

**Schedule F of Form ADV Continuation Sheet for Form ADV Part II**

Applicant: <b>ING Financial Partners, Inc.</b>	SEC File Number: 801- 46585	Date: <b>02/01/2010</b>
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>ING Financial Partners, Inc.</b>	IRS Empl. Ident. No.: <b>41-0945505</b>
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Item of Form (identify)	Answer
<b>Item 1, D., Item 4, Item 10</b>	<p>ING Financial Partners, Inc. ("ING Financial Partners") hereafter referred to as "Adviser." Associated persons of ING Financial Partners hereafter referred to as "Investment Adviser Representatives" (IARs).</p> <p>Adviser offers various investment advisory services to clients depending on the client's needs. Services include investment supervisory services, portfolio review and analysis, asset management and asset monitoring, allocation, wrap programs, financial planning, and market timing programs through Adviser and third party money managers selected by the Adviser.</p> <p>Depending on the level of service requested by the client, Adviser offers asset portfolio monitoring review and asset management services whereby Adviser will either provide portfolio monitoring review services or ongoing and continuous management of the client's account. IAR will gather information based on a client's financial situation, individual investment goals, objectives, risk tolerance, investment time horizon and assist client in developing an asset allocation strategy. All information gathered from client is confidential. Adviser will determine and present to client an asset allocation designed to assist the client in working toward financial goals and objectives specific to the client. With the client's authorization, Adviser will implement the asset allocation, manage the account on a continuous basis and make recommendations for changes as appropriate based on the client's investment profile.</p> <p>The types of investment advisory programs offered are more fully explained below.</p> <p><b>ING Financial Partners Proprietary Asset Management Programs</b></p> <p>ING Financial Partners and its IARs also offer portfolio management services known as Prime Portfolio Services ("<i>Prime</i>") and Preferred Asset Management ("<i>Preferred</i>"). The services provide clients with individualized investment portfolio management services including account review, consolidated reporting, and investment recommendations. They permit clients to direct transactions in selected investments including certain stocks, bonds, options, Unit Investment Trusts (UITs), Real Estate Investment Trusts(REITs), CDs, closed-end mutual funds, and no-load or load-waived mutual funds and variable product contracts. Class B, C, and similar mutual fund shares, or variable product contracts transferred into <i>Prime</i> or <i>Preferred</i> accounts may incur sales charges when sold or redeemed depending on date of purchase. For more specific information about fees and charges, including CDSC and surrender charges, refer to the fund or variable product prospectus. Recommendations are submitted for Client approval. The IAR will be reasonably available to provide advice, make recommendations, and execute transactions. Transactions in the Account will be executed only with Client's prior authorization unless the IAR is given written approval for limited trading authority by the Client and by ING Financial Partners.</p> <p>Client may make additions to or withdrawals from the Account at any time, subject to ING Financial Partners's right to terminate the Account if it falls below the minimum account size. Additions may be in cash or securities, provided that ING Financial Partners reserves the right to decline to accept particular securities into the Account or to impose a waiting period before certain securities may be deposited. Client may not purchase additional mutual fund shares or variable product units in the Account that cannot be purchased at NAV. In the case of Unit Investment Trusts (UITs), many are not purchased into the account at NAV. They are purchased at the</p>

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	<p>public offering price (NAV plus maximum sales charge). If cash or securities are accepted for management in the Account during the quarter, a prorated Asset-Based Fee based on the value of the assets may be charged upon deposit. Refunds on partial withdrawals, if applicable, will be prorated to the next quarterly billing cycle if such withdrawals are made at any time other than on the first day of a calendar quarter; provided however that no adjustment or refund will be made with respect to partial additions or withdrawals of cash or securities that total less than \$10,000 on any given day. Client may request periodic withdrawals; and alternatively, may withdraw Account assets subject to the usual and customary securities settlement procedures. No Asset-Based Fee adjustment will be made during any fee period for appreciation or depreciation in Account asset value during that period.</p> <p>The use of options or financing through a margin account is permitted with prior approval. The use of margin creates a conflict of interest in that portfolio risk, indebtedness, as well as the advisory fee paid may be higher than if such a strategy were not employed. Advisory fee calculations are based on portfolio market values and not offset by margin debits carried or margin interest paid.</p> <p>In providing <i>Prime</i> and <i>Preferred</i>, IARs may use asset allocation strategies developed by ING Financial Partners in conjunction with other independent entities or investment Advisors. IARs may also utilize asset allocation models developed from other independent sources or individualized investment strategies developed by the representative and/or the Client. Transactions are generally not "timed" for market conditions by ING Financial Partners or its IARs for the purchase and/or sale of investments. The experience, sophistication and recommendations of individual IARs will differ. Cash awaiting investment or reinvestment may be invested in a money market or other short-term mutual fund.</p> <p>All Clients will receive customary brokerage statements and transaction confirmations. Clients will also be provided with quarterly evaluations that contain additional information regarding the performance of the account. All accounts and their respective positions will be held by Pershing, LLC, One Pershing Plaza, 4th Floor-Jersey City, N.J. 07399 ("Pershing"). Pershing, on behalf of ING Financial Partners, will clear all transactions, and Pershing shall retain sole custody of all customer funds and securities.</p> <p>Generally, ING Financial Partners minimum account size in order for a Client to participate in Prime and Preferred is \$25,000. Under certain circumstances, the minimum accounts size may be waived by ING Financial Partners. Such circumstances may include, but not be limited to, that additional assets will soon be deposited or Client has other accounts with ING Financial Partners.</p> <p>Fees are paid quarterly in advance and based on the following schedule. Such fees are negotiable and may vary from Client to Client and are detailed on the Client Portfolio Management Services Agreement provided to the Client. The Portfolio Management Fee schedule is a graduated schedule. More than one fee rate may apply to the account if the total account value is \$500,001 or more at the time of valuation for the purposes of Fee calculation. In certain limited circumstances, a fee may be negotiated outside the ranges stated in the fee schedule, which may result in higher or lower fees than if the fee schedule was used. The fees will be paid quarterly in advance.</p>	

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	From	To	Preferred	Prime																												
	First 0	\$250,000	2.25%	2.50%																												
	Next \$250,000	\$500,000	2.00%	2.30%																												
	Next \$500,000	\$1,000,000	1.50%	1.75%																												
	Next \$1,000,000	\$5,000,000	1.25%	1.50%																												
	Next \$5,000,000	\$10,000,000	1.00%	1.25%																												
	Next \$10,000,000	plus	1.00%	1.25%																												
<p><i>No adjustments will be made for transactions less than \$10,000 per day on a net basis.</i></p> <p>In addition to the portfolio management fees set forth above, Clients with Preferred Accounts will also be charged transaction fees. Such fees are due and payable at the time orders are placed and do not include a postage and handling charge of \$4.00 per transaction and certain other miscellaneous charges. Certain "no load" fund shares may be required to be held for a minimum time period, generally of six months. In the event that such shares are redeemed prior to the end of the minimum holding period, they may be subject to a redemption fee. A \$10 servicing fee may be assessed by Pershing for each purchase and sale transaction in certain mutual fund families identified by Pershing. IAR, upon request, will provide Client with a list of mutual fund families in which purchase and sale transactions are currently assessed the \$10 servicing fee, which list may change from time to time. The fee may be assessed by ING Financial Partners' clearing correspondent, or directly by the mutual fund sponsors as described in their prospectuses.</p> <p><b>Preferred transaction fees per trade are as follows:</b></p> <table style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align:left;">Type of Security</th> <th style="text-align:left;">Maximum Charge</th> </tr> </thead> <tbody> <tr> <td colspan="2"><b>Equities:</b></td> </tr> <tr> <td>Listed Equities</td> <td>\$16.00 + \$0.015/share</td> </tr> <tr> <td>Exchange Traded Funds(ETFs)</td> <td>\$19.00</td> </tr> <tr> <td>OTC Equities</td> <td>\$19.00</td> </tr> <tr> <td>Options</td> <td>\$23.00 + \$1.50 per contract</td> </tr> <tr> <td colspan="2"><b>Fixed Income:</b></td> </tr> <tr> <td>Corporate Bonds - Listed</td> <td>\$30.00 + \$1.00 per bond</td> </tr> <tr> <td>Corporate Bonds - OTC</td> <td>\$35.00</td> </tr> <tr> <td>Municipal Bonds</td> <td>\$40.00</td> </tr> <tr> <td>Treasuries</td> <td>\$35.00</td> </tr> <tr> <td>UITs</td> <td>\$30.00</td> </tr> <tr> <td>Agencies, Zeros, CMOs</td> <td>\$45.00</td> </tr> <tr> <td>Money Market Instruments</td> <td>\$40.00</td> </tr> </tbody> </table>					Type of Security	Maximum Charge	<b>Equities:</b>		Listed Equities	\$16.00 + \$0.015/share	Exchange Traded Funds(ETFs)	\$19.00	OTC Equities	\$19.00	Options	\$23.00 + \$1.50 per contract	<b>Fixed Income:</b>		Corporate Bonds - Listed	\$30.00 + \$1.00 per bond	Corporate Bonds - OTC	\$35.00	Municipal Bonds	\$40.00	Treasuries	\$35.00	UITs	\$30.00	Agencies, Zeros, CMOs	\$45.00	Money Market Instruments	\$40.00
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	<p>Mortgage Backed Securities      \$20.00</p> <p><b>Mutual Funds: Load</b></p> <p>Buy                                              \$ 9.00</p> <p>Sell                                                \$ 9.00</p> <p>Systematics                                    \$ 0</p> <p>Exchanges within Fund Family      \$ 4.00</p> <p>FundVest® Funds                            No transaction fee</p> <p><b>Mutual Fund: No Load</b></p> <p>Buy, Sell                                        \$15.00</p> <p>Transaction charges may be reduced for ERISA accounts, with the exception of corporate bonds purchased over the counter;</p> <p>For certain IAR-directed advisory accounts, ING Financial Partners offers the FundVest mutual fund program, established and maintained by Pershing, LLC, ING Financial Partners' custodian and clearing broker/dealer. Pershing, in its sole discretion, may add or remove mutual funds from the FundVest program without notice. In the FundVest program, transaction charges are waived on purchases of program-qualified funds that would normally carry such charges.</p> <p>Qualified mutual fund purchases generally require a minimum initial amount of \$2,500; \$500 for retirement accounts. Shares of qualified purchases must be also held for a minimum of six (6) calendar months. If shares of mutual funds purchased through the FundVest program are redeemed prior to the expiration of the required minimum holding period, they may be subject to a short-term redemption fee assessed by Pershing. This fee is in addition to any other fees, charges and restrictions imposed by the mutual fund company for short-term trading and/or redemptions.</p> <p>Please note that any redemption of shares of a FundVest mutual fund that were purchased as part of a non-qualified transaction, or series of non-qualified transactions, or purchased prior to the inclusion of the mutual fund in the FundVest program, may be subject to transaction charges.</p> <p>A conflict of interest may exist when FundVest funds are purchased in an account in which an IAR normally pays transaction fees (e.g. a Prime Portfolio Services account). IARs may have an incentive to recommend FundVest-qualified mutual funds for certain advisory accounts, and to hold the shares for the minimum required holding period, in an effort to avoid incurring redemption charges.</p> <p>Transaction charges waived under the FundVest program will not increase or decrease the advisory fees charged directly to clients. Clients do not pay ING Financial Partners extra compensation to purchase mutual funds through the FundVest program. Only FundVest mutual funds appearing on ING Financial Partners' approved product list are approved for purchase through ING Financial Partners. For a list of approved FundVest mutual funds, please contact your IAR.</p> <p>Commissions may be higher or lower at ING Financial Partners or at the related broker-dealers than at other broker-dealers</p> <p>Unpaid, accrued interest on fixed income products is included in quarterly fee calculations in</p>

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	<p><i>Preferred</i> and <i>Prime</i> accounts. This may cause advisory account fees paid to be higher than if such accrued interest were not included in fee calculations until it has been paid to accounts.</p> <p>Certain "no-load" funds shares may be required to be held for a minimum time period, generally six months. In the event that such shares are redeemed prior to the end of the minimum holding period, they may be subject to a redemption fee. The fee may be assessed by ING Financial Partners's clearing correspondent, or directly by the mutual fund sponsors as described in their prospectuses. Except as noted, transaction fees include amounts paid by ING Financial Partners to Pershing for clearing and execution as per the ING Financial Partners/Pershing fee schedule, which is available upon request.</p> <p>Certain products approved for use in <i>Prime</i> and <i>Preferred</i> accounts, such as mutual funds, may engage in derivative contracts for the purpose of hedging against losses or enhancing returns in fund portfolios. For information about whether or not a specific fund uses derivatives, refer to that fund's prospectus and confer with your IAR.</p> <p>All or part of the funds deposited into the Account may be invested in shares of one or more mutual funds for which an affiliate of ING Financial Partners serves as investment advisor (Affiliated Funds) if the IAR believes that investment in the Affiliated Fund(s) is suitable based on yield, risk, charges, nature of investment program, liquidity, and other relevant factors. An affiliate serving as investment advisor to an Affiliated Fund will receive a management fee from the Affiliated Fund as set forth in the Affiliated Fund's prospectus, and it or its affiliates may receive other compensation in connection with the operation and/or sale of shares of the Affiliated Fund, to the extent permitted by applicable law.</p> <p>Assets invested in Affiliated Funds are included in the Asset-Based Fee charged to the Account, and no portion of any Affiliated Fund's advisory or administrative fees will be offset against the Asset-Based Fee.</p> <p>IARs will receive payments from certain mutual fund funds pursuant to a 12b-1 distribution plan or other such plans as described in the fund's prospectus. In addition, for investments that exceed \$1 million into a fund family, IARs may receive payments as described in the fund's prospectus usually ranging from .25-1.00%. In the event Clients elect to redeem shares out of the fund family within twelve to twenty four months, depending upon the funds utilized, the Client will incur a contingent deferred sales charge. Otherwise, these shares will incur no sales charge. As a consequence, IARs may have a greater incentive to recommend certain funds than other funds offered.</p> <p>IARs will contact their Clients at least annually or, upon request, more frequently to review performance, changes in Client's net worth, income, goals and objectives, and to determine any material changes in the Client's financial condition. IARs will be available to give advice, make recommendations, and execute transactions on a continuous and regular basis.</p> <p>ING Financial Partners and their IARs, in connection with the performance of their respective services, shall be entitled to and will share in the fees payable by Client.</p> <p>ING Financial Partners may change its fee schedule at any time after one year from the date a</p>	

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	<p>Client enters into a <i>Prime</i> or <i>Preferred</i> agreement by giving such Client 30 days prior written notice.</p> <p>Fees may vary from client to client and are negotiable. The IAR recommending the program receives compensation as a result of the client's participation in the program. The amount of this compensation may be more or less than what the IAR would receive if the client participated in other programs of ING Financial Partners or paid separately for investment advice, brokerage and other services. Therefore, IARs may have a financial incentive to recommend these programs over other programs or services. In addition, depending on the level of trading in a client's account, the amount of compensation paid to an IAR may vary between the <i>Preferred</i> and <i>Prime</i> programs since in the <i>Preferred</i> program the client pays the transaction charges whereas in the <i>Prime</i> program such transaction charges are paid by the IAR. Therefore, the IAR may have a financial incentive to recommend the <i>Preferred</i> program over the <i>Prime</i> program.</p> <p>The cost to the Client of advisory services provided through the programs may be more or less than the cost of purchasing similar services separately. For example, direct investments in bonds or equities or the purchase of mutual funds or variable annuities outside of a program may be less expensive than participation in the programs depending upon trading activity and overall cost of execution of direct investments or mutual funds as Clients would not bear any program participation fees.</p> <p>The <i>Prime</i> and <i>Preferred</i> programs provide for pro rata refunds for accounts. If the Client closes their account within the first calendar year after it is opened, Client agrees to pay an administrative fee (the "Administration Fee") to defray initial account setup and administration costs. The Administration Fee shall be \$200. If the Account is closed after the first calendar year has elapsed, no Administration Fee will apply, and the Client will be entitled to a pro rata refund of the prepaid Portfolio Management Fee for the applicable quarter based on the number of days remaining in the quarter after termination. ING Financial Partners may waive the Administrative Fee in its sole discretion. Upon closure of the Account, ING Financial Partners will direct that Pershing deliver securities held in the Account as instructed by Client, unless Client requests that Account assets be liquidated. If the Account is closed within the first year after it is opened, Client has the option to liquidate all shares of "load waived" mutual funds in the Account and receive cash or, to pay usual and customary commissions as disclosed in the applicable funds prospectus, on such shares of "load waived" mutual funds to exit the Program. Such commissions will be offset against advisory fees earned during the term of the advisory services agreement and the Client agrees to pay the remaining commission or advisory fee amount, whichever is greater. Such transfer charges will not apply to accounts subject to the ERISA rules.</p> <p>Clients must provide ING Financial Partners with written notification if they wish to close their advisory accounts. Refunds will be pro-rated based on the date that such notice is received.</p> <p>Transfers of certain assets, including "no-load" mutual funds, that may be held or purchased in a <i>Prime</i> or <i>Preferred</i> account may not be accepted by the receiving broker/dealer or mutual fund transfer agent. In these circumstances, it may be necessary for the Client to either redeem or register the affected assets or, where applicable, contact the mutual fund company directly for transfer instructions. ING Financial Partners will redeem, register, or transfer assets per Client instructions.</p>	

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	<p>If the Account is subject to the provisions of ERISA, Client acknowledges that Client is authorized to exercise control and management of the assets held in the Account. Client represents that Client is independent of ING Financial Partners and its affiliates and is capable of making an independent and informed decision concerning the opening and maintenance of the Account.</p> <p>Client represents that the Account and any instructions given by Client regarding the Account are consistent with applicable Plan documents, including any investment policies, guidelines, or restrictions. Client will provide ING Financial Partners with a copy of all relevant documents and agrees that the advisory program Client has selected is consistent with those documents. Client shall notify ING Financial Partners promptly in writing of any changes to any of the Plan's investment policies, guidelines, or restrictions, or other Plan documents pertaining to investments by the Plan. If the assets in the Account constitute only a part of the Client's Plan assets, Client shall provide ING Financial Partners with documentation of any of the Plan's investment guidelines or policies that affect the Account. The compliance of any recommendation or investment IAR makes for the Account with any such investment guidelines, policies, or restrictions shall be determined on the date of the recommendation or purchase only. No investment guidelines, policies, restrictions, or other instructions shall be deemed breached as a result of changes in value or status of an investment occurring after purchase. Client has the responsibility to give ING Financial Partners prompt written notice if any investments made for the Account are inconsistent with such guidelines, policies, restrictions, or instructions.</p> <p>Client understands that the services that ING Financial Partners performs under this Agreement shall have no effect on the assets of the Plan that are not in the Account, and that ING Financial Partners shall have no responsibility for such other assets. ING Financial Partners is not responsible for Plan administration or for performing any other duties that are not expressly set forth in this Agreement. Each party to this Agreement shall obtain and maintain at its own expense any insurance or bonds it deems necessary to cover itself and any of its affiliates, officers, directors, employees, and agents in connection with this Agreement.</p> <p>Also, Applicant's portfolio programs, <i>Prime</i> and <i>Preferred</i> have been adapted with respect to undertakings and disclosures to comply with the provisions of ERISA Section 406(a) and exemptions therefrom as defined in Prohibited Transaction Exemption (PTE) 84-24 as follows:</p> <p>A) Covered transactions will be performed under a written authorization, executed by an independent plan fiduciary;</p> <p>B) Neither the Client nor ING Financial Partners may give an IAR permission to exercise any discretionary authority with respect to the account , any transactions executed therein, or disposition of any account assets, and;</p> <p>C) The authorization is terminable at will by the plan without penalty to the plan, upon receipt by applicant of written notice from the authorizing fiduciary or other authorized plan official.</p> <p>Client shall retain all rights of ownership of the cash and securities in the account, the right and responsibility to vote proxies for the securities and the right to pledge and hypothecate such securities.</p>

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	<p><b><u>SmartSelect Program</u></b></p> <p>ING Financial Partners, through its IARs, also offer Clients a portfolio management service known as the SmartSelect Program (“SmartSelect”). SmartSelect provides Clients with investment strategies for a wide range of investments in open-end mutual funds for a single, asset-based fee (the “Client Fee”) and gives Clients access to an independent investment manager, Envestnet Asset Management, Inc. (the "SS Manager"), a registered investment adviser. After choosing an investment strategy in consultation with the Client’s IAR, the SS Manager manages the Clients investments and implements an appropriate fund-specific asset allocation investment strategy based on an asset allocation model (developed by an affiliate of ING Financial Partners and referred to herein as the “SS Model”) as well as personal and financial data regarding the Client, all of which is described below. Participation in SmartSelect requires a minimum of \$25,000 per account ("Account"). Minimum Account investment requirements may be increased or decreased at ING Financial Partner’s sole discretion.</p> <p>Client, by responding to an investor profile questionnaire (the "Questionnaire"), will inform his/her IAR of the Client's investment objective, financial situation, risk tolerance, investment time horizon, and other pertinent information (collectively referred to as the "Questionnaire Responses"). The SS Manager will receive from ING Financial Partners, through its IAR, the Questionnaire. ING Financial Partners provides relevant updated Client information to the SS Manager after receipt of such information from the Client. The SS Manager has online access to Client Account information for operational and administrative purposes.</p> <p>The SS Manager, based on the SS Model and the Questionnaire Responses, generates for the Client's consideration a proposed investment strategy (a “Proposal”). The Proposal provides a Client with an investment strategy, based on the Client’s Questionnaire Responses, to allocate a specific dollar amount across mutual funds selected by SS Manager from the major asset classes in the capital markets. The Proposal is provided for informational purposes only as a tool to assist Clients in making informed investment decisions and will not impose any obligations on ING Financial Partners or IAR with respect to any future redistribution of a Client's assets in accordance with any suggestions presented in such Proposal. The Proposal is not intended to, nor will it, constitute fiduciary investment advice under ERISA or the Internal Revenue Code (“IRC”). It is likely that the Proposal to the Client will be very similar to that proposed to other Clients with similar investment objectives, risk tolerances and investment time horizons.</p> <p>Client, in consultation with his/her IAR, will determine whether to adopt, modify or reject a Proposal. There may be other investment strategies available in SmartSelect that would be deemed to be preferable to a particular Client other than that presented in the Proposal.</p>

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	<p>Client, in consultation with his/her IAR, may select an alternative investment strategy within SmartSelect from that presented in the Proposal.</p> <p>ING Financial Partners has entered into an agreement with SS Manager whereby SS Manager will make individual investment decisions for each Client based on the open-end mutual funds from a group of fund families chosen by ING Financial Partners. This group of mutual fund families consists exclusively of Strategic Partners (as that term is defined in the “Additional Compensation” Section under the Prime/Preferred description] Section of this Brochure), and such group may change from time to time at ING Financial Partner’s sole discretion The SS Manager’s decision regarding the selection of specific mutual funds to include in the Client’s investment strategy is the sole responsibility of SS Manager and constitutes “investment advice” as described under Section 3(21)(A) of ERISA. The SS Manager serves as an ERISA “fiduciary” to the extent that it provides such service in connection with SmartSelect. The SS Manager will monitor the investment decisions it makes on behalf of the Client. Asset allocation decisions will be rebalanced as deemed necessary by the SS Manager to account for the impact of changing market conditions and investment performance to the Client portfolio. ING Financial Partners’s SmartSelect program has been structured so that SS Manager, not ING Financial Partners, is the investment adviser who provides “investment advice” as described under Section 3(21)(A) of ERISA.</p> <p>The SS Manager manages SmartSelect Accounts according to the principles of asset allocation, which attempt to optimize the risk/reward profile of a Client’s portfolio by investing among several asset classes according to a Client’s individual financial goals and risk preferences. Below is a brief description of the types of general strategies that may be used as guidelines by SS Manager in structuring accounts with varying objectives.</p> <p>Conservative Income Allocation - A conservative income portfolio usually seeks to generate income as its primary objective and preserve initial investments as its secondary objective. Conservative income portfolios tend to invest in a mix of income-producing investments with a low degree of volatility. A typical conservative income portfolio may consist of 25% in equity asset classes, 72% in income asset classes, and 3% in asset classes of cash or cash equivalents.</p> <p>Balanced Allocation - A balanced portfolio usually has both capital preservation and growth as its primary objectives. Balanced portfolios tend to invest in a relatively equal mix of low to moderate-risk securities. A typical balanced portfolio may consist of 40% in equity asset classes, 57% in income asset classes, and 3% in asset classes of cash or cash equivalents.</p> <p>Moderate Growth Allocation - A moderate growth portfolio usually seeks to generate long-term capital gains as its primary objective. Moderate growth portfolios tend to invest in a mix of investments with potential for long-term capital appreciation with a</p>

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant: <b>ING Financial Partners, Inc.</b>	SEC File Number: 801- 46585	Date: <b>02/01/2010</b>
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>ING Financial Partners, Inc.</b>	IRS Empl. Ident. No.: <b>41-0945505</b>
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Item of Form (identify)	Answer
	<p>moderate amount of volatility. A typical moderate growth portfolio may consist of 55% in equity asset classes, 42% in income asset classes, and 3% in asset classes of cash or cash equivalents.</p> <p>Growth Allocation - A growth portfolio usually seeks to generate long-term capital gains as its primary objective. Growth portfolios tend to invest in a mix of investments with potential for long-term capital appreciation with a more than moderate amount of volatility. A typical growth allocation may consist of 70% in equity asset classes, 27% in income asset classes, and 3% in asset classes of cash or cash equivalents.</p> <p>Aggressive Growth Allocation – An aggressive growth portfolio usually seeks to generate long-term capital gains as its primary objective. Aggressive growth portfolios tend to invest in assets that may be considered high risk and tend to have more volatility, but may have the potential for higher returns over the long term. A typical aggressive growth portfolio may consist of 90% in equity asset classes, 7% in income asset classes, and 3% in asset classes of cash or cash equivalents.</p> <p>The strategies described above are provided for informational purposes only and have been developed by ING Financial Partners in conjunction with an entity affiliated with ING Financial Partners. Since Client portfolios are designed to be managed in accordance with the financial circumstances, investment objectives, and preferences of individual Clients, the actual asset allocation of a particular account may differ from other client accounts with similar objectives or levels of risk. Asset allocation is driven by various mathematical computations and is more complex than the concept of asset diversification. It should be remembered that no strategy or allocation formula can guarantee a gain, or assure that an account will suffer no losses.</p> <p>The Client enters into a Client agreement to receive the services provided by SmartSelect, including the Client’s selection of an investment strategy. Client authorizes the SS Manager to execute transactions on a discretionary basis with ING Financial Partners through ING Financial Partners’s clearing broker/dealer, Pershing, LLC (“Pershing”). ING Financial Partners, its employees or agents will have no investment discretion over SmartSelect Account assets, will perform no discretionary act with respect to such assets and will effect only such transactions as instructed by the SS Manager with respect to the SmartSelect assets managed by the SS Manager. The SS Manager is the sole agent pursuant to the power of attorney and is in no respect an agent or representative of ING Financial Partners. All acts and transactions of the SS Manager are solely for the Client’s assets it manages. ING Financial Partners may act and rely on the authority and power vested by Clients in SS Manager, but ING Financial Partners is not obligated to act on any instructions of SS Manager in any instance in which ING Financial Partners, in its sole discretion, deems inappropriate. By executing the Client agreement, each Client ratifies and confirms any and all orders, instructions and/or acts of the SS Manager given or</p>

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of Form ADV Continuation Sheet for Form ADV Part II**

Applicant:  
ING Financial Partners, Inc.

SEC File Number:  
801- 46585

Date:  
02/01/2010

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Item of Form (identify)	Answer	
	<p>performed and executed by the SS Manager with respect to the Client's SmartSelect assets as permitted under the program.</p> <p>A Client may impose reasonable restrictions on management of his or her SmartSelect Account. If SS Manager determines a restriction requested by Client is unreasonable, then SS Manager may refuse to manage such Account. If Client refuses to modify or withdraw such restriction after SS Manager has notified the Client that the restriction is deemed unreasonable and given the Client an opportunity to withdraw or modify the restriction, then such Account will be closed and all SmartSelect assets in that Account will be transferred into a ING Financial Partners brokerage account. Any restrictions a Client imposes on the management of the SmartSelect Account may cause the SS Manager to deviate from investment decisions it would otherwise make in managing the Account. Unless a Client imposes restrictions, it is likely that the Client's Account will be managed in a manner very similar to that of other Clients with similar investment objectives and risk tolerances that use the same investment strategy.</p> <p>ING Financial Partners selected SS Manager based on its research and capabilities in managing mutual fund portfolios. SmartSelect is a new program without a performance track record. ING Financial Partners makes no representation regarding the performance of any investment strategy of, or securities recommended by, the SS Manager or that any investment objective will be achieved through the Client's selection of any investment strategy. ING Financial Partners will monitor and review the SS Manager's performance. ING Financial Partners may obtain information regarding SS Manager directly or from other sources. ING Financial Partners may compensate other vendors for the information, software and services they provide in connection with SmartSelect. SS Manager may include investment strategies in SmartSelect that include investments in entities that are affiliated with ING Financial Partners.</p> <p>Clients will receive brokerage statements at least quarterly, and quarterly performance reports reflecting the activity in their accounts. Clients will also receive confirmations of all transactions. Clients will also be provided with quarterly evaluations that contain additional information regarding the performance of the Account. Pershing will hold all accounts and their respective positions. Pershing, on behalf of ING Financial Partners, will clear all transactions and shall retain sole custody of all customer funds and securities. Pershing's mailing address is One Pershing Plaza, Jersey City, New Jersey 07399.</p> <p>Each SmartSelect Account will be charged an annualized Client Fee for investment management services provided by SS Manager, investment planning, asset allocation, SS Manager review, performance measurement and reporting, execution of transactions, custodial services provided by Pershing, and other Client-related services provided by Sponsor, IAR, associated persons and their employees and agents. The Client Fee does not cover any national securities exchange or SEC fees, costs</p>	

**Schedule F of Form ADV Continuation Sheet for Form ADV Part II**

Applicant:  
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SEC File Number:  
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Date:  
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IRS Empl. Ident. No.:  
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Item of Form (identify)	Answer																																						
	<p>associated with exchanging currencies, wire transfer fees, returned check fees, fees and expenses charged by any investment companies in which SmartSelect Assets may be invested, or other fees or taxes required by law or charges imposed by third-parties for investments held in the Account. Client fees may be negotiable, and accordingly, may differ from Client to Client based upon a number of factors, including, but not limited to, the amount of assets under management and the client-related services to be provided. Client Fees also may differ as a result of the application of prior fee schedules depending upon a Client's program inception date. Client Fees will be paid quarterly in advance. ING Financial Partners and/or its IARs may retain a portion of the compensation paid by Clients for services provided. The Client Fee is blended; i.e., as the portfolio value reaches various thresholds, the assets above each threshold may be charged successively lower percentages.</p> <p style="text-align: center;"><b>Standard Fee Schedule</b></p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th colspan="2" style="text-align: center;">Portfolio Value</th> <th></th> </tr> <tr> <th style="text-align: center;">From</th> <th style="text-align: center;">To</th> <th style="text-align: center;">Maximum Annual %</th> </tr> </thead> <tbody> <tr> <td>First</td> <td>\$ 25,000</td> <td>\$ 50,000</td> <td>2.25%</td> </tr> <tr> <td>Next</td> <td>50,001</td> <td>100,000</td> <td>2.25%</td> </tr> <tr> <td>Next</td> <td>100,001</td> <td>250,000</td> <td>2.25%</td> </tr> <tr> <td>Next</td> <td>250,001</td> <td>500,000</td> <td>2.25%</td> </tr> <tr> <td>Next</td> <td>500,001</td> <td>1,000,000</td> <td>1.75%</td> </tr> <tr> <td>Next</td> <td>1,000,001</td> <td>2,000,000</td> <td>1.50%</td> </tr> <tr> <td>Next</td> <td>2,000,001</td> <td>5,000,000</td> <td>1.50%</td> </tr> <tr> <td>Next</td> <td>5,000,001</td> <td>Over</td> <td>1.50%</td> </tr> </tbody> </table> <p>ING Financial Partners may change its schedule at any time by giving thirty (30) days' prior written notice to Clients. At such time, the new Client Fee will become effective unless a Client notifies ING Financial Partners in writing that such Client's Account(s) are to be closed. ING Financial Partners, SS Manager, Pershing, and their representatives, consultants, or other agents in connection with the performance of their respective services, shall be entitled to and will share in the Client Fee.</p> <p>Client agrees to pay a separate administrative fee of \$100 (the "Administrative Fee") upon opening his/her Account and upon closing his/her Account to help defray initial account set up and administration costs, or administrative costs associated with closing the Account, as the case may be, and each Administrative Fee may be paid in the same manner as the Client Fee. Sponsor may waive any Administrative Fee in its sole discretion.</p> <p>Clients should be aware that the Client Fee described above will be imposed on all assets that Client holds in a SmartSelect Account. Also, to the extent that cash used for investment in SmartSelect comes from redemptions of Client's other non-SmartSelect mutual fund investments, Clients should consider the cost, if any, of any sales charge previously paid and redemption fees that would be incurred. Such redemption fees would be in addition to the Client Fee on those assets. Clients are responsible for any charges, including contingent deferred sales charges, surrender charges, or redemption fees that apply to securities liquidated for the purposes of</p>	Portfolio Value			From	To	Maximum Annual %	First	\$ 25,000	\$ 50,000	2.25%	Next	50,001	100,000	2.25%	Next	100,001	250,000	2.25%	Next	250,001	500,000	2.25%	Next	500,001	1,000,000	1.75%	Next	1,000,001	2,000,000	1.50%	Next	2,000,001	5,000,000	1.50%	Next	5,000,001	Over	1.50%
Portfolio Value																																							
From	To	Maximum Annual %																																					
First	\$ 25,000	\$ 50,000	2.25%																																				
Next	50,001	100,000	2.25%																																				
Next	100,001	250,000	2.25%																																				
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Next	500,001	1,000,000	1.75%																																				
Next	1,000,001	2,000,000	1.50%																																				
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Next	5,000,001	Over	1.50%																																				

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

Applicant:  
**ING Financial Partners, Inc.**

SEC File Number:  
801- 46585

Date:  
02/01/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>ING Financial Partners, Inc.</b>		IRS Empl. Ident. No.: <b>41-0945505</b>
Item of Form (identify)	Answer	
	<p>Client's participation in SmartSelect. Clients should be aware that transactions as a result of participation in SmartSelect might have tax consequences that they should discuss with their independent tax advisor.</p> <p>Certain mutual funds available in SmartSelect may engage in derivative contracts for the purpose of hedging against losses or enhancing returns in fund portfolios. For information about whether or not a specific fund uses derivatives, refer to that fund's prospectus and confer with your IAR.</p> <p>All or part of the funds deposited into the Account may be invested in shares of one or more mutual funds for which an affiliate of ING Financial Partners serves as investment advisor ("Affiliated Funds") if the SS Manager believes that investment in the Affiliated Fund(s) is appropriate for the investment strategy chosen by the Client. An affiliate serving as investment adviser to an Affiliated Fund will receive a management fee from the Affiliated Fund as set forth in the Affiliated Fund's prospectus, and it or its affiliates may receive other compensation in connection with the operation and/or sale of shares of the Affiliated Fund, to the extent permitted by applicable law. Assets invested in Affiliated Funds are included in the Client Fee charged to the Account's total asset value, and no portion of any Affiliated Fund's advisory, administrative or other internal fees will be offset against the Client Fee.</p> <p>Client may make additions to the Account at any time. Additions will be in cash or such other assets permitted by ING Financial Partners, in its sole discretion, from time to time. If cash is accepted for management in the Account during any quarter, a prorated Client Fee based on the value of the assets may be charged upon deposit.</p> <p>Client may request withdrawals from the Account subject to ING Financial Partner's right to terminate the Account if it falls below the minimum account value as well as the usual and customary securities settlement procedures. Refunds on partial withdrawals, if applicable, will be prorated to the next quarterly billing cycle if such withdrawals are made at any time other than on the first day of a calendar quarter; provided, however that no adjustment or refund will be made with respect to partial additions or withdrawals of cash or securities that total less than \$10,000 on any given day. No Client Fee adjustment will be made during any fee period for appreciation or depreciation in Account asset value during that period.</p> <p>Clients wishing to close their advisory accounts must provide ING Financial Partners with written notification. Refunds will be pro-rated based on the date that the Account is closed. Upon closure of the Account, ING Financial Partners will direct that Pershing deliver securities held in the Account as instructed by Client, unless Client requests that Account assets be liquidated.</p> <p>In addition to the Client Fee, Client, as well as all other shareholders, will bear a proportionate share of the fees and expenses of any investment company in which Account assets are invested. These fees and expenses may include investment advisory, administrative, distribution, transfer agent, custodial, legal, audit, recordkeeping, shareholder servicing, and other customary fees and expenses related to investment companies. Clients are encouraged to read the prospectuses of any investment company in which Account assets are invested for a more complete explanation of these fees and expenses.</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**PAGE 13**

**Schedule F of Form ADV Continuation Sheet for Form ADV Part II**

Applicant:  
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Item of Form (identify)	Answer
	<p>Clients may be able to purchase products and services outside of SmartSelect separately without purchasing the services of SmartSelect or paying the Client Fee. The cost of obtaining such services separately may be more or less than the applicable Client Fee.</p> <p>The risks of investing in non-U.S. securities, such as through a mutual fund, are different and may be greater than the risks involved when a mutual fund invests in securities issued by U.S. companies. Securities issued by non-U.S. companies may not be subject to United States securities registration, disclosure or accounting requirements.</p> <p>Certain investment strategies may be concentrated, whereby the securities of a limited number of companies generally will be held. Concentrated strategies may be more volatile because the risk specific to each company may represent a larger portion of assets managed according to such investment strategy. It is likely that the performance of these portfolios will differ significantly from that of the broad equity market.</p> <p>In the course of participating in underwriting securities offerings or other activities, ING Financial Partners and its affiliates may acquire confidential or material non-public information. ING Financial Partners is not free to divulge to a Client or to the SS Manager, or to act upon, such information.</p> <p>IARs may recommend SmartSelect to current and/or prospective Clients and as a result of such person's participation in SmartSelect will receive a portion of the Client Fee. Additionally, other service providers may be compensated in connection with SmartSelect, including consultants, employees, agents, employees or affiliates of ING Financial Partners and Clearing Broker. Such payments may be made for the duration of a Client's participation in SmartSelect and may be greater than other forms of compensation had such person paid separately for investment advice, brokerage and other services provided to the Client as part of a wrap fee program. As a result, IARs may have a financial incentive to recommend SmartSelect over other programs or services. SmartSelect Clients may also have other accounts with ING Financial Partners in which asset-based fees are not charged. The compensation paid in these accounts is negotiated on an entirely separate basis from the payment of fees in SmartSelect.</p> <p>ING Financial Partners and its IAR may give advice and take action in the performance of their duties to SmartSelect Clients that differs from advice given, or the timing and nature of action taken, with respect to other Clients' accounts.</p> <p>In certain cases, SmartSelect may utilize money market funds as investment vehicles. The use of money market funds either in "sweep" arrangements, for short-term investment purposes or otherwise, may result in ING Financial Partners earning distribution or other fees in addition to the fees described herein. The fees earned by ING Financial Partners may vary depending on the money market fund utilized.</p> <p>The IAR recommending SmartSelect may receive compensation of up to 88% of the Client Fee charged (net of any administration fees and the fees paid to the SS Manager), as a result</p>

**Schedule F of Form ADV Continuation Sheet for Form ADV Part II**

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	<p>of the Client's participation in SmartSelect. The amount of this compensation may be more than IARs would receive if Client participated in other programs of ING Financial Partners or paid separately for investment advice, brokerage, and other services. For example, the purchase of mutual funds outside of SmartSelect may be less expensive than participation in SmartSelect depending upon trading activity and overall costs associated with the purchase of mutual funds as Clients would not bear any program participation fees. Therefore, IARs may have a financial incentive to recommend SmartSelect over other programs or services.</p> <p>The IAR does not act as a "fiduciary" for purposes of ERISA or Section 4975 of the IRC with respect to the Client's decision to select the SmartSelect Program and any recommendation an IAR makes to Client with respect to the SmartSelect Program is not the primary basis for Client selecting the SmartSelect Program.</p> <p><b>Managed Account Program</b></p> <p>ING Financial Partners and its IARs also offer a portfolio management services known as Managed Account Program (MAP). This service provides clients with access to various investment managers ("Managers") and investment strategies for equity, balanced and fixed income asset management for a single, asset-based fee. Participation in MAP requires a minimum of \$100,000 per Account ("Account"), except for when a fixed income Manager is selected to manage an Account comprised of municipal bonds only, which requires a minimum of \$250,000 per Account. If more than one Manager or investment strategy is selected, a separate Account must be opened for each additional Manager or investment strategy selected and the minimum requirements will apply separately for each Account. Minimums may be increased or decreased at ING Financial Partner's sole discretion with the affected Manager's consent. Clients who want their portfolio managed using more than one investment strategy may select Managers who provide multi-strategy portfolio investment management services (MSP Services).</p> <p>The IAR recommending MAP may receive compensation of up to 88% of the advisory fee charged (net of any administration fees and the fees paid to the investment managers and the independent third party that assists ING Financial Partners in screening, selecting, and monitoring the investment managers available through MAP), as a result of the Client's participation in MAP.</p> <p>ING Financial Partners uses the research and advisory services of an independent third party to assist in screening, selecting, and monitoring the investment managers available through MAP. The independent third party contracts directly with the investment managers available through MAP.</p> <p>Each MAP proposal provides clients with investment management consulting services concerning the development of an investment proposal, selection of a Manager or Managers, selection of an investment strategy or strategies and review of performance results. The assets the client designates for MAP generally are individually managed with discretion by one or more investment Managers selected by client. The Managers participating in MAP may provide multiple investment strategies.</p>	

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	<p>By responding to an investor profile questionnaire (the "Questionnaire"), a client will inform ING Financial Partners of the client's investment objective, financial situation, risk tolerance, investment time horizon, any reasonable restrictions the client wishes to impose on the management of their MAP Account, and other information (the "Questionnaire Responses"). By processing the Questionnaire Responses, ING Financial Partners generates a proposal of investment strategies for the client's consideration.</p> <p>Clients with sufficient assets to invest as determined by ING Financial Partners may also be provided with an asset allocation proposal, which may present a proposed long-term strategy for allocating assets among a combination of the major asset classes in the capital markets. Such asset allocation proposals are provided for informational purposes only, as a tool to assist clients in making informed asset allocation decisions, and will not impose any obligations on ING Financial Partners or IAR with respect to any future monitoring or redistribution of a client's assets in accordance with any suggestions presented in such proposals. These asset allocation proposals are not intended to, nor will they, constitute fiduciary investment advice under ERISA or the Internal Revenue Code (IRC). Such proposals are based on a client's Questionnaire Responses as of a certain point of time, and in determining whether to adopt, modify or reject a proposed asset allocation, the client should consider all of client's assets, income and investments. A client may impose a maximum on the percentage of assets ING Financial Partners should propose be allocated to certain asset classes. Any maximum a client imposes on an allocation to a particular asset class may result in the development of an asset allocation proposal for the client that deviates from the allocation ING Financial Partners would otherwise propose. Unless a client imposes such a maximum, it is likely that the asset allocation proposed to the client will be very similar to that proposed to other clients with similar investment objectives, risk tolerances and investment time horizons.</p> <p>From the presentation of investment strategies, the client will make the selection of one or more investment strategies, in consultation with their IAR. There may be other investment strategies available in MAP that would be deemed suitable for a particular asset class or client other than those presented to the client. In addition, client may deviate from any proposal as to investment strategy.</p> <p>ING Financial Partners has entered into an agreement with an independent third party whereby such third party provides ING Financial Partners with research and advisory services to assist ING Financial Partners in screening, selecting, and monitoring the investment managers available through MAP. The independent third party contracts directly with the investment managers available through MAP. MAP clients enter into an agreement, in turn, with ING Financial Partners to receive the services provided by the MAP Program including the client's selection of a money manager. Managers who provide MSP Services may have separate agreements with various sub-advisors to provide investment management services to the Manager. Client authorizes each Manager to execute transactions on a discretionary basis with ING Financial Partners through ING Financial Partner's clearing broker/dealer, Pershing. ING Financial Partners, its employees or agents will have no investment discretion over MAP Account assets, will perform no discretionary act with respect to such assets and will effect only such transactions as instructed by each Manager selected by clients with respect to the MAP assets managed by such Manager. With respect to separate Account strategies, each Manager agrees to comply with applicable provisions of the client agreement and the client, in turn, gives the Manager power of</p>

**Schedule F of Form ADV Continuation Sheet for Form ADV Part II**

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	<p>attorney to invest MAP assets allocated to the Manager at the Manager's discretion. Each Manager is the sole agent pursuant to the power of attorney and is in no respect an agent or representative of ING Financial Partners. All acts and transactions of a Manager are solely for the clients' assets it manages and are the responsibility of the clients who selected such Manager. ING Financial Partners may act and rely on the authority and power vested by clients in a Manager, but ING Financial Partners is not obligated to act on any instructions of any Manager in any instance in which ING Financial Partners for any reason desires not to act on such instructions. Instructions from a Manager to ING Financial Partners regarding a client's MAP assets and transactions with respect thereto shall be conveyed to ING Financial Partners by the Manager in a manner and in accordance with procedures acceptable to ING Financial Partners. By executing the client agreement, each client ratifies and confirms any and all orders, instructions and/or acts of each Manager given or performed and executed by the Manager with respect to the client's MAP assets.</p> <p>Each Manager, consistent with the Manager's obligation to obtain best execution, directs ING Financial Partners, as broker-dealer, and Pershing, as ING Financial Partners clearing/broker dealer, to effect transactions for MAP assets designated by the client to be managed by such Manager. There may be periods when a Manager may not be able to effect for clients certain types of transactions in securities of companies for which ING Financial Partners, Manager or their respective affiliates are performing investment banking or other services. For example, during certain periods when a Manager's affiliates are engaged in an underwriting or other distribution of securities of a company, a Manager may be prohibited from effecting the purchase of certain securities of that company for its clients in the MAP program.</p> <p>A client may impose reasonable restrictions on management of his or her MAP Account, including directing that particular securities should not be purchased in the Account. However, the client may not require that particular securities be purchased in the Account. Any restrictions a client imposes on the management of the MAP Account may cause a Manager to deviate from investment decisions it would otherwise make in managing the Account. Unless a client imposes restrictions, it is likely that the client's Account will be managed in a manner very similar to that of other clients with similar investment objectives and risk tolerances that use the same investment strategy. Clients may contact personnel of their Manager. Communications with such Managers may include the client's IAR.</p> <p>The client's Manager(s) will receive from ING Financial Partners certain information from the Questionnaire and investment proposal, which will include, among other information, the client's investment objective, risk tolerance and any client imposed restrictions on management of the Account. The Managers also receive other information including a copy of the agreement between ING Financial Partners and the client, have access to performance information and have online access to client account information. ING Financial Partners provides relevant updated client information to the Managers after receipt of such information from the client.</p> <p>ING Financial Partners selects Managers for participation in MAP with assistance from the independent third party who provides ING Financial Partners with research and advisory services. ING Financial Partners uses both quantitative and qualitative criteria to evaluate Managers, including their performance behavior, investment strategies and actual portfolio holdings. This review process is a continuing one. ING Financial Partners reviews Managers and</p>

**Schedule F of Form ADV Continuation Sheet for Form ADV Part II**

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	<p>the categorization of them into the appropriate risk levels and asset classes. ING Financial Partners may obtain information regarding the Managers directly or from other sources. ING Financial Partners may compensate other vendors for the information, software and services they provide in connection with MAP. ING Financial Partners may include investment strategies in MAP that includes investments in entities that are affiliated with ING Financial Partners.</p> <p>Investment strategies are selected for inclusion in the program by ING Financial Partners based upon the ability of the strategy or Manager offering the strategy to meet certain guidelines and several other evaluative factors. Guidelines may include: (i) a minimum of \$100 million in total assets under management; (ii) at least two full-time portfolio managers with adequate support staff; (iii) a consistent and verifiable five-year performance record which meets industry standards; (iv) no material legal or regulatory problems; and (v) appropriate registration. Other factors considered may include: (i) organization and ownership; (ii) business structure; (iii) investment process; (iv) personnel; (v) performance; (vi) client services and marketing; (vii) operations, trading and facilities; (viii) legal/regulatory; and (ix) investment management fees. On an ongoing basis, ING Financial Partners reviews the Managers and investment strategies participating in the program to determine whether they continue to meet the guidelines and evaluative factors described above. ING Financial Partners will rely upon third parties to supply substantially most of the data involved in determining whether Managers comply, or continue to comply with the guidelines stated above. If any relevant information, including qualification and/or performance concerns, is detected at any time, ING Financial Partners may put a Manager or one or more investment strategies on review status (wherein concerns will be further reviewed and must be addressed), restrict one or more investment strategies from being presented to new clients, or remove one or more investment strategies from MAP. The level of the restriction will depend on the severity of the concern and the ability of the Manager to satisfactorily address such concern(s). ING Financial Partners makes no representation regarding the future performance of any investment strategy of, or security recommended by any Manager participating in MAP, nor does ING Financial Partners make any representation that any investment objective will be achieved through the client's selection of any Manager or investment strategy.</p> <p>ING Financial Partners may terminate the participation of any Manager or investment strategy in MAP at any time and in any manner. Managers and/or investment strategies may be added or removed from MAP based on many factors, either internal or external to the Manager or investment strategy. While ING Financial Partners, through its IARs, may discuss with clients whether a change in investment strategies or Managers is necessary or desirable, it is under no obligation to do so. In case of any such termination, clients will be given reasonable advance notice of such termination and the opportunity to select from investment strategies presented to clients by their IAR or a new investment strategy or Manager. If a client fails to select a new investment strategy or Manager after receiving such notice, the client's affected MAP Account assets will be transferred to a ING Financial Partners brokerage account that is not managed by any MAP Manager or by ING Financial Partners and over which ING Financial Partners or its representatives exercise no investment discretion. Alternatively, clients may elect to continue to engage a terminated Manager or strategy outside of the MAP program upon agreement of each of ING Financial Partners and the terminated Manager, in which event all provisions of the client agreement will be null and void as to such continued investment in such Manager or</p>	

**Schedule F of Form ADV Continuation Sheet for Form ADV Part II**

Applicant:  
ING Financial Partners, Inc.

SEC File Number:  
801- 46585

Date:  
02/01/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

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Item of Form (identify)	Answer																
	<p>strategy. Termination of a strategy or Manager may have tax consequences that should be discussed with the client's independent tax advisor.</p> <p>Clients should be aware that the Advisory Fee described below will be imposed on all assets that client holds in a MAP Account, including securities on which client may have previously paid a sales charge. Also, to the extent that cash used for investment in MAP comes from redemptions of client's other non-MAP mutual fund investments, clients should consider the cost, if any, of any sales charge previously paid and redemption fees that would be incurred. Such redemption fees would be in addition to the Advisory Fee on those assets. Clients should be aware that transactions as result of participation in MAP might have tax consequences that they should discuss with their independent tax advisor.</p> <p>ING Financial Partners may arrange with one or more persons, including ING Financial Partner's clearing firm, Pershing, to assist ING Financial Partners in the provision of the MAP program. Pershing shall provide various services, including custodial, execution and securities clearing services in connection with ING Financial Partners provision of the program. ING Financial Partners will compensate Pershing and other parties for providing such services. However, these service providers play no role in nor assume any responsibility for providing any investment advice to MAP clients.</p> <p>Clients retain the right to proceed directly as a security holder against any issuer of any security that constitutes MAP assets and are not obligated to join any person involved in the security that constitutes MAP assets and are not obligated to join any person involved operation of the MAP program or any other MAP client as a condition precedent to initiating any such proceeding.</p> <p>Clients will receive brokerage statements at least quarterly, and quarterly performance reports reflecting the activity in their accounts. Clients may elect to receive confirmations of all transactions or they may request, in writing, to receive the quarterly brokerage statements in lieu of trade-by-trade confirmations. Trade confirmations will continue to be sent to the Managers of each MAP Account. Clients who elect not to receive immediate trade confirmations may, upon request, obtain details of any transaction effected for their account between receipt of the quarterly brokerage statements. Clients who elect not to receive confirmations of each transaction can later change their election and receive trade confirmations for all subsequent transactions. Each MAP Account will be charged an annualized asset-based fee ("Advisory Fee") for the investment advisory, brokerage, custodial, Manager and administrative services described herein according to the fee schedule below. The Advisory Fee will not differ based on the Client's decision to waive the receipt of immediate confirmations. The Advisory Fee is blended; i.e., as the portfolio value reaches various thresholds, the assets above each threshold may be charged successively lower percentages.</p> <table style="margin-left: auto; margin-right: auto; border: none;"> <thead> <tr> <th style="text-align: left;"></th> <th style="text-align: center;">Portfolio Increment</th> <th style="text-align: center;">Maximum Equity Fee</th> <th style="text-align: center;">Maximum Fixed Income Fee</th> </tr> </thead> <tbody> <tr> <td style="text-align: left;">\$</td> <td style="text-align: center;">0 ---- 500,000</td> <td style="text-align: center;">2.90%</td> <td style="text-align: center;">2.45%</td> </tr> <tr> <td></td> <td style="text-align: center;">500,001 ----1,000,000</td> <td style="text-align: center;">2.70%</td> <td style="text-align: center;">2.00%</td> </tr> <tr> <td></td> <td style="text-align: center;">1,000,001 ----2,000,000</td> <td style="text-align: center;">2.00%</td> <td style="text-align: center;">1.50%</td> </tr> </tbody> </table>		Portfolio Increment	Maximum Equity Fee	Maximum Fixed Income Fee	\$	0 ---- 500,000	2.90%	2.45%		500,001 ----1,000,000	2.70%	2.00%		1,000,001 ----2,000,000	2.00%	1.50%
	Portfolio Increment	Maximum Equity Fee	Maximum Fixed Income Fee														
\$	0 ---- 500,000	2.90%	2.45%														
	500,001 ----1,000,000	2.70%	2.00%														
	1,000,001 ----2,000,000	2.00%	1.50%														

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of Form ADV Continuation Sheet for Form ADV Part II**

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	2,000,001 ----5,000,000 1.75% 1.25% over---- 5,000,001 1.50% 1.00%
	<p>ING Financial Partners may change its schedule at any time by giving thirty (30) days' prior written notice to clients. At such time, the new Advisory Fee will become effective unless a client notifies ING Financial Partners in writing that such client's Account(s) are to be closed. ING Financial Partners, Managers, Pershing, and their representatives, consultants, or other agents in connection with the performance of their respective services, shall be entitled to and will share in the Advisory Fee.</p> <p>The Advisory Fee includes: investment management services provided by the Manager(s); investment planning, asset allocation (if applicable), Manager review, evaluation and presentation, performance measurement and transactional reporting, execution of transactions, and custodial services provided by Pershing. However, the Advisory Fee does not cover any margin interest, national securities exchange fees, charges for transactions with respect to Account(s) with transactions that are not executed through ING Financial Partners or Pershing, as ING Financial Partners clearing broker, costs associated with exchanging currencies, fees and expenses charged by any investment company in which Account assets may be invested, wire transfer fees, or other fees required by law.</p> <p>The client will pay the public offering price on securities purchased from an underwriter or dealer involved in a distribution, a portion of which may be paid to ING Financial Partners. Markups, mark-downs and spreads (paid to market makers) charged by dealers unaffiliated with ING Financial Partners may be included in the price of certain transactions executed on behalf of a client, including over-the-counter and fixed income securities. However, with respect to these transactions no additional mark-ups, mark-downs, spreads or commissions will be charged by ING Financial Partners.</p> <p>Client may make additions to or withdrawals from the Account at any time, subject to ING Financial Partner's right to terminate the Account if it falls below the minimum account value. Additions may be in cash or securities, provided however, that ING Financial Partners reserves the right to decline to accept particular securities into the Account or to impose a waiting period before certain securities may be deposited. If cash or securities are accepted for management in the Account during any quarter, a prorated Advisory Fee based on the value of the assets may be charged upon deposit.</p> <p>Client may request periodic withdrawals; and may withdraw Account assets subject to the usual and customary securities settlement procedures. Refunds on partial withdrawals, if applicable, will be prorated to the next quarterly billing cycle if such withdrawals are made at any time other than on the first day of a calendar quarter. No Advisory Fee adjustment will be made during any quarter for appreciation or depreciation in Account asset value during that period, nor shall any adjustment or refund be made with respect to partial additions or withdrawals which when aggregated, total less than \$10,000 per day.</p> <p>Clients are responsible for any charges, including contingent deferred sales charges, surrender charges, or redemption fees, that apply to securities liquidated for the purposes of client's participation in MAP. Clients choosing to terminate a non-ERISA Account within the first</p>

**Schedule F of Form ADV Continuation Sheet for Form ADV Part II**

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	<p>calendar year after the Account is opened, are obligated to pay a fee ("Administrative Fee") of \$200 to defray initial account setup and administration costs. ING Financial Partners may waive this Administration Fee in its sole discretion.</p> <p>The client, as well as all other shareholders, will bear a proportionate share of the fees and expenses of any investment company in which Account assets are invested. Such investment companies may include, but not be limited to, money market funds, shares of exchange-traded funds (ETFs) intended to track the performance of a published index, and closed-end investment companies, such as closed-end funds, in which Account assets are invested. These fees and expenses may include investment advisory, administrative, distribution, transfer agent, custodial, legal, audit and other customary fees and expenses related to investment companies and are in addition to the Advisory Fee. Clients are encouraged to read the prospectuses of any investment company in which Account assets are invested for a more complete explanation of these fees and expenses.</p> <p>The client will bear, in addition to the Advisory Fee, a proportionate share of any fees and expenses associated with American Depository Receipts ("ADRs"), Global Depository Receipts ("GDRs") and Real Estate Investment Trusts ("REITs") (as described below) in which an Account is invested and may also bear any fees and expenses associated with converting non-U.S. securities into ADRs or GDRs.</p> <p>Clients may be able to purchase products and services outside of MAP separately without purchasing the services of MAP or paying the Advisory Fee. The cost of obtaining such services separately may be more or less than the applicable Advisory Fee.</p> <p>Fees may be negotiated. To the extent that fees charged are negotiable, they may differ from client to client based upon a number of factors, including, but not limited to, the investment strategies utilized by the Manager(s) selected by the client, the amount of assets under management and the client-related services to be provided. Fees also may differ as a result of the application of prior fee schedules depending upon a client's program inception date. ING Financial Partners and/or its IARs may retain a portion of the compensation paid by clients for services provided.</p> <p>Certain investment strategies in MAP may utilize (i) ADRs, which are receipts issued by a U.S. bank or trust company that evidence ownership of non-U.S. securities and are traded on a U.S. exchange or in the over-the-counter market; (ii) GDRs, which are receipts issued generally by a non-U.S. bank or trust company that evidence ownership of non-U.S. securities; (iii) exchange traded fund shares, such as i-Shares and Standard Poor's Depository Receipts ("SPDRs"), which are shares of an open-end investment company organized in series, investing in a basket of securities in an effort to track the performance of a specified market index ("ETFs"); or (iv) closed-end investment companies. U.S. equity investment managers may also utilize, on a more limited basis, ADRs. As described above, there may be fees and expenses, in addition to the Advisory Fee, associated with investing in ADRs and GDRs, ETFs and closed-end funds, as well as fees and expenses associated with converting non-U.S. securities into ADRs and GDRs. A client's selection of an international/global investment strategy that utilizes such investments may cause the client to incur such additional fees and expenses on Account assets client designates for management according to such an investment strategy.</p>	

**Schedule F of Form ADV Continuation Sheet for Form ADV Part II**

Applicant: <b>ING Financial Partners, Inc.</b>	SEC File Number: 801- 46585	Date: <b>02/01/2010</b>
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	<p>ADRs and GDRs may not be (i) subject to U.S. securities registration, disclosure or accounting requirements; (ii) listed or traded on any U.S. stock exchange or the NASDAQ/NMS market; and (iii) registered for sale with securities regulatory authorities in the United States ("unregistered ADRs" or "unregistered GDRs," respectively). A manager may direct purchases or sales of unregistered ADRs or unregistered GDRs in reliance on exemptions from securities registration requirements. A Manager or ING Financial Partners as executing broker, may be required to sell unregistered ADRs or unregistered GDRs only to other broker-dealers or institutional buyers. Managers may provide to ING Financial Partners or any other executing broker an appropriate acknowledgment when a purchase of an unregistered ADR or an unregistered GDR was not solicited by the executing broker.</p> <p>ETFs may be issued or redeemed only in aggregations of a specified number of shares, each called a "Creation Unit". Except when aggregated in Creation Units, ETFs are not redeemable securities. ETFs not redeemed as part of Creation Units are listed on the American Stock Exchange, Inc. ETFs may trade in the secondary market at a discount or premium to their net asset value. Shares of all closed-end funds which trade in the secondary market, may also trade at a discount or premium to their net asset values.</p> <p>The risks of investing in non-U.S. securities either directly or indirectly through Funds, ADRs, GDRs, ETFs or closed-end funds are different and may be greater than the risks involved in investing in securities issued by U.S. companies. Securities issued by non-U.S. companies may not be subject to United States securities registration, disclosure or accounting requirements.</p> <p>Certain investment strategies may utilize REITs, which are corporations or business trusts whose shares are usually traded publicly, that invest primarily in income producing real estate and/or real estate related loans or mortgages. REITs are subject to risks similar to those associated with direct ownership of real estate which include, but are not limited to, economic conditions, declines in real estate values, changes in government regulations, increases in property taxes and defaults by borrowers. In addition, due to their concentration in the real estate industry, REIT portfolios may be riskier and more volatile than a portfolio of common stocks that is not concentrated in a particular industry or group of industries. As described above, there may be fees and expenses, in addition to the Advisory Fee, associated with investing in REITs and client's selection of an investment strategy that utilizes REITs may cause client to incur such additional fees and expenses on assets client designates for management according to such investment strategy.</p> <p>Certain investment strategies may utilize Standard and Poor's Depository Receipts ("SPDRs"), which are units of interest in SPDR Trust, a unit investment trust consisting of substantially all of the common stocks, in substantially the same weighting, contained in the Standard &amp; Poor's 500 Index. The value of the securities held by the SPDR Trust, and consequently the value of SPDRs, will fluctuate. As described above, there may be fees and expenses, in addition to the Advisory Fee, associated with investing in SPDRs and the client's selection of an investment strategy that utilizes SPDRs may cause client to incur such additional fees and expenses on Account assets client designates for management according to such strategy. SPDRs may be issued or redeemed only in aggregations of a specified number of shares, each called a "Creation Unit". Except when aggregated in Creation Units, SPDRs are not redeemable</p>	

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV Part II**

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Item of Form (identify)	Answer	
	<p>securities. SPDRs not redeemed as part of Creation Units are listed on the American Stock Exchange, Inc. SPDRs may trade in the secondary market at a discount or premium to their net asset value.</p> <p>Certain investment strategies may be concentrated, whereby the securities of a limited number of companies generally will be held. Concentrated strategies may be more volatile because the risk specific to each company may represent a larger portion of assets managed according to such investment strategy. It is likely that the performance of these portfolios will differ significantly from that of the broad equity market.</p> <p>A Manager, in managing MAP assets, may at any time hold a significant portion of the MAP assets designated to it in cash or cash equivalents. The portion of MAP assets held in cash and/or cash equivalents in one investment strategy will not be taken into account by any other Manager in managing Account assets, nor will it be taken into account in any calculation of the portion of assets proposed to a client for investment in cash in any asset allocation proposal made to the client.</p> <p>The client should consider that, depending upon the Advisory Fee charged, the amount of portfolio activity in the client's Account, the value of services that are provided under the program, and other factors, the Advisory Fee may or may not exceed the aggregate cost of such services if they were to be provided separately.</p> <p>Investment strategy performance information disseminated by ING Financial Partners is calculated on behalf of ING Financial Partners for any calendar quarter in which the Manager manages thirty or more accounts in the relevant investment strategy. Accounts in the same investment strategy managed by Manager in ING Financial Partners MAP program and similar programs of other entities receiving performance-reporting services from the same service provider as ING Financial Partners, may be aggregated for purposes of reaching the thirty-account minimum.</p> <p>Manager performance information disseminated by ING Financial Partners is calculated by the Manager (generally using fully discretionary accounts that are managed using the relevant investment strategy) for any calendar quarter in which the Manager manages fewer than thirty accounts in the relevant investment strategy (accounts managed by Manager are aggregated, as detailed above).</p> <p>In the course of participating in underwriting securities offerings or other activities, ING Financial Partners and its affiliates may acquire confidential or material non-public information. ING Financial Partners is not free to divulge to a client or to any Manager, or to act upon, such information.</p> <p>IARs may recommend MAP to current and/or prospective clients and as a result of such person's participation in the program may receive all or a portion of the Advisory Fee charged by ING Financial Partners. Such payments may be made for the duration of a client's participation in the program and may be greater than other forms of compensation had such person paid separately for investment advice, brokerage and other services provided to the client as part of a wrap fee program. As a result, IARs may have a financial incentive to</p>	

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	<p>recommend MAP over other programs or services. MAP clients may also have other accounts with ING Financial Partners in which management fees are not charged. The payment of commissions in these accounts is negotiated on an entirely separate basis from the payment of fees in MAP.</p> <p>Since the Advisory Fee does not cover charges for brokerage transactions not executed by or through ING Financial Partners or Pershing, as ING Financial Partners clearing agent, transactions with respect to Account assets are generally effected through ING Financial Partners and/or Pershing, so as to avoid incurring incremental charges that would be invoked by use of other brokers. However, by generally effecting securities transactions through ING Financial Partners or Pershing, the client may be foregoing any benefit from savings on execution costs that its Manager could otherwise obtain, by, for example, negotiating volume discounts on batched orders.</p> <p>ING Financial Partners may, as permitted by law, act in a principal capacity or as agent for other persons in connection with securities transactions in MAP. When acting in a principal capacity, ING Financial Partners may earn an inventory profit. When acting as agent for other persons, ING Financial Partners may receive compensation from parties on both sides of the transaction and, therefore, may have a conflicting division of loyalties and responsibilities.</p> <p>ING Financial Partners and its investment personnel may give advice and take action in the performance of their duties to MAP clients that differs from advice given, or the timing and nature of action taken, with respect to other clients' accounts.</p> <p>In certain cases, ING Financial Partners may utilize money market funds as investment vehicles for its MAP clients. The use of money market funds either in "sweep" arrangements, for short-term investment purposes or otherwise, may result in ING Financial Partners earning distribution or other fees (borne proportionately by clients and other shareholders of such funds) in addition to the fees described herein. The fees earned by ING Financial Partners may vary depending on how the money market funds are utilized.</p> <p><b>Adviser Supervisory Programs (Unaffiliated Investment Advisers)</b></p> <p>In the Adviser supervisory programs, ING Financial Partners has signed selling agreements with various unaffiliated Investment Advisers. These unaffiliated Investment Advisers evaluate other independent Investment Advisers and select certain of those Investment Advisers to participate in the programs. The Client or the unaffiliated Investment Adviser selects a manager or managers from the list of the participating managers to manage the account. Selected managers manage the account and may assume discretionary authority over the account. ING Financial Partners and its IARs will not manage, or obtain discretionary authority over the assets in accounts participating in these programs. In addition to helping the Client in selecting managers, as applicable, the ING Financial Partners IAR will typically gather information from the Client about the Client's financial situation, investment objectives, and reasonable restrictions the Client wants imposed on the management of the account; periodically review reports provided to the Client and consult with the Client; contact the Client at least annually to review with the Client the Client's financial situation and objectives; communicate information to the Investment Advisers managing the account as warranted; and assist the Client in understanding and evaluating the services provided</p>

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	<p>by both the unaffiliated Investment Adviser and the Advisers managing the account. Clients should notify the ING Financial Partners IAR of any changes in their financial situation, investment objectives, or account restrictions. Clients may also contact directly the Advisers managing the account.</p> <p>Fees may be negotiated but generally range from 0.75% to 3.00%, depending on the program selected, the size of the account and the services covered. Under some programs, an inclusive fee covers account management, brokerage, clearance, custody and administrative services. In other programs, the account may be charged separately for such services. The amount of the fees, the services provided, the payment structure, termination provisions, account minimums and other aspects of each program are detailed and disclosed in the unaffiliated Investment Adviser's Form ADV Part II (or other applicable disclosure document), in the disclosure documents of the Adviser managing the account, and in the account opening documents. ING Financial Partners will share in the fee, the portion of which can be disclosed upon request.</p> <p>The unaffiliated Investment Adviser is responsible for issuing a statement of activity in the Client's account at least quarterly, which includes the amount of advisory fees paid to the unaffiliated Investment Adviser. The unaffiliated Investment Adviser may act as broker/dealer in connection with the program and may receive additional compensation. Form ADV Part II or other applicable disclosure document of the unaffiliated Investment Adviser and of the Advisers selected to manage the account will be provided to all Clients interested in these programs.</p> <p><b>AssetMark</b></p> <p>ING Financial Partners offers an asset allocation system known as AssetMark Investment Services. Client fees are payable quarterly, in advance, based on assets under management using the following fee schedule. Clients may terminate AssetMark accounts at any time and receive a full refund of any unearned fees.</p> <p>Through the use of AssetMark Investment Services ("AssetMark"), ING Financial Partners can offer Clients an asset allocation program or an individual or privately managed account program. The asset allocation system known as AssetMark Investment Services uses model portfolios of mutual funds provided by a number of institutional investment strategists. Additionally, Clients may obtain asset allocation services on their variable annuity. Individual asset management services are offered with the use of individual investment managers who provide discretionary management services to Clients using equity and/or fixed income securities. The minimum investment required for participation in the AssetMark program is generally \$50,000 for mutual fund allocation services and \$250,000 for individual or privately managed account services. The asset allocation program is more fully described in the AssetMark Investment Services Schedule H Program Disclosure Document. Through the asset allocation program (using mutual funds and/or variable annuities) model portfolios are composed by a group of independent investment strategists designed to satisfy a gradient of risk/return assumptions. The independent investment strategists have no direct relationship with ING Financial Partners, make no analysis of the Client's circumstances or objectives, and do not tailor the model portfolios to any specific Client's needs. ING Financial Partners will assist the Client in selecting a model portfolio that best suits the Client's investment objectives. Upon the Client selecting a model portfolio, the Client directs the Account to be invested in accordance with the chosen model portfolio and directs the Account to be automatically adjusted to reflect any adjustments made in the model portfolios by the</p>

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	<p>investment strategists. Client is advised that such authorization will result in the purchase and sale of certain mutual funds (or transfers between variable annuity sub-accounts) without further authorization from the Client. ING Financial Partners does not take custody of Client assets. Accounts in the privately managed account program are advised by ING Financial Partners on a nondiscretionary basis. The private or individual account managers take discretionary authority to manage Clients' accounts. ING Financial Partners will have the discretionary authority to accept or decline the asset allocation recommendations in the mutual fund and variable accounts program. AssetMark Client fees are payable quarterly, in advance, based on assets under management in accordance with the fee schedule below.</p> <table style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th></th> <th style="text-align: center;">Minimum Fee</th> <th style="text-align: center;">Maximum Fee</th> </tr> </thead> <tbody> <tr> <td colspan="3"><b>Mutual Fund and Variable Annuity Accounts:</b></td> </tr> <tr> <td>First \$250,000</td> <td style="text-align: center;">1.00%</td> <td style="text-align: center;">1.95%</td> </tr> <tr> <td>Next \$250,000</td> <td style="text-align: center;">.90%</td> <td style="text-align: center;">1.80%</td> </tr> <tr> <td>Next \$500,000</td> <td style="text-align: center;">.75%</td> <td style="text-align: center;">1.60%</td> </tr> <tr> <td>Next \$1 Million</td> <td style="text-align: center;">.60%</td> <td style="text-align: center;">1.30%</td> </tr> <tr> <td>Over \$2 Million</td> <td style="text-align: center;">.50%</td> <td style="text-align: center;">1.00%</td> </tr> <tr> <td colspan="3"><b>Exchange Traded Fund &amp; Individually Managed Accounts:</b></td> </tr> <tr> <td>First \$1 Million</td> <td style="text-align: center;">1.15%</td> <td style="text-align: center;">1.55%</td> </tr> <tr> <td>Next \$2 Million</td> <td style="text-align: center;">.90%</td> <td style="text-align: center;">1.25%</td> </tr> <tr> <td>Next \$2 Million</td> <td style="text-align: center;">.75%</td> <td style="text-align: center;">1.05%</td> </tr> <tr> <td>Over \$5 Million</td> <td style="text-align: center;">.55%</td> <td style="text-align: center;">.85%</td> </tr> <tr> <td colspan="3"><b>Consolidated Managed Accounts:</b></td> </tr> <tr> <td>First \$1 Million</td> <td style="text-align: center;">1.40%</td> <td style="text-align: center;">1.80%</td> </tr> <tr> <td>Next \$2 Million</td> <td style="text-align: center;">1.15%</td> <td style="text-align: center;">1.50%</td> </tr> <tr> <td>Next \$2 Million</td> <td style="text-align: center;">1.00%</td> <td style="text-align: center;">1.30%</td> </tr> <tr> <td>Over \$5 Million</td> <td style="text-align: center;">.85%</td> <td style="text-align: center;">1.15%</td> </tr> </tbody> </table> <p>ING Financial Partners introduces clients to investment managers who provide discretionary management of individual portfolios of equity and/or fixed income securities.</p> <p>In advising retail clients of ING Financial Partners investing in the AssetMark Investment Services , ING Financial Partners uses model portfolios of mutual funds, Exchange Traded Funds (EFT's) and Variable Annuity sub-accounts provided by a number of institutional investment strategists and based on the information, research, asset allocation methodology and investment strategists.</p> <p>The minimum investment required in the AssetMark Investment Services program is generally \$50,000 for Mutual Fund and Variable Annuity accounts and \$100,000 for EFT and Privately Managed Accounts. Accounts below these minimums may be accepted on an individual basis at the discretion of ING Financial Partners.</p>		Minimum Fee	Maximum Fee	<b>Mutual Fund and Variable Annuity Accounts:</b>			First \$250,000	1.00%	1.95%	Next \$250,000	.90%	1.80%	Next \$500,000	.75%	1.60%	Next \$1 Million	.60%	1.30%	Over \$2 Million	.50%	1.00%	<b>Exchange Traded Fund &amp; Individually Managed Accounts:</b>			First \$1 Million	1.15%	1.55%	Next \$2 Million	.90%	1.25%	Next \$2 Million	.75%	1.05%	Over \$5 Million	.55%	.85%	<b>Consolidated Managed Accounts:</b>			First \$1 Million	1.40%	1.80%	Next \$2 Million	1.15%	1.50%	Next \$2 Million	1.00%	1.30%	Over \$5 Million	.85%	1.15%
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**Schedule F of Form ADV Continuation Sheet for Form ADV Part II**

Applicant:  
**ING Financial Partners, Inc.**

SEC File Number:  
801- 46585

Date:  
02/01/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>ING Financial Partners, Inc.</b>	IRS Empl. Ident. No.: <b>41-0945505</b>												
Item of Form (identify)	Answer												
	<p>Investors participating in the AssetMark Investment Service program will receive monthly account statements (quarterly in Variable Annuity accounts) and quarterly reports showing the investment performance of their account.</p> <p>Privately Managed Accounts are all advised on a non-discretionary basis as the investment discretion on these accounts has been designated by each Client to specific Private Account Managers.</p> <p>Clients may terminate the programs in accordance with the terms set forth by the third-party ING Financial Partners as disclosed in the advisory agreement and the third-party ING Financial Partner's disclosure brochure.</p> <p>IARs of ING Financial Partners are entitled to receive a quarterly reimbursement from AssetMark Investment Services, Inc., for qualified marketing and/or business development expenses incurred by IARs. The amount of such reimbursement is based on the total assets invested by the IAR at the end of each calendar quarter in the AssetMark Program, as follows:</p> <table style="margin-left: 40px; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"><u>Asset Level</u></th> <th style="text-align: left;"><u>Quarterly Reimbursement</u></th> </tr> </thead> <tbody> <tr> <td>\$ 25 mm</td> <td>\$1,250</td> </tr> <tr> <td>\$ 35 mm</td> <td>\$1,750</td> </tr> <tr> <td>\$ 50 mm</td> <td>\$2,500</td> </tr> <tr> <td>\$ 75 mm</td> <td>\$3,750</td> </tr> <tr> <td>\$ 100 mm</td> <td>\$5,000</td> </tr> </tbody> </table> <p><b>Financial Planning</b></p> <p>Adviser offers financial planning and consultation services including, estate, retirement, and college planning services. Adviser will gather financial information and history from client including, but not limited to, retirement and financial goals, investment objectives, investment horizon, financial needs, cash flow analysis, cost of living needs, education needs, savings tendencies, and other applicable financial information required by Adviser in order to provide the investment advisory services requested. Adviser will prepare a written financial plan based upon the client's stated goals and needs.</p> <p>Financial plans are based on the Client's financial situation at the time and the financial information disclosed by the Client to Adviser. Clients are advised that certain assumptions may be made with respect to interest and inflation rates and use of past trends and performance of the market and economy. However, past performance is in no way an indication of future performance. Adviser cannot offer any guarantees or promises that client's financial goals and objectives will be met. Further, client should continue to review any plan and update the plan based upon changes in the client's financial situation, goals, or objectives or changes in the economy. Should client's financial situation or investment goals or objectives change, clients should notify Adviser promptly of the changes. Clients are advised that advice or guidance on a client's insurance needs may be limited.</p>	<u>Asset Level</u>	<u>Quarterly Reimbursement</u>	\$ 25 mm	\$1,250	\$ 35 mm	\$1,750	\$ 50 mm	\$2,500	\$ 75 mm	\$3,750	\$ 100 mm	\$5,000
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**Schedule F of  
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Applicant:  
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SEC File Number:  
801- 46585

Date:  
02/01/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

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Item of Form (identify)	Answer	
	<p>Adviser may offer financial planning services for a fixed fee and hourly fee basis as negotiated between the IAR and Client and depending on the complexity of the services requested, the amount of research required to provide the services, and the complexity of the financial plan. Fees are negotiable and are charged in accordance with the fee schedule below. The financial planning advisory agreement is considered fulfilled, and therefore terminated upon presentation of the financial plan to the Client.</p> <p>IARs may charge a fixed fee may range from \$0 to \$15,000. The fee may be payable at the time the Client signs the financial planning agreement or one-half (1/2) of the fee may be collected at the time the financial planning agreement is signed with the remaining 1/2 of the balance is due at the time of presentation of the financial plan.</p> <p>IARs may charge a hourly fee that may range from \$0 - \$500 per hour. The fee may be payable as invoiced by Adviser. Client's IAR will provide client with an estimate of the number of hours anticipated to be needed to provide the services requested by the Client upon execution of the financial planning agreement.</p> <p>Client may terminate financial planning services within five (5) business days after entering into the advisory agreement without penalty. After five (5) business days of entering into the advisory agreement, Client may terminate upon Adviser's receipt of Client's written notice to terminate. Client will be responsible for any time spent by Adviser in providing the advisory services or analyzing the Client's situation.</p> <p>Client is advised that fees for financial planning are strictly for financial planning services. Therefore, client may pay fees and/or commissions for additional services provided by Adviser such as asset management and portfolio review or securities and insurance products purchased through the IAR. Client is under no obligation to purchase any securities or insurance products through IAR or Adviser. The cost to clients of financial planning services provided by IARs may be more or less than the cost of purchasing similar services, together or separately, from other financial services providers or from IARs in their capacity as registered representatives. Specific securities product recommendations made to implement financial plans or financial planning services are made by the representative separately from the financial plan or planning service in the capacity of a registered representative.</p> <p><b>Financial Planning Seminars</b></p> <p>IARs may conduct seminars which may include presentations on financial planning, various securities and insurance strategies, business planning, long-term care and/or retirement planning.</p> <p>Seminar fees are set by the IAR who is conducting the seminar and may be up to \$500 per person; however, in most cases the charge will be less. Attendees are under no obligation to do so, but are encouraged to have individual consultation with the IAR and to have a financial plan prepared. In addition, IARs who have been given approval may charge the corporate sponsors of their seminars a fixed fee not to exceed \$10,000, to hold seminars for the corporation's employees. This fee is not tied to a per employee attendance count.</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**PAGE 28**

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

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	<p><b>General</b></p> <p>Specific securities product recommendations involving mutual funds may be made by representatives in the capacity as a registered representative. Mutual funds may carry loads (i.e. sales charges) that may be up-front or on a contingent deferred basis or be no-loads with no initial or contingent deferred sales charges. Clients are advised that IARs are registered representatives of ING Financial Partners, Inc., a registered broker/dealer, member of the National Association of Securities Dealers ("NASD") and SIPC and a SEC registered investment adviser. Therefore, representatives have a conflict of interest in recommending mutual funds that carry a load since such mutual funds will pay representatives a commission should the purchase be made through representatives.</p> <p>The securities products and services available through ING Financial Partners are limited to certain products that have been reviewed and made available for offering through ING Financial Partners.</p> <p>Client is advised that the investment recommendations and advice offered by Adviser are not legal advice or accounting advice. Client should coordinate and discuss the impact of financial advice with their attorney and/or accountant. Client is advised that it is necessary to inform Adviser promptly with respect to any changes in the client's financial situation and investment goals and objectives. Failure to notify Adviser of any such changes could result in investment recommendations not meeting the needs of the client.</p> <p><b>Warranties/Representations</b></p> <p>Adviser does not represent, warrant or imply that the services or methods of analysis used by Adviser can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to major market corrections or crashes. No guarantees can be offered that client's goals or objectives will be achieved. Further, no promises or assumptions can be made that the advisory services offered by Adviser will provide a better return than other investment strategies.</p> <p><b>Privacy Notice</b></p> <p>Adviser gathers various nonpublic information from clients in order to provide advisory products and services. Adviser does not share nonpublic information with unaffiliated third parties except as permitted by law. Clients will be provided with a copy of Adviser's privacy policy upon establishment of a client relationship with Adviser and annually thereafter as long as client remains an active client.</p> <p><b>Code of Ethics</b></p> <p>Pursuant to Rule 204A-1 (the "Rule") adopted by the Securities and Exchange Commission under the Investment Advisers Act of 1940 (the "Act"), ING Financial Partners, a registered investment adviser under the Act, has adopted a Code of Ethics (the "Code").</p> <p>The Code, among other things, (i) sets forth the Adviser's obligations and those of its supervised</p>

**Schedule F of Form ADV**  
**Continuation Sheet for Form ADV Part II**

Applicant:  
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SEC File Number:  
**801- 46585**

Date:  
**02/01/2010**

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<b>Item 5</b>	<p>persons to avoid any actual or potential conflict of intense with a client to ensure compliance with securities laws and (ii) requires certain of the Adviser's supervised persons called "Access Persons" to periodically report their personal securities transactions and holdings and to obtain the Adviser's approval before investing in initial public offering or private placement. The Code does not intend to prohibit personal securities activities by the Adviser's supervised persons, but rather prescribes rules to prevent actual and apparent conflicts of interest by those individuals who have access to information regarding the securities activities of, and recommendations provided to, the Adviser's clients. While it is not possible to define and prescribe all-inclusive rules addressing all possible situations in which conflicts of interest may arise, the Code sets forth the Adviser's general policy regarding conduct in situations when conflicts of interest may exist.</p> <p>Clients may receive a copy of the Code upon request.</p> <p><b>Education and Business Standards</b></p> <p>The level of experience of IARs will vary. IARs must be securities licensed and be registered representatives of ING Financial Partners. IARs must also meet all applicable state licensing requirements.</p>	
<b>Item 6</b>	<p><b>Education and Business Background</b></p> <p>Karl Lindberg; born in 1959, B.A. in Economics and Business Management Luther College, MBA, Drake University. Mr. Lindberg is President and CEO of ING Financial Partners. Mr. Lindberg has been a senior officer in charge of broker/dealer and investment advisor operations for 15 years. He holds the FINRA Series 7, 24, 63, and 65 registrations.</p> <p>Kevin Stych; born in 1963, B.B.A in Marketing, University of Iowa, MBA in Business, St. Ambrose University. Mr. Stych is Vice President of Marketing of ING Financial Partners and the ING Advisors Network Strategic Broker/Dealer Division. Mr. Stych has been in the insurance, brokerage and investment advisory industries in the areas of management, marketing and sales for 10 years. Mr. Stych holds FINRA Series 7, 24 and 63 registrations.</p> <p>Christopher A. Cokinis; born in 1957, B.S. Finance Eastern Illinois University. Mr. Cokinis is Vice President and Chief Compliance Officer of ING Financial Partners. Mr. Cokinis has been in the securities industry for 22 years in the areas of management, operations, compliance, and sales with the past 8 years in senior officer roles in charge of broker/dealer and investment adviser operations and compliance. He holds FINRA Series 7, 4, 24, 53, 63, 65, and 27 registrations and an Iowa insurance producer license for life, health and variable contracts.</p> <p>Barbara J. Kesterson; born in 1968, B.B.A. in Finance University of Iowa, MBA, University of Iowa. Ms. Kesterson is CFO of ING Financial Partners. Ms. Kesterson has been in an oversight role for broker/dealer finance and operations functions for over 8 years. She holds FINRA Series 7, 24, 4, 27, 63 and 65 registrations.</p>	
<b>Item 7</b>	<p><b>Other Business Activities</b></p>	

**Schedule F of Form ADV Continuation Sheet for Form ADV Part II**

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<b>Item 8</b>	<p>ING Financial Partners is a full service broker/dealer registered with the SEC and NASD. ING Financial Partners is also licensed as an insurance agency. ING Financial Partners's senior officers spend 85% of their time on its broker/dealer activities. ING Financial Partners actively recruits individuals who are securities and insurance licensed as independent registered representatives to solicit, offer and sell securities products through ING Financial Partners. ING Financial Partners' business as a broker/dealer generally consists of securities transactions for a commission. Securities business includes purchases and sales in mutual funds, variable insurance products, stocks, bonds, unit investment trusts and other securities. General securities transactions are cleared on a fully disclosed basis through Pershing. Additionally, ING Financial Partners may offer various fixed insurance products for which it and its agents may receive a commission. The business of the senior officers of Adviser is overseeing and participating in the daily management of ING Financial Partners both as a broker/dealer and investment adviser and the supervision of its registered representatives. The principal officers generally do not directly provide investment advice or solicit clients for investment advisory services.</p> <p>Adviser is owned by ING Groep NV (ING) and is under common control with Equitable Life Insurance Company of Iowa, First Golden American Life Insurance Company of New York, Golden American Life Insurance Company, Security Life of Denver, Southland Life Insurance Company, and United Life and Annuity Insurance Company. Additionally, Adviser is under common control with various other ING broker/dealers that may conduct business similar to ING Financial Partners. Commissions may be higher or lower at ING Financial Partners and at the other affiliated ING related broker/dealers than at other broker/dealers. Additionally, the broker/dealers with whom ING Financial Partners is under common control may be dually registered as investment advisers and offer various investment advisory programs and services. Advisory programs may be similar to the advisory programs offered by ING Financial Partners. Further, advisory fees and expenses may be higher or lower than the advisory fees charged by ING Financial Partners for similar services.</p> <p>IARs of ING Financial Partners are independent contractors. Consequently, they may be licensed to solicit, offer and sell insurance products for which they will be paid a commission. A potential conflict of interest exists when advisory Clients open non-managed brokerage accounts with IARs who are also licensed as ING Financial Partners registered representatives and insurance agents, because they also have an interest in making commissions. IARs may also be registered with the SEC or states in which they conduct business as registered investment advisers offering various investment advisory services for a fee. These investment advisory services are separate and distinct from the advisory services offered by ING Financial Partners.</p> <p>ING Financial Partners has entered into an arrangement whereby IARs of ING Financial Partners may refer clients in need of corporate trust services to ING National Trust based in Minneapolis, MN. ING Trust is approved to provide administrative trust services to ING Financial Partners advisory clients through managed account programs sponsored by ING Financial Partners such as Preferred Asset Management Prime Portfolio Services Program. ING National Trust and ING Financial Partners are affiliated ING Companies.</p>	



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Item of Form (identify)	Answer	
	<p>Financial Partners and Pershing, or any other designated custodians are exclusive of and in addition to the Adviser's investment management fees.</p> <p>Adviser and its IARs may receive trail commissions also known as 12b-1 fees from the mutual fund companies based on assets under management 12b-1 fees vary, but usually range from .25-1% as described in the fund prospectus. The receipt of such fees could represent a conflict of interest for IARs to solicit, offer and recommend funds with 12b(1) fees over funds that have no 12b-1 fees or lower 12b-1 fees. In compliance with ERISA rules, any 12b-1 fees received by ING Financial Partners in connection with an Account invested in mutual funds will be credited to the Account.</p> <p>Adviser has entered into arrangements with various third party advisers whereby Adviser and its IARs agree to refer clients to the third party advisers. In return, the third party adviser will share a portion of its fee with Adviser. Adviser will subsequently pass a portion of the advisory fee to the IAR. A conflict of interest could be deemed to exist for IARs to recommend third party managers who pay a higher fee. Clients are advised that IARs are restricted to only recommending approved third party advisers. More detailed information about third party advisers may be found in each program's ADV II disclosure document.</p> <p>ING Financial Partners has entered into an agreement with a firm whereby ING Financial Partners receives a payment based on the number of client fixed income trades placed at such firm. These payments may pose a conflict of interest for ING Financial Partners to have fixed income trades placed with such firm.</p> <p>ING Financial Partners offers clients different investment options in its various products sponsored by many different companies, focusing on some of the largest fund families that offer a broad spectrum of investment products. Each fund family with whom ING Financial Partners has a selling agreement has access to ING Financial Partner's investment adviser representatives to provide training, educational presentations, product information, information on industry trends, and new investment ideas. ING Financial Partners concentrates its marketing and training efforts on investments offered by certain fund families ("Strategic Partners), selected by ING Financial Partners, in part, based on whether they offer competitive products, their technology, their customer service, and their training and education capabilities. Some Strategic Partners are affiliates of ING Financial Partners. Strategic Partners attend or sponsor education and training meetings for ING Financial Partners's investment adviser representatives and make payments to ING Financial Partners to compensate ING Financial Partners for these enhanced marketing and training opportunities. The additional compensation ING Financial Partners receives in connection with the sale of Strategic Partner products may pose a conflict of interest for ING Financial Partners to promote such products over other products. Clients do not pay ING Financial Partners or its affiliates extra compensation nor do they pay more to purchase Strategic Partner products through ING Financial Partners. In some cases, transaction clearing</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

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----------------------------------------------------------------------------------------------------------------------	--------------------------------------------

Item of Form (identify)	Answer
	<p>costs that would normally be paid by the client (as in the case of a Preferred Asset Management account) or the investment adviser representative (as in the case of a Prime Portfolio Services account) may be reduced or eliminated on Strategic Partner products. The reduction or elimination of such clearing costs in Prime accounts may pose a conflict of interest for investment adviser representatives to promote certain Strategic Partner products over other products in a client's Prime account.</p> <p>Companies that are not Strategic Partners may at times send ING Financial Partners payments in recognition of ING Financial Partners's efforts in educating their investment adviser representatives regarding such companies' products, which may pose a conflict of interest for ING Financial Partners to promote such products over other products.</p> <p>End of Schedule F</p>

Complete amended pages in full, circle amended items and file with execution page (page 1).

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