolio's assets that is allocated to the Underlying Fund. Because the annual net operating expenses of each Underlying Fund, and a Portfolio's allocation to that Underlying Fund, will vary from year to year, the expenses paid by a Portfolio may vary from year to year. These expense ratios are estimates based on the target allocations among the Underlying Funds based upon information in the fee tables of their prospectuses, which in turn, are based on financial results for the year ended December 31, 2006. For information regarding expenses of the Underlying Funds, see the Fund's prospectus. Other Expenses are estimated for each Portfolio's current fiscal year. Estimated operating expenses for

S Class shares of each Portfolio as a ratio of expenses to average daily net assets. The Fund's adviser has entered into a written expense limitation agreement under which it will limit expenses of the Portfolio, excluding interest, taxes, brokerage and extraordinary expenses, subject to possible recoupment by the Fund's adviser within three years. The expense limitation agreement will continue through at least May 1, 2008. Acquired (Underlying) fund fees and expenses are reflected in the indirect operating expense. If you participate in an IRC Sections 403(b), 401 or 457 retirement plan funded by an SEC-registered group annuity contract, this material must be accompanied by the current Performance Update and a Prospectus Summary for the contract. **You should consider the investment objectives, risks, charges and expenses of the variable product, if applicable, and its underlying fund options carefully before investing. The prospectus contains this and other information. Please read the prospectus carefully before investing. You can obtain a free copy of the prospectus for the Fund and/or the separate account prior to making an investment decision or at any time by calling your local representative or 1-800-262-3862. If a different toll-free number is shown on the first page of the Prospectus Summary or in your enrollment material, please call that number.**

## Investment Adviser

Directed Services, LLC ("DSL")

## Portfolio Manager

Investment Committee

## Investment Objective

Seeks to provide a combination of total return and stability of principal consistent with its asset allocation targeted to retirement.

## Strategy

The Portfolio invests in a combination of underlying funds which are active and passive U.S. stock, international stock, U.S. bond and other fixed-income investments using asset allocation strategies designed for investors expecting to retire soon or are already retired. The Portfolio's current approximate target investment allocations (expressed as a percentage of its net assets) among the underlying funds are set out below. As these

are target allocations, the actual allocations of the Portfolio's assets may deviate from the percentages shown: U.S. Large Cap Growth - 7%, U.S. Large Cap Value - 8%, Global/International - 6%, Small/Mid/Specialty (Real Estate) 9%, Bonds - 50%, and Short-Term Bonds - 20%.

## Principal Risks

You could lose money on an investment in the Portfolio. Your investment in the Portfolio is subject to Asset Allocation Risk which is the risk that the Portfolio may allocate assets to an asset class or market that underperforms other asset classes. The Portfolio is also subject to the following risks: Asset Allocation Risk, Commodities Risk, Credit Risk, Emerging Markets Risk, Equity Securities Risk, Foreign Markets Risk, Inflation-Indexed Bonds Risk, High-Yield, Lower Grade Debt Securities Risk, Interest Rate Risk, Market and Company Risk, Mortgage-Related Securities Risk, Natural Resources Risk, Other Investment Companies, Prepayment or Call Risk, REITs Risk and U.S. Government Securities and Obligations Risk..

**Securities are offered through ING Financial Advisers, LLC (member SIPC) or other broker-dealers with which it has a selling agreement.**

# PORTFOLIO UPDATE

## ING Solution Income Portfolio - Service Class

### Important Information

Past performance does not guarantee future results. For most recent month-end performance which may be lower or higher than the past performance data shown please call 1-800-262-3862. Investment return and the principal value of an investment will fluctuate so that, when sold, an investment may be worth more or less than the original cost.

Average annual total returns and calendar year returns are net of all fund expenses, but do not include retirement plan charges which, if included, would reduce the total return. Please see the accompanying Performance Update for standardized product level returns. Performance results assume reinvestment of all earnings and do not include the deduction of any fund sales charges, which are waived under the terms of this retirement program.

### Fund Trading Issues

The fund industry has been under scrutiny because some fund managers have allowed improper market timing and late day trading. To review the practices and procedures regarding market timing and late day trading, please refer to the current prospectus and supplement(s) for each fund.

AS OF MARCH 31, 2007

(shown in percentages)

### Average annual total returns

	Qtr <sup>†</sup>	1 Yr	3 Yr	5 Yr	10 Yr	Inception
Fund	1.62	7.86	N/A	N/A	N/A	6.64
Index <sup>1</sup>	1.50	6.58	N/A	N/A	N/A	N/A

<sup>†</sup> Return Not Annualized

### Underlying Funds

ING VP Intermediate Bond Portfolio	25%
ING Limited Maturity Portfolio	17%
ING PIMCO Total Return Portfolio	15%
ING Oppenheimer Strategic Income Portfolio	10%
ING UBS U.S. Large Cap Equity Portfolio	6%
ING VP Index Plus International Equity Portfolio	6%
ING VP Real Estate Portfolio	5%
ING VP Index Plus Large Cap Portfolio	5%
ING PIMCO High Yield Portfolio	3%
ING Davis Venture Value Portfolio	2%
ING Legg Mason Value Portfolio	2%
ING American Century Large Company Value Portfolio	2%
ING T.Rowe Price Growth Equity Portfolio	2%



<sup>1</sup>The Lehman Brothers Aggregate Bond Index is an unmanaged index composed of securities from the Lehman Brothers Government/Corporate Bond Index, Mortgage-Backed Securities Index, and the Asset-Backed Securities Index, including securities that are of investment-grade quality or better and have at least one year to maturity. Please note that indexes are unmanaged and their returns do not take into account any of the fees and expenses of the funds to which they are compared. Individuals cannot invest directly in any index.

The fund commenced investment operations on April 29, 2005. It is important to note that the fund has a limited operating history. Performance over a longer period of time may be more meaningful than short-term performance.