

EXHIBIT B

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

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

SUMMARY NOTICE OF CLASS ACTION SETTLEMENT

To: 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 Depository 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 (the “Settlement Class”).

A proposed settlement (the “Settlement”) has been preliminarily approved by the United States District Court for the Northern District of Georgia (the “Court”) in a class action alleging breaches of fiduciary duties under the Employee Retirement Income Security Act of 1974, as amended, codified as 29 U.S.C. § 1000 et seq. (“ERISA”) in connection with the Plans. This Settlement will provide for a payment of \$3,500,000.00 to the Settlement Fund. Upon final approval, the Settlement Fund, less Court-approved attorneys’ fees, expenses, and incentive awards to Named Plaintiffs, and other costs as the Court may allow, will be divided among all Settlement Class members pursuant to a plan of allocation.

On _____, 2013, a fairness hearing will be held before the Honorable Julie E. Carnes, United States District Judge, in Courtroom 2107, at the Richard B. Russell United States Courthouse, 75 Spring Street, SW, Atlanta, Georgia 30303, to decide whether to grant final approval of the Settlement.

If you are a Settlement Class member, you have the right to object to the Settlement by writing to the Court on or before _____, 2013, but you do not have the right to exclude yourself from the Settlement.

If you did not receive a copy of the Notice of Class Action Settlement by mail or email, but you believe that you are a member of the Settlement Class as defined above, you may access the Notice through www._____.com. You may also request a copy of the Notice, free of charge, by contacting one of the following law firms representing Plaintiffs and the Settlement Class:

Francis A. Bottini, Jr., Esq.
Albert Y. Chang, Esq.
Bottini & Bottini, Inc.
7817 Ivanhoe Avenue
Suite 201
La Jolla, CA 92037
Telephone: (858) 914-2001

- or -

Thomas J. McKenna, Esq.
Gainey & McKenna
440 Park Avenue South, 5th Floor
New York, New York 10016
Telephone: (212) 983-1300

Copies of the Settlement Agreement, and additional information regarding the Settlement, are available at www._____.com. Please do not direct your inquiries about the Settlement to the Court or the Clerk of the Court.

Dated: _____, 2012

BY ORDER OF COURT