

ING GROEP NV  
Form 11-K  
June 20, 2007

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**FORM 11-K**

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934**

**For the Fiscal Year ended December 31, 2006**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 1-14642**

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

ING 401(K) PLAN FOR ILIAC AGENTS

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B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

ING Groep N.V.

Amstelveenseweg 500

1081 KL Amsterdam

The Netherlands

or

P.O. Box 810

1000 AV Amsterdam

The Netherlands

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**ING 401(k) PLAN FOR ILIAC AGENTS**

**Contents of Audited Financial Statements and Supplemental Schedule**

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I. The following financial statements and supplemental schedule for the ING 401(k) Plan for ILIAC Agents are being filed herewith:	
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II. The following exhibits are being filed herewith:	
Exhibit No.	Description
1	Consent of Independent Registered Public Accounting Firm - Ernst & Young LLP
99.1	Certification Pursuant to 18 U.S.C. Section 1350 (Section 906 of the Sarbanes-Oxley Act of 2002)

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Report of Independent Registered Public Accounting Firm

Board of Directors

ING 401(k) Plan for ILIAC Agents

We have audited the accompanying statements of net assets available for benefits of the ING 401(k) Plan for ILIAC Agents as of December 31, 2006 and 2005, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2006 and 2005, and the changes in its net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2006, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

As discussed in Note 2 to the financial statements, in 2006 the Plan adopted FSP AAG INV-1 and SOP 94-1-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans*.

Atlanta, Georgia

June 12, 2007

**ING 401(k) PLAN FOR ILIAC AGENTS**

**Statements of Net Assets Available for Benefits**

**As of December 31, 2006 and 2005**

	<b>2006</b>	<b>2005</b>
<b>Assets</b>		
Investments, at fair value:		
Mutual funds	\$ 30,720,738	\$ 24,145,230
ING Groep Shares	3,542,695	1,995,332
Participant loans	1,241,848	994,680
Guaranteed investment contract	6,487,139	4,970,669
Net assets available for benefits; at fair value	41,992,420	32,105,911
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	399,754	321,217
Net assets available for benefit; at contract value	\$ 42,392,174	\$ 32,427,128

*The accompanying notes are an integral part of these financial statements.*

## ING 401(k) PLAN FOR ILIAC AGENTS

## Statements of Changes in Net Assets Available for Benefits

For the years ended December 31, 2006 and 2005

	2006	2005
Additions:		
Interest and dividends	\$ 1,997,751	\$ 1,186,986
Contributions - participants	4,404,156	3,796,396
Contributions - employer	1,615,923	1,182,978
Rollover contributions	244,508	77,507
Net appreciation in fair value of investments	3,148,794	987,069
Total additions	11,411,132	7,230,936
Deductions:		
Benefits paid to participants	1,392,960	1,402,527
Deemed distributions	49,977	15,059
Administrative expenses	3,149	3,550
Total deductions	1,446,086	1,421,136
Net increase	9,965,046	5,809,800
Net assets available for benefits:		
Beginning of year	32,427,128	26,617,328
End of year	\$ 42,392,174	\$ 32,427,128

*The accompanying notes are an integral part of these financial statements.*

**ING 401(k) PLAN FOR ILIAC AGENTS**

**Notes to Financial Statements**

**December 31, 2006**

**1. Description of Plan**

**General**

The following description of the ING 401(k) Plan for ING ILIAC Agents, formerly the Agents of Aetna Life Insurance and Annuity Company Incentive Savings Plan (the Plan), provides only general information. Participants should refer to the Plan documents, including the Summary Plan Description, for a more complete description of the Plan's provisions, including those described herein.

The Plan is a voluntary defined contribution plan available to all full-time insurance salespersons who, as defined in the Plan document, have entered into a Career Agent Agreement with ILIAC. The Plan is intended to meet the requirements of Internal Revenue Code (IRC) Section 401(a). The Plan contains a salary reduction feature intended to meet the requirements applicable to cash or deferred arrangements under Section 401(k) of the IRC. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

ILIAC is the Plan sponsor (Plan Sponsor) and the ING U.S. Pension Committee is the Plan administrator (Plan Administrator). ING National Trust is the trustee (Trustee) of the Plan.

**Investment Options**

At December 31, 2006, the Plan's assets were invested in the following investment vehicles: Blackrock Equity Index Trust, ING Fixed Account, ING Intermediate Bond Fund - Class I, ING International Value Fund - Class I, ING Large Cap Growth Fund - Class I, ING Market Stock Fund, ING Real Estate Fund - Class I, ING Solution 2015 Portfolio - Initial Class, ING Solution 2025 Portfolio - Initial Class, ING Solution 2035 Portfolio - Initial Class, ING Solution 2045 Portfolio - Initial Class, ING Solution Income Portfolio - Initial Class, ING VP Growth Portfolio - Class I, ING VP Index Plus LargeCap Portfolio - Class I, ING VP Index Plus MidCap Portfolio - Class I, ING VP Index Plus SmallCap Portfolio - Class I, MFS Institutional International Equity Fund and Washington Mutual Investors Fund - Class R-5.

**Concentrations of Risk**

At December 31, 2006 and 2005, the Plan's assets were significantly concentrated in ING mutual funds and shares of ING Groep N.V. (the Company, a Netherlands corporation which is the parent of the Plan Sponsor) stock, the value of which is subject to fluctuations related to corporate, industry and economic factors.





**ING 401(k) PLAN FOR ILIAC AGENTS**

**Notes to Financial Statements**

**Eligibility**

All employees meeting the qualifying requirements, as specified in the Plan documents, are immediately eligible to