

EXHIBIT A

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

IN RE ING GROEP, N.V. ERISA LITIGATION)	Master File No. 1:09-cv-00400-JEC
)	
)	
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)	
This document relates to:)	
All actions.)	
)	

NOTICE OF CLASS ACTION SETTLEMENT

**YOUR LEGAL RIGHTS MIGHT BE AFFECTED IF YOU ARE A MEMBER OF THE
FOLLOWING CLASS**

All persons who were participants in or beneficiaries of the ING Americas Savings Plan and ESOP and the ING 401(k) Plan for ILIAC Agents (together, the “Plans”) at any time during the period starting on June 1, 2007 through November 5, 2012 (the “Relevant Period”), and whose accounts included investments in American Depositary Shares of ING Groep, N.V. traded on the New York Stock Exchange (“ING Stock”); and as to each such person, his, her, or its beneficiaries, heirs, agents, executors, administrators, alternate payees (including spouses of deceased persons who were participants of the Plans), and successors-in-interest.

**PLEASE READ THIS NOTICE CAREFULLY.
A FEDERAL COURT AUTHORIZED THIS NOTICE.
THIS IS NOT A SOLICITATION.
YOU HAVE NOT BEEN SUED.**

This Notice advises you of a proposed class-action settlement (the “Settlement”). The Settlement will provide \$3,500,000 in cash, less attorneys’ fees and expenses, the costs of notice and settlement administration, and incentive awards to Named Plaintiffs (as defined below). The Settlement resolves a lawsuit under the Employee Retirement Income Security Act of 1974, as amended, codified as 29 U.S.C. § 1000 et seq. (“ERISA”). You should read the entire Notice carefully because your legal rights are affected whether you act or not.

The Honorable Julie E. Carnes of the United States District Court for the Northern District of Georgia (the “Court”) has preliminarily approved the proposed Settlement. The Court has also scheduled a hearing on final approval of the Settlement and on the motions for (1) attorneys’ fees; (2) expenses; and (3) incentive awards to the Named Plaintiffs (defined below). The Court has scheduled the hearing for _____, 2013.

The Procedure for objecting to this Settlement is described on Page 8 of this Notice. Any objections to the Settlement or the application for an award of attorneys’ fees and expenses and for incentive awards must be (1) filed in writing with the Court; and (2) served in writing on

QUESTIONS? CALL _____ TOLL FREE, OR VISIT _____.
Do not call the Court or Defendants concerning the Settlement.
They cannot answer your questions.

Plaintiffs' Counsel (as defined below) and on Defendants' counsel at the addresses listed on Page 8 of this Notice.

PLEASE READ THIS NOTICE CAREFULLY AND COMPLETELY. IF YOU ARE A MEMBER OF THE SETTLEMENT CLASS TO WHOM THIS NOTICE IS ADDRESSED, THE SETTLEMENT WILL AFFECT YOUR RIGHTS. YOU ARE NOT BEING SUED IN THIS MATTER. YOU DO NOT HAVE TO APPEAR IN COURT, AND YOU DO NOT HAVE TO HIRE AN ATTORNEY IN THIS CASE. IF YOU ARE IN FAVOR OF THE SETTLEMENT, YOU NEED NOT DO ANYTHING. IF YOU DISAPPROVE, YOU MAY OBJECT TO THE SETTLEMENT PURSUANT TO THE PROCEDURES DESCRIBED ON PAGE 8 OF THIS NOTICE.

YOUR LEGAL RIGHTS AND OPTIONS UNDER THE SETTLEMENT	
YOU CAN DO NOTHING.	<p>Any portion of the Settlement you are deemed eligible to receive will be calculated as part of the implementation of the Settlement (see Question 11 below). If you are a current participant of the Plans and are deemed eligible to receive a payment, the payment will be deposited into your account under the Plans.</p> <p>If you are deemed eligible to receive a payment but are no longer a participant in the Plans, an account under the Plan in which you were a participant will be reinstated or established for you, and your payment will be deposited into that account. Any payments deposited in an account under the Plans as a result of this Settlement will be administered and/or distributed in accordance with the terms of the applicable Plan and ERISA.</p>
YOU CAN OBJECT ON OR BEFORE _____, 2013.	You can write to the Court about why you do not like the Settlement.
YOU CAN GO TO A HEARING ON _____, 2013.	You can ask to speak in Court about the fairness of the Settlement. Instructions on informing the Court that you wish to speak at the hearing are described below.

These rights and options – and the deadlines to exercise them – are explained in this Notice. The Court in charge of this case still has to decide whether to approve the Settlement. Payments to the Plans will be made only if the Court approves the Settlement and that approval is upheld in the event of any appeals. Further information regarding the litigation and this Notice may be obtained by contacting Plaintiffs' counsel ("Plaintiffs' Counsel"):

Francis A. Bottini, Jr., Esq.
 Albert Y. Chang, Esq.
 Bottini & Bottini, Inc.
 7817 Ivanhoe Avenue, Suite 102
 La Jolla, CA 92037

Thomas J. McKenna, Esq.
 Gainey & McKenna
 440 Park Avenue South, 5th Floor
 New York, NY 10016

QUESTIONS? CALL _____ TOLL FREE, OR VISIT _____.
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TABLE OF CONTENTS

BASIC INFORMATION..... 4

1. Why did I receive this notice package?..... 4

2. How do I obtain more information?..... 4

3. What is this lawsuit about? 4

4. Why is this a class action? 5

5. Why is there a Settlement? 5

6. How do I know if I am part of the Settlement?..... 6

7. I am still not sure if I am included. 6

8. Can I exclude myself from the Settlement?..... 6

THE SETTLEMENT BENEFITS – WHAT YOU RECEIVE 6

9. What does the Settlement provide?..... 6

10. How much will my payment be? 7

DISTRIBUTION OF PAYMENTS 7

11. How will payments be distributed?..... 7

12. If I am deemed eligible to receive a payment, when will I receive my payment?..... 7

THE LAWYERS REPRESENTING YOU 7

13. Do I have a lawyer in this case?..... 7

14. How will the lawyers be paid?..... 8

OBJECTING TO THE SETTLEMENT 8

15. What does it mean to object?..... 8

16. How do I tell the Court that I do not like the Settlement? 8

THE COURT’S FAIRNESS HEARING 9

17. When will the Court hold the Fairness Hearing?..... 9

18. Do I have to go to the Fairness Hearing?..... 9

19. May I speak at the Fairness Hearing? 9

20. What happens if I do not object to the Settlement or attend the Fairness Hearing? 9

ARE THERE MORE DETAILS ABOUT THE SETTLEMENT? 10

QUESTIONS? **CALL _____ TOLL FREE, OR VISIT _____.**
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BASIC INFORMATION

1. Why did I receive this notice package?

You or someone in your family may have been a participant in the Plans or a beneficiary of an account under the Plans during the Relevant Period. The Court has directed the sending of this Notice because you have a right to know about a proposed Settlement of a class action lawsuit and about all of your options before the Court decides whether to approve the Settlement. If the Court approves the Settlement and after objections and appeals, if any, are resolved, payments will be made that the Settlement allows. This package explains the lawsuit, the Settlement, your legal rights, what benefits are available, who is eligible for them, and how to obtain them. The Court in charge of the case is the United States District Court for the Northern District of Georgia, and the case is known as *In re ING Groep, N.V. ERISA Litigation*, No. 1:09-cv-00400-JEC (the “Action”). The people who sued are called Plaintiffs, and the companies and individuals that the Plaintiffs sued – ING Groep, N.V. (“ING” or the “Company”), ING North America Insurance Corporation, ING Life Insurance and Annuity Company and ING U.S. Pension Committee, and several of their officers, affiliates, directors, and employees – are called Defendants.

2. How do I obtain more information?

Please contact Plaintiffs’ Counsel listed on Page 2 of this Notice, or visit the website below. Please do not contact the Court or Defendants concerning the Settlement. They will not be able to answer your questions.

3. What is this lawsuit about?

Kent Sewright and Deadre D. Diggs (the “Named Plaintiffs”) filed a lawsuit in 2009 entitled *In re ING Groep, N.V. ERISA Litigation*, No. 1:09-cv-00400-JEC (N.D. Ga.), alleging violations of ERISA against ING, ING North America Insurance Corporation, ING Life Insurance and Annuity Company, ING U.S. Pension Committee, and certain individuals. A consolidated complaint was filed in June 2009, which is the most recent operative pleading describing the claims brought in this Action.

The Action alleges that the Defendants: (1) breached their duties under ERISA by causing the Plans to purchase and hold shares of ING Stock at a time when, according to the Plaintiffs, the stock was an unsuitable and imprudent investment for the Plans; (2) violated ERISA by providing inaccurate and incomplete information to participants and fiduciaries of the Plans; and (3) failed to address conflicts of interest between their personal and corporate interests and their fiduciary responsibilities to the Plans (collectively, the “Settled Claims”). Plaintiffs sought to recover losses to the Plans, and, indirectly, to the Plans’ participants and beneficiaries, caused by Defendants’ alleged misconduct.

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Certain of the companies and individuals named as defendants in the consolidated complaint – ING North America Insurance Corporation, ING Life Insurance and Annuity Company, ING U.S. Pension Committee, and certain individuals – moved to have the Action dismissed in full, and the Court granted that motion. Plaintiffs filed an appeal seeking to reverse that ruling. That appeal is pending.

Defendants deny any wrongdoing, fault, liability or damage to Plaintiffs, the Settlement Class (as defined below) and/or the Plans. Defendants deny that they committed any violation of ERISA or other law, deny that they acted improperly in any way, believe that they acted properly and in accordance with ERISA at all times, and believe that the Action is without merit. Certain of the Defendants also filed papers with the Court asserting substantive defenses to the claims in the Action, including but not limited to the following: (1) Defendants complied with ERISA at all times; (2) the Plans' investment in ING Stock was prudent at all times, and ERISA's protections for employers who offer employees the opportunity to invest in company stock bar this lawsuit; (3) the governing documents of the Plans required ING Stock to be offered as an investment option and utilized as a vehicle for Company matching contributions; (4) Defendants made appropriate disclosures regarding ING's financial condition, and no fiduciary communication was misleading; and (5) ERISA specifically allows for the Company and its board, executive officers or employees to serve as fiduciaries of the Plans, rendering a conflict of interest claim unmeritorious.

In view of the uncertainty and risk of the outcome of any litigation, and the disruption and substantial expenses and length of time necessary to defend the proceeding, the parties wish to settle the Action and put the Settled Claims to rest, finally and forever, without in any way acknowledging any wrongdoing, fault, liability or damage to the Plaintiffs, the Settlement Class (as defined below) or the Plans. The parties' Stipulation and Agreement of Settlement (the "Stipulation") and the terms thereof shall in no event be construed or deemed to be evidence of or an admission or concession on the part of any Defendant with respect to any claim or of any fault or liability or wrongdoing or damage whatsoever, or any infirmity in the defenses asserted by Defendants.

4. Why is this a class action?

In a class action, one or more persons called class representatives sue on behalf of people who have similar claims. All of these people who have similar claims collectively make up the settlement class and are referred to individually as settlement class members. One court resolves the issues for all class members. Because the conduct alleged by Plaintiffs in this case allegedly affected a large group of people in a similar way, Plaintiffs filed this case as a class action.

5. Why is there a Settlement?

The Court decided in favor of Defendants, but Plaintiffs filed an appeal seeking to reverse the Court. Because the outcome of the appeal is uncertain, both sides agreed to the Settlement. By agreeing to the Settlement, parties avoid the costs and risks of the appeal and, if reversed, a trial, and the Settlement Class will receive compensation. Plaintiffs and their counsel believe that the Settlement is best for all Settlement Class members.

QUESTIONS? CALL _____ TOLL FREE, OR VISIT _____.
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6. How do I know if I am part of the Settlement?

The Court has conditionally certified this Action as a class action, in which every person who fits the following description is a member of the Settlement Class:

All persons who were participants in or beneficiaries of the Plans at any time during the Relevant Period, including all persons who were participants in either of the Plans and whose accounts included investment in ING Stock during the Relevant Period; and as to each such person, his, her or, its beneficiaries, heirs, agents, executors, administrators, alternate payees (including spouses of deceased persons who were participants of the Plans), and successors-in-interest).

7. I am still not sure if I am included.

If you are still not sure whether you are included, please call _____ or visit www._____.com.

8. Can I exclude myself from the Settlement?

You do not have the right to exclude yourself from the Settlement in this Action.

The Action was preliminarily certified under Rule 23(b)(1) of the Federal Rules of Civil Procedure as a “non opt-out” class action because of the way ERISA operates. Under ERISA, breach-of-fiduciary-duty claims must be brought by participants on behalf of the Plans, and any judgment or resolution necessarily applies to all participants and beneficiaries of the Plans. As such, it is not possible for any participants or beneficiaries to exclude themselves from the benefits of the Settlement.

Therefore, whether or not you are deemed eligible to receive a payment, you will be bound by any judgments or orders that are entered in this Action for all claims that were asserted in this case on your behalf or on behalf of the Plans or otherwise included in the release provided for by the Settlement. Although you cannot opt-out of the Settlement, you can object to the Settlement and ask the Court not to approve the Settlement. See Question 16 below for more information.

THE SETTLEMENT BENEFITS – WHAT YOU RECEIVE

9. What does the Settlement provide?

Without admitting any wrongdoing, ING North America Insurance Corporation has agreed to pay or cause to be paid \$3,500,000 million in cash to resolve Plaintiffs’ claims against the Defendants. The cash payment is called the Settlement Fund. Certain fees and expenses, including those incurred by Plaintiffs’ Counsel, incentive awards of not more than \$10,000 for each of the two Named Plaintiffs, and settlement administration, as approved by the Court, will be deducted from the Settlement Fund. The remaining amount is called the Net Settlement Fund.

QUESTIONS? CALL _____ TOLL FREE, OR VISIT _____.
Do not call the Court or Defendants concerning the Settlement.
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10. How much will my payment be?

The Net Settlement Fund will be allocated among those Settlement Class members, of which there are approximately 11,000, who are deemed eligible to receive a payment under the terms of a plan of allocation to be approved by the Court. A copy of the proposed plan of allocation is available on the website www._____.com. If you have questions regarding the Settlement or the settlement amount you may receive, please contact Plaintiffs' Counsel listed on Page 2 of this Notice. Please do not contact the Court or Defendants. They cannot answer your questions.

DISTRIBUTION OF PAYMENTS

11. How will payments be distributed?

If you are a Settlement Class member and a current participant of the Plans, and are deemed eligible to receive a payment under the terms of a plan of allocation to be approved by the Court, your Settlement proceeds will be deposited in your account(s) under the Plans and will be allocated among your investment options in accordance with your most recent investment election regarding future allocations that the Plan has on file.

If you are a Settlement Class member and no longer a participant in the Plans, and are deemed eligible to receive a payment under the terms of a plan of allocation to be approved by the Court, an account under the Plan in which you were a participant will be reinstated or established for you, and your payment will be deposited into that account and administered and/or distributed in accordance with the terms of the applicable Plan, the ordinary course of the Plan's administrative operations and ERISA.

12. If I am deemed eligible to receive a payment, when will I receive my payment?

The Court will hold a hearing on _____, 2013, to decide whether to approve the Settlement. If the Court approves the Settlement, appeals may follow. It is always uncertain when these appeals can be resolved, and resolving them can take time, perhaps more than a year. Please be patient.

THE LAWYERS REPRESENTING YOU

13. Do I have a lawyer in this case?

The law firms of Bottini & Bottini, Inc. and Gainey & McKenna represent you and other Settlement Class members. These lawyers are called Plaintiffs' Counsel. You will not be charged for these lawyers. These lawyers will be paid from the Settlement Fund. If you want to be represented by your own lawyer, you may hire one at your own expense.

QUESTIONS? CALL _____ TOLL FREE, OR VISIT _____.
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They cannot answer your questions.

14. How will the lawyers be paid?

Plaintiffs' Counsel will ask the Court for attorneys' fees of no more than one third (33 1/3%) of the Settlement Fund, plus expenses of litigation, notice, and settlement administration. The Court may award Plaintiffs' Counsel less than the amounts they request.

OBJECTING TO THE SETTLEMENT

You can tell the Court that you do not agree with the Settlement or some portion of it.

15. What does it mean to object?

Objecting is simply telling the Court that you do not like something about the Settlement or the request for attorneys' fees and reimbursement of expenses. Filing an objection will not adversely affect your right to participate in the Settlement proceeds.

16. How do I tell the Court that I do not like the Settlement?

You can object to the Settlement if you dislike any part of it. You can give reasons why you think the Court should not approve it. The Court will consider your views. To object, you must send a written letter saying that you object to the Settlement in *In re ING Groep, N.V. ERISA Litigation*, No. 1:09-cv-00400-JEC (N.D. Ga.). For your objection to be considered, you must include your name, address, telephone number, and your signature. More importantly, you must also include in your written objection: (1) a notice of whether you (or any lawyer you retain) intend to appear; (2) a statement of membership in the Settlement Class; and (3) the specific grounds for the objections and any reason why you (or any lawyer you retain) desire to appear and be heard. **Mail the objection to each of the addresses below postmarked no later than _____, 2013. You must mail your objection by this date. If you fail to do so, the Court may not consider your objection, and you may waive your right to speak at the Fairness Hearing described in the next paragraph. All papers submitted must include the Case Number 1:09-cv-00400-JEC.**

Court	Plaintiffs' Counsel	Defendants' Counsel
Clerk of the Court United States District Court Northern District of Georgia 75 Spring Street, SW Atlanta, GA 30303-3361	Francis A. Bottini, Jr., Esq. Albert Y. Chang, Esq. Bottini & Bottini, Inc. 7817 Ivanhoe Avenue Suite 201 La Jolla, CA 92037 - or - Thomas J. McKenna, Esq. Gainey & McKenna 440 Park Avenue South Fifth Floor New York, NY 10016	Mitchell A. Lowenthal, Esq. Christopher P. Moore, Esq. Cleary Gottlieb Steen & Hamilton LLP One Liberty Plaza New York, NY 10006

QUESTIONS? CALL _____ TOLL FREE, OR VISIT _____.
**Do not call the Court or Defendants concerning the Settlement.
They cannot answer your questions.**

THE COURT'S FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the Settlement. You may attend and you may ask to speak, but you are not required to do so.

17. When will the Court hold the Fairness Hearing?

The Court will hold the Fairness Hearing on _____, 2013, at the United States District Court for the Northern District of Georgia, Richard B. Russell Federal Building and Courthouse, 75 Spring Street, SW, Atlanta, Georgia 30303-3361. At this hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them. The Court will listen to people who have submitted objections and asked to speak at the hearing in the manner described in Question 16 above. The Court will also decide what amount of Plaintiffs' Counsel's requested fees and expenses will be paid from the Settlement Fund, and what amounts of incentive award, if any, should be paid to the Named Plaintiffs. At or after the hearing, the Court will decide whether to approve the Settlement. We do not know how long these decisions will take.

18. Do I have to go to the Fairness Hearing?

No, Plaintiffs' Counsel will answer questions the Court may have. You are, however, welcome to go at your own expense. If you send an objection, you do not have to go to Court to talk about it. As long as your objection is postmarked by _____, 2013, the Court will consider it. You also may pay your own lawyer to attend, but it is not necessary.

19. May I speak at the Fairness Hearing?

If you have filed a timely objection (see Question 16 above), you may ask the Court for permission to speak at the Fairness Hearing. To do so, you must send a letter saying that you wish to be heard orally with respect to the approval of the Settlement, the amounts you may be entitled to receive (see Question 10 above), the request for attorneys' fees and expenses, or the request for incentive awards to be paid to the Named Plaintiffs. Your letter must bear the caption "Notice of Intention to Appear in *In re ING Groep, N.V. ERISA Litigation*, No. 1:09-cv-00400-JEC (N.D. Ga.)." Be sure to include your name, address, telephone number, and your signature. Your letter must be postmarked no later than _____, 2013, and sent to the Clerk of the Court, Plaintiffs' Counsel, and Defendants' Counsel, at the addresses indicated above in Question 16 above.

20. What happens if I do not object to the Settlement or attend the Fairness Hearing?

There is no penalty for doing nothing at all. If you are deemed eligible to receive a Settlement payment, your payment will be distributed as discussed in Question 11 above.

QUESTIONS? CALL _____ TOLL FREE, OR VISIT _____.
Do not call the Court or Defendants concerning the Settlement.
They cannot answer your questions.

ARE THERE MORE DETAILS ABOUT THE SETTLEMENT?

This notice summarized the proposed Settlement. More details are in the parties' Stipulation. You can obtain a copy of the Stipulation by visiting www._____.com. **Remember, please do not contact the Court or Defendants about the Settlement. They cannot give you additional information.**

DATE: _____, 2012

QUESTIONS? CALL _____ TOLL FREE, OR VISIT _____.
**Do not call the Court or Defendants concerning the Settlement.
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