



America's marketFlex[®] II Annuity

The Department of Labor requires disclosure of fees, compensation and services provided to the plan to the responsible plan fiduciary. The following is important disclosure information that you should consider in connection with the non-fiduciary services to be provided by Nationwide Life Insurance Company, Nationwide Life & Annuity Insurance Company and their affiliates ("Nationwide").

Should you have any questions about the information provided to you concerning our services or compensation, or have any other inquiries or requests for additional information, please contact Nationwide's Service Center at 1-800-848-6331. Information about Nationwide is included in the annuity contract prospectus.

GENERAL INFORMATION

Nationwide is a life insurance company and provider of life insurance policies and annuity contracts. It is admitted to do business in all states, the District of Columbia and Puerto Rico. Nationwide offers a wide array of such products, many with different charges, benefit features and underlying investment options. This process of comparison and analysis should aid in determining whether the purchase of the contract described in this disclosure is consistent with your investment objectives, risk tolerance, investment time horizon, marital status, tax situation and other personal characteristics and needs. Nationwide assumes no plan fiduciary responsibility.

FEES AND EXPENSES

Mortality and Expense Risk charge	Nationwide deducts a Mortality and Expense Risk charge from the Variable Account. The charge is computed on a daily basis and is equal to an annualized rate of the Daily Net Assets of the Variable Account. Nationwide may realize a profit from this charge.
Administrative charge	Nationwide deducts an Administrative charge from the Variable Account. The charge is computed on a daily basis and is equal to an annualized rate of the Daily Net Assets of the Variable Account. Nationwide may realize a profit from this charge.
Maintenance charge	On each Contract Anniversary (and upon full surrender of the contract), Nationwide deducts a Contract Maintenance Charge. If, on any Contract Anniversary (or on the date of a full surrender), the Contract Value is \$50,000 or more, Nationwide will waive this charge from that point forward.
Contingent deferred sales charge (CDSC)	Nationwide does not deduct a sales charge from purchase payments upon deposit into the Contract. However, Nationwide may deduct a CDSC if any amount is withdrawn from the Contract. This CDSC reimburses Nationwide for sales expenses. For purposes of calculating the CDSC, surrenders are considered to come first from the oldest purchase payment, then the next oldest etc. Earnings are not subject to CDSC but may not be distributed prior to the distribution of all purchase payments. Note for tax purposes, a surrender is treated as a withdrawal of earnings first.
Premium taxes	Nationwide will charge against the Contract Value any premium taxes levied by a state or other governmental entity. These charges will be assessed at the time Nationwide is assessed the premium taxes by the state. Requirements may vary from state to state and are subject to change.
Loans	If loans are available to your plan and in your state, Nationwide may charge a loan processing fee of \$25 each time a new loan is processed. This fee compensates Nationwide for expenses related to administering and processing loans. Loan interest charges are 2.25% (net).

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Commission	Nationwide pays a premium-based commission, asset-based commission or a combination of these to Firms that sell its annuity contracts. The maximum gross commission paid on this contract is 7.25% of purchase payments.
Marketing Allowance	Nationwide may pay the selling firm a marketing allowance which is based on the firm's willingness to promote Nationwide's products. For more information on the exact compensation arrangement associated with this contract, please consult the registered representative.
Underlying Investment Options and Fees	<p>Underlying investment options ("investment options") impose fees and expenses. These charges are in addition to the costs assessed by the contract. The prospectus for each investment option provides additional information regarding the applicable fees and expenses. Descriptions of applicable investment options, their expenses and how they are assessed including the minimum and maximum total operating expenses charged by the investment option are included in the annuity contract prospectus. For individual investment option prospectuses, refer to www.nationwide.com/variable-annuities.jsp.</p> <p>The investment options incur expenses each time they sell, administer, or redeem their shares. The Variable Account aggregates Contract Owner purchase, redemption, and transfer requests and submits net or aggregated purchase/redemption requests to each investment option daily. The Variable Account (not the Contract Owners) is the investment option shareholder. When the Variable Account aggregates transactions, the investment option does not incur the expense of processing individual transactions it would normally incur if it sold its shares directly to the public. Nationwide incurs these expenses instead. Nationwide also incurs the distribution costs of selling the contract, which benefit the underlying investment option by providing Contract Owners with Sub-Account options that correspond to the option.</p> <p>An investment advisor or subadvisor of an investment option or its affiliates may:</p> <ul style="list-style-type: none"> • Provide Nationwide with wholesaling services that assist in the distribution of the contract and may pay Nationwide to participate in educational and/or marketing activities • Pay Nationwide 12b-1 fees, sub-transfer agent fees, administrative service plan fees or payments by an investment option's advisor or subadvisor • Make certain payments to Nationwide or its affiliates; the amount of these payments is typically based on a percentage of assets invested in the investment option attributable to the contracts and other variable contracts Nationwide and its affiliated issue, but in some cases may involve a flat fee. These payments may be used by Nationwide for any corporate purpose, which include reducing the prices of the contracts, paying expenses that Nationwide or its affiliates incur in promoting, marketing and administering the contracts and the investment options, and achieving a profit <p>Information about Nationwide's relationship with investment options and resulting benefits and payments is included in the annuity contract prospectus.</p>
Penalty-free withdrawal	Generally, Nationwide allows a percentage of purchase payments or the amount of the required minimum distribution, noncumulative to be taken without penalty. Note that withdrawals of earnings at any age are subject to ordinary income tax; distributions prior to age 59 1/2 may be subject to a 10% tax penalty.

Investment Option	Fund Status
Asset Allocation	
AB VPS Balanced Hedged Allocation Portfolio - Class B	Walled Off
American Funds Insurance Series(R) Capital Income Builder(R) - Class 4	Active
BlackRock 60/40 Target Allocation ETF VI - Class III	Active
BlackRock Global Allocation VI Fund - Class III	Active
Fidelity(R) VIP Asset Manager Portfolio - Service Class 2	Walled Off
Fidelity(R) VIP Balanced Portfolio - Service Class 2	Active
Franklin VIPT Allocation VIP Fund - Class 2	Walled Off
Franklin VIPT Income VIP Fund - Class 2	Walled Off
Goldman Sachs VIT Trend Driven Allocation Fund - Service Shares	Walled Off
Invesco V.I. Balanced-Risk Allocation Fund - Series II Shares	Active
Macquarie VIP Asset Strategy Series - Service Class	Walled Off
MFS(R) VIT II Global Tactical Allocation Portfolio - Service Class	Walled Off
Morgan Stanley VIF Global Strategist Portfolio - Class II	Walled Off
NVIT American Funds Asset Allocation Fund - Class II	Active
NVIT BlackRock Managed Global Allocation Fund - Class II	Active
NVIT Blueprint(R) Aggressive Fund - Class II	Active
NVIT Blueprint(R) Balanced Fund - Class II	Active
NVIT Blueprint(R) Capital Appreciation Fund - Class II	Active
NVIT Blueprint(R) Conservative Fund - Class II	Active
NVIT Blueprint(R) Managed Growth & Income Fund - Class II	Active
NVIT Blueprint(R) Managed Growth Fund - Class II	Active
NVIT Blueprint(R) Moderate Fund - Class II	Active
NVIT Blueprint(R) Moderately Aggressive Fund - Class II	Active
NVIT Blueprint(R) Moderately Conservative Fund - Class II	Active
NVIT Investor Destinations Aggressive Fund - Class II	Active
NVIT Investor Destinations Balanced Fund - Class II	Active
NVIT Investor Destinations Capital Appreciation Fund - Class II	Active
NVIT Investor Destinations Conservative Fund - Class II	Active
NVIT Investor Destinations Managed Growth & Income Fund - Class II	Active
NVIT Investor Destinations Managed Growth Fund - Class II	Active
NVIT Investor Destinations Moderate Fund - Class II	Active
NVIT Investor Destinations Moderately Aggressive Fund - Class II	Active
NVIT Investor Destinations Moderately Conservative Fund - Class II	Active
PIMCO VIT All Asset Portfolio - Advisor Class	Active
Rydex VT Mid-Cap 1.5x Strategy Fund	Walled Off
Rydex VT Nova Fund	Walled Off
Bonds	
BlackRock Total Return VI Fund - Class III	Active
Columbia VP High Yield Bond Fund - Class 2	Active
Eaton Vance VT Floating-Rate Income Fund - Initial Class	Walled Off
Fidelity(R) VIP High Income Portfolio - Service Class 2	Walled Off
Fidelity(R) VIP Investment Grade Bond Portfolio - Service Class 2	Active
Fidelity(R) VIP Strategic Income Portfolio - Service Class 2	Active
Guggenheim VF Floating Rate Strategies	Active
Legg Mason Partners VIT Western Asset Variable Global High Yield Bond Portfolio - Class II	Walled Off
Lord Abbett Series Total Return Portfolio - Class VC	Active
Morgan Stanley VIF Emerging Markets Debt Portfolio - Class II	Active
NVIT Amundi Multi Sector Bond Fund - Class I	Active
NVIT BNY Mellon Core Plus Bond Fund - Class II	Substituted
NVIT BNY Mellon Core Plus Bond Fund - Class P	Active

NVIT Bond Index Fund - Class I	Active
NVIT DoubleLine Total Return Tactical Fund - Class II	Active
NVIT Federated High Income Bond Fund - Class I	Active
NVIT Government Bond Fund - Class I	Walled Off
NVIT iShares Fixed Income ETF Fund - Class II	Active
PIMCO VIT Emerging Markets Bond Portfolio - Advisor Class	Active
PIMCO VIT Global Bond Opportunities Portfolio (Unhedged) - Advisor Class	Active
PIMCO VIT High Yield Portfolio - Advisor Class	Active
PIMCO VIT Income Portfolio - Advisor Class	Active
PIMCO VIT International Bond Portfolio (U.S. Dollar-Hedged) - Advisor Class	Active
PIMCO VIT Total Return Portfolio - Advisor Class	Substituted
Pioneer High Yield VCT Portfolio - Class II	Closed
ProFund Access VP High Yield	Active
ProFund VP U.S. Government Plus	Walled Off
Rydex VT High Yield Strategy Fund	Active
Templeton VIPT Global Bond VIP Fund - Class 2	Walled Off
Cash	
NVIT Government Money Market Fund - Class II	Active
International Stocks	
AB VPS International Value Portfolio - Class B	Walled Off
ALPS VIT Global Opportunity Portfolio - Class III	Active
American Funds Insurance Series(R) Global Small Cap Fund - Class 4	Active
Fidelity(R) VIP Emerging Markets Portfolio - Service Class 2	Active
Franklin VIPT Mutual Global Discovery VIP Fund - Class 2	Walled Off
Invesco V.I. Global Fund - Series II	Walled Off
Lazard Retirement Emerging Markets Equity Portfolio - Service Shares	Walled Off
NVIT Columbia Overseas Value Fund - Class Z	Active
NVIT International Index Fund - Class I	Active
NVIT iShares Global Equity ETF Fund - Class II	Active
NVIT NS Partners International Focused Growth Fund: Class II	Active
ProFund VP Asia 30	Active
ProFund VP Emerging Markets	Active
ProFund VP Europe 30	Active
ProFund VP International	Active
ProFund VP Japan	Active
Rydex VT Europe 1.25x Strategy Fund	Walled Off
Large Cap Stocks	
BlackRock Equity Dividend VI Fund - Class III	Walled Off
Fidelity(R) VIP Equity-Income Portfolio(SM) - Service Class 2	Active
Fidelity(R) VIP Growth & Income Portfolio - Service Class 2	Active
Fidelity(R) VIP Growth Portfolio - Service Class 2	Active
NVIT AQR Large Cap Defensive Style Fund - Class I	Active
NVIT BNY Mellon Dynamic U.S. Core Fund - Class II	Active
NVIT BNY Mellon Dynamic U.S. Equity Income - Class Z	Active
NVIT Jacobs Levy Large Cap Core Fund - Class II	Walled Off
NVIT Jacobs Levy Large Cap Growth Fund - Class II	Active
NVIT S&P 500 Index Fund - Class I	Active
ProFund VP Bull	Active
ProFund VP Nasdaq-100	Active
ProFund VP UltraNasdaq-100	Walled Off
Rydex VT NASDAQ-100(R) Fund	Active
Rydex VT S&P 500 Pure Growth Fund	Active
Rydex VT S&P 500 Pure Value Fund	Active

Mid Cap Stocks	
BNY Mellon IP MidCap Stock Portfolio - Service Shares	Walled Off
NVIT Allspring Discovery Fund - Class II	Walled Off
NVIT Mid Cap Index Fund - Class I	Active
NVIT Victory Mid Cap Value Fund - Class II	Active
Rydex VT S&P MidCap 400 Pure Growth Fund	Active
Short-term Bonds	
NVIT Loomis Short Term Bond Fund - Class II	Walled Off
Small Cap Stocks	
NVIT Invesco Small Cap Growth Fund - Class I	Active
NVIT Multi-Manager Small Cap Value Fund - Class I	Active
NVIT Multi-Manager Small Company Fund - Class I	Active
NVIT Small Cap Index Fund - Class II	Active
Rydex VT S&P MidCap 400 Pure Value Fund	Active
Rydex VT S&P SmallCap 600 Pure Growth Fund	Active
Rydex VT S&P SmallCap 600 Pure Value Fund	Active
Specialty	
ALPS VIT ALPS/Alerian Energy Infrastructure Portfolio - Class III	Active
Credit Suisse Commodity Return Strategy Portfolio - Class 1	Active
Fidelity(R) VIP Real Estate Portfolio - Service Class 2	Walled Off
Goldman Sachs VIT Multi-Strategy Alternatives Portfolio - Service Shares	Active
MainStay VP MacKay Convertible Portfolio - Service 2 Class	Active
Morgan Stanley VIF Global Infrastructure Portfolio - Class II	Active
Morgan Stanley VIF Global Real Estate Portfolio - Class II	Walled Off
Neuberger Berman AMT U.S. Equity Index PutWrite Strategy Portfolio - Class S	Closed
NVIT Real Estate Fund - Class II	Active
PIMCO VIT CommodityRealReturn(R) Strategy Portfolio - Advisor Class	Active
PIMCO VIT Dynamic Bond Portfolio - Advisor Class	Active
ProFund VP Banks	Active
ProFund VP Bear	Walled Off
ProFund VP Biotechnology	Active
ProFund VP Communication Services	Active
ProFund VP Consumer Discretionary	Active
ProFund VP Consumer Staples	Active
ProFund VP Energy	Active
ProFund VP Financials	Active
ProFund VP Health Care	Active
ProFund VP Industrials	Active
ProFund VP Internet	Active
ProFund VP Materials	Active
ProFund VP Pharmaceuticals	Active
ProFund VP Precious Metals	Active
ProFund VP Real Estate	Substituted
ProFund VP Rising Rates Opportunity	Walled Off
ProFund VP Semiconductor	Active
ProFund VP Short Emerging Markets	Walled Off
ProFund VP Short International	Walled Off
ProFund VP Short Nasdaq-100	Walled Off
ProFund VP Technology	Active
ProFund VP UltraShort Nasdaq-100	Walled Off
ProFund VP Utilities	Active
Rydex VT Banking Fund	Active
Rydex VT Basic Materials Fund	Active

Rydex VT Biotechnology Fund	Active
Rydex VT Commodities Strategy Fund	Active
Rydex VT Consumer Products Fund	Walled Off
Rydex VT Dow 2x Strategy Fund	Walled Off
Rydex VT Electronics Fund	Active
Rydex VT Energy Fund	Active
Rydex VT Energy Services Fund	Active
Rydex VT Financial Services Fund	Active
Rydex VT Global Managed Futures Fund	Walled Off
Rydex VT Government Long Bond 1.2x Strategy Fund	Walled Off
Rydex VT Guggenheim Long Short Equity Fund	Active
Rydex VT Health Care Fund	Active
Rydex VT Internet Fund	Active
Rydex VT Inverse Dow 2x Strategy Fund	Walled Off
Rydex VT Inverse Government Long Bond Strategy Fund	Walled Off
Rydex VT Inverse Mid-Cap Strategy Fund	Walled Off
Rydex VT Inverse NASDAQ-100(R) Strategy Fund	Walled Off
Rydex VT Inverse Russell 2000(R) Strategy Fund	Walled Off
Rydex VT Inverse S&P 500 Strategy Fund	Walled Off
Rydex VT Japan 2x Strategy Fund	Walled Off
Rydex VT Leisure Fund	Active
Rydex VT Multi-Hedge Strategies Fund	Walled Off
Rydex VT NASDAQ-100(R) 2x Strategy Fund	Walled Off
Rydex VT Precious Metals Fund	Active
Rydex VT Real Estate Fund	Active
Rydex VT Retailing Fund	Active
Rydex VT Russell 2000(R) 1.5x Strategy Fund	Walled Off
Rydex VT S&P 500 2x Strategy Fund	Walled Off
Rydex VT Strengthening Dollar 2x Strategy Fund	Walled Off
Rydex VT Technology Fund	Active
Rydex VT Telecommunications Fund	Active
Rydex VT Transportation Fund	Active
Rydex VT Utilities Fund	Active
Rydex VT Weakening Dollar 2x Strategy Fund	Walled Off
The Merger Fund VL - Class I	Active
VanEck VIP Global Resources Fund - Initial Class	Active
VanEck VIP Trust Global Gold Fund - Class S	Active
Virtus VIT Duff & Phelps Real Estate Securities Series - Class A	Active

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PRODUCT BASICS

Cost	1.25% (1.05% mortality and expense charge; 0.20% administrative charge)		
Maintenance charge	\$0 annually		
Contingent deferred sales charge (CDSC)	7-7-6-5-4-3-2-0% Note: In CA, CDSC is called a surrender charge. <ul style="list-style-type: none"> • Four-year CDSC – 0.35% • No CDSC option – 0.40% 		
Premium tax	0.0 – 5.0% of purchase payments (based on state or government entity and subject to change)		
Underlying Investment Options	<ul style="list-style-type: none"> • Over 190 variable subaccounts • Short-term trading fee – 1.0% (assessed only when transferring to specific options) 		
		Expense Average	Expense Range
	Gross	1.37%	0.33% -4.54%
	Net	1.30%	0.26% - 4.45%
<i>The election of certain riders may limit the investment options available.</i>	Although both gross and net expenses are shown, only the net expense is used in the calculation of returns. The net expense is the percentage of investment option assets, net of reimbursements from the fund company, used to pay for operating expenses and management fees incurred by the fund. Investment option expenses are reflected in the daily unit value for the subaccount. These expenses are subject to change.		
	<i>The underlying funds are available only as underlying investment options in variable annuity and variable life insurance products issued by life insurance companies. They are not offered or made available to the general public. These portfolios contain different investments than similarly named mutual funds offered by the money manager. Investment results may result in higher or lower returns.</i>		

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OPTIONAL LIVING BENEFITS

iFlex Option	0.40% (max 0.60%) – offers a choice of withdrawal benefits (immediate or guaranteed lifetime withdrawal). Not available after 5/1/2010.
Extra Value Option	3% Extra Value Option – 0.40% 4% Extra Value Option – 0.55%
	All features may not be available in all states or in combination with other options or features. Guarantees are subject to the claims-paying ability of the issuing insurance company. Investment options may be limited when choosing these options.

DEATH BENEFIT OPTIONS

Optional Death Benefits	<ul style="list-style-type: none">· Highest anniversary – 0.30%· Return of Premium Enhanced Death Benefit Option – 0.20%
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IMPORTANT INFORMATION

This material is not a recommendation to buy, sell, hold, or roll over any asset, adopt an investment strategy, retain a specific investment manager or use a particular account type. It does not take into account the specific investment objectives, tax and financial condition or particular needs of any specific person. Investors should work with their financial professional to discuss their specific situation.

Neither Nationwide, nor its affiliates, unless affirmatively communicated in writing to the contrary, are undertaking to provide impartial advice or to give advice in a fiduciary capacity.

An annuity does have limitations. Surrender charges may apply for early withdrawals. An additionally 10% tax penalty (on top of ordinary income taxes) may apply for withdrawals prior to age 59 ¹/₂. A death benefit is available with most variable annuities and if an early withdrawal is taken, the death benefit and the cash value of the annuity contract will be reduced. An annuity contains guarantees and protections that are subject to the issuing insurance company's ability to pay for them. But these guarantees don't apply to any variable accounts that are subject to investment risk, including possible loss of principal.

Variable products are sold by prospectus. Both the current product prospectus and underlying fund prospectuses can be obtained from the investment professional, by calling Nationwide Life Insurance Company at 1-800-848-6331, or at our website www.nationwide.com. Before investing, carefully consider the fund's investment objectives, risks, charges and expense. The product prospectus and underlying fund prospectuses contain this and other important information. Read the prospectuses carefully before investing.

Variable annuities are issued by Nationwide Life Insurance Company or Nationwide Life and Annuity Insurance Company, Columbus, Ohio. The general distributor is Nationwide Investment Services Corporation, member FINRA.

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