

The Best of America[®] SuccessorSM
Prospectus dated May 1, 2008

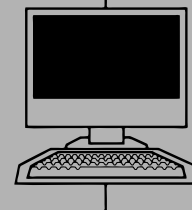
*A Deferred Variable Annuity Contract Issued by
Nationwide Life Insurance Company through its
Nationwide Variable Account*

Why Wait?

Get your financial information when you want it!

Sign up for eDelivery from Nationwide[®] today —
it's simple, fast and secure.

See the **Statements and Reports** section
inside for more details...



The Best of America[®] SuccessorSM

- Not a deposit • Not FDIC insured
- Not guaranteed by the institution
- Not insured by any federal government agency • May lose value



Nationwide[®]
On Your SideSM

Investments Retirement Insurance

**Prospectus supplement dated September 28, 2020
to the following prospectus(es):**

Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

The following disclosure changes are made to the prospectus:

The prospectus offers the following underlying mutual funds as investment options under the contract.

Effective on or about September 30, 2020, the name of the investment options are updated as indicated below:

CURRENT NAME	UPDATED NAME
Invesco Oppenheimer Capital Appreciation Fund - Class A	Invesco Capital Appreciation Fund - Class A
Invesco Oppenheimer Discovery Mid Cap Growth Fund - Class A	Invesco Discovery Mid Cap Growth Fund - Class A
Invesco Oppenheimer Global Fund - Class A	Invesco Global Fund - Class A
Invesco Oppenheimer Global Strategic Income Fund - Class A	Invesco Global Strategic Income Fund - Class A

**Prospectus supplement dated August 3, 2020
to the following prospectus(es):**

Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

The following disclosure changes are made to the prospectus:

The prospectus offers the following underlying mutual fund as an investment option under the contract.

Effective on or about September 25, 2020, the name of the investment option is updated as indicated below:

CURRENT NAME	UPDATED NAME
American Century Income & Growth Fund: Class A	American Century Disciplined Core Value Fund – Class A

**Prospectus supplement dated May 27, 2020
to the following prospectus(es):**

Waddell & Reed Advisors Select Preferred (2.0) and Waddell & Reed Advisors Select Preferred NY (2.0) dated May 1, 2019

America's marketFLEX Annuity, BOA America's Exclusive Annuity II, Waddell & Reed Advisors Select Reserve Annuity, and The One Investor Annuity dated May 1, 2016

BOA America's Income Annuity, Waddell & Reed Advisors Select Income Annuity, and BOA Advisor Variable Annuity dated May 1, 2014

BOA Choice Venue Annuity II, Nationwide Income Architect Annuity, Nationwide Destination EV, Nationwide Destination Navigator, Nationwide Destination Navigator (New York), BOA Choice Annuity, BOA Choice Venue Annuity, Key Choice, and Paine Webber Choice Annuity dated May 1, 2013

Schwab Income Choice Variable Annuity dated May 1, 2012

Schwab Custom Solutions Variable Annuity dated May 1, 2010

Successor, Nationwide Enterprise The Best of America Annuity, Evergreen Ultra Advantage Plus, Nationwide Select Annuity, BOA TruAccord Variable Annuity, Multi-Flex Annuity, Waddell & Reed Advisors Select Annuity, and Market Street VIP/2 Annuity (NLAIC) dated May 1, 2008

America's Vision Plus Annuity, America's Vision Annuity, and BOA Exclusive Annuity dated May 1, 2004

Evergreen Ultra Advantage dated November 25, 2003

Nationwide Classic Annuity, ElitePRO LTD, ElitePRO Classic, Retirement Ally A, and Retirement Ally B dated May 1, 2003

BOA InvestCare, MFS Variable Annuity, VIP Extra Credit Annuity (NLIC), Market Street VIP/2 Annuity (NLIC), and VIP Extra Credit Annuity (NLAIC) dated May 1, 2002

VIP Premier DCA Annuity (NLIC) and VIP Premier DCA Annuity (NLAIC) dated November 1, 2001
NLAIC Annuity and Options VIP Annuity (NLAIC) dated May 1, 2001

American Capital AO, Smith Barney AO, and Citibank Annuity dated May 1, 2000

NLAIC VIP Annuity dated May 2, 1994

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

The following disclosure changes are made to the prospectus:

Risks Associated with COVID-19

In March 2020, the World Health Organization declared the COVID-19 outbreak a pandemic, which has resulted in market volatility and general economic uncertainty. To address disruptions in connection with the COVID-19 pandemic, Nationwide has implemented business continuity plans so that it can continue to provide products and services to its customers. While these efforts have been successful to date, Nationwide continues to be subject to certain risks that could negatively impact its operations, including system failures, mail delivery delays, unavailability of critical personnel due to illness or other reasons related to the pandemic, and disruptions to service providers.

Significant market volatility and negative investment returns in the market resulting from the COVID-19 pandemic could have a negative impact on returns of the underlying mutual funds in which the Separate Account invests. Additionally, prolonged current economic conditions and consumer behavior related to COVID-19 could affect the amount of sales and profitability of Nationwide's businesses and could have a negative impact on its financial condition and operations.

While we are confident in our ability to manage the financial risks related to COVID-19, the extent and duration of the risks related to the COVID-19 pandemic are unknown at this time. It is possible these risks could impact Nationwide's financial strength and claims-paying ability. There are many factors beyond Nationwide's control that cannot be mitigated or foreseen that could have a negative impact on Nationwide and the operation of the contract. Nationwide continues to monitor the economic situation and its business operations closely.

CARES Act

The CARES Act was enacted on March 27, 2020. The CARES Act made numerous changes to the Internal Revenue Code effective January 1, 2020, including the following:

- Waiving the 2020 minimum distribution requirement (RMD) from defined contribution plans and IRAs, including the 2019 RMD taken in 2020 for those individuals turning 70½ in 2019.
- Relief for coronavirus-related distributions and loans from qualified plans and IRAs, which includes an exception from the 10% penalty for early distribution and an exemption from the 20% mandatory withholding requirement.

Along with the passage of the CARES Act, the IRS extended the deadline to make a 2019 IRA or Roth IRA contribution to July 15, 2020 in order to coincide with the extended deadline for filing an individual's income tax return.

**Supplement dated May 1, 2020
to the
Successor prospectus dated May 1, 2008**

This supplement updates certain information contained in the prospectus. Please read it and keep it with the prospectus for future reference.

1. The following is added to the prospectus as a result of the SECURE Act that was enacted on December 20, 2019:

For those contract owners who attained the age of 70 1/2 prior to January 1, 2020, distributions from an IRA, SEP IRA, Simple IRA, or tax sheltered annuity must begin no later than April 1 of the calendar year following the calendar year in which the contract owner reaches age 70 1/2. The SECURE Act raised the age that distributions from IRAs, SEP IRAs, Simple IRAs, or tax sheltered annuities must begin. For contract owners who attain age 72 on or after January 1, 2020, distributions must begin no later than April 1 of the calendar year in which the contract owner turns age 72.

The SECURE Act changed other provisions of the tax law. Consult a tax adviser for more information on the SECURE Act.

2. The following sections of the prospectus are restated.

- 1) The Total Annual Mutual Fund Operating Expenses table, which shows the minimum and maximum total operating expenses, as of December 31, 2019, charged by the underlying mutual funds that a contract owner may periodically pay while the contract is in force. More detail concerning each mutual fund's fees and expenses is contained in the mutual fund's prospectus.
- 2) The Legal Proceedings for Nationwide Life Insurance Company and Nationwide Investment Services Corporation, which describe certain information about the legal and regulatory proceedings that the Company is subject to.
- 3) The Underlying Mutual Fund Information appendix, which contains information about the mutual funds available to the contract owner through investment in the sub-accounts.

Total Annual Mutual Fund Operating Expenses		
	Minimum	Maximum
Total Annual Mutual Fund Operating Expenses (expenses that are deducted from the mutual fund assets, including management fees, distribution (12b-1) fees, and other expenses)	0.50%	1.52%

Legal Proceedings

Nationwide Life Insurance Company

Nationwide Financial Services, Inc. (NFS, or collectively with its subsidiaries, (the "Company") was formed in November 1996. NFS is the holding company for Nationwide Life Insurance Company (NLIC), Nationwide Life and Annuity Insurance Company (NLAIC) and other companies that comprise the life insurance and retirement savings operations of the Nationwide group of companies (Nationwide). This group includes Nationwide Financial Network (NFN), an affiliated distribution network that markets directly to its customer base. NFS is incorporated in Delaware and maintains its principal executive offices in Columbus, Ohio.

The Company is subject to legal and regulatory proceedings in the ordinary course of its business. These include proceedings specific to the Company and proceedings generally applicable to business practices in the industries in which the Company operates. The outcomes of these proceedings cannot be predicted due to their complexity, scope, and many uncertainties. The Company believes, however, that based on currently known information, the ultimate outcome of all pending legal and regulatory proceedings is not likely to have a material adverse effect on the Company's financial

position. The Company maintains Professional Liability Insurance and Director and Officer Liability insurance policies that may cover losses for certain legal and regulatory proceedings. The Company will make adequate provision for any probable and reasonably estimable recoveries under such policies.

The various businesses conducted by the Company are subject to oversight by numerous federal and state regulatory entities, including but not limited to the Securities and Exchange Commission, the Financial Industry Regulatory Authority, the Department of Labor, the Internal Revenue Service, the Office of the Comptroller of the Currency and state insurance authorities. Such regulatory entities may, in the normal course of business, be engaged in general or targeted inquiries, examinations and investigations of the Company and/or its affiliates. With respect to all such scrutiny directed at the Company or their affiliates, the Company is cooperating with regulators.

Nationwide Investment Services Corporation

The general distributor, NISC (the "Company"), is subject to legal and regulatory proceedings in the ordinary course of its business. These include proceedings specific to the Company and proceedings generally applicable to business practices in the industries in which the Company operates. The outcomes of these proceedings cannot be predicted due to their complexity, scope and many uncertainties. The Company believes, however, that based on currently known information, the ultimate outcome of all pending legal and regulatory proceedings is not likely to have a material adverse effect on the Company's financial position. The Company has agreements with Nationwide Life Insurance Company (NLIC) under which, NLIC pays all litigation costs on behalf of the Company. Should NLIC be unable or unwilling to pay these costs in the future, the Company would be liable for such costs.

The various businesses conducted by the Company are subject to oversight by numerous federal and state regulatory entities, including but not limited to the Securities and Exchange Commission, the Financial Industry Regulatory Authority, the Department of Labor, the Internal Revenue Service, the Office of the Comptroller of the Currency and state insurance authorities. Such regulatory entities may, in the normal course of business, be engaged in general or targeted inquiries, examinations and investigations of the Company and/or its affiliates. With respect to all such scrutiny directed at the Company or its affiliates, the Company is cooperating with regulators.

Underlying Mutual Fund Information

This appendix contains information about the underlying mutual funds in which the Sub-Accounts invest. The underlying mutual funds in which the Sub-Accounts invest are designed primarily as investments for variable annuity contracts and variable life insurance policies issued by insurance companies. There is no guarantee that the investment objectives will be met. Refer to the prospectus for each underlying mutual fund for more detailed information.

Designations Key:

FF: The underlying mutual fund primarily invests in other mutual funds. Therefore, a proportionate share of the fees and expenses of any acquired funds are indirectly borne by investors. As a result, investors in this Sub-Account may incur higher charges than if the assets were invested in an underlying mutual fund that does not invest in other mutual funds. Refer to the prospectus for this underlying mutual fund for more information.

STTF: The underlying mutual fund assesses (or reserves the right to assess) a short-term trading fee (see *Short Term Trading Fees*).

Aberdeen U.S. Small Cap Equity Fund: Class A

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2004

Investment Advisor: Aberdeen Asset Management, Inc.
Investment Objective: Seeks long-term capital appreciation.
Designation: STTF

American Century Growth Fund: Investor Class

This underlying mutual fund is only available in contracts for which good order applications were received before August 31, 2011

Investment Advisor: American Century Investment Management, Inc.
Investment Objective: Long-term capital growth.

American Century Income & Growth Fund: Class A

Investment Advisor: American Century Investment Management, Inc.
Investment Objective: The fund seeks long-term capital growth.

American Century International Growth Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: American Century Investment Management, Inc.
Investment Objective: Long-term capital growth.

American Century Short-Term Government Fund: Investor Class

Investment Advisor: American Century Investment Management, Inc.
Investment Objective: Seeks high current income while maintaining safety of principal.

American Century Ultra® Fund: Investor Class

Investment Advisor: American Century Investment Management, Inc.
Investment Objective: Long-term capital growth.

American Century Variable Portfolios, Inc. - American Century VP International Fund: Class II

Investment Advisor: American Century Investment Management, Inc.
Investment Objective: Capital growth.

BNY Mellon Appreciation Fund, Inc.: Investor Shares

Investment Advisor: BNY Mellon Investment Adviser, Inc.
Sub-advisor: Fayez Sarofim & Co.
Investment Objective: The fund seeks long-term capital growth consistent with the preservation of capital. Its secondary goal is current income.

BNY Mellon Balanced Opportunity Fund: Class Z

This underlying mutual fund is only available in contracts for which good order applications were received before August 16, 2011

Investment Advisor: BNY Mellon Investment Adviser, Inc.
Investment Objective: The fund seeks high total return through a combination of capital appreciation and current income.

BNY Mellon Opportunistic Small Cap Fund: Investor Shares

Investment Advisor: BNY Mellon Investment Adviser, Inc.
Investment Objective: The fund seeks capital appreciation.

BNY Mellon Sustainable U.S. Equity Fund, Inc.: Class Z

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2004

Investment Advisor: BNY Mellon Investment Adviser, Inc.
Sub-advisor: Newton Investment Management Limited
Investment Objective: The fund seeks long-term capital appreciation.

Federated Bond Fund: Class F Shares

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Federated Investment Management Company
Investment Objective: High level of current income, as is consistent with the preservation of capital.

Federated Equity Income Fund, Inc.: Class F Shares

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Federated Equity Management Company of Pennsylvania
Investment Objective: Above average income and capital appreciation.

Federated High Yield Trust: Service Shares

Investment Advisor: Federated Investment Management Company
Investment Objective: High current income.
Designation: STTF

Federated Intermediate Corporate Bond Fund: Service Shares

Investment Advisor: Federated Investment Management Company
Investment Objective: To provide current income.

Fidelity Advisor® Balanced Fund: Class A

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Fidelity Management & Research Company
 Sub-advisor: FIMM, FMRC, FMR Investment Management (UK)LTD (FMR UK), FMR Hong Kong LTD (FMR H.K.), FMR (Japan) LTD (FMR Japan)
 Investment Objective: Income and growth of capital.

Fidelity Advisor® Equity Growth Fund: Class A

Investment Advisor: Fidelity Management & Research Company
 Sub-advisor: FMR Investment Management (UK)LTD (FMR UK), FMR Hong Kong LTD (FMR H.K.), FMR (Japan) LTD (FMR Japan)
 Investment Objective: Capital appreciation.

Fidelity Advisor® Equity Income Fund: Class A

Investment Advisor: Fidelity Management & Research Company
 Sub-advisor: FMR Investment Management (UK)LTD (FMR UK), FMR Hong Kong LTD (FMR H.K.), FMR (Japan) LTD (FMR Japan)
 Investment Objective: Seeks a yield from dividend and interest income which exceeds the composite dividend yield on securities comprising the S&P 500 Index.

Fidelity Advisor® Growth Opportunities Fund: Class A

Investment Advisor: Fidelity Management & Research Company
 Sub-advisor: FMR Investment Management (UK)LTD (FMR UK), FMR Hong Kong LTD (FMR H.K.), FMR (Japan) LTD (FMR Japan)
 Investment Objective: Capital growth.

Fidelity Advisor® High Income Advantage Fund: Class M

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Fidelity Management & Research Company
 Sub-advisor: FMRC, FMR Investment Management (UK)LTD (FMR UK), FMR Hong Kong LTD (FMR H.K.), FMR (Japan) LTD (FMR Japan)
 Investment Objective: Seeks high level of income and the potential for capital gains.

Fidelity Advisor® Overseas Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: Fidelity Management & Research Company
 Sub-advisor: FMRC, FMR Investment Management (UK)LTD (FMR UK), FMR Hong Kong LTD (FMR H.K.), FMR (Japan) LTD (FMR Japan), FIL Inv Advisors (FIA), FIA UK, FIL Investments Japan LTD
 Investment Objective: Long-term growth of capital.

Fidelity Variable Insurance Products Fund - VIP Overseas Portfolio: Service Class 2

Investment Advisor: Fidelity Management & Research Company
 Sub-advisor: FMR Co., Inc. (FMRC), FMR Investment Management (UK) Limited (FMR UK), and other investment advisers serve as sub-advisers for the fund.
 Investment Objective: Long-term growth of capital.

Franklin Mutual Series Fund, Inc. - Mutual Shares Fund: Class A

Investment Advisor: Franklin Mutual Advisers, LLC
 Investment Objective: Capital appreciation, which may occasionally be short term. The secondary goal is income.

Franklin Mutual U.S. Value Fund: Class A

Investment Advisor: Franklin Advisory Services, LLC
 Investment Objective: High total return, of which capital appreciation and income are components.

Franklin Small-Mid Cap Growth Fund: Class A

Investment Advisor: Franklin Advisers, Inc.
 Investment Objective: Long-term capital growth.

Franklin Templeton Variable Insurance Products Trust - Templeton Foreign VIP Fund: Class 2

This underlying mutual fund is only available in contracts for which good order applications were received before April 30, 2014

Investment Advisor: Templeton Investment Counsel, LLC
Investment Objective: Seeks long-term capital growth.

Invesco Equity and Income Fund: Class A

Investment Advisor: Invesco Advisers, Inc.
Investment Objective: To seek current income and, secondarily, capital appreciation. the highest possible income consistent with safety of principal. Long-term growth of capital is an important secondary investment objective.

Invesco Growth and Income Fund: Class A

Investment Advisor: Invesco Advisers, Inc.
Investment Objective: To seek income and long-term growth of capital.

Invesco Oppenheimer Capital Appreciation Fund: Class A

Investment Advisor: Invesco Advisers, Inc.
Investment Objective: The investment seeks capital appreciation.

Invesco Oppenheimer Discovery Mid Cap Growth Fund - Class A

Investment Advisor: Invesco Advisers, Inc.
Investment Objective: Capital appreciation.

Invesco Oppenheimer Global Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: Invesco Advisers, Inc.
Investment Objective: The investment seeks capital appreciation.

Invesco Oppenheimer Global Strategic Income Fund: Class A

Investment Advisor: Invesco Advisers, Inc.
Investment Objective: The Fund seeks total return.

Invesco Oppenheimer V.I. Global Fund: Series II

Investment Advisor: Invesco Advisers, Inc.
Investment Objective: The Fund seeks capital appreciation.

Invesco Real Estate Fund: Class A

Investment Advisor: Invesco Advisers, Inc.
Investment Objective: Total return through growth of capital and current income.

Invesco Small Cap Growth Fund: Investor Class

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2004

Investment Advisor: Invesco Advisers, Inc.
Investment Objective: Long-term growth of capital.

Ivy Small Cap Growth Fund: Class A

Investment Advisor: Ivy Investment Management Company
Investment Objective: To seek to provide growth of capital.

Janus Henderson Balanced Fund: Class S

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2004

Investment Advisor: Janus Capital Management LLC
Investment Objective: Long-term capital growth, consistent with preservation of capital and balanced by current income.

Janus Henderson Forty Fund: Class T

This underlying mutual fund is only available in contracts for which good order applications were received before April 28, 2017

Investment Advisor: Janus Capital Management LLC
Investment Objective: Seeks long-term growth of capital.

Janus Henderson Global Research Fund: Class S

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: Janus Capital Management LLC
Investment Objective: Long-term growth of capital.

Janus Henderson Global Research Fund: Class T

This underlying mutual fund is only available in contracts for which good order applications were received before October 2, 2000

Investment Advisor: Janus Capital Management LLC
Investment Objective: Long-term growth of capital.

Janus Henderson Overseas Fund: Class S

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: Janus Capital Management LLC
Investment Objective: Long-term capital growth.

Janus Henderson Research Fund: Class T

This underlying mutual fund is only available in contracts for which good order applications were received before April 28, 2017

Investment Advisor: Janus Capital Management LLC
Investment Objective: Long-term growth of capital.

Lazard U.S. Small-Mid Cap Equity Portfolio: Open Shares

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Lazard Asset Management LLC
Investment Objective: The fund seeks long-term capital appreciation.
Designation: STTF

Nationwide Bond Fund: Institutional Service Class

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Nationwide Asset Management, LLC
Investment Objective: The Fund seeks as high a level of current income as is consistent with preserving capital.
Designation: STTF

Nationwide Bond Index Fund: Class A

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: BlackRock Investment Management, LLC
Investment Objective: The Fund seeks to match performance of the Bloomberg Barclays U.S. Aggregate Bond Index as closely as possible before the deduction of fund expenses.
Designation: STTF

Nationwide Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective February 25, 2011

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Wellington Management Company LLP
Investment Objective: The Fund seeks total return through a flexible combination of capital appreciation and current income.
Designation: STTF

Nationwide Fund: Institutional Service Class

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Wellington Management Company LLP
Investment Objective: The Fund seeks total return through a flexible combination of capital appreciation and current income.
Designation: STTF

Nationwide Government Money Market Fund: Service Class

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Federated Investment Management Company
Investment Objective: The Fund seeks as high level of current income as is consistent with preserving capital and maintaining liquidity and seeks to maintain a stable net asset value of \$1.00 per share.

Nationwide Inflation-Protected Securities Fund: Institutional Service Class

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Nationwide Asset Management, LLC
Investment Objective: The Fund seeks to provide inflation protection and income consistent with investment in inflation-indexed securities.

Nationwide International Index Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: BlackRock Investment Management, LLC
Investment Objective: The Fund seeks to match the performance of the MSCI EAFE index as closely as possible before the deduction of fund expenses.

Designation: STTF

Nationwide Investor Destinations Aggressive Fund: Service Class

Investment Advisor: Nationwide Fund Advisors
Investment Objective: The Fund seeks to maximize total investment return for a given level of risk.
Designation: FF

Nationwide Investor Destinations Conservative Fund: Service Class

Investment Advisor: Nationwide Fund Advisors
Investment Objective: The Fund Seeks to maximize total investment return for a given level of risk.
Designation: FF

Nationwide Investor Destinations Moderate Fund: Service Class

Investment Advisor: Nationwide Fund Advisors
Investment Objective: The Fund seeks to maximize total investment return for a given level of risk.
Designation: FF

Nationwide Investor Destinations Moderately Aggressive Fund: Service Class

Investment Advisor: Nationwide Fund Advisors
Investment Objective: The Fund seeks to maximize total investment return for a given level of risk.
Designation: FF

Nationwide Investor Destinations Moderately Conservative Fund: Service Class

Investment Advisor: Nationwide Fund Advisors
Investment Objective: The Fund seeks to maximize total investment return for a given level of risk.
Designation: FF

Nationwide Mellon Dynamic U.S. Core Fund - Class A (formerly, Nationwide Dynamic U.S. Growth Fund: Class A)

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Mellon Investments Corporation
Investment Objective: The Fund seeks long-term capital growth.
Designation: STTF

Nationwide Mellon Dynamic U.S. Core Fund - Class R6 (formerly, Nationwide Dynamic U.S. Growth Fund: Class R6)

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective December 19, 2003

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Mellon Investments Corporation
Investment Objective: The Fund seeks long-term capital growth.

Nationwide Mid Cap Market Index Fund: Class A

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: BlackRock Investment Management, LLC
Investment Objective: The Fund seeks to match performance of the S&P MidCap 400® Index as closely as possible before the deduction of fund expenses.

Designation: STTF

Nationwide S&P 500 Index Fund: Service Class

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: BlackRock Investment Management, LLC
Investment Objective: The Fund seeks to provide investment results that correspond to the price and yield of stocks in the S&P 500 Index.

Designation: STTF

Nationwide Small Cap Index Fund: Class A

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: BlackRock Investment Management, LLC
Investment Objective: The Fund seeks to match performance of the unmanaged Russell 2000® Index as closely as possible before the deduction of fund expenses.

Designation: STTF

Nationwide Variable Insurance Trust - NVIT AllianzGI International Growth Fund: Class II (formerly, Nationwide Variable Insurance Trust - NVIT Multi-Manager International Growth Fund: Class II)

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Allianz Global Investors U.S. LLC
Investment Objective: The fund seeks long-term capital growth.

Nationwide Variable Insurance Trust - NVIT Columbia Overseas Value Fund: Class I (formerly, Nationwide Variable Insurance Trust - Templeton NVIT International Value Fund: Class I)

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2020

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Columbia Management Investment Advisers, LLC
Investment Objective: The Fund seeks to maximize total return consisting of capital appreciation and/or current income.

Nationwide Variable Insurance Trust - NVIT Investor Destinations Moderate Fund: Class II

Investment Advisor: Nationwide Fund Advisors
Investment Objective: The Fund seeks a high level of total return consistent with a moderate level of risk as compared to other Investor Destinations Funds.

Designation: FF

Neuberger Berman Genesis Fund: Trust Class

Investment Advisor: Neuberger Berman Investment Advisers LLC
Investment Objective: The fund seeks growth of capital.

Neuberger Berman Guardian Fund: Trust Class

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Neuberger Berman Investment Advisers LLC
Investment Objective: The Fund seeks long-term growth of capital; current income is a secondary goal.

Neuberger Berman Large Cap Value Fund: Trust Class

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Neuberger Berman Investment Advisers LLC
Investment Objective: The Fund seeks long-term growth of capital.

Neuberger Berman Sustainable Equity Fund: Trust Class

Investment Advisor: Neuberger Berman Investment Advisers LLC
Investment Objective: The Fund seeks long-term growth of capital by investing primarily in securities of companies that meet the Fund's environmental, social and governance (ESG) criteria.

PIMCO Total Return Fund: Class A

Investment Advisor: PIMCO
Investment Objective: The Fund seeks maximum total return, consistent with preservation of capital and prudent investment management.

Putnam Growth Opportunities Fund: Class A

Investment Advisor: Putnam Investment Management, LLC
Sub-advisor: Putnam Investments Limited
Investment Objective: Seeks capital appreciation.

Putnam International Equity Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: Putnam Investment Management, LLC
Sub-advisor: The Putnam Advisory Company, LLC
Investment Objective: Seeks capital appreciation.

Templeton Foreign Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: Templeton Global Advisors Limited
Investment Objective: Long-term capital growth.

Wells Fargo Common Stock Fund: Class A

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2004

Investment Advisor: Wells Fargo Funds Management, LLC
Sub-advisor: Wells Capital Management, Inc.
Investment Objective: Seeks long-term capital appreciation.

Wells Fargo Enterprise Fund: Class A

Investment Advisor: Wells Fargo Funds Management, LLC
Sub-advisor: Wells Capital Management, Inc.
Investment Objective: Seeks long-term capital appreciation.

Wells Fargo Growth Fund: Class A

Investment Advisor: Wells Fargo Funds Management, LLC
Sub-advisor: Wells Capital Management, Inc.
Investment Objective: Seeks long-term capital appreciation.

Wells Fargo Large Cap Core Fund: Class A

Investment Advisor: Wells Fargo Funds Management, LLC
Sub-advisor: Wells Capital Management, Inc.
Investment Objective: Seeks long-term capital appreciation.

**Prospectus supplement dated March 24, 2020
to the following prospectus(es):**

Soloist prospectus dated May 1, 2019

Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

The following disclosure changes are made to the prospectus:

The prospectus offers the following underlying mutual fund as an investment option under the contract.

Effective on or about February 27, 2020, the name of the investment option is updated as indicated below:

CURRENT NAME	UPDATED NAME
Nationwide Dynamic U.S. Growth Fund - Class A	Nationwide Mellon Dynamic U.S. Core Fund - Class A

**Prospectus supplement dated February 18, 2020
to the following prospectus(es):**

Soloist dated May 1, 2019

Successor dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

At meetings held December 9-11, 2019, the Board of Trustees of Invesco Funds approved an Agreement and Plan of Reorganization (the "Plan") under which Invesco Mid Cap Growth Fund (the "Merging Fund") will transfer all of its assets and liabilities to the Invesco Oppenheimer Discovery Mid Cap Growth Fund (the "Acquiring Fund"). The merger will be effective on or about April 17, 2020 (the "Effective Date").

As a result of the merger, as of the Effective Date, the following changes apply to the contract:

- the Merging Fund will no longer be available to receive transfers or new purchase payments;
- the Merging Fund will transfer all of its assets to the Acquiring Fund in exchange for shares of the Acquiring Fund; and
- the Acquiring Fund will assume all liabilities of the Merging Fund.

Accordingly, the following changes apply to the prospectus:

- (1) Appendix A: Underlying Mutual Funds is amended to add the following:

Invesco Oppenheimer Discovery Mid Cap Growth Fund - Class A

Investment Advisor:	Invesco Advisers, Inc.
Investment Objective:	Capital appreciation.

All references in the prospectus to the Merging Fund are deleted and replaced with the Acquiring Fund as of the Effective Date.

**Prospectus supplement dated May 31, 2019
to the following prospectus(es):**

Nationwide YourLife Accumulation VUL - New York, Nationwide YourLife Accumulation VUL - NLAIC, Nationwide YourLife Protection VUL - New York, Nationwide YourLife Protection VUL - NLAIC, Marathon Performance VUL, Nationwide YourLife Survivorship VUL, Nationwide YourLife Survivorship VUL - New York, BOA Next Generation II FVPUL, BAE Future Corporate FVPUL, BOA IV, BOA America's Vision Annuity, BOA America's Future Annuity, BOA V, BOA CVUL Future (NWL), Key Future, America's Future Horizon Annuity, BOA Achiever Annuity, BOA America's Future Annuity II, BOA Elite Venue Annuity, BOA Future Venue Annuity, Nationwide Destination All American Gold, Nationwide Destination C, Nationwide Heritage Annuity, BOA All American Annuity, Compass All American Gold, Key All American Gold, NLIC Options Plus, NLIC Options Premier, M&T All American Gold, Compass All American, Sun Trust All American, M&T All American, Future Executive VUL, Next Generation Corporate Variable Universal Life, Wells Fargo Gold Variable Annuity, Nationwide Destination L, Nationwide Destination All American Gold 2.0, Nationwide Destination All American Gold NY 2.0, Nationwide Destination B, Nationwide Destination B 2.0, Nationwide Destination B NY 2.0, Nationwide Destination EV 2.0, Nationwide Destination EV NY 2.0, Nationwide Destination Navigator 2.0, Nationwide Destination Navigator NY 2.0, Nationwide Destination L 2.0, Nationwide Destination L NY 2.0, Nationwide Destination Architect 2.0, Nationwide Destination Freedom+, The BB&T Future Annuity, NLIC Options, Nationwide Advisory Retirement Income Annuity, Nationwide Advisory Retirement Income Annuity NY, Marathon VUL Ultra, Nationwide Accumulator IVUL, Nationwide Protector IVUL, BOA FVPUL, BOA ChoiceLife FVPUL, BOA Next Generation FVPUL, America's Horizon Annuity, America's marketFLEX Advisor Annuity, America's marketFLEX II Annuity, America's marketFlex Edge Annuity, Soloist, NEA Valuebuilder Future, and NEA Valuebuilder Select dated May 1, 2019

BOA America's Exclusive Annuity II and America's marketFLEX Annuity dated May 1, 2016

BOA America's Income Annuity and BOA Advisor Variable Annuity dated May 1, 2014

BOA Choice Annuity, BOA Choice Venue Annuity II, BOA Choice Venue Annuity, Nationwide Income Architect Annuity, Key Choice, Nationwide Destination EV, Nationwide Destination Navigator, Nationwide Destination Navigator (New York), and Paine Webber Choice Annuity dated May 1, 2013

Schwab Income Choice Variable Annuity dated May 1, 2012

Schwab Custom Solutions Variable Annuity dated May 1, 2010

Marathon VUL (NLAIC), BOA Last Survivorship II, BOA ChoiceLife Survivorship, Next Generation Survivorship Life, BOA ChoiceLife Survivorship II, BOA Protection Survivorship Life, and BOA ChoiceLife Protection dated May 1, 2009

BOA CVUL (NLAIC), BOA CVUL Future (NLAIC), Newport PCVUL, BOA MSPVL, Nationwide Enterprise The Best of America Annuity, BOA Protection FVPUL, BOA ChoiceLife Protection FVPUL, BOA MSPVL II (BOA MSPVL Future), Options Premier (NLAIC), Survivor Options Elite (NLIC), Survivor Options Premier (NLAIC), Survivor Options Premier (NLIC), Nationwide Options Select - New York, Nationwide Options Select AO, BOA TruAccord Variable Annuity, Options Elite (NLAIC), Options Elite (NLIC), and Successor dated May 1, 2008

BOA Exclusive Annuity, America's Vision Annuity, and America's Vision Plus Annuity dated May 1, 2004

ElitePRO Classic and ElitePRO LTD dated May 1, 2003

BOA Last Survivor FVPUL, BOA SPVL, BOA InvestCare, Multi-Flex FVPUL, and BOA Multiple Pay dated May 1, 2002

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

The following disclosure changes are made to the prospectus:

In a supplement dated May 22, 2019 to your prospectus it was incorrectly indicated that the name changes associated with Oppenheimer funds were to be effective on or about June 24, 2019. The correct effective date of the Oppenheimer fund name changes was May 24, 2019.

**Prospectus supplement dated May 22, 2019
to the following prospectus(es):**

Successor dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

The following disclosure changes are made to the prospectus:

- (1) The cover page of the prospectus is amended to include the following language:

Beginning on January 1, 2021, as permitted by regulations adopted by the SEC, Nationwide may discontinue mailing paper copies of shareholder reports for underlying mutual funds available under the contract unless the Contract Owner specifically requests that paper copies continue to be delivered. Instead, the shareholder reports will be made available on a website. Nationwide will notify Contract Owners by mail each time a shareholder report is posted and will provide a website link to access the report. Instructions for requesting paper copies will also be included in the notice.

Contracts where the Contract Owner already elected to receive shareholder reports electronically will not be affected by this change and no action is required. To elect to receive shareholder reports and other communications from Nationwide electronically, contact the Service Center (see *Contacting the Service Center*).

Contract Owners may elect to receive all future shareholder reports in paper free of charge. To do so, Contract Owners should contact the Service Center to inform Nationwide that paper copies of shareholder reports should continue to be delivered. Any election to receive shareholder reports in paper will apply to all underlying funds available under the contract.

- (2) The prospectus offers the following underlying mutual fund(s) as investment option(s) under the contract/policy. Effective on or about June 3, 2019, the name of the investment option(s) are updated as indicated below:

CURRENT NAME	UPDATED NAME
Dreyfus Appreciation Fund, Inc.	BNY Mellon Appreciation Fund, Inc.
Dreyfus Balanced Opportunity Fund	BNY Mellon Balanced Opportunity Fund
Dreyfus Opportunistic Small Cap Fund	BNY Mellon Opportunistic Small Cap Fund
The Dreyfus Sustainable U.S. Equity Fund, Inc.	BNY Mellon Sustainable U.S. Equity Fund, Inc.

As of the effective date, the Investment Advisor is changed to BNY Mellon Investment Management.

- (3) The prospectus offers the following underlying mutual fund(s) as investment option(s) under the contract/policy. Effective on or about June 24, 2019, the name of the investment option(s) are updated as indicated below:

CURRENT NAME	UPDATED NAME
Oppenheimer Variable Account Funds – Oppenheimer Global Fund/VA	Invesco Oppenheimer V.I. Global Fund
Oppenheimer Capital Appreciation Fund	Invesco Oppenheimer Capital Appreciation Fund
Oppenheimer Global Fund	Invesco Oppenheimer Global Fund
Oppenheimer Global Strategic Income Fund	Invesco Oppenheimer Global Strategic Income Fund

**Supplement dated May 1, 2019
to the
Successor prospectus dated May 1, 2008**

This supplement updates certain information contained in the prospectus. Please read it and keep it with the prospectus for future reference.

The following sections of the prospectus are restated.

- 1) The Total Annual Mutual Fund Operating Expenses table, which shows the minimum and maximum total operating expenses, as of December 31, 2018, charged by the underlying mutual funds that a contract owner may periodically pay while the contract is in force. More detail concerning each mutual fund's fees and expenses is contained in the mutual fund's prospectus.
- 2) The Legal Proceedings for Nationwide Life Insurance Company and Nationwide Investment Services Corporation, which describe certain information about the legal and regulatory proceedings that the Company is subject to.
- 3) The Underlying Mutual Fund Information appendix, which contains information about the mutual funds available to the contract owner through investment in the sub-accounts.

Total Annual Mutual Fund Operating Expenses		
	Minimum	Maximum
Total Annual Mutual Fund Operating Expenses (expenses that are deducted from the mutual fund assets, including management fees, distribution (12b-1) fees, and other expenses)	0.50%	1.52%

Legal Proceedings

Nationwide Life Insurance Company

Nationwide Financial Services, Inc. (NFS, or collectively with its subsidiaries, (the "Company") was formed in November 1996. NFS is the holding company for Nationwide Life Insurance Company (NLIC), Nationwide Life and Annuity Insurance Company (NLAIC) and other companies that comprise the life insurance and retirement savings operations of the Nationwide group of companies (Nationwide). This group includes Nationwide Financial Network (NFN), an affiliated distribution network that markets directly to its customer base. NFS is incorporated in Delaware and maintains its principal executive offices in Columbus, Ohio.

The Company is subject to legal and regulatory proceedings in the ordinary course of its business. These include proceedings specific to the Company and proceedings generally applicable to business practices in the industries in which the Company operates. The outcomes of these proceedings cannot be predicted due to their complexity, scope, and many uncertainties. The Company believes, however, that based on currently known information, the ultimate outcome of all pending legal and regulatory proceedings is not likely to have a material adverse effect on the Company's financial position. The Company maintains Professional Liability Insurance and Director and Officer Liability insurance policies that may cover losses for certain legal and regulatory proceedings. The Company will make adequate provision for any probable and reasonably estimable recoveries under such policies.

The various businesses conducted by the Company are subject to oversight by numerous federal and state regulatory entities, including but not limited to the Securities and Exchange Commission, the Financial Industry Regulatory Authority, the Department of Labor, the Internal Revenue Service, the Office of the Comptroller of the Currency and state insurance authorities. Such regulatory entities may, in the normal course of business, be engaged in general or targeted inquiries, examinations and investigations of the Company and/or its affiliates. With respect to all such scrutiny directed at the Company or their affiliates, the Company is cooperating with regulators.

Nationwide Investment Services Corporation

The general distributor, NISC (the "Company"), is subject to legal and regulatory proceedings in the ordinary course of its business. These include proceedings specific to the Company and proceedings generally applicable to business practices in the industries in which the Company operates. The outcomes of these proceedings cannot be predicted due to their complexity, scope and many uncertainties. The Company believes, however, that based on currently known information, the ultimate outcome of all pending legal and regulatory proceedings is not likely to have a material adverse effect on the Company's financial position. The Company has agreements with Nationwide Life Insurance Company (NLIC) under which, NLIC pays all litigation costs on behalf of the Company. Should NLIC be unable or unwilling to pay these costs in the future, the Company would be liable for such costs.

The various businesses conducted by the Company are subject to oversight by numerous federal and state regulatory entities, including but not limited to the Securities and Exchange Commission, the Financial Industry Regulatory Authority, the Department of Labor, the Internal Revenue Service, the Office of the Comptroller of the Currency and state insurance authorities. Such regulatory entities may, in the normal course, be engaged in general or targeted inquiries, examinations and investigations of the Company and/or its affiliates. With respect to all such scrutiny directed at the Company or their affiliates, the Company is cooperating with regulators.

The Company is engaged in an arbitration matter with at least a reasonable possibility of an unfavorable outcome that would exceed the materiality threshold for the Company, as follows:

Dabney, Edyth v. NISC and Edward Jones. This is a Financial Industry Regulatory Authority arbitration matter. Claimant alleges that NISC and Edward Jones improperly administered her 401k rollover. NISC and Edward Jones completed the correction in 2018, but the delay resulted in a taxable event for 2017. Claimant seeks damages of approximately \$25,000. The arbitration hearing is scheduled for April 25, 2019.

Underlying Mutual Fund Information

This appendix contains information about the underlying mutual funds in which the Sub-Accounts invest. The underlying mutual funds in which the Sub-Accounts invest are designed primarily as investments for variable annuity contracts and variable life insurance policies issued by insurance companies. There is no guarantee that the investment objectives will be met. Refer to the prospectus for each underlying mutual fund for more detailed information.

Designations Key:

FF: The underlying mutual fund primarily invests in other mutual funds. Therefore, a proportionate share of the fees and expenses of any acquired funds are indirectly borne by investors. As a result, investors in this Sub-Account may incur higher charges than if the assets were invested in an underlying mutual fund that does not invest in other mutual funds. Refer to the prospectus for this underlying mutual fund for more information.

STTF: The underlying mutual fund assesses (or reserves the right to assess) a short-term trading fee (see *Short Term Trading Fees*).

Aberdeen U.S. Small Cap Equity Fund: Class A

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2004

Investment Advisor: Aberdeen Asset Management, Inc.
Investment Objective: Seeks long-term capital appreciation.
Designation: STTF

American Century Growth Fund: Investor Class

This underlying mutual fund is only available in contracts for which good order applications were received before August 31, 2011

Investment Advisor: American Century Investment Management, Inc.
Investment Objective: Long-term capital growth.

American Century Income & Growth Fund: Class A

Investment Advisor: American Century Investment Management, Inc.
Investment Objective: The fund seeks long-term capital growth.

American Century International Growth Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: American Century Investment Management, Inc.
Investment Objective: Long-term capital growth.

American Century Short Term Government Fund: Investor Class

Investment Advisor: American Century Investment Management, Inc.
Investment Objective: Seeks high current income while maintaining safety of principal.

American Century Ultra® Fund: Investor Class

Investment Advisor: American Century Investment Management, Inc.
Investment Objective: Long-term capital growth.

American Century Variable Portfolios, Inc. - American Century VP International Fund: Class II

Investment Advisor: American Century Investment Management, Inc.
Investment Objective: Capital growth.

Dreyfus Appreciation Fund, Inc.

Investment Advisor: The Dreyfus Corporation
Sub-advisor: Fayez Sarofim & Co.
Investment Objective: The fund seeks long-term capital growth consistent with the preservation of capital. Its secondary goal is current income.

Dreyfus Balanced Opportunity Fund: Class Z

This underlying mutual fund is only available in contracts for which good order applications were received before August 16, 2011

Investment Advisor: The Dreyfus Corporation
Investment Objective: The fund seeks high total return through a combination of capital appreciation and current income.

Dreyfus Opportunistic Small Cap Fund: Investor Shares

Investment Advisor: The Dreyfus Corporation
Investment Objective: The fund seeks capital appreciation.

Dreyfus Sustainable U.S. Equity Fund, Inc. (The): Class Z

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2004

Investment Advisor: The Dreyfus Corporation
Sub-advisor: Newton Investment Management (North America) Limited (Newton)
Investment Objective: The fund seeks long-term capital appreciation.

Federated Bond Fund: Class F Shares

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Federated Investment Management Company
Investment Objective: High level of current income, as is consistent with the preservation of capital.

Federated Equity Income Fund, Inc.: Class F Shares

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Federated Equity Management Company of Pennsylvania
Investment Objective: Above average income and capital appreciation.

Federated High Yield Trust: Service Shares

Investment Advisor: Federated Investment Management Company
Investment Objective: High current income.
Designation: STTF

Federated Income Securities Trust - Federated Intermediate Corporate Bond Fund: Service Shares

Investment Advisor: Federated Investment Management Company
Investment Objective: To provide current income.

Fidelity Advisor® Balanced Fund: Class A

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Fidelity Management & Research Company
Sub-advisor: FMR Co., Inc., Fidelity Research & Analysis Company
Investment Objective: Income and growth of capital.

Fidelity Advisor® Equity Growth Fund: Class A

Investment Advisor: Fidelity Management & Research Company
Sub-advisor: FMR Co., Inc., Fidelity Research & Analysis Company
Investment Objective: Capital appreciation.

Fidelity Advisor® Equity Income Fund: Class A

Investment Advisor: Fidelity Management & Research Company
Sub-advisor: FMR Co., Inc., Fidelity Research & Analysis Company
Investment Objective: Seeks a yield from dividend and interest income which exceeds the composite dividend yield on securities comprising the S&P 500 Index.

Fidelity Advisor® Growth Opportunities Fund: Class A

Investment Advisor: Fidelity Management & Research Company
Sub-advisor: FMR Co., Inc., Fidelity Research & Analysis Company
Investment Objective: Capital growth.

Fidelity Advisor® High Income Advantage Fund: Class M

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Fidelity Management & Research Company
Sub-advisor: FMR Co., Inc., Fidelity Research & Analysis Company
Investment Objective: Seeks high level of income and the potential for capital gains.

Fidelity Advisor® Overseas Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: Fidelity Management & Research Company
Sub-advisor: FMR Co., Inc., Fidelity Research & Analysis Company
Investment Objective: Long-term growth of capital.

Fidelity Variable Insurance Products Fund - VIP Overseas Portfolio: Service Class 2

Investment Advisor: Fidelity Management & Research Company
Sub-advisor: FMR Co., Inc. (FMRC), FMR Investment Management (UK) Limited (FMR UK), and other investment advisers serve as sub-advisers for the fund.
Investment Objective: Long-term capital growth.

Franklin Mutual Series Fund, Inc. - Mutual Shares Fund: Class A

Investment Advisor: Franklin Mutual Advisers, LLC
Investment Objective: Capital appreciation, which may occasionally be short term. The secondary goal is income.

Franklin Mutual U.S. Value Fund: Class A (formerly, Franklin Balance Sheet Investment Fund: Class A)

Investment Advisor: Franklin Advisory Services, LLC
Investment Objective: High total return, of which capital appreciation and income are components.

Franklin Small-Mid Cap Growth Fund: Class A

Investment Advisor: Franklin Advisers, Inc.
Investment Objective: Long-term capital growth.

Franklin Templeton Variable Insurance Products Trust - Templeton Foreign VIP Fund: Class 2

This underlying mutual fund is only available in contracts for which good order applications were received before April 30, 2014

Investment Advisor: Templeton Investment Counsel, LLC
Investment Objective: Seeks long-term capital growth.

Invesco Equity and Income Fund: Class A

Investment Advisor: Invesco Advisers, Inc.
Investment Objective: To seek the highest possible income consistent with safety of principal. Long-term growth of capital is an important secondary investment objective.

Invesco Growth and Income Fund: Class A

Investment Advisor: Invesco Advisers, Inc.
Investment Objective: To seek income and long-term growth of capital.

Invesco Mid Cap Growth Fund: Class A

Investment Advisor: Invesco Advisers, Inc.
Investment Objective: To seek capital growth.

Invesco Real Estate Fund: Class A

Investment Advisor: Invesco Advisers, Inc.
Investment Objective: Total return through growth of capital and current income.

Invesco Small Cap Growth Fund: Investor Class

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2004

Investment Advisor: Invesco Advisers, Inc.
Investment Objective: Long-term growth of capital.

Ivy Small Cap Growth Fund: Class A

Investment Advisor: Ivy Investment Management Company
Investment Objective: To seek to provide growth of capital.

Janus Henderson Balanced Fund: Class S

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2004

Investment Advisor: Janus Capital Management LLC
Investment Objective: Long-term capital growth, consistent with preservation of capital and balanced by current income.

Janus Henderson Forty Fund: Class T

This underlying mutual fund is only available in contracts for which good order applications were received before April 28, 2017

Investment Advisor: Janus Capital Management LLC
Investment Objective: Seeks long-term growth of capital.

Janus Henderson Global Research Fund: Class S

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: Janus Capital Management LLC
Investment Objective: Long-term growth of capital.

Janus Henderson Global Research Fund: Class T

This underlying mutual fund is only available in contracts for which good order applications were received before October 2, 2000

Investment Advisor: Janus Capital Management LLC
Investment Objective: Long-term growth of capital.

Janus Henderson Overseas Fund: Class S

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: Janus Capital Management LLC
Investment Objective: Long-term capital growth.

Janus Henderson Research Fund: Class T

This underlying mutual fund is only available in contracts for which good order applications were received before April 28, 2017

Investment Advisor: Janus Capital Management LLC
Investment Objective: Long-term growth of capital.

Lazard U.S. Small-Mid Cap Equity Portfolio: Open Shares

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Lazard Asset Management LLC
Investment Objective: The fund seeks long-term capital appreciation.
Designation: STTF

Nationwide Bond Fund: Institutional Service Class

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Nationwide Asset Management, LLC
Investment Objective: The Fund seeks as high a level of current income as is consistent with preserving capital.
Designation: STTF

Nationwide Bond Index Fund: Class A

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: BlackRock Investment Management, LLC
Investment Objective: The Fund seeks to match performance of the Bloomberg Barclays U.S. Aggregate Bond Index as closely as possible before the deduction of fund expenses.
Designation: STTF

Nationwide Dynamic U.S. Growth Fund: Class A

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Mellon Investments Corporation
Investment Objective: The Fund seeks long-term capital growth.
Designation: STTFNationwide Dynamic U.S. Growth Fund: Class R6

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective December 19, 2003

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: BNY Mellon Asset Management North America Corporation
Investment Objective: The Fund seeks long-term capital growth.

Nationwide Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective February 25, 2011

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Wellington Management Company LLP
Investment Objective: The Fund seeks total return through a flexible combination of capital appreciation and current income.
Designation: STTF

Nationwide Fund: Institutional Service Class

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Wellington Management Company LLP
Investment Objective: The Fund seeks total return through a flexible combination of capital appreciation and current income.
Designation: STTF

Nationwide Government Money Market Fund: Service Class

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Federated Investment Management Company
Investment Objective: The Fund seeks as high level of current income as is consistent with preserving capital and maintaining liquidity and seeks to maintain a stable net asset value of \$1.00 per share.

Nationwide Inflation-Protected Securities Fund: Institutional Service Class

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Nationwide Asset Management, LLC
Investment Objective: The Fund seeks to provide inflation protection and income consistent with investment in inflation-indexed securities.

Nationwide International Index Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: BlackRock Investment Management, LLC
Investment Objective: The Fund seeks to match the performance of the MSCI EAFE index as closely as possible before the deduction of fund expenses.
Designation: STTF

Nationwide Investor Destinations Aggressive Fund: Service Class

Investment Advisor: Nationwide Fund Advisors
Investment Objective: The Fund seeks to maximize total investment return for a given level of risk.
Designation: FF

Nationwide Investor Destinations Conservative Fund: Service Class

Investment Advisor: Nationwide Fund Advisors
Investment Objective: The Fund Seeks to maximize total investment return for a given level of risk.
Designation: FF

Nationwide Investor Destinations Moderate Fund: Service Class

Investment Advisor: Nationwide Fund Advisors
Investment Objective: The Fund seeks to maximize total investment return for a given level of risk.
Designation: FF

Nationwide Investor Destinations Moderately Aggressive Fund: Service Class

Investment Advisor: Nationwide Fund Advisors
Investment Objective: The Fund seeks to maximize total investment return for a given level of risk.
Designation: FF

Nationwide Investor Destinations Moderately Conservative Fund: Service Class

Investment Advisor: Nationwide Fund Advisors
Investment Objective: The Fund seeks to maximize total investment return for a given level of risk.
Designation: FF

Nationwide Mid Cap Market Index Fund: Class A

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: BlackRock Investment Management, LLC
Investment Objective: The Fund seeks to match performance of the S&P MidCap 400® Index as closely as possible before the deduction of fund expenses.
Designation: STTF

Nationwide S&P 500 Index Fund: Service Class

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: BlackRock Investment Management, LLC
Investment Objective: The Fund seeks to provide investment results that correspond to the price and yield of stocks in the S&P 500 Index.
Designation: STTF

Nationwide Small Cap Index Fund: Class A

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: BlackRock Investment Management, LLC
Investment Objective: The Fund seeks to match performance of the unmanaged Russell 2000® Index as closely as possible before the deduction of fund expenses.
Designation: STTF

Nationwide Variable Insurance Trust - NVIT Investor Destinations Moderate Fund: Class II

Investment Advisor: Nationwide Fund Advisors
Investment Objective: The Fund seeks a high level of total return consistent with a moderate level of risk as compared to other Investor Destinations Funds.
Designation: FF

Nationwide Variable Insurance Trust - NVIT Multi-Manager International Growth Fund: Class II

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Allianz Global Investors U.S. LLC and WCM Investment Management, LLC
Investment Objective: The fund seeks long-term capital growth.

Nationwide Variable Insurance Trust - Templeton NVIT International Value Fund: Class I

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Templeton Investment Counsel, LLC
Investment Objective: The Fund seeks to maximize total return consisting of capital appreciation and/or current income.

Neuberger Berman Genesis Fund: Trust Class

Investment Advisor: Neuberger Berman Investment Advisers LLC
Investment Objective: The fund seeks growth of capital.

Neuberger Berman Guardian Fund: Trust Class

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Neuberger Berman Investment Advisers LLC
Investment Objective: The Fund seeks long-term growth of capital; current income is a secondary goal.

Neuberger Berman Large Cap Value Fund: Trust Class

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Neuberger Berman Investment Advisers LLC
Investment Objective: The Fund seeks long-term growth of capital.

Neuberger Berman Sustainable Equity Fund: Trust Class

Investment Advisor: Neuberger Berman Investment Advisers LLC
Investment Objective: The Fund seeks long-term growth of capital by investing primarily in securities of companies that meet the Fund's environmental, social and governance (ESG) criteria.

Oppenheimer Capital Appreciation Fund: Class A

Investment Advisor: OFI Global Asset Management, Inc.
Sub-advisor: OppenheimerFunds, Inc.
Investment Objective: The investment seeks capital appreciation.

Oppenheimer Global Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: OFI Global Asset Management, Inc.
Sub-advisor: OppenheimerFunds, Inc.
Investment Objective: The investment seeks capital appreciation.

Oppenheimer Global Strategic Income Fund: Class A

Investment Advisor: OFI Global Asset Management, Inc.
Sub-advisor: OppenheimerFunds, Inc.
Investment Objective: The Fund seeks total return.

Oppenheimer Variable Account Funds - Oppenheimer Global Fund/VA: Service Shares

Investment Advisor: OFI Global Asset Management, Inc.
Sub-advisor: OppenheimerFunds, Inc.
Investment Objective: The Fund seeks capital appreciation.

PIMCO Total Return Fund: Class A

Investment Advisor: PIMCO
Investment Objective: The Fund seeks maximum total return, consistent with preservation of capital and prudent investment management.

Putnam Growth Opportunities Fund: Class A

Investment Advisor: Putnam Investment Management, LLC
Sub-advisor: Putnam Investments Limited
Investment Objective: Seeks capital appreciation.

Putnam International Equity Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: Putnam Investment Management, LLC
Sub-advisor: The Putnam Advisory Company, LLC
Investment Objective: Seeks capital appreciation.

Templeton Foreign Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: Templeton Global Advisors Limited
Investment Objective: Long-term capital growth.

Wells Fargo Common Stock Fund: Class A

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2004

Investment Advisor: Wells Fargo Funds Management, LLC
Sub-advisor: Wells Capital Management, Inc.
Investment Objective: Seeks long-term capital appreciation.

Wells Fargo Enterprise Fund: Class A

Investment Advisor: Wells Fargo Funds Management, LLC
Sub-advisor: Wells Capital Management, Inc.
Investment Objective: Seeks long-term capital appreciation.

Wells Fargo Growth Fund: Class A

Investment Advisor: Wells Fargo Funds Management, LLC
Sub-advisor: Wells Capital Management, Inc.
Investment Objective: Seeks long-term capital appreciation.

Wells Fargo Large Cap Core Fund: Class A

Investment Advisor: Wells Fargo Funds Management, LLC
Sub-advisor: Wells Capital Management, Inc.
Investment Objective: Seeks long-term capital appreciation.

**Prospectus supplement dated January 22, 2019
to the following prospectus(es):**

Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

The following disclosure changes are made to the prospectus:

The prospectus offers the following underlying mutual fund as an investment option under the contract.

Effective on or about March 1, 2019, the name of the investment option is updated as indicated below:

CURRENT NAME	UPDATED NAME
Franklin Balance Sheet Investment Fund: Class A	Franklin Mutual U.S. Value Fund – Class A

Prospectus supplement dated September 14, 2018

to the following prospectus(es):

Soloist, BOA IV, BOA America's Vision Annuity, BOA America's Future Annuity II, BOA Achiever Annuity, America's Horizon Annuity, BOA Future Venue Annuity, Nationwide Heritage Annuity, BOA Elite Venue Annuity, Nationwide Destination All American Gold, Compass All American Gold, Key All American Gold, M&T All American Gold, Wells Fargo Gold Variable Annuity, Nationwide Destination All American Gold 2.0, Nationwide Destination All American Gold NY 2.0, Nationwide Destination B, Nationwide Destination B 2.0, Nationwide Destination B NY 2.0, Nationwide Destination C, Nationwide Destination EV 2.0, Nationwide Destination EV NY 2.0, Nationwide Destination L, Nationwide Destination L 2.0, Nationwide Destination L NY 2.0, Nationwide Destination Navigator 2.0, Nationwide Destination Navigator NY 2.0, America's marketFLEX Advisor Annuity, America's marketFLEX II Annuity, America's marketFLEX Edge Annuity, Nationwide Destination Freedom+, BOA All American Annuity, Sun Trust All American, M&T All American, Compass All American, BOA America's Future Annuity, Key Future, NEA Valuebuilder Future, America's Future Horizon Annuity, BOA V, NEA Valuebuilder Select, BOA FPVUL, BOA Next Generation FPVUL, BOA ChoiceLife FPVUL, BOA Next Generation II FPVUL, Nationwide YourLife Protection VUL - New York, Nationwide YourLife Accumulation VUL - New York, Nationwide YourLife Survivorship VUL - New York, NLIC Options Plus, NLIC Options Premier, Nationwide YourLife Protection VUL - NLAIC, Marathon Performance VUL, Nationwide YourLife Accumulation VUL - NLAIC, and Nationwide YourLife Survivorship VUL dated May 1, 2018

America's marketFLEX Annuity and BOA America's Exclusive Annuity II dated May 1, 2016

BOA America's Income Annuity and BOA Advisor Variable Annuity dated May 1, 2014

BOA Choice Venue Annuity II, Nationwide Income Architect Annuity, Nationwide Destination EV, Nationwide Destination Navigator, Nationwide Destination Navigator (New York), BOA Choice Annuity, and Key Choice dated May 1, 2013

Schwab Income Choice Variable Annuity dated May 1, 2012

Schwab Custom Solutions Variable Annuity dated May 1, 2010

BOA Last Survivorship II, BOA ChoiceLife Survivorship, Next Generation Survivorship Life, BOA ChoiceLife Survivorship II, BOA Protection Survivorship Life, BOA ChoiceLife Protection, and Marathon VUL (NLAIC) dated May 1, 2009

Successor, Nationwide Enterprise The Best of America Annuity, BOA TruAccord Variable Annuity, BOA MSPVL, BOA MSPVL II (BOA MSPVL Future), BOA Protection FPVUL, BOA ChoiceLife Protection FPVUL, Nationwide Options Select - New York, Survivor Options Premier (NLIC), Survivor Options Elite (NLIC), Nationwide Options Select AO, Survivor Options Premier (NLAIC), and Options Premier (NLAIC) dated May 1, 2008

America's Vision Plus Annuity, America's Vision Annuity, and BOA Exclusive Annuity dated May 1, 2004

ElitePRO LTD and ElitePRO Classic dated May 1, 2003

BOA SPVL, BOA Last Survivor FPVUL, and Multi-Flex FPVUL dated May 1, 2002

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

On September 12, 2018, at a meeting of the Board of Trustees (the "Board") of Nationwide Variable Insurance Trust (the "Trust"), the Board approved the termination of Invesco Advisers, Inc. and American Century Investments Management, Inc. as the subadvisers to the Nationwide Variable Insurance Trust – NVIT Multi-Manager International Growth Fund (the "Fund") and approved the appointment of Allianz Global Investors U.S. LLC and WCM Investment Management as the Fund's new subadvisers. These changes are anticipated to take effect before the end of October 2018.

**Prospectus supplement dated June 25, 2018
to the following prospectus(es):**

Soloist dated May 1, 2018

Successor dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

On June 13, 2018, at a meeting of the Board of Trustees (the "Board") of Nationwide Mutual Funds, the Board approved the termination of Boston Advisors, LLC as the subadviser to the Nationwide Growth Fund (the "Fund") and approved the appointment of BNY Mellon Asset Management of North America Corporation as the Fund's new subadviser. This change is anticipated to take effect on or about July 16, 2018 (the "Effective Date").

Prospectus supplement dated June 25, 2018

to the following prospectus(es):

Soloist dated May 1, 2018

Successor dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

The following disclosure changes are made to the prospectus:

- (1) The prospectus offers the following underlying mutual fund(s) as investment option(s) under the contract. Effective July 15, 2018, the name of the investment option(s) are updated as indicated below:

CURRENT NAME	UPDATED NAME
Nationwide Growth Fund: R6 Class	Nationwide Dynamic U.S. Growth Fund – Class R6
Nationwide Growth Fund: Class A	Nationwide Dynamic U.S. Growth Fund – Class A

**Supplement dated May 1, 2018
to the
Successor prospectus dated May 1, 2008**

This supplement updates certain information contained in the prospectus. Please read it and keep it with the prospectus for future reference.

The following disclosures are added to the prospectus. These disclosures supersede any conflicting information presently included in the prospectus.

- Nationwide will not pay insurance proceeds directly to minors. Contact a legal advisor for options to facilitate the timely availability of monies intended for a minor's benefit.
- Nationwide does not recommend or endorse any particular fund and it does not provide investment advice.
- Nationwide may substitute, eliminate, or combine shares of another underlying mutual fund for shares already purchased or to be purchased in the future if either: 1) shares of a current underlying mutual fund are no longer available for investment; or 2) further investment in an underlying mutual fund is inappropriate. Nationwide will not substitute shares of any underlying mutual fund in which the sub-accounts invest without any necessary prior approval of the appropriate state or federal regulatory authorities. All affected contract owners will be notified in the event there is a substitution, elimination, or combination of shares. The substitute underlying mutual fund may have different fees and expenses. Substitution may be made with respect to existing investments or the investment of future purchase payments, or both.

The following sections of the prospectus are restated.

- 1) The Total Annual Mutual Fund Operating Expenses table, which shows the minimum and maximum total operating expenses, as of December 31, 2017, charged by the underlying mutual funds that a contract owner may periodically pay while the contract is in force. More detail concerning each mutual fund's fees and expenses is contained in the mutual fund's prospectus.
- 2) The Legal Proceedings for Nationwide Life Insurance Company and Nationwide Investment Services Corporation, which describe certain information about the legal and regulatory proceedings that the Company is subject to.
- 3) The Underlying Mutual Fund Information appendix, which contains information about the mutual funds available to the contract owner through investment in the sub-accounts.

Total Annual Mutual Fund Operating Expenses		
	Minimum	Maximum
Total Annual Mutual Fund Operating Expenses (expenses that are deducted from the mutual fund assets, including management fees, distribution (12b-1) fees, and other expenses)	0.47%	1.50%

Legal Proceedings

Nationwide Life Insurance Company

Nationwide Financial Services, Inc. (NFS, or collectively with its subsidiaries, "the Company") was formed in November 1996. NFS is the holding company for Nationwide Life Insurance Company (NLIC), Nationwide Life and Annuity Insurance Company (NLAIC) and other companies that comprise the life insurance and retirement savings operations of the Nationwide group of companies (Nationwide). This group includes Nationwide Financial Network (NFN), an affiliated distribution network that markets directly to its customer base. NFS is incorporated in Delaware and maintains its principal executive offices in Columbus, Ohio.

The Company is subject to legal and regulatory proceedings in the ordinary course of its business. These include proceedings specific to the Company and proceedings generally applicable to business practices in the industries in which the Company operates. The outcomes of these proceedings cannot be predicted due to their complexity, scope, and many uncertainties. The Company believes, however, that based on currently known information, the ultimate outcome of all pending legal and regulatory proceedings is not likely to have a material adverse effect on the Company's consolidated

financial position. The Company maintains Professional Liability Insurance and Director and Officer Liability insurance policies that may cover losses for certain legal and regulatory proceedings. The Company will make adequate provision for any probable and reasonably estimable recoveries under such policies.

The various businesses conducted by the Company are subject to oversight by numerous federal and state regulatory entities, including but not limited to the Securities and Exchange Commission, the Financial Industry Regulatory Authority, the Department of Labor, the Internal Revenue Service, the Federal Reserve Bank and state insurance authorities. Such regulatory entities may, in the normal course, be engaged in general or targeted inquiries, examinations and investigations of the Company and/or its affiliates. With respect to all such scrutiny directed at the Company or their affiliates, the Company is cooperating with regulators. The Company will cooperate with its ultimate parent company, Nationwide Mutual Insurance Company (NMIC) insofar as any inquiry, examination or investigation encompasses NMIC's operations. In addition, recent regulatory activity, including state and federal regulatory activity related to fiduciary standards, may impact the Company's business and operations, and certain estimates and assumptions used by the Company in determining the amounts presented in the combined financial statements and accompanying notes. Actual results could differ significantly from those estimates and assumptions.

Nationwide Investment Services Corporation

The general distributor, NISC, is not engaged in any litigation that is likely to have a material adverse effect on its ability to perform its contract with the variable account.

Underlying Mutual Fund Information

This appendix contains information about the underlying mutual funds in which the Sub-Accounts invest. The underlying mutual funds in which the Sub-Accounts invest are designed primarily as investments for variable annuity contracts and variable life insurance policies issued by insurance companies. There is no guarantee that the investment objectives will be met. Refer to the prospectus for each underlying mutual fund for more detailed information.

Designations Key:

FF: The underlying mutual fund primarily invests in other mutual funds. Therefore, a proportionate share of the fees and expenses of any acquired funds are indirectly borne by investors. As a result, investors in this Sub-Account may incur higher charges than if the assets were invested in an underlying mutual fund that does not invest in other mutual funds. Refer to the prospectus for this underlying mutual fund for more information.

STTF: The underlying mutual fund assesses (or reserves the right to assess) a short-term trading fee (see *Short Term Trading Fees*).

Aberdeen U.S. Small Cap Equity Fund: Class A

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2004

Investment Advisor: Aberdeen Asset Management, Inc.
Investment Objective: Seeks long-term capital appreciation.
Designation: STTF

American Century Growth Fund: Investor Class

This underlying mutual fund is only available in contracts for which good order applications were received before August 31, 2011

Investment Advisor: American Century Investment Management, Inc.
Investment Objective: Long-term capital growth.

American Century Income & Growth Fund: Class A

Investment Advisor: American Century Investment Management, Inc.
Investment Objective: The fund seeks long-term capital growth.

American Century International Growth Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: American Century Investment Management, Inc.
Investment Objective: Long-term capital growth.

American Century Short Term Government Fund: Investor Class

Investment Advisor: American Century Investment Management, Inc.
Investment Objective: Seeks income and investment returns by investing in various types of U.S. government securities.

American Century Ultra® Fund: Investor Class

Investment Advisor: American Century Investment Management, Inc.
Investment Objective: Long-term capital growth.

American Century Variable Portfolios, Inc. - American Century VP International Fund: Class II

Investment Advisor: American Century Investment Management, Inc.
Investment Objective: Capital growth.

Dreyfus Appreciation Fund, Inc.

Investment Advisor: The Dreyfus Corporation
Sub-advisor: Fayez Sarofim & Co.
Investment Objective: The fund seeks long-term capital growth consistent with the preservation of capital. Its secondary goal is current income.

Dreyfus Balanced Opportunity Fund: Class Z

This underlying mutual fund is only available in contracts for which good order applications were received before August 16, 2011

Investment Advisor: The Dreyfus Corporation
Investment Objective: The fund seeks high total return through a combination of capital appreciation and current income.

Dreyfus Opportunistic Small Cap Fund: Investor Shares

Investment Advisor: The Dreyfus Corporation
Investment Objective: The fund seeks capital appreciation.

Dreyfus Sustainable U.S. Equity Fund, Inc. (The): Class Z

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2004

Investment Advisor: The Dreyfus Corporation
Sub-advisor: Newton Investment Management (North America) Limited (Newton)
Investment Objective: The fund seeks long-term capital appreciation.

Federated Bond Fund: Class F Shares

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Federated Investment Management Company
Investment Objective: High level of current income, as is consistent with the preservation of capital.

Federated Equity Income Fund, Inc.: Class F Shares

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Federated Equity Management Company of Pennsylvania
Investment Objective: Above average income and capital appreciation.

Federated High Yield Trust: Service Shares

Investment Advisor: Federated Investment Management Company
Investment Objective: High current income.
Designation: STTF

Federated Income Securities Trust - Federated Intermediate Corporate Bond Fund: Service Shares

Investment Advisor: Federated Investment Management Company
Investment Objective: Current income.

Fidelity Advisor® Balanced Fund: Class A

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Fidelity Management & Research Company
Sub-advisor: FMR Co., Inc., Fidelity Research & Analysis Company
Investment Objective: Income and growth of capital.

Fidelity Advisor® Equity Growth Fund: Class A

Investment Advisor: Fidelity Management & Research Company
Sub-advisor: FMR Co., Inc., Fidelity Research & Analysis Company
Investment Objective: Capital appreciation.

Fidelity Advisor® Equity Income Fund: Class A

Investment Advisor: Fidelity Management & Research Company
Sub-advisor: FMR Co., Inc., Fidelity Research & Analysis Company
Investment Objective: Seeks a yield from dividend and interest income which exceeds the composite dividend yield on securities comprising the S&P 500 Index.

Fidelity Advisor® Growth Opportunities Fund: Class A

Investment Advisor: Fidelity Management & Research Company
Sub-advisor: FMR Co., Inc., Fidelity Research & Analysis Company
Investment Objective: Capital growth.

Fidelity Advisor® High Income Advantage Fund: Class M (formerly, Fidelity Advisor® High Income Advantage Fund: Class T)

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Fidelity Management & Research Company
Sub-advisor: FMR Co., Inc., Fidelity Research & Analysis Company
Investment Objective: Seeks high level of income and the potential for capital gains.

Fidelity Advisor® Overseas Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: Fidelity Management & Research Company
Sub-advisor: FMR Co., Inc., Fidelity Research & Analysis Company
Investment Objective: Long-term growth of capital.

Fidelity Variable Insurance Products Fund - VIP Overseas Portfolio: Service Class 2

Investment Advisor: Fidelity Management & Research Company
Sub-advisor: FMR Co., Inc., Fidelity Management & Research (U.K.) Inc., Fidelity Research & Analysis Company, Fidelity International Investment Advisors, Fidelity International Investment Advisors (U.K.) Limited, Fidelity Investments Japan Limited
Investment Objective: Long-term capital growth.

Franklin Balance Sheet Investment Fund: Class A

Investment Advisor: Franklin Advisory Services, LLC
Investment Objective: High total return of which capital appreciation and income are components.

Franklin Mutual Series Fund, Inc. - Mutual Shares Fund: Class A

Investment Advisor: Franklin Mutual Advisers, LLC
Investment Objective: Capital appreciation, which may occasionally be short term. The secondary goal is income.

Franklin Small-Mid Cap Growth Fund: Class A

Investment Advisor: Franklin Advisers, Inc.
Investment Objective: Long-term capital growth.

Franklin Templeton Variable Insurance Products Trust - Templeton Foreign VIP Fund: Class 2

This underlying mutual fund is only available in contracts for which good order applications were received before April 30, 2014

Investment Advisor: Templeton Investment Counsel, LLC
Investment Objective: Seeks long-term capital growth.

Invesco Equity and Income Fund: Class A

Investment Advisor: Invesco Advisers, Inc.
Investment Objective: To seek the highest possible income consistent with safety of principal. Long-term growth of capital is an important secondary investment objective.

Invesco Growth and Income Fund: Class A

Investment Advisor: Invesco Advisers, Inc.
Investment Objective: To seek income and long-term growth of capital.

Invesco Mid Cap Growth Fund: Class A

Investment Advisor: Invesco Advisers, Inc.
Investment Objective: To seek capital growth.

Invesco Real Estate Fund: Class A

Investment Advisor: Invesco Advisers, Inc.
Investment Objective: Total return through growth of capital and current income.

Invesco Small Cap Growth Fund: Investor Class

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2004

Investment Advisor: Invesco Advisers, Inc.
Investment Objective: Long-term growth of capital.

Ivy Small Cap Growth Fund: Class A

Investment Advisor: Ivy Investment Management Company
Investment Objective: To seek to provide growth of capital.

Janus Henderson Balanced Fund: Class S

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2004

Investment Advisor: Janus Capital Management LLC
Investment Objective: Long-term capital growth, consistent with preservation of capital and balanced by current income.

Janus Henderson Forty Fund: Class T

This underlying mutual fund is only available in contracts for which good order applications were received before April 28, 2017

Investment Advisor: Janus Capital Management LLC
Investment Objective: Seeks long-term growth of capital.

Janus Henderson Global Research Fund: Class S

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: Janus Capital Management LLC
Investment Objective: Long-term growth of capital.

Janus Henderson Global Research Fund: Class T

This underlying mutual fund is only available in contracts for which good order applications were received before October 2, 2000

Investment Advisor: Janus Capital Management LLC
Investment Objective: Long-term growth of capital.

Janus Henderson Overseas Fund: Class S

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: Janus Capital Management LLC
Investment Objective: Long-term capital growth.

Janus Henderson Research Fund: Class T

This underlying mutual fund is only available in contracts for which good order applications were received before April 28, 2017

Investment Advisor: Janus Capital Management LLC
Investment Objective: The investment seeks long-term growth of capital.

Lazard U.S. Small-Mid Cap Equity Portfolio: Open Shares

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Lazard Asset Management LLC
Investment Objective: The fund seeks long-term capital appreciation.
Designation: STTF

Nationwide Bond Fund: Institutional Service Class

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Nationwide Asset Management, LLC
Investment Objective: The Fund seeks as high a level of current income as is consistent with preserving capital.
Designation: STTF

Nationwide Bond Index Fund: Class A

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: BlackRock Investment Management, LLC
Investment Objective: The Fund seeks to match performance of the Bloomberg Barclays U.S. Aggregate Bond Index as closely as possible before the deduction of fund expenses.
Designation: STTF

Nationwide Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective February 25, 2011

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Wellington Management Company LLP
Investment Objective: Seeks total return through a flexible combination of capital appreciation and current income.
Designation: STTF

Nationwide Fund: Institutional Service Class

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Wellington Management Company LLP
Investment Objective: The fund seeks total return through a flexible combination of current income and capital appreciation.
Designation: STTF

Nationwide Government Money Market Fund - Service Class

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Federated Investment Management Company
Investment Objective: Seeks as high level of current income as is consistent with preserving capital and maintaining liquidity.

Nationwide Growth Fund - Class R6

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective December 19, 2003

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Boston Advisors, LLC
Investment Objective: The Fund seeks long-term capital growth.

Nationwide Growth Fund: Class A

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Boston Advisors, LLC
Investment Objective: The Fund seeks long-term capital growth.
Designation: STTF

Nationwide Inflation-Protected Securities Fund: Institutional Service Class

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Nationwide Asset Management, LLC
Investment Objective: The Fund seeks to provide inflation protection and income consistent with investment in inflation-indexed securities.

Nationwide International Index Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: BlackRock Investment Management, LLC
Investment Objective: The investment seeks to match the performance of the MSCI EAFE index as closely as possible before the deduction of fund expenses.
Designation: STTF

Nationwide Investor Destinations Aggressive Fund: Service Class

Investment Advisor: Nationwide Fund Advisors
Investment Objective: The Fund seeks to maximize total investment return for a given level of risk.
Designation: FF

Nationwide Investor Destinations Conservative Fund: Service Class

Investment Advisor: Nationwide Fund Advisors
Investment Objective: The Fund Seeks to maximize total investment return for a given level of risk.
Designation: FF

Nationwide Investor Destinations Moderate Fund: Service Class

Investment Advisor: Nationwide Fund Advisors
Investment Objective: The Fund seeks to maximize total investment return for a given level of risk.
Designation: FF

Nationwide Investor Destinations Moderately Aggressive Fund: Service Class

Investment Advisor: Nationwide Fund Advisors
Investment Objective: The fund seeks to maximize total investment return for a given level or risk by seeking growth of capital, as well as income.
Designation: FF

Nationwide Investor Destinations Moderately Conservative Fund: Service Class

Investment Advisor: Nationwide Fund Advisors
Investment Objective: The fund seeks to maximize total investment return for a given level of risk by seeking income and, secondarily, long-term growth of capital.
Designation: FF

Nationwide Mid Cap Market Index Fund: Class A

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: BlackRock Investment Management, LLC
Investment Objective: The fund seeks to match performance of the S&P MidCap 400® Index as closely as possible before the deduction of fund expenses.
Designation: STTF

Nationwide S&P 500 Index Fund: Service Class

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: BlackRock Investment Management, LLC
Investment Objective: The investment seeks to provide investment results that correspond to the price and yield of the S&P 500 Index.
Designation: STTF

Nationwide Small Cap Index Fund: Class A

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: BlackRock Investment Management, LLC
Investment Objective: The Fund seeks to match performance of the unmanaged Russell 2000® Index as closely as possible before the deduction of fund expenses.
Designation: STTF

Nationwide Variable Insurance Trust - NVIT Investor Destinations Moderate Fund: Class II

Investment Advisor: Nationwide Fund Advisors
Investment Objective: The NVIT Investor Destinations Moderate Fund seeks a high level of total return consistent with a moderate level of risk as compared to other Investor Destinations Funds.
Designation: FF

Nationwide Variable Insurance Trust - NVIT Multi-Manager International Growth Fund: Class II

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Invesco Advisers, Inc. and American Century Investment Management, Inc.
Investment Objective: The fund seeks long-term capital growth.

Nationwide Variable Insurance Trust - Templeton NVIT International Value Fund: Class I

Investment Advisor: Nationwide Fund Advisors
Sub-advisor: Templeton Investment Counsel, LLC
Investment Objective: The Fund seeks to maximize total return consisting of capital appreciation and/or current income.

Neuberger Berman Genesis Fund: Trust Class

Investment Advisor: Neuberger Berman Investment Advisers LLC
Investment Objective: The fund seeks growth of capital.

Neuberger Berman Guardian Fund: Trust Class

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Neuberger Berman Investment Advisers LLC
Investment Objective: The Fund seeks long-term growth of capital; current income is a secondary goal.

Neuberger Berman Large Cap Value Fund: Trust Class

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Advisor: Neuberger Berman Investment Advisers LLC
Investment Objective: The Fund seeks long-term growth of capital.

Neuberger Berman Sustainable Equity Fund: Trust Class (formerly, Neuberger Berman Socially Responsive Fund: Trust Class)

Investment Advisor: Neuberger Berman Investment Advisers LLC
Investment Objective: The Fund seeks to invest primarily in common stocks of mid- to large-capitalization companies that meet the Fund's quality oriented financial and environmental, social and governance criteria.

Oppenheimer Capital Appreciation Fund: Class A

Investment Advisor: OFI Global Asset Management, Inc.
Sub-advisor: OppenheimerFunds, Inc.
Investment Objective: The investment seeks capital appreciation.

Oppenheimer Global Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: OFI Global Asset Management, Inc.
Sub-advisor: OppenheimerFunds, Inc.
Investment Objective: The investment seeks capital appreciation.

Oppenheimer Global Strategic Income Fund: Class A

Investment Advisor: OFI Global Asset Management, Inc.
Sub-advisor: OppenheimerFunds, Inc.
Investment Objective: The Fund seeks total return.

Oppenheimer Variable Account Funds - Oppenheimer Global Fund/VA: Service Shares

Investment Advisor: OFI Global Asset Management, Inc.
Sub-advisor: OppenheimerFunds, Inc.
Investment Objective: The Fund seeks capital appreciation.

PIMCO Total Return Fund: Class A

Investment Advisor: Pacific Investment Management Company LLC
Investment Objective: The Fund seeks maximum total return, consistent with preservation of capital and prudent investment management.

Putnam Growth Opportunities Fund: Class A

Investment Advisor: Putnam Investment Management, LLC
Investment Objective: Capital appreciation.

Putnam International Equity Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: Putnam Investment Management, LLC
Sub-advisor: Putnam Investments Limited and The Putnam Advisory Company, LLC
Investment Objective: Seeks capital appreciation.

Templeton Foreign Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Advisor: Templeton Global Advisors Limited
Investment Objective: Long-term capital growth.

Wells Fargo Common Stock Fund: Class A

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2004

Investment Advisor: Wells Fargo Funds Management, LLC
Sub-advisor: Wells Capital Management, Inc.
Investment Objective: Seeks long-term capital appreciation.

Wells Fargo Enterprise Fund: Class A

Investment Advisor: Wells Fargo Funds Management, LLC
Sub-advisor: Wells Capital Management, Inc.
Investment Objective: Seeks long-term capital appreciation.

Wells Fargo Growth Fund: Class A

Investment Advisor: Wells Fargo Funds Management, LLC
Sub-advisor: Wells Capital Management, Inc.
Investment Objective: Seeks long-term capital appreciation.

Wells Fargo Large Cap Core Fund: Class A

Investment Advisor: Wells Fargo Funds Management, LLC
Sub-advisor: Golden Capital Management, Inc.
Investment Objective: Seeks long-term capital appreciation.

**Prospectus supplement dated January 11, 2018
to the following prospectus(es):**

Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

At a meeting held on November 15, 2017, Ivy Investment Management Company and Waddell & Reed Investment Management Company received approval from the Waddell & Reed Advisors Funds and the Ivy Funds Board of Trustees (the "Board") to merge the Waddell & Reed Advisors Small Cap Fund: Class A into the Ivy Small Cap Growth Fund – Class A (the "Transaction").

In the merger, the assets of the Waddell & Reed Advisors Small Cap Fund: Class A will be transferred to the Ivy Small Cap Growth Fund – Class A and exchanged for shares of the Ivy Small Cap Growth Fund – Class A.

Ivy Small Cap Growth Fund – Class A will also assume all liabilities of the Waddell & Reed Advisors Small Cap Fund: Class A. The merger is expected to occur on or about February 26, 2018.

Therefore, the following changes apply to the contract:

- Effective on or about February 23, 2018, the Waddell & Reed Advisors Small Cap Fund: Class A will no longer be available to receive transfers or new purchase payments.
- Effective on or about February 26, 2018, any allocations to the Waddell & Reed Advisors Small Cap Fund: Class A will be transferred to the Ivy Small Cap Growth Fund – Class A and all references in the prospectus to the Waddell & Reed Advisors Small Cap Fund: Class A are deleted and replaced with the Ivy Small Cap Growth Fund – Class A.

The contract owner may request to transfer out of the Waddell & Reed Advisors Small Cap Fund: Class A to another available investment option under the contract prior to the merger by contacting the Service Center. This transfer will be free of any charges and will not count toward any specified transfer limits within the contract.

Accordingly, the following changes apply to the prospectus:

(1) *Appendix A: Underlying Mutual Funds* is amended to add the following:

Ivy Small Cap Growth Fund - Class A

Investment Adviser:	Ivy Investment Management Company
Investment Objective:	To seek to provide growth of capital.

**Prospectus supplement dated November 3, 2017
to the following prospectus(es):**

Soloist prospectus dated May 1, 2017

Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

At a meeting held on June 14, 2017, the Board of Trustees (the "Board") of Nationwide Mutual Funds (the "Trust") approved the reorganization and merger of the Nationwide Government Bond Fund into the Nationwide Inflation Protected Securities Fund (the "Transaction").

In the merger, all of the assets of the Nationwide Government Bond Fund will be transferred to the Nationwide Inflation Protected Securities Fund and exchanged for shares of the Nationwide Inflation-Protected Securities Fund. Nationwide Inflation Protected Securities Fund will also assume all of the liabilities of the Nationwide Government Bond Fund. The merger is expected to occur on or about December 4, 2017.

As a result, the following will occur to the contract:

- Effective on or about December 1, 2017, the Nationwide Government Bond Fund will no longer be available to receive transfers or new purchase payments.
- Effective on or about December 4, 2017, any allocations to the Nationwide Government Bond Fund are transferred to the Nationwide Inflation-Protected Securities Fund and all references in the prospectus to the Nationwide Government Bond Fund are deleted and replaced with the Nationwide Inflation Protected Securities Fund.

The contract owner may request to transfer out of the Nationwide Government Bond Fund to another available investment option under the contract prior to the merger by contacting the Service Center. This transfer will be free of any charges and will not count toward any specified transfer limits within the contract.

Accordingly, the following changes apply to your prospectus:

(1) *Appendix A: Underlying Mutual Funds* is amended to include the following:

Nationwide Inflation-Protected Securities Fund: Institutional Service Class

Investment Advisor:	Nationwide Fund Advisors
Sub-advisor:	Nationwide Asset Management, LLC
Investment Objective:	The Fund seeks to provide inflation protection and income consistent with investment in inflation-indexed securities.

**Prospectus supplement dated June 5, 2017
to the following prospectus(es):**

Successor dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

The following disclosure changes are made to the prospectus:

- (1) The prospectus offers the following underlying mutual fund(s) as investment option(s) under the contract. Effective June 5, 2017, the name of the investment option(s) are updated as indicated below:

CURRENT NAME	UPDATED NAME
Janus Balanced Fund: Class S	Janus Henderson Balanced Fund: Class S
Janus Forty Fund – Class T	Janus Henderson Forty Fund – Class T
Janus Overseas Fund: Class S	Janus Henderson Overseas Fund – Class S

**Prospectus supplement dated May 1, 2017
to the following prospectus(es):**

Successor dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

The following disclosure changes are made to the prospectus:

- (1) On December 8, 2016, the Janus Fund Board of Trustees approved a plan that provides for the merger of Janus Fund – T Shares ("Janus Fund") into Janus Research Fund – T Shares ("Janus Research Fund") and Janus Twenty Fund – T Shares ("Janus Twenty Fund") into Janus Forty Fund – T Shares ("Janus Forty Fund"). The mergers are subject to shareholder approval and are expected to occur on or about April 28, 2017.

As a result, the following changes will occur to the contract, effective on or about April 28, 2017:

- The following underlying mutual fund(s) are added as investment option(s) under the contract:
- Janus Research Fund – T Shares
- Janus Forty Fund – T Shares
- Any allocations to the Janus Fund are transferred to the Janus Research Fund.
- Any allocations to the Janus Twenty Fund are transferred to the Janus Forty Fund.
- The Janus Research Fund and Janus Forty Fund will be walled-off, and therefore will only be available to contracts for which applications are received before April 28, 2017.

The contract owner may request to redeem or exchange their shares at any time prior to the merger by contacting the Service Center. This transfer will be free of any charges and will not count toward any specified transfer limits within the contract.

- (2) The prospectus offers the following underlying mutual fund(s) as investment option(s) under the contract/policy. Effective May 1, 2017, the name of the investment option(s) are updated as indicated below:

CURRENT NAME	UPDATED NAME
Dreyfus Investment Portfolios - Mid Cap Stock Portfolio: Initial Shares	Dreyfus Investment Portfolios - MidCap Stock Portfolio: Initial Shares
Dreyfus Third Century Fund, Inc.: Class Z	The Dreyfus Sustainable U.S. Equity Fund, Inc.: Class Z

Effective May 1, 2017, the *Legal Proceedings* section of the prospectus is deleted and replaced in its entirety with the following:

Legal Proceedings

Nationwide Life Insurance Company

Nationwide Financial Services, Inc. (NFS, or collectively with its subsidiaries, "the Company") was formed in November 1996. NFS is the holding company for Nationwide Life Insurance Company (NLIC), Nationwide Life and Annuity Insurance Company (NLAIC) and other companies that comprise the life insurance and retirement savings operations of the Nationwide group of companies (Nationwide). This group includes Nationwide Financial Network (NFN), an affiliated distribution network that markets directly to its customer base. NFS is incorporated in Delaware and maintains its principal executive offices in Columbus, Ohio.

The Company is subject to legal and regulatory proceedings in the ordinary course of its business. These proceedings include proceedings specific to the Company and proceedings generally applicable to business practices in the industries in which the Company operates. The outcomes of these proceedings cannot be predicted due to their complexity, scope, and many uncertainties. Regulatory proceedings may also affect the outcome of one or more of the Company's litigation matters. Furthermore, it is often not possible with any degree of certainty to determine the likely ultimate outcomes of the pending regulatory and legal proceedings or to provide reasonable ranges of potential losses. Some matters are in very preliminary stages, and the Company does not have sufficient information to make an assessment of the claims for liability or damages. In some of the legal proceedings which are seeking to be certified as class actions, the court has not yet decided whether a class will be certified or (in the event of certification) the size of the class and class period. In many of legal proceedings, the plaintiffs are seeking undefined amounts of damages or other relief, including punitive damages and equitable remedies, which are difficult to quantify and cannot be defined based on the information currently available. The Company believes, however, that based on currently known information, the ultimate outcome of all pending legal and regulatory proceedings is not likely to have a material adverse effect on the Company's condensed consolidated financial position. Nonetheless, it is possible that such outcomes could materially affect the Company's condensed consolidated financial position or results of operations in a particular quarter or annual period given the large or indeterminate amounts sought in certain of these legal proceedings and the inherent unpredictability of litigation. The Company maintains Professional Liability Insurance and Director and Officer Liability insurance policies that may cover losses for certain legal and regulatory proceedings. The Company recognizes an asset for insurance recoveries, not to exceed cumulative accrued losses, when recovery under such policies is probable and reasonably estimable.

The various businesses conducted by the Company are subject to oversight by numerous federal and state regulatory entities, including but not limited to the Securities and Exchange Commission, the Financial Industry Regulatory Authority, the Department of Labor ("DOL"), the Internal Revenue Service, the Federal Reserve Bank and state insurance authorities. Such regulatory entities may, in the normal course, be engaged in general or targeted inquiries, examinations and investigations of the Company and/or its affiliates. With respect to all such scrutiny directed at the Company or its affiliates, the Company is cooperating with regulators. The Company will cooperate with its ultimate parent company, Nationwide Mutual Insurance Company ("NMIC") insofar as any inquiry, examination or investigation encompasses NMIC's operations. In addition, recent regulatory activity, including activity by the DOL, may impact the Company's business and operations, and certain estimates and assumptions used by the Company in determining the amounts presented in the financial statements and accompanying notes. Actual results could differ significantly from those estimates and assumptions.

Nationwide Investment Services Corporation

The general distributor, NISC, is not engaged in any litigation of any material nature.

**Prospectus supplement dated October 5, 2016
to the following prospectus(es):**

Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

This supplement replaces supplement dated September 20, 2016.

The prospectus offers the following underlying mutual funds as investment options under the contract. Effective September 30, 2016, the name of the investment options are updated as indicated below:

CURRENT NAME	UPDATED NAME
Nationwide Money Market Fund: Service Class	Nationwide Government Money Market Fund – Service Class

**Prospectus supplement dated September 29, 2016
to the following prospectus(es):**

Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

Putnam Investment Management, LLC, the Putnam Voyager Fund: Class A ("Voyager Fund") investment manager, has recommended, and the Voyager Fund's Board of Trustees has approved, the merger of Voyager Fund into Putnam Growth Opportunities Fund: Class A ("Growth Opportunities Fund"). In the merger, all of the assets of Voyager Fund will be transferred to Growth Opportunities Fund in exchange for shares of Growth Opportunities Fund and Growth Opportunities Fund will also assume all of the liabilities of Voyager Fund. The merger is expected to occur on or about October 21, 2016.

As a result of the merger, on or about October 20, 2016, the following will occur to the contract:

- The Voyager Fund will no longer be available to receive transfers or new purchase payments.
- The Growth Opportunities Fund is added as an investment option under the contract, all references in the prospectus to the Voyager Fund are deleted and replaced with the Growth Opportunities Fund, and any allocations to the Voyager Fund are transferred to the Growth Opportunities Fund.

The Contract Owner may request to transfer out of the Voyager Fund to another available investment option under the contract prior to the merger by contacting the Service Center. This transfer will be free of any charges and will not count toward any specified transfer limits within the contract.

Accordingly, the following changes apply to your prospectus:

(1) *Appendix A: Underlying Mutual Funds* is amended to include the following:

Putnam Growth Opportunities Fund: Class A

This underlying mutual fund is only available in contracts for which good order applications were received before October 20, 2016

Investment Adviser:	Putnam Investment Management, LLC
Investment Objective:	Capital appreciation.

**Prospectus supplement dated September 20, 2016
to the following prospectus(es):**

Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

The prospectus offers the following underlying mutual funds as investment options under the contract. Effective September 30, 2016, the name of the investment options are updated as indicated below:

CURRENT NAME	UPDATED NAME
Nationwide Money Market Fund: Prime Shares	Nationwide Government Money Market Fund – Investor Class
Nationwide Money Market Fund: Service Class	Nationwide Government Money Market Fund – Service Class

The prospectus offers the following underlying mutual fund as an investment option under the contract. Effective October 11, 2016, the name of the investment option is updated as indicated below:

CURRENT NAME	UPDATED NAME
Virtus Balanced Fund: Class A	Virtus Strategic Allocation Fund – Class A

**Prospectus supplement dated August 3, 2016
to the following prospectus(es):**

Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

The following changes are made to the prospectus:

1) Effective January 1, 2016, all references to Neuberger Berman Management LLC, Neuberger Berman LLC, and Neuberger Berman Fixed Income LLC as Sub-advisor to the following funds is changed to Neuberger Berman Investment Advisers LLC:

- Neuberger Berman Genesis Fund
- Neuberger Berman Socially Responsive Fund

**Prospectus supplement dated July 15, 2016
to the following prospectus(es):**

Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

Nationwide filed a supplement dated June 1, 2016, for the purposes of notifying contract owners that Putnam Investment Management, LLC, the Putnam Voyager Fund: Class A's ("Voyager Fund") investment manager, had recommended, and the Voyager Fund's Board of Trustees had approved, the merger of Voyager Fund into Putnam Growth Opportunities Fund: Class A ("Growth Opportunities Fund") at the close of business July 15, 2016.

However, the merger of the Voyager Fund into the Growth Opportunities Fund that was scheduled for July 15, 2016, is now being deferred until further notice.

As a result, the following will occur to the contract:

- The Voyager Fund will remain as an available investment option to receive transfers or new purchase payments (note: as disclosed in the June 1, 2016 supplement, the Voyager Fund is only available to policies for which applications are received before June 1, 2016).
- The Growth Opportunities Fund **will not be added** as an investment option under the contract after the close of business July 15, 2016.

**Prospectus supplement dated June 6, 2016
to the following prospectus(es):**

Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

The following changes are made to the prospectus:

1) Effective May 1, 2016, the name of the investment option is updated as indicated below:

CURRENT NAME	UPDATED NAME
Wells Fargo Advantage Funds® – Growth Fund – Class A	Wells Fargo Growth Fund – Class A

2) Currently, the Wells Fargo Growth Fund – Class A is not available to new contract owners. Effective June 27, 2016, the Wells Fargo Growth Fund – Class A will reopen and will be available to new contract owners.

**Prospectus supplement dated June 1, 2016
to the following prospectus(es):**

Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

Putnam Investment Management, LLC, the Putnam Voyager Fund: Class A's ("Voyager Fund") investment manager, has recommended, and the VT Voyager Fund's Board of Trustees has approved, the merger of Voyager Fund into Putnam Growth Opportunities Fund: Class A ("Growth Opportunities Fund"). In the merger, all of the assets of Voyager Fund will be transferred to Growth Opportunities Fund in exchange for shares of Growth Opportunities Fund and Growth Opportunities Fund will also assume all of the liabilities of Voyager Fund. The merger is expected to occur at the close of business July 15, 2016.

As a result, the following will occur to the contract:

- The Voyager Fund will only be available to contracts for which applications are received before June 1, 2016.
- Effective July 14, 2016, the Voyager Fund will no longer be available to receive transfers or new purchase payments.
- After the close of business July 15, 2016, the Growth Opportunities Fund is added as an investment option under the contract, all references in the prospectus to the Voyager Fund are deleted and replaced with the Growth Opportunities Fund, and any allocations to the Voyager Fund are transferred to the Growth Opportunities Fund.

The Contract Owner may request to transfer out of the VT Voyager Fund to another available investment option under the contract prior to the merger by contacting the Service Center. This transfer will be free of any charges and will not count toward any specified transfer limits within the contract.

Accordingly, the following changes apply to your prospectus:

- (1) Effective July 16, 2016, *Appendix A: Underlying Mutual Funds* is amended to include the following: Putnam Growth Opportunities Fund: Class A**

Investment Adviser:	Putnam Investment Management, LLC
Investment Objective:	Capital appreciation.

**Prospectus supplement dated May 1, 2016
to the following prospectus(es):**

Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

The following disclosure changes are made to the prospectus:

1) The *Treatment of Unclaimed Property* section in the prospectus is deleted and replaced in its entirety with the following:

Treatment of Unclaimed Property

Every state has unclaimed property laws which generally declare annuity contracts or life insurance policies to be abandoned after a period of inactivity of three to five years from the contract's annuity commencement date or policy maturity date or the date Nationwide becomes informed that a death benefit is due and payable. For example, if the payment of a death benefit has been triggered, but, if after a thorough search, Nationwide is still unable to locate the beneficiary of the death benefit, or the beneficiary does not come forward to claim the death benefit in a timely manner, the death benefit will be surrendered and placed in a non-interest bearing account. While in the non-interest bearing account, Nationwide will continue to perform due diligence required by state law. Once the state mandated period has expired, Nationwide will escheat the death benefit to the abandoned property division or unclaimed property office of the state in which the beneficiary or the contract/policy owner last resided, as shown on Nationwide's books and records, or to Ohio, Nationwide's state of domicile. If a claim is subsequently made, the state is obligated to pay any such amount (without interest) to the designated recipient upon presentation of proper documentation.

To prevent escheatment, it is important to update beneficiary designations - including complete names, complete addresses, phone numbers, and social security numbers - as they change. Such updates should be sent to the Service Center.

2) Effective May 1, 2016, any and all references to "underlying mutual fund payments" are deleted and replaced with "underlying mutual fund service fee payments" in the prospectus and/or SAI.

3) Effective May 1, 2016, any and all references to "mutual fund payments" are deleted and replaced with "mutual fund service fee payments" in the prospectus and/or SAI.

The prospectus offers the following underlying mutual fund(s) as investment option(s) under the contract/policy. Effective May 1, 2016, the name of the investment option(s) are updated as indicated below:

CURRENT NAME	UPDATED NAME
Aberdeen Small Cap Fund: Class A	Aberdeen U.S. Small Cap Equity Fund: Class A
Wells Fargo Advantage – Large Cap Core – Class A	Wells Fargo Large Cap Core Fund – Class A
Wells Fargo Advantage Funds – Common Stock Fund – Class A	Wells Fargo Common Stock Fund – Class A
Wells Fargo Advantage Funds – Enterprise Fund – Class A	Wells Fargo Enterprise Fund – Class A

Effective May 1, 2016, the *Legal Proceedings* section of the prospectus is deleted and replaced in its entirety with the following:

Legal Proceedings

Nationwide Life Insurance Company and Nationwide Life and Annuity Insurance Company

Nationwide Financial Services, Inc. (NFS, or collectively with its subsidiaries, "the Company") was formed in November 1996. NFS is the holding company for Nationwide Life Insurance Company (NLIC), Nationwide Life and Annuity Insurance Company (NLAIC) and other companies that comprise the life insurance and retirement savings operations of the Nationwide group of companies (Nationwide). This group includes Nationwide Financial Network (NFN), an affiliated distribution network that markets directly to its customer base. NFS is incorporated in Delaware and maintains its principal executive offices in Columbus, Ohio.

The Company is subject to legal and regulatory proceedings in the ordinary course of its business. The Company's legal and regulatory matters include proceedings specific to the Company and other proceedings generally applicable to business practices in the industries in which the Company operates. These matters are subject to many uncertainties, and given their complexity and scope, their outcomes cannot be predicted. Regulatory proceedings could also affect the outcome of one or more of the Company's litigation matters. Furthermore, it is often not possible to determine the ultimate outcomes of the pending regulatory investigations and legal proceedings or to provide reasonable ranges of potential losses with any degree of certainty. Some matters, including certain of those referred to below, are in very preliminary stages, and the Company does not have sufficient information to make an assessment of the plaintiffs' claims for liability or damages. In some of the cases seeking to be certified as class actions, the court has not yet decided whether a class will be certified or (in the event of certification) the size of the class and class period. In many of the cases, the plaintiffs are seeking undefined amounts of damages or other relief, including punitive damages and equitable remedies, which are difficult to quantify and cannot be defined based on the information currently available. The Company believes, however, that based on currently known information, the ultimate outcome of all pending legal and regulatory matters is not likely to have a material adverse effect on the Company's condensed consolidated financial position. Nonetheless, given the large or indeterminate amounts sought in certain of these matters and the inherent unpredictability of litigation, it is possible that such outcomes could materially affect the Company's condensed consolidated financial position or results of operations in a particular quarter or annual period.

The various businesses conducted by the Company are subject to oversight by numerous federal and state regulatory entities, including but not limited to the Securities and Exchange Commission, the Financial Industry Regulatory Authority, the Department of Labor, the Internal Revenue Service, the Federal Reserve Bank and state insurance authorities. Such regulatory entities may, in the normal course, be engaged in general or targeted inquiries, examinations and investigations of the Company and/or its affiliates. The financial services industry has been the subject of increasing scrutiny in connection with a broad spectrum of regulatory issues; with respect to all such scrutiny directed at the Company and/or its affiliates, the Company is cooperating with regulators. The Company will cooperate with Nationwide Mutual Insurance Company (NMIC) insofar as any inquiry, examination or investigation encompasses NMIC's operations.

On August 15, 2001, NFS and NLIC were named in a lawsuit filed in the United States District Court for the District of Connecticut entitled *Lou Haddock, as trustee of the Flyte Tool & Die, Incorporated Deferred Compensation Plan, et al v. Nationwide Financial Services, Inc. and Nationwide Life Insurance Company*. On November 18, 2009, the plaintiffs filed a sixth amended complaint amending the list of named plaintiffs and claiming to represent a class of qualified retirement plan trustees under the Employee Retirement Income Security Act of 1974 (ERISA) that purchased variable annuities from NLIC. The plaintiffs allege that they invested ERISA plan assets in their variable annuity contracts and that NLIC and NFS breached ERISA fiduciary duties by allegedly accepting service payments from certain mutual funds. The complaint seeks damages in an amount equivalent to some or all of the payments allegedly received by NFS and NLIC, other unspecified relief for restitution, declaratory and injunctive relief, and attorneys fees. On November 6, 2009, the Court granted the plaintiffs motion for class certification. On October 21, 2010, the District Court dismissed NFS from the lawsuit. On February 6, 2012, the Second Circuit Court of Appeals vacated the November 6, 2009 order granting class certification and remanded the case back to the District Court for further consideration. On September 6, 2013, the District Court granted the plaintiffs motion for class certification. On December 11, 2014, the plaintiffs filed a 7th Amended Complaint adding another sub class of defendants that held trust platform products. On December 11, 2014, plaintiff filed a motion for preliminary approval of settlement. On January 5, 2015, the Court signed the Order Preliminarily Approving Settlement and Approving Form and Manner of Notice. On March 31, 2015, the Court held a Fairness Hearing. On April 9, 2015, the Court entered the Final Order and Consent Judgment. The Company has paid the loss amount. In November 2015, the settlement administrator mailed settlement checks to class members.

Nationwide Investment Services Corporation

The general distributor, NISC, is not engaged in any litigation of any material nature.

**Prospectus supplement dated September 4, 2015
to the following prospectus(es):**

Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

Effective on or about October 23, 2015, Investor Class subaccounts of all Wells Fargo Advantage Funds will be converted to Class A subaccounts. This conversion will affect the following investment options in the prospectus:

- Wells Fargo Advantage Funds® - Wells Fargo Advantage Common Stock Fund
- Wells Fargo Advantage Funds® - Wells Fargo Advantage Enterprise Fund
- Wells Fargo Advantage Funds® - Wells Fargo Advantage Large Cap Core Fund
- Wells Fargo Advantage Funds® - Wells Fargo Advantage Growth Fund

Former Investor Class contract owners who continue to invest in Class A subaccounts after the conversion will have the ability to make additional investments without being subject to front-end sales charges. Shareholders who currently hold Investor Class subaccounts will remain in the same fund after the conversion to Class A shares.

Effective immediately following the conversion, the Investor Class subaccounts will no longer be available as investment options in the contract.

**Prospectus supplement dated August 19, 2015
to the following prospectus(es):**

Soloist, Nationwide Destination Architect 2.0, Wells Fargo Gold Variable Annuity, Nationwide Destination All American Gold 2.0, Nationwide Destination All American Gold NY 2.0, Nationwide Destination B, Nationwide Destination B 2.0, Nationwide Destination B NY 2.0, Nationwide Destination EV 2.0, Nationwide Destination EV NY 2.0, Nationwide Destination L, Nationwide Destination L 2.0, Nationwide Destination L NY 2.0, Nationwide Destination Navigator 2.0, Nationwide Destination Navigator NY 2.0, America's marketFLEX Annuity, America's marketFLEX Advisor Annuity, America's marketFLEX II Annuity, America's marketFlex Edge Annuity, Nationwide Destination Freedom+, BOA All American Annuity, M&T All American, Key Future, NEA Valuebuilder Future, America's Future Horizon Annuity, NEA Valuebuilder Select, The One Investor Annuity, Next Generation Corporate Variable Universal Life, Future Executive VUL, Nationwide YourLife Protection VUL - New York, Nationwide YourLife Accumulation VUL - New York, Nationwide YourLife Survivorship VUL - New York, NLIC Options, Nationwide YourLife Protection VUL - NLAIC, Marathon Performance VUL, Nationwide YourLife Accumulation VUL - NLAIC, and Nationwide YourLife Survivorship VUL prospectus dated May 1, 2015

Nationwide Income Architect Annuity, Nationwide Destination EV, Nationwide Destination Navigator, Nationwide Destination Navigator (New York), Key Choice, and Paine Webber Choice Annuity prospectus dated May 1, 2013

Schwab Income Choice Variable Annuity prospectus dated May 1, 2012

Successor, Evergreen Ultra Advantage Plus, Market Street VIP/2 Annuity (NLAIC), America's marketFLEX VUL, and INVESCO PCVUL prospectus dated May 1, 2008

America's Vision Plus Annuity and America's Vision Annuity prospectus dated May 1, 2004

Evergreen Ultra Advantage prospectus dated November 25, 2003

ElitePRO LTD and ElitePRO Classic prospectus dated May 1, 2003

BOA InvestCare, VIP Extra Credit Annuity (NLAIC), VIP Extra Credit Annuity (NLIC), and Market Street VIP/2 Annuity (NLIC) prospectus dated May 1, 2002

VIP Premier DCA Annuity (NLIC) and VIP Premier DCA Annuity (NLAIC) prospectus dated November 1, 2001

Options VIP Annuity (NLAIC) prospectus dated May 1, 2001

VIP Annuity (NLIC) and NLAIC VIP Annuity prospectus dated May 2, 1994

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.
--

Effective July 1, 2015, Wells Capital Management (WellsCap), along with the rest of the Asset Management Division of Wells Fargo, rebranded under one name and logo: Wells Fargo Asset Management. This change was made strictly to unify and utilize the recognizable brand identity of Wells Fargo. No other changes are made, materially or otherwise, to WellsCap or to the underlying subaccounts in the product to which WellsCap is a subadviser.

Prospectus supplement dated June 30, 2015
to the following prospectus(es):

Soloist prospectus dated May 1, 2015

Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

Effective August 7, 2015, American Century Variable Portfolios, Inc. will permanently waive the short-term trading fee associated with the underlying mutual fund listed in Column B below (see *Short-Term Trading Fees* in the prospectus).

Column A Non-Redemption Fee Subaccount	Column B Redemption Fee Subaccount
American Century Variable Portfolios, Inc. - American Century VP International Fund: Class II	American Century Variable Portfolios, Inc. - American Century VP International Fund: Class IV

Upon implementing this waiver, the Redemption Fee Subaccount in Column B and the corresponding Non-Redemption Fee Subaccount in Column A will effectively invest in the same underlying mutual fund with the same expense structure. Prior to the waiver, the only difference between the two subaccounts was that the Column B subaccount assessed a short-term trading fee. This waiver of the short-term trading fee makes the subaccount in Column B redundant to the subaccount in Column A.

Nationwide intends to eliminate this redundancy by consolidating the duplicative subaccount. At the close of business on August 7, 2015, the Redemption Fee Subaccount will be merged into the corresponding Non-Redemption Fee Subaccount.

In order to keep the consolidation from altering the contract value, Nationwide will adjust the number of annuity units of the impacted subaccount. This transaction will not result in a change in contract value and will not result in a change the contract's investment portfolio. Rather, it is an administrative adjustment. All contract owners affected by the consolidation will receive a written confirmation of the transaction. No fees or charges will be assessed in connection with the consolidation, and the consolidation will not be treated as a transfer for the purposes of daily transfer limitations.

Effective immediately following the consolidation, the Short-Term Trading Fee Subaccount will no longer be available as an investment option in the contract.

Prospectus supplement dated May 1, 2015

to the following prospectus(es):

Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

1) The following disclosures are added to the prospectus. Any conflicting information in the existing prospectus is superseded by the following:

Cybersecurity

Nationwide's businesses are highly dependent upon its computer systems and those of its business partners. This makes Nationwide potentially susceptible to operational and information security risks resulting from a cyber-attack. These risks include direct risks, such as theft, misuse, corruption and destruction of data maintained by Nationwide, and indirect risks, such as denial of service attacks on service provider websites and other operational disruptions that impede Nationwide's ability to electronically interact with service providers. Cyber-attacks affecting Nationwide, the underlying mutual funds, intermediaries, and other service providers may adversely affect Nationwide and Contract Values. In connection with any such cyber-attacks, Nationwide and/or its service providers and intermediaries may be subject to regulatory fines and financial losses and/or reputational damage. Cyber security risks may also impact the issuers of securities in which the underlying mutual funds invest, which may cause the underlying mutual funds to lose value. Although Nationwide undertakes substantial efforts to protect its computer systems from cyber-attacks, including internal processes and technological defenses that are preventative or detective, and other controls designed to provide multiple layers of security assurance, there can be no guarantee that Nationwide, its service providers, or the underlying mutual funds will avoid losses affecting contracts due to cyber-attacks or information security breaches in the future.

In the event that contract/policy values are adversely affected as a result of the failure of Nationwide's cyber-security controls, Nationwide will take reasonable steps to restore contract/policy values to the levels that they would have been had the cyber-attack not occurred. Nationwide will not, however, be responsible for any adverse impact to contract/policy values that result from the contract owner or its designee's negligent acts or failure to use reasonably appropriate safeguards to protect against cyber-attacks.

Currency

Any money Nationwide pays, or that is paid to Nationwide, must be in the currency of the United States of America.

The first paragraph of the *Types of Payments Nationwide Receives* section is deleted in its entirety and replaced with the following:

In light of the above, the underlying mutual funds and their affiliates make certain payments to Nationwide or its affiliates (the "payments"). The amount of these payments is typically based on a percentage of assets invested in the underlying mutual funds attributable to the contracts and other variable contracts Nationwide and its affiliates issue, but in some cases may involve a flat fee. These payments are made for various purposes, including payments for the services provided and expenses incurred by the Nationwide companies in promoting, marketing and administering the contracts and underlying funds. Nationwide may realize a profit on the payments received.

The following paragraph is added to the *Amount of Payments Nationwide Receives* section:

For contracts/policies owned by an employer sponsored retirement plan, upon a plan trustee's request, Nationwide will provide a best estimate of plan-specific, aggregate data regarding the amount of underlying mutual fund payments Nationwide received in connection with the plan's investments either for the previous calendar year or plan year, if the plan year is not the same as the calendar year.

2) Effective May 1, 2015, the following underlying mutual fund(s) are added as investment option(s) under the contract. The investment option(s) are added to *Appendix A: Underlying Mutual Funds*:

American Century Variable Portfolios, Inc. - American Century VP International Fund: Class II

Investment Advisor: American Century Investment Management, Inc.
Investment Objective: Capital growth.

3) The following investment option(s) are only available to contracts for which good order applications were received prior to May 1, 2015:

- Dreyfus Balanced Opportunity Fund: Class Z

4) Effective May 1, 2015, the following investment option(s) are no longer available under the contract:

- American Century Variable Portfolios, Inc. - American Century VP International Fund: Class IV

5) The prospectus offers the following underlying mutual fund as an investment option under the contract. Effective in June 2008, the name of the investment option is updated as indicated below:

CURRENT NAME	UPDATED NAME
Nationwide Small Cap Fund: Class A	Aberdeen Small Cap Fund: Class A

6) The following change(s) have been made with respect to the following underlying mutual fund(s):

Effective April 30, 2015 (the "Effectiveness Date"), Fidelity Variable Insurance Products Fund - VIP Overseas Portfolio: Service Class 2 (the "Target Fund") is added as an investment option in all contracts/policies. On the Effectiveness Date, any account value allocated to Fidelity Variable Insurance Products Fund - VIP Overseas Portfolio: Service Class 2R will transfer to the Target Fund. Following the merger, the Target Fund will remain available as an investment option in all contracts and the following disclosure is added to *Appendix A: Underlying Mutual Funds*.

Fidelity Variable Insurance Products Fund - VIP Overseas Portfolio: Service Class 2

Investment Advisor: Fidelity Management & Research Company
Sub-adviser: FMR Co., Inc., Fidelity Management & Research (U.K.) Inc., Fidelity Research & Analysis Company, Fidelity International Investment Advisors, Fidelity International Investment Advisors (U.K.) Limited, Fidelity Investments Japan Limited
Investment Objective: Long-term capital growth.

7) The *Legal Proceedings* section of the prospectus is deleted and replaced in its entirety with the following:

Nationwide Life Insurance Company and Nationwide Life and Annuity Insurance Company

Nationwide Financial Services, Inc. (NFS, or collectively with its subsidiaries, "the Company") was formed in November 1996. NFS is the holding company for Nationwide Life Insurance Company (NLIC), Nationwide Life and Annuity Insurance Company (NLAIC) and other companies that comprise the life insurance and retirement savings operations of the Nationwide group of companies (Nationwide). This group includes Nationwide Financial Network (NFN), an affiliated distribution network that markets directly to its customer base. NFS is incorporated in Delaware and maintains its principal executive offices in Columbus, Ohio.

The Company is subject to legal and regulatory proceedings in the ordinary course of its business. The Company's legal and regulatory matters include proceedings specific to the Company and other proceedings generally applicable to business practices in the industries in which the Company operates. These matters are subject to many uncertainties, and given their complexity and scope, their outcomes cannot be predicted. Regulatory proceedings could also affect the outcome of one or more of the Company's litigation matters. Furthermore, it is often not possible to determine the ultimate outcomes of the pending regulatory investigations and legal proceedings or to provide reasonable ranges of potential losses with any degree of certainty. Some matters, including certain of those referred to below, are in very preliminary stages, and the Company does not have sufficient information to make an assessment of the plaintiffs' claims for liability or damages. In some of the cases seeking to be certified as class actions, the court has not yet decided whether a class will be certified or (in the event of certification) the size of the class and class period. In many of the cases, the plaintiffs

are seeking undefined amounts of damages or other relief, including punitive damages and equitable remedies, which are difficult to quantify and cannot be defined based on the information currently available. The Company believes, however, that based on currently known information, the ultimate outcome of all pending legal and regulatory matters is not likely to have a material adverse effect on the Company's condensed consolidated financial position. Nonetheless, given the large or indeterminate amounts sought in certain of these matters and the inherent unpredictability of litigation, it is possible that such outcomes could materially affect the Company's condensed consolidated financial position or results of operations in a particular quarter or annual period.

The various businesses conducted by the Company are subject to oversight by numerous federal and state regulatory entities, including but not limited to the Securities and Exchange Commission, the Financial Industry Regulatory Authority, the Department of Labor, the Internal Revenue Service, the Federal Reserve Bank and state insurance authorities. Such regulatory entities may, in the normal course, be engaged in general or targeted inquiries, examinations and investigations of the Company and/or its affiliates. The financial services industry has been the subject of increasing scrutiny in connection with a broad spectrum of regulatory issues; with respect to all such scrutiny directed at the Company and/or its affiliates, the Company is cooperating with regulators. The Company will cooperate with Nationwide Mutual Insurance Company (NMIC) insofar as any inquiry, examination or investigation encompasses NMIC's operations.

On August 15, 2001, NFS and NLIC were named in a lawsuit filed in the United States District Court for the District of Connecticut entitled *Lou Haddock, as trustee of the Flyte Tool & Die, Incorporated Deferred Compensation Plan, et al v. Nationwide Financial Services, Inc. and Nationwide Life Insurance Company*. On November 18, 2009, the plaintiffs filed a sixth amended complaint amending the list of named plaintiffs and claiming to represent a class of qualified retirement plan trustees under the Employee Retirement Income Security Act of 1974 (ERISA) that purchased variable annuities from NLIC. The plaintiffs allege that they invested ERISA plan assets in their variable annuity contracts and that NLIC and NFS breached ERISA fiduciary duties by allegedly accepting service payments from certain mutual funds. The complaint seeks damages in an amount equivalent to some or all of the payments allegedly received by NFS and NLIC, other unspecified relief for restitution, declaratory and injunctive relief, and attorneys fees. On November 6, 2009, the Court granted the plaintiffs motion for class certification. On October 21, 2010, the District Court dismissed NFS from the lawsuit. On February 6, 2012, the Second Circuit Court of Appeals vacated the November 6, 2009 order granting class certification and remanded the case back to the District Court for further consideration. On September 6, 2013, the District Court granted the plaintiffs motion for class certification. On December 11, 2014, the plaintiffs filed a 7th Amended Complaint adding another sub class of defendants that held trust platform products. On December 11, 2014, plaintiff filed a motion for preliminary approval of settlement. On January 5, 2015, the Court signed the Order Preliminarily Approving Settlement and Approving Form and Manner of Notice. On March 31, 2015, the Court held a Fairness Hearing and proposed a few changes to the Final Order that Nationwide has taken under consideration. NFS has made adequate provision for all probable and reasonably estimable losses associated with this settlement.

Nationwide Investment Services Corporation

The general distributor, NISC, is not engaged in any litigation of any material nature.

**Prospectus supplement dated August 6, 2014
to the following prospectus(es):**

Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

The prospectus offers the following underlying mutual funds as investment options under the contract. The prospectus has been corrected to reflect updated information for these investment options as indicated below:

UNDERLYING MUTUAL FUND	UPDATED INFORMATION
Oppenheimer Capital Appreciation Fund	Investment Advisor: OFI Global Asset Management, Inc.
Nationwide Fund	Sub-advisor: HighMark Capital Management, Inc.
Oppenheimer Capital Appreciation Fund	Sub-advisor: OppenheimerFunds, Inc.

Prospectus supplement dated May 1, 2014

to the following prospectus(es):

Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

1) The prospectus offers the following underlying mutual funds as investment options under the contracts. Effective May 1, 2014, the name of the investment options are updated as indicated below:

CURRENT NAME	UPDATED NAME
Franklin Templeton Variable Insurance Products Trust - Templeton Foreign Securities Fund: Class 2	Franklin Templeton Variable Insurance Products Trust - Templeton Foreign VIP Fund: Class 2
Nationwide Variable Insurance Trust - NVIT Multi-Manager International Growth Fund: Class VI	Nationwide Variable Insurance Trust - NVIT Multi-Manager International Growth Fund: Class II
Nationwide Variable Insurance Trust - Templeton NVIT International Value Fund: Class III	Nationwide Variable Insurance Trust - Templeton NVIT International Value Fund: Class I

2) The following changes have been made with respect to the following underlying mutual fund(s):

Effective April 30, 2014, Class 4 Shares of the Oppenheimer Variable Account Funds - Oppenheimer Global Fund/VA merged into Oppenheimer Variable Account Funds - Oppenheimer Global Fund/VA: Service Shares, which has been added as an investment option.

3) The *Legal Proceedings* section of the prospectus is deleted and replaced in its entirety with the following:

Legal Proceedings

Nationwide Life Insurance Company

Nationwide Financial Services, Inc. (NFS, or collectively with its subsidiaries, "the Company") was formed in November 1996. NFS is the holding company for Nationwide Life Insurance Company (NLIC), Nationwide Life and Annuity Insurance Company (NLAIC) and other companies that comprise the life insurance and retirement savings operations of the Nationwide group of companies (Nationwide). This group includes Nationwide Financial Network (NFN), an affiliated distribution network that markets directly to its customer base. NFS is incorporated in Delaware and maintains its principal executive offices in Columbus, Ohio.

The Company is subject to legal and regulatory proceedings in the ordinary course of its business. The Company's legal and regulatory matters include proceedings specific to the Company and other proceedings generally applicable to business practices in the industries in which the Company operates. These matters are subject to many uncertainties, and given their complexity and scope, their outcomes cannot be predicted. Regulatory proceedings could also affect the outcome of one or more of the Company's litigation matters. Furthermore, it is often not possible to determine the ultimate outcomes of the pending regulatory investigations and legal proceedings or to provide reasonable ranges of potential losses with any degree of certainty. Some matters, including certain of those referred to below, are in very preliminary stages, and the Company does not have sufficient information to make an assessment of the plaintiffs' claims for liability or damages. In some of the cases seeking to be certified as class actions, the court has not yet decided whether a class will be certified or (in the event of certification) the size of the class and class period. In many of the cases, the plaintiffs are seeking undefined amounts of damages or other relief, including punitive damages and equitable remedies, which are difficult to quantify and cannot be defined based on the information currently available. The Company believes, however, that based on currently known information, the ultimate outcome of all pending legal and regulatory matters is not likely to

have a material adverse effect on the Company's condensed consolidated financial position. Nonetheless, given the large or indeterminate amounts sought in certain of these matters and the inherent unpredictability of litigation, it is possible that such outcomes could materially affect the Company's condensed consolidated financial position or results of operations in a particular quarter or annual period.

The various businesses conducted by the Company are subject to oversight by numerous federal and state regulatory entities, including but not limited to the Securities and Exchange Commission, the Financial Industry Regulatory Authority, the Department of Labor, the Internal Revenue Service, and state insurance authorities. Such regulatory entities may, in the normal course, be engaged in general or targeted inquiries, examinations and investigations of the Company and/or its affiliates. The financial services industry has been the subject of increasing scrutiny in connection with a broad spectrum of regulatory issues; with respect to all such scrutiny directed at the Company and/or its affiliates, the Company is cooperating with regulators. The Company will cooperate with Nationwide Mutual Insurance Company (NMIC) insofar as any inquiry, examination or investigation encompasses NMIC's operations.

On August 15, 2001, NFS and NLIC were named in a lawsuit filed in the United States District Court for the District of Connecticut entitled *Lou Haddock, as trustee of the Flyte Tool & Die, Incorporated Deferred Compensation Plan, et al v. Nationwide Financial Services, Inc. and Nationwide Life Insurance Company*. On November 18, 2009, the plaintiffs filed a sixth amended complaint amending the list of named plaintiffs and claiming to represent a class of qualified retirement plan trustees under the Employee Retirement Income Security Act of 1974 (ERISA) that purchased variable annuities from NLIC. The plaintiffs allege that they invested ERISA plan assets in their variable annuity contracts and that NLIC and NFS breached ERISA fiduciary duties by allegedly accepting service payments from certain mutual funds. The complaint seeks disgorgement of some or all of the payments allegedly received by NFS and NLIC, other unspecified relief for restitution, declaratory and injunctive relief, and attorneys' fees. On November 6, 2009, the Court granted the plaintiffs' motion for class certification. On October 21, 2010, the District Court dismissed NFS from the lawsuit. On February 6, 2012, the Second Circuit Court of Appeals vacated the November 6, 2009 order granting class certification and remanded the case back to the District Court for further consideration. On September 6, 2013, the District Court granted the plaintiffs' motion for class certification. The case is set for trial beginning February 9, 2015. NLIC continues to defend this lawsuit vigorously.

On November 20, 2007, Nationwide Retirement Solutions, Inc. (NRS) and NLIC were named in a lawsuit filed in the Circuit Court of Jefferson County, Alabama entitled *Ruth A. Gwin and Sandra H. Turner, and a class of similarly situated individuals v. Nationwide Life Insurance Company, Nationwide Retirement Solutions, Inc., Alabama State Employees Association, PEBCO, Inc. and Fictitious Defendants A to Z*. On March 12, 2010, NRS and NLIC were named in a Second Amended Class Action Complaint filed in the Circuit Court of Jefferson County, Alabama entitled *Steven E. Coker, Sandra H. Turner, David N. Lichtenstein and a class of similarly situated individuals v. Nationwide Life Insurance Company, Nationwide Retirement Solutions, Inc., Alabama State Employees Association, Inc., PEBCO, Inc. and Fictitious Defendants A to Z* claiming to represent a class of all participants in the Alabama State Employees Association, Inc. (ASEA) Plan, excluding members of the Deferred Compensation Committee, ASEA's directors, officers and board members, and PEBCO's directors, officers and board members. On October 22, 2010, the parties to this action executed a court approved stipulation of settlement that agreed to certify a class for settlement purposes only, that provided for payments to the settlement class, and that provided for releases, certain bar orders, and dismissal of the case. The settlement fund has been paid out. On December 6, 2011, the Court entered an Order that NRS owed indemnification to ASEA and PEBCO for only the Coker (Gwin) class action, and dismissed NLIC. The Company resolved the indemnification claims of ASEA. On February 15, 2013, the Court issued its Order determining the amount of fees due to PEBCO on its indemnification claim. On March 28, 2014, the Alabama Supreme Court reversed the trial Court decision awarding PEBCO its attorney fees and remanded the case back to the trial court to enter a judgment in favor of NRS. NRS continues to defend this case vigorously.

Lehman Brothers Holdings, Inc. (Debtors) and Giddens, James v NLIC and NMIC, et al. In 2012 the Plaintiff, Debtor in Possession Lehman Brothers Special Financing, Inc., filed a class action in the United States Bankruptcy Court for the Southern District of New York seeking the recovery of nearly \$3.0 billion in assets from all the named defendants including NLIC and NMIC. This litigation arises from two collateralized debt obligation transactions, 801 Grand and Alta, which resulted in payments to NLIC and NMIC after the Plaintiff and its parent company, Lehman Brothers Holding, Inc. filed for bankruptcy in 2008. This triggered an early termination of the above transactions. The Plaintiff seeks to have sums returned to the bankruptcy estate in addition to prejudgment interest and costs. The case is currently stayed. In 2013, Plaintiff sent correspondence to all defendants inviting settlement discussions and has served NMIC and NLIC with a "SPV Derivatives ADR Notice," formally starting the Alternative Dispute Resolution process. NMIC and NLIC have responded, and are currently taking part in the ADR process. Mediation was scheduled for and proceeded on December 13, 2013, but the parties reached an impasse. The mediator is continuing to work with the parties and is expected to issue a final recommendation shortly. On January 10, 2014, Lehman filed another motion to extend the stay for a final four

month period. After a hearing, the court extended the stay to the later of (a) May 20, 2014 or (b) 30 days after the court enters a scheduling order governing the Distributed Action. The parties have been negotiating the proposed scheduling order for the conduct of the Distributed Action litigation, and Lehman filed a revised proposed scheduling order on March 24, 2014. On April 14, 2014, Nationwide and 77 other defendants filed a joint response to the proposed scheduling order, and a hearing on the proposed scheduling order has been scheduled for May 14, 2014.

Nationwide Investment Services Corporation

The general distributor, NISC, is not engaged in any litigation of any material nature.

Prospectus supplement dated March 31, 2014

to the following prospectus(es):

Soloist prospectus dated May 1, 2013

Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

The Board of Trustees of Nationwide Variable Insurance Trust ("NVIT") approved a proposal to convert shares of NVIT funds that assess a redemption fee ("Redemption Fee Funds") into corresponding shares of NVIT funds that do not assess a redemption fee ("Non-redemption Fee Funds"). The conversion is expected to occur after the close of business on April 25, 2014.

To implement this conversion, after the close of business on April 25, 2014, all assets allocated to Sub-Accounts of Redemption Fee Funds will be redeemed and the proceeds will be applied to corresponding Sub-Accounts of Non-redemption Fee Funds. As of April 26, 2014, Sub-Accounts of Redemption Fee Funds will no longer exist and all references in your prospectus to the Redemption Fee Funds will be replaced with Non-redemption Fee Funds.

The specific Sub-Accounts impacted by this conversion are noted below:

<i>Redemption Fee Fund</i>	<i>Non-redemption Fee Fund</i>
NVIT - NVIT Multi-Manager International Growth Fund: Class VI	NVIT - NVIT Multi-Manager International Growth Fund: Class II*

*This Non-redemption Fee Fund will be an available investment option for all Contract Owners (subject to any limitations described elsewhere in the prospectus).

**Prospectus supplement dated October 1, 2013
to the following prospectus(es):**

Successor, Nationwide Enterprise The Best of America Annuity, Evergreen Ultra Advantage Plus,
and BOA TruAccord Variable Annuity prospectus dated May 1, 2008

America's Vision Plus Annuity and America's Vision Annuity prospectus dated May 1, 2004

Retirement Ally A and Retirement Ally B prospectus dated May 1, 2003

BOA InvestCare prospectus dated May 1, 2002

American Capital Annuity (NY), Smith Barney Annuity (NY), and
Citibank Annuity prospectus dated May 1, 2000

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.
--

Effective October 1, 2013, the following changes apply to your prospectus:

(1) The provisions relating to surrender/withdrawal requests are amended to reflect the following:

Nationwide may permit surrender/withdrawal requests to be submitted by telephone to the Service Center. Requests submitted by telephone will be subject to dollar amount limitations and may be subject to payment restrictions to prevent fraud. Nationwide reserves the right to restrict or remove the ability to submit requests by telephone upon written notice. Contact the Service Center for current limitations and restrictions. When taking a full surrender, submitted in writing or by telephone, Nationwide may require that the contract accompany the request.

(2) The following "Treatment of Unclaimed Property" section is added to your prospectus:

Treatment of Unclaimed Property

Every state has unclaimed property laws which generally declare annuity contracts to be abandoned after a period of inactivity of three to five years from the contract's Annuity Commencement Date or the date Nationwide becomes informed that a death benefit is due and payable. For example, if the payment of a death benefit has been triggered, but, if after a thorough search, Nationwide is still unable to locate the beneficiary of the death benefit, or the beneficiary does not come forward to claim the death benefit in a timely manner, Nationwide will escheat the death benefit to the abandoned property division or unclaimed property office of the state in which the beneficiary or the Contract Owner last resided, as shown on Nationwide's books and records, or to Ohio, Nationwide's state of domicile. If a claim is subsequently made, the state is obligated to pay any such amount (without interest) to the designated recipient upon presentation of proper documentation.

To prevent escheatment, it is important to update beneficiary designations - including complete names, complete addresses, phone numbers, and social security numbers - as they change. Such updates should be sent to the Service Center.

(3) The first three (3) sentences of the "Annuity Commencement Date" section are deleted in their entirety and replaced with the following:

The Annuity Commencement Date is the date on which annuity payments are scheduled to begin. Generally, the Contract Owner designates the Annuity Commencement Date at the time of application. If no Annuity Commencement Date is designated at the time of application, Nationwide will establish the Annuity Commencement Date as the date the Annuitant reaches age 90.

The Contract Owner may change the Annuity Commencement Date before annuitization. This change must be submitted in writing to the Service Center and approved by Nationwide. The Annuity Commencement Date may not be later than the first day of the first calendar month after the Annuitant's 90th birthday (or the 90th birthday of the oldest Annuitant if there are joint annuitants) unless approved by Nationwide.

Generally, Nationwide will not initiate annuitization until specifically directed to do so. However, for Non-Qualified Contracts only, Nationwide will automatically initiate annuitization within 45 days after the Annuity Commencement Date (whether default or otherwise), unless (1) Nationwide has had direct contact with the Contract Owner (indicating that the contract is not abandoned); or (2) the Contract Owner has taken some type of action which is inconsistent with the desire to annuitize.

**Prospectus supplement dated May 1, 2013
to the following prospectus(es):**

Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

- (1) Your prospectus offers the following underlying investment options under your contract. Effective May 1, 2013, the names of the investment options will be updated as indicated below:**

CURRENT NAME

Nationwide NMF Investor Destinations Aggressive Fund:
Service Class
Nationwide NMF Investor Destinations Conservative Fund:
Service Class
Nationwide NMF Investor Destinations Moderate Fund: Service
Class
Nationwide NMF Investor Destinations Moderately Aggressive
Fund: Service Class
Nationwide NMF Investor Destinations Moderately
Conservative Fund: Service Class
Oppenheimer Variable Account Funds - Oppenheimer Global
Securities Fund/VA: Class 4

UPDATED NAME

Nationwide Investor Destinations Aggressive Fund: Service
Class
Nationwide Investor Destinations Conservative Fund:
Service Class
Nationwide Investor Destinations Moderate Fund: Service
Class
Nationwide Investor Destinations Moderately Aggressive
Fund: Service Class
Nationwide Investor Destinations Moderately Conservative
Fund: Service Class
Oppenheimer Variable Account Funds – Oppenheimer
Global Fund/VA: Class 4

- (2) The "Legal Proceedings" section of your prospectus is replaced with the following:**

Legal Proceedings

Nationwide Life Insurance Company

Nationwide Financial Services, Inc. (NFS, or collectively with its subsidiaries, "the Company") was formed in November 1996. NFS is the holding company for Nationwide Life Insurance Company (NLIC), Nationwide Life and Annuity Insurance Company (NLAIC) and other companies that comprise the life insurance and retirement savings operations of the Nationwide group of companies (Nationwide). This group includes Nationwide Financial Network (NFN), an affiliated distribution network that markets directly to its customer base. NFS is incorporated in Delaware and maintains its principal executive offices in Columbus, Ohio.

The Company is subject to legal and regulatory proceedings in the ordinary course of its business. The Company's legal and regulatory matters include proceedings specific to the Company and other proceedings generally applicable to business practices in the industries in which the Company operates. The Company's litigation and regulatory matters are subject to many uncertainties, and given their complexity and scope, their outcomes cannot be predicted. Regulatory proceedings also could affect the outcome of one or more of the Company's litigation matters. Furthermore, it is often not possible to determine the ultimate outcomes of the pending regulatory investigations and legal proceedings or to provide reasonable ranges of potential losses with any degree of certainty. Some matters, including certain of those referred to below, are in very preliminary stages, and the Company does not have sufficient information to make an assessment of the plaintiffs' claims for liability or damages. In some of the cases seeking to be certified as class actions, the court has not yet decided whether a class will be certified or (in the event of certification) the size of the class and class period. In many of the cases, the plaintiffs are seeking undefined amounts of damages or other relief, including punitive damages and equitable remedies, which are difficult to quantify and cannot be defined based on the information currently available. The Company believes, however, that based on currently known information, the ultimate outcome of all pending legal and regulatory matters is not likely to have a material adverse effect on the Company's consolidated financial position. Nonetheless, given the large or indeterminate amounts sought in certain of these matters and the inherent unpredictability of litigation, it is possible that such outcomes could materially affect the Company's consolidated financial position or results of operations in a particular quarter or annual period.

The financial services industry has been the subject of increasing scrutiny on a broad range of issues by regulators and legislators. The Company and/or its affiliates have been contacted by, self reported or received subpoenas from state and federal regulatory agencies, including the Securities and Exchange Commission, and other governmental bodies, state securities law regulators and state attorneys general for information relating to, among other things, sales compensation, the allocation of compensation, unsuitable sales or replacement practices, and claims handling and escheatment practices. The Company is cooperating with and responding to regulators in connection with these inquiries and will cooperate with Nationwide Mutual Insurance Company (NMIC) in responding to these inquiries to the extent that any inquiries encompass NMIC's operations.

In October 2012, NLIC and NLAIC entered into a Regulatory Settlement Agreement with the Florida Office of Insurance Regulation and 21 other state Departments of Insurance to resolve a multi-state market conduct exam regarding claim settlement practices. The Regulatory Settlement Agreement applies prospectively and requires NLIC and NLAIC to adopt and implement additional procedures relating to the use of to the Social Security Death Master File and identifying and locating beneficiaries once deaths are identified. In October 2012, NLIC and NLAIC also entered into a Global Resolution Agreement to resolve the related unclaimed property audit.

On November 20, 2007, Nationwide Retirement Solutions, Inc. (NRS) and NLIC were named in a lawsuit filed in the Circuit Court of Jefferson County, Alabama entitled *Ruth A. Gwin and Sandra H. Turner, and a class of similarly situated individuals v. Nationwide Life Insurance Company, Nationwide Retirement Solutions, Inc., Alabama State Employees Association, PEBCO, Inc. and Fictitious Defendants A to Z*. On March 12, 2010, NRS and NLIC were named in a Second Amended Class Action Complaint filed in the Circuit Court of Jefferson County, Alabama entitled *Steven E. Coker, Sandra H. Turner, David N. Lichtenstein and a class of similarly situated individuals v. Nationwide Life Insurance Company, Nationwide Retirement Solutions, Inc., Alabama State Employees Association, Inc., PEBCO, Inc. and Fictitious Defendants A to Z* claiming to represent a class of all participants in the Alabama State Employees Association, Inc. (ASEA) Plan, excluding members of the Deferred Compensation Committee, ASEA's directors, officers and board members, and PEBCO's directors, officers and board members. On October 22, 2010, the parties to this action executed a stipulation of settlement that agreed to certify a class for settlement purposes only, that provided for payments to the settlement class, and that provided for releases, certain bar orders, and dismissal of the case. The settlement fund has been paid out. On December 6, 2011 the Court entered an Order that NRS owes indemnification to ASEA and PEBCO for the Coker (Gwin) class action, and dismissed NLIC. The Company has resolved the indemnification claims of ASEA. On February 13, 2013, the Court issued its Order determining the amount of fees due to PEBCO on its indemnification claim. On March 28, 2013, the Company filed a notice of appeal to the Alabama Supreme Court. NRS continues to defend this case vigorously.

On August 15, 2001, NFS and NLIC were named in a lawsuit filed in the United States District Court for the District of Connecticut entitled *Lou Haddock, as trustee of the Flyte Tool & Die, Incorporated Deferred Compensation Plan, et al v. Nationwide Financial Services, Inc. and Nationwide Life Insurance Company*. On November 18, 2009, the plaintiffs filed a sixth amended complaint amending the list of named plaintiffs and claiming to represent a class of qualified retirement plan trustees under the Employee Retirement Income Security Act of 1974 (ERISA) that purchased variable annuities from NLIC. The plaintiffs allege that they invested ERISA plan assets in their variable annuity contracts and that NLIC and NFS breached ERISA fiduciary duties by allegedly accepting service payments from certain mutual funds. The complaint seeks disgorgement of some or all of the payments allegedly received by NFS and NLIC, other unspecified relief for restitution, declaratory and injunctive relief, and attorneys' fees. On November 6, 2009, the Court granted the plaintiff's motion for class certification and certified a class of "All trustees of all employee pension benefit plans covered by ERISA which had variable annuity contracts with NFS and NLIC or whose participants had individual variable annuity contracts with NFS and NLIC at any time from January 1, 1996, or the first date NFS and NLIC began receiving payments from mutual funds based on a percentage of assets invested in the funds by NFS and NLIC, whichever came first, to the date of November 6, 2009." On October 21, 2010, the District Court dismissed NFS from the lawsuit. On February 6, 2012, the Second Circuit Court of Appeals vacated the November 6, 2009, order granting class certification and remanded the class back to the District Court for further consideration. The plaintiffs have renewed their motion for class certification. On December 18, 2012, the District Court heard oral argument on the motion for class certification. NLIC continues to defend this lawsuit vigorously.

On June 8, 2011, NMIC and NLIC were named in a lawsuit filed in Court of Common Pleas, Cuyahoga County, Ohio entitled *Stanley Andrews and Donald Clark, on their behalf and on behalf of the class defined herein v. Nationwide Mutual Insurance Company and Nationwide Life Insurance Company*. The lower court granted Nationwide's motion to dismiss. Plaintiffs appealed. The Court of Appeals affirmed the dismissal on October 24, 2012. Plaintiffs filed a petition for

rehearing en banc on November 5, 2012. The Court of Appeals denied the petition on December 14, 2012. Plaintiff filed a notice of appeal to the Ohio Supreme Court on January 24, 2013. Nationwide has 30 days to file an opposition memorandum. Nationwide filed its memorandum in opposition to plaintiffs' petition for jurisdiction to the Ohio Supreme Court on February 27, 2013.

Lehman Brothers Holdings, Inc. (Debtors) and Giddens, James v NLIC and NMIC, et al. In 2012 the Plaintiff, Debtor in Possession Lehman Brothers Special Financing, Inc., filed a class action in the United States Bankruptcy Court for the Southern District of New York seeking the recovery of nearly \$3 billion in assets from all the named defendants including NLIC and NMIC. This litigation arises from two collateralized debt obligation transactions, 801 Grand and Alta, which resulted in payments to NLIC and NMIC. In 2008, the Plaintiff and its parent company, Lehman Brothers Holding, Inc. filed for bankruptcy which triggered an early termination of the above transactions. The Plaintiff seeks to have sums returned to the bankruptcy estate in addition to prejudgment interest and costs. The case is currently stayed and on February 13, 2013, the Court extended the stay. Responsive pleadings are now due September 5, 2013. Lehman recently sent correspondence out to all defendants inviting settlement discussions which is under review.

Nationwide Investment Services Corporation

The general distributor, NISC, is not engaged in any litigation of any material nature.

Nationwide Life Insurance Company

- Nationwide Variable Account

Prospectus supplement dated September 20, 2012 to the
Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

Effective September 21, 2012, the following underlying mutual fund will be liquidated and will be merged into the new underlying mutual fund as indicated below:

Liquidated Underlying Mutual Fund	Merged Underlying Mutual Fund
Oppenheimer Champion Income Fund: Class A	Oppenheimer Global Strategic Income Fund: Class A

Nationwide Life Insurance Company

- Nationwide Variable Account

Prospectus supplement dated August 3, 2012 to
Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

Your prospectus offers the following underlying investment options under your contract. Effective September 24, 2012, the name of the investment options will be updated as indicated below:

CURRENT NAME	UPDATED NAME
Invesco Van Kampen Equity and Income Fund - Class A	Invesco Equity and Income Fund - Class A
Invesco Van Kampen Growth and Income Fund - Class A	Invesco Growth and Income Fund - Class A
Invesco Van Kampen Mid Cap Growth Fund - Class A	Invesco Mid Cap Growth Fund - Class A

Nationwide Life Insurance Company

- Nationwide Variable Account

Prospectus supplement dated July 6, 2012 to

Successor prospectus dated May 1, 2008

Soloist prospectus dated May 1, 2012

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

Your prospectus offers the following underlying investment options under your contract. Effective August 1, 2012, the name of the investment options will be updated as indicated below:

CURRENT NAME	UPDATED NAME
Nationwide Bond Fund: Class D	Nationwide Bond Fund: Institutional Service Class
Nationwide Fund: Class D	Nationwide Fund: Institutional Service Class
Nationwide Government Bond Fund: Class D	Nationwide Government Bond Fund: Institutional Service Class
Nationwide Growth Fund: Class D	Nationwide Growth Fund: Institutional Class

Nationwide Life Insurance Company

- Nationwide Variable Account

Prospectus supplement dated June 22, 2012 to

Successor prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

Your prospectus offers the following underlying investment option under your contract. Effective immediately, the name of the investment option has been updated as indicated below:

CURRENT NAME	UPDATED NAME
Neuberger Berman Partners Fund – Trust Class	Neuberger Berman Large Cap Value Fund: Trust Class

Nationwide Life Insurance Company:

- Nationwide Variable Account

Prospectus supplement dated May 1, 2012
to Prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

1. Effective May 1, 2012, the following underlying mutual fund is no longer available for new plans or new participants:

- Wells Fargo Advantage Funds – Wells Fargo Advantage Growth Fund: Investor Class

2. The "Glossary of Special Terms" is amended to include the following:

Service Center- The department of Nationwide responsible for receiving service requests. For service requests submitted other than by telephone (including fax requests), the Service Center is Nationwide's mail and document processing facility. For service requests communicated by telephone, the Service Center is Nationwide's operations processing facility. Information on how to contact the Service Center is in the "Contacting the Service Center" provision.

3. The following new section is added after the "Investing in the Contract" provision:

Contacting the Service Center

Requests for service may be made to the Service Center:

- by telephone at 1-800-848-6331 (TDD 1-800-238-3035)
- by mail to P.O. Box 182021, Columbus, Ohio 43218
- by fax at 1-888-634-4472
- by Internet at www.nationwide.com.

Nationwide reserves the right to restrict or remove the ability to submit service requests via Internet, phone, or fax upon written notice.

Not all methods of communication are available for all types of requests. To determine which methods are appropriate for a particular request, refer to the specific transaction provision in this prospectus, or call the Service Center. Requests submitted by means other than described in this prospectus could be returned or delayed.

Service requests will be effective as of the Valuation Date they are received at the Service Center as long as the request is in good order. Good order generally means that all necessary information to process the request is complete and in a form acceptable to Nationwide. If a request is not in good order, Nationwide will take reasonable actions to obtain the information necessary to process the request. Requests that are not in good order may be delayed or returned. Nationwide reserves the right to process any purchase payment or withdrawal submitted incorrectly on the Valuation Date the request is received at the Service Center.

Nationwide will use reasonable procedures to confirm that instructions are genuine and will not be liable for following instructions that it reasonably determined to be genuine. Telephone and computer systems may not always be available. Any telephone system or computer, whether yours or Nationwide's, can experience outages or slowdowns for a variety of reasons. The outages or slowdowns could prevent or delay processing. Although Nationwide has taken precautions to support heavy use, it is still possible to incur an outage or delay. To avoid technical difficulties, submit transaction requests by mail.

4. All instructions in the prospectus directing investors to page 1 of the prospectus for Nationwide contact information are changed to direct investors to the new "Contacting the Service Center" section.

5. The "Legal Proceedings" section of your prospectus is replaced with the following:

Nationwide Financial Services, Inc. (NFS, or collectively with its subsidiaries, "the Company") was formed in November 1996. NFS is the holding company for Nationwide Life Insurance Company (NLIC), Nationwide Life and Annuity Insurance Company (NLAIC) and other companies that comprise the life insurance and retirement savings operations of the Nationwide group of companies (Nationwide). This group includes Nationwide Financial Network (NFN), an affiliated distribution network that markets directly to its customer base. NFS is incorporated in Delaware and maintains its principal executive offices in Columbus, Ohio.

The Company is subject to legal and regulatory proceedings in the ordinary course of its business. The Company's legal and regulatory matters include proceedings specific to the Company and other proceedings generally applicable to business practices in the industries in which the Company operates. The Company's litigation and regulatory matters are subject to many uncertainties, and given their complexity and scope, their outcomes cannot be predicted. Regulatory proceedings also could affect the outcome of one or more of the Company's litigation matters. Furthermore, it is often not possible to determine the ultimate outcomes of the pending regulatory investigations and legal proceedings or to provide reasonable ranges of potential losses with any degree of certainty. Some matters, including certain of those referred to below, are in very preliminary stages, and the Company does not have sufficient information to make an assessment of the plaintiffs' claims for liability or damages. In some of the cases seeking to be certified as class actions, the court has not yet decided whether a class will be certified or (in the event of certification) the size of the class and class period. In many of the cases, the plaintiffs are seeking undefined amounts of damages or other relief, including punitive damages and equitable remedies, which are difficult to quantify and cannot be defined based on the information currently available. The Company believes, however, that based on currently known information, the ultimate outcome of all pending legal and regulatory matters is not likely to have a material adverse effect on the Company's consolidated financial position. Nonetheless, given the large or indeterminate amounts sought in certain of these matters and the inherent unpredictability of litigation, it is possible that such outcomes could materially affect the Company's consolidated financial position or results of operations in a particular quarter or annual period.

The financial services industry has been the subject of increasing scrutiny on a broad range of issues by regulators and legislators. The Company and/or its affiliates have been contacted by, self reported or received subpoenas from state and federal regulatory agencies, including the Securities and Exchange Commission, and other governmental bodies, state securities law regulators and state attorneys general for information relating to, among other things, sales compensation, the allocation of compensation, unsuitable sales or replacement practices, and claims handling and escheatment practices. The Company is cooperating with and responding to regulators in connection with these inquiries and will cooperate with Nationwide Mutual Insurance Company (NMIC) in responding to these inquiries to the extent that any inquiries encompass NMIC's operations.

On November 20, 2007, Nationwide Retirement Solutions, Inc. (NRS) and NLIC were named in a lawsuit filed in the Circuit Court of Jefferson County, Alabama entitled *Ruth A. Gwin and Sandra H. Turner, and a class of similarly situated individuals v. Nationwide Life Insurance Company, Nationwide Retirement Solutions, Inc., Alabama State Employees Association, PEBCO, Inc. and Fictitious Defendants A to Z*. On March 12, 2010, NRS and NLIC were named in a Second Amended Class Action Complaint filed in the Circuit Court of Jefferson County, Alabama entitled *Steven E. Coker, Sandra H. Turner, David N. Lichtenstein and a class of similarly situated individuals v. Nationwide Life Insurance Company, Nationwide Retirement Solutions, Inc., Alabama State Employees Association, Inc., PEBCO, Inc. and Fictitious Defendants A to Z* claiming to represent a class of all participants in the Alabama State Employees Association, Inc. (ASEA) Plan, excluding members of the Deferred Compensation Committee, ASEA's directors, officers and board members, and PEBCO's directors, officers and board members. On October 22, 2010, the parties to this action executed a stipulation of settlement that agreed to certify a class for settlement purposes only, that provided for payments to the settlement class, and that provided for releases, certain bar orders, and dismissal of the case, subject to the Circuit Courts' approval. The Courts have approved the settlement and the settlement amounts have been paid, but have not yet been distributed to class members. On February 28, 2011, the Court in the Gwin case entered an Order permitting ASEA/PEBCO to assert indemnification claims for attorneys' fees and costs, but barring them from asserting any other claims for indemnification. On April 22, 2011, ASEA and PEBCO filed a second amended cross claim complaint in the Gwin case against NRS and NLIC seeking indemnification. These claims seeking indemnification remain severed. On April 29, 2011, the Companies filed a motion to dismiss ASEA's and PEBCO's amended cross complaint or alternatively for summary judgment. On December 6, 2011 the Court entered an Order that NRS owes indemnification to ASEA and PEBCO for the Coker (Gwin) class action, that NRS does not have a duty to indemnify ASEA and PEBCO for fees associated with the Interpleader action that NRS filed in Montgomery County

and dismissing NLIC. On December 31, 2011, the Court denied the Company's motion to certify this order for an interlocutory appeal. NRS continues to defend this case vigorously.

On August 15, 2001, NFS and NLIC were named in a lawsuit filed in the United States District Court for the District of Connecticut entitled *Lou Haddock, as trustee of the Flyte Tool & Die, Incorporated Deferred Compensation Plan, et al v. Nationwide Financial Services, Inc. and Nationwide Life Insurance Company*. In the plaintiffs' sixth amended complaint, filed November 18, 2009, they amended the list of named plaintiffs and claim to represent a class of qualified retirement plan trustees under the Employee Retirement Income Security Act of 1974 (ERISA) that purchased variable annuities from NLIC. The plaintiffs allege that they invested ERISA plan assets in their variable annuity contracts and that NLIC and NFS breached ERISA fiduciary duties by allegedly accepting service payments from certain mutual funds. The complaint seeks disgorgement of some or all of the payments allegedly received by NFS and NLIC, other unspecified relief for restitution, declaratory and injunctive relief, and attorneys' fees. On November 6, 2009, the Court granted the plaintiff's motion for class certification and certified a class of "All trustees of all employee pension benefit plans covered by ERISA which had variable annuity contracts with NFS and NLIC or whose participants had individual variable annuity contracts with NFS and NLIC at any time from January 1, 1996, or the first date NFS and NLIC began receiving payments from mutual funds based on a percentage of assets invested in the funds by NFS and NLIC, whichever came first, to the date of November 6, 2009". On October 20, 2010, the Second Circuit Court of Appeals granted NLIC's 23(f) petition agreeing to hear an appeal of the District Court's order granting class certification. On October 21, 2010, the District Court dismissed NFS from the lawsuit. On October 27, 2010, the District Court stayed the underlying action pending a decision from the Second Circuit Court of Appeals. On February 6, 2012, the Second Circuit Court of Appeals vacated the class certification order that was issued on November 6, 2009 and remanded the case back to the District Court for further consideration. The plaintiffs have renewed their motion for class certification. On March 30, 2012, the Company filed its brief in opposition to the class certification motion. NLIC continues to defend this lawsuit vigorously.

On May 14, 2010, NLIC was named in a lawsuit filed in the Western District of New York entitled *Sandra L. Meidenbauer, on behalf of herself and all others similarly situated v. Nationwide Life Insurance Company*. The plaintiff claims to represent a class of all individuals who purchased a variable life insurance policy from NLIC during an unspecified period. The complaint claims breach of contract, alleging that NLIC charged excessive monthly deductions and costs of insurance resulting in reduced policy values and, in some cases, premature lapsing of policies. The complaint seeks reimbursement of excessive charges, costs, interest, attorney's fees, and other relief. NLIC filed a motion to dismiss the complaint on July 23, 2010. NLIC filed a motion to disqualify the proposed class representative on August 27, 2010. Plaintiff filed a motion to amend the complaint on September 17, 2010, and NLIC filed an opposition to the motion to amend on November 2, 2010. On October 13, 2011, plaintiff voluntarily dismissed the lawsuit without prejudice. In other non-Nationwide cases, plaintiff's counsel has re-filed actions. The Company will continue to monitor developments, but will conclude this matter.

On October 22, 2010, NRS was named in a lawsuit filed in the U.S. District Court, Middle District of Florida, Orlando Division entitled *Camille McCullough, and Melanie Monroe, Individually and on behalf of all others similarly situated v. National Association of Counties, NACO Research Foundation, NACO Financial Services Corp., NACO Financial Center, and Nationwide Retirement Solutions, Inc.* The Plaintiffs' First Amended Class Action Complaint and Demand for Jury Trial was filed on February 18, 2011. If the Court determined that the Plan was governed by ERISA, then Plaintiffs sought to represent a class of "All natural persons in the U.S. who are currently employed or previously were employed at any point during the six years preceding the date Plaintiffs filed their Original Class Action Complaint, by a government entity that is or was a member of the National Association of Counties, and who participate or participated in the Section 457 Deferred Compensation Plan for Public Employees endorsed by the National Association of Counties and administered by Nationwide Retirement Solutions, Inc." If the Court determined that the Plan was not governed by ERISA, then the Plaintiffs sought to represent a class of "All natural persons in the U.S. who are currently employed or previously were employed at any point during the four years preceding the date Plaintiffs filed their Original Class Action Complaint, by a government entity that is or was a member of the National Association of Counties, and who participate or participated in a Section 457 Deferred Compensation Plan for Public Employees endorsed by the National Association of Counties and administered by Nationwide Retirement Solutions, Inc." The First Amended Complaint alleged ERISA Violation, Breach of Fiduciary Duty - NACO, Aiding and Abetting Breach of Fiduciary Duty - Nationwide, Breach of Fiduciary Duty - Nationwide, and Aiding and Abetting Breach of Fiduciary Duty - NACO. The First Amended Complaint asked for actual damages, lost profits, lost opportunity costs, restitution, and/or other injunctive or other relief, including without limitation (a) ordering Nationwide and NACO to restore all plan losses, (b) ordering Nationwide to refund all fees associated with Nationwide's Plan to Plaintiffs and Class members, (c) ordering NACO and Nationwide to pay the expenses and losses incurred by Plaintiffs and/or any Class member as a proximate result of Defendants' breaches of fiduciary duty, (d) forcing NACO to forfeit the fees that NACO received from Nationwide for promoting and endorsing its Plan and disgorging all profits, benefits, and other

compensation obtained by NACO from its wrongful conduct, and (e) awarding Plaintiff and Class members their reasonable and necessary attorney's fees and cost incurred in connection with this suit, punitive damages, and pre-judgment and post judgment interest, at the highest rates allowed by law, on the damages awarded. On March 21, 2011, the Company filed a motion to dismiss the plaintiffs' first amended complaint. On July 1, 2011, the plaintiffs filed their motion for class certification and later sought to amend their complaint. On November 25, 2011 the District Court entered an Order granting NACO's motion to dismiss, NRS's motion to dismiss, denying plaintiffs' motion to file an amended complaint, that all other remaining pending motions are moot, dismissing the class-wide claims with prejudice, dismissing individual claims without prejudice, and ordering the Clerk to close this case. On December 27, 2011, the plaintiffs filed a notice of appeal. The parties have agreed to resolve the dispute on an individual basis and as part of that settlement will not pursue any further appeal. The Company intends to defend this case vigorously.

On December 27, 2006, NLIC and NRS were named as defendants in a lawsuit filed in Circuit Court, Cole County Missouri entitled *State of Missouri, Office of Administration, and Missouri State Employees Deferred Comp Plan v. NLIC and NRS*. The complaint seeks recovery for breach of contract and breach of the implied covenant of good faith and fair dealing against NLIC and NRS as well as a breach of fiduciary duty against NRS. The complaint seeks to recover the amount of the market value adjustment withheld by NLIC (\$19 million), prejudgment interest, loss of investment income from ING due to the Companies' assessment of the market value adjustment. On March 8, 2007 the Companies filed a motion to remove this case from state court to federal court in Missouri. On March 20, 2007 the State filed a motion to remand to state court and to stay court order. On April 3, 2007 the case was remanded to state court. On June 25, 2007 the Companies filed an Answer. On October 16, 2009, the plaintiff filed a partial motion for summary judgment. On November 20, 2009, the Companies filed a response to the plaintiff's motion for summary judgment and also filed a motion for summary judgment on behalf of the Companies. On February 26, 2010, the court denied Missouri's partial motion for summary judgment and granted the Companies' motion for summary judgment and dismissed the case. On March 8, 2011, the Missouri Court of Appeals reversed the granting of the Companies' motion for summary judgment and directed the trial court to enter judgment in favor of the State and against the Companies in the amount of \$19 million, plus statutory interest at the rate of 9% per annum from June 2, 2006. On March 22, 2011, the Companies filed with the Missouri Court of Appeals, a motion for rehearing and an application for transfer to the Supreme Court of Missouri. On May 3, 2011, the Missouri Court of Appeals for the Western District overruled the Companies' motion for rehearing and denied the motion to transfer the case to the Missouri Supreme Court. On June 28, 2011, the Companies' application to the Missouri Supreme Court to hear a further appeal was denied. On July 1, 2011, the Companies paid the amount of the judgment plus simple interest at 9%. On August 9, 2011, the plaintiffs filed a Satisfaction of Judgment.

On June 8, 2011, NMIC and NLIC were named in a lawsuit filed in Court of Common Pleas, Cuyahoga County, Ohio entitled *Stanley Andrews and Donald Clark, on their behalf and on behalf of the class defined herein v. Nationwide Mutual Insurance Company and Nationwide Life Insurance Company*. The complaint alleges that Nationwide has an obligation to review the Social Security Administration Death Master File database for all life insurance policyholders who have at least a 70% probability of being deceased according to actuarial tables. The complaint further alleges that Nationwide is not conducting such a review. The complaint seeks injunctive relief and declaratory judgment requiring Nationwide to conduct such a review, and alleges Nationwide has violated the covenant of good faith and fair dealing and has been unjustly enriched by not having conducted such reviews. The complaint seeks certification as a class action. Nationwide removed the case to federal court on July 6, 2011. Plaintiffs filed a motion to remand to state court on August 8, 2011. On October 26, 2011, the Northern District of Ohio remanded the case to Ohio State court. Nationwide appealed the order to remand on November 4, 2011. Including Andrews, there are four similar class actions in Ohio: two against Western & Southern; one against Cincinnati Life. At the case management conference on November 21, 2011, the State Court ordered Plaintiffs to file an opposition to the motion to dismiss that Nationwide filed in federal court. Plaintiffs filed their opposition to Nationwide's motion to dismiss on December 19, 2011. By order dated January 18, 2012, the State Court issued an order dismissing the lawsuit. The court issued its opinion on January 23, 2012. On January 30, 2012, plaintiffs filed their appeal.

The general distributor, NISC, is not engaged in any litigation of any material nature.

Nationwide Life Insurance Company

- Nationwide Variable Account

Prospectus supplement dated October 20, 2011
to Prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

1. **Effective on or about November 28, 2011, the following underlying mutual fund is available as an investment option under your contract:**

Dreyfus Opportunistic Small Cap Fund

2. **Effective on or about November 28, 2011, "Appendix A" is amended to include the following:**

Dreyfus Opportunistic Small Cap Fund

Investment Advisor: The Dreyfus Corporation

Investment Objective: The fund seeks capital appreciation.

3. **Effective on or about November 28, 2011, the following underlying mutual fund liquidated and has merged into a new underlying mutual fund as indicated below:**

Liquidated Underlying Mutual Fund	Merged Underlying Mutual Fund
Dreyfus Emerging Leaders Fund	Dreyfus Opportunistic Small Cap Fund

Nationwide Life Insurance Company

- Nationwide Variable Account

Prospectus supplement dated September 16, 2011
to Prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

Your prospectus offers the following underlying mutual funds as investment options under your contract. Effective September 30, 2011, these underlying mutual funds changed their names as indicated below:

Old Name	New Name
Federated High Yield Trust	Federated High Yield Trust: Service Shares
Federated Income Securities Trust – Federated Intermediate Corporate Bond Fund: Institutional Shares	Federated Income Securities Trust – Federated Intermediate Corporate Bond Fund: Service Shares

Nationwide Life Insurance Company

- Nationwide Variable Account

Prospectus supplement dated August 25, 2011
to Prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

The following sub-account is only available in contracts for which good order applications were received on or before August 31, 2011:

American Century Growth Fund: Investor Class

Nationwide Life Insurance Company:

- Nationwide Variable Account

Prospectus supplement dated August 18, 2011
to Prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

- 1. Effective on or about August 26, 2011, the following underlying mutual fund is available as an investment option under your contract:**

Wells Fargo Advantage Funds – Wells Fargo Advantage Enterprise Fund: Investor Class

- 2. Effective on or about August 26, 2011, the "Appendix A" is amended to include the following:**

Wells Fargo Advantage Funds – Wells Fargo Advantage Enterprise Fund: Investor Class

Investment Advisor: Wells Fargo Funds Management, LLC

Sub-Advisor: Wells Capital Management Incorporated

Investment Objective: This fund seeks long-term capital appreciation.

- 3. Effective on or about August 26, 2011, the following underlying mutual fund liquidated and has merged into a new underlying mutual fund as indicated below:**

Liquidated Underlying Mutual Fund	Merged Underlying Mutual Fund
Wells Fargo Advantage Funds – Wells Fargo Advantage Mid Cap Growth Fund: Investor Class	Wells Fargo Advantage Funds – Wells Fargo Advantage Enterprise Fund: Investor Class

Nationwide Life Insurance Company:

- Nationwide Variable Account

Prospectus supplement dated May 1, 2011

to Prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

- 1. Effective May 20, 2011, the following underlying mutual funds liquidated and have merged into a new underlying mutual fund as indicated below:**

Old Underlying Mutual Fund	Merged Underlying Mutual Fund
Invesco Basic Balanced Fund – Class I	Invesco Van Kampen Equity and Income Fund – Class A
Invesco Van Kampen Real Estate Securities Fund – Class A	Invesco Real Estate Fund – Class A

- 2. The “Legal Proceedings” section of your prospectus is replaced with the following:**

Nationwide Financial Services, Inc. (NFS, or collectively with its subsidiaries, "the Company") was formed in November 1996. NFS is the holding company for Nationwide Life Insurance Company (NLIC), Nationwide Life and Annuity Insurance Company (NLAIC) and other companies that comprise the life insurance and retirement savings operations of the Nationwide group of companies (Nationwide). This group includes Nationwide Financial Network (NFN), an affiliated distribution network that markets directly to its customer base. NFS is incorporated in Delaware and maintains its principal executive offices in Columbus, Ohio.

The Company is a subject to legal and regulatory proceedings in the ordinary course of its business. The Company's legal and regulatory matters include proceedings specific to the Company and other proceedings generally applicable to business practices in the industries in which the Company operates. The Company's litigation and regulatory matters are subject to many uncertainties, and given their complexity and scope, their outcomes cannot be predicted. Regulatory proceedings also could affect the outcome of one or more of the Company's litigations matters. Furthermore, it is often not possible to determine the ultimate outcomes of the pending regulatory investigations and legal proceedings or to provide reasonable ranges of potential losses with any degree of certainty. Some matters, including certain of those referred to below, are in very preliminary stages, and the Company does not have sufficient information to make an assessment of the plaintiffs' claims for liability or damages. In some of the cases seeking to be certified as class actions, the court has not yet decided whether a class will be certified or (in the event of certification) the size of the class and class period. In many of the cases, the plaintiffs are seeking undefined amounts of damages or other relief, including punitive damages and equitable remedies, which are difficult to quantify and cannot be defined based on the information currently available. Management believes, however, that based on their currently known information, the ultimate outcome of all pending legal and regulatory matters is not likely to have a material adverse effect on the Company's consolidated financial position. Nonetheless, given the large or indeterminate amounts sought in certain of these matters and the inherent unpredictability of litigation, it is possible that such outcomes could materially affect the Company's consolidated financial position or results of operations in a particular quarter or annual period.

The financial services industry has been the subject of increasing scrutiny on a broad range of issues by regulators and legislators. The Company and/or its affiliates have been contacted by, self reported or received subpoenas from state and federal regulatory agencies, including the Securities and Exchange Commission, and other governmental bodies, state securities law regulators and state attorneys general for information relating to, among other things, compensation, the allocation of compensation, revenue sharing and bidding arrangements, market-timing, anticompetitive activities, unsuitable sales or replacement practices, fee arrangements in retirement plans, and the use of side agreements and finite reinsurance agreements. The Company is cooperating with regulators in

connection with these inquiries and will cooperate with Nationwide Mutual Insurance Company (NMIC) in responding to these inquiries to the extent that any inquiries encompass NMIC's operations.

A promotional and marketing arrangement associated with the Company's offering of a retirement plan product and related services in Alabama was investigated by the Alabama Attorney General, which assumed the investigation from the Alabama Securities Commission. On October 27, 2010, the State Attorney General announced a settlement agreement, subject to court approval, between the Company and the State of Alabama, the Alabama Department of Insurance, the Alabama Securities Commission, and the Alabama State Personnel Board. If the court approves the settlement agreement, the Company currently expects that the settlement will not have a material adverse impact on its consolidated financial position. It is not possible to predict what effect, if any, the settlement may have on the Company's retirement plan operations with respect to promotional and marketing arrangements in general in the future.

On September 10, 2009, Nationwide Retirement Solutions, Inc. (NRS) was named in a lawsuit filed in the Circuit Court for Montgomery County, Alabama entitled *Twanna Brown, Individually and on behalf of all other persons in Alabama who are similarly situated, v Nationwide Retirement Solutions, Inc., Alabama State Employees Association, PEBCO, Inc., Edwin "Mac" McArthur, Steve Walkley, Glenn Parker, Ulysses Lavender, Diana McLain, Randy Hebson, and Robert Wagstaff; and Unknown Defendants A-Z*. On February 17, 2010, Brown filed an Amended Complaint alleging in Count One, that all the defendants were involved in a civil conspiracy and seeks to recover actual damages, forfeiture of all other payments and/or salaries to be the fruit of such other payments, punitive damages and costs and attorneys fees. In Count Two, although NRS is not named, it is alleged that the remaining defendants breached their fiduciary duties and seeks actual damages, forfeiture of all other payments and/or salaries to be the fruit of such other payments, punitive damages and costs and attorneys fees. In Count Three, although NRS is not named, the plaintiff seeks declaratory relief that the individual defendants breached their fiduciary duties, seeks injunctive relief permanently removing said defendants from their respective offices in the Alabama State Employees Association (ASEA) and PEBCO and costs and attorneys fees. In Count Four, it alleges that any money Nationwide paid belonged exclusively to ASEA for the use and benefit of its membership at large and not for the personal benefit of the individual defendants. Plaintiff seeks to recover actual damages from the individual defendants, forfeiture of all other payments and/or salaries to be the fruit of such other payments, punitive damages and costs and attorneys fees. On March 10, 2011, the plaintiff filed a Notice of Dismissal. The Company continues to defend this case vigorously.

On November 20, 2007, NRS and NLIC were named in a lawsuit filed in the Circuit Court of Jefferson County, Alabama entitled *Ruth A. Gwin and Sandra H. Turner, and a class of similarly situated individuals v Nationwide Life Insurance Company, Nationwide Retirement Solutions, Inc., Alabama State Employees Association, PEBCO, Inc. and Fictitious Defendants A to Z*. On March 12, 2010, NRS and NLIC were named in a Second Amended Class Action Complaint filed in the Circuit Court of Jefferson County, Alabama entitled *Steven E. Coker, Sandra H. Turner, David N. Lichtenstein and a class of similarly situated individuals v. Nationwide Life Insurance Company, Nationwide Retirement Solutions, Inc., Alabama State Employees Association, Inc., PEBCO, Inc. and Fictitious Defendants A to Z* claiming to represent a class of all participants in the ASEA Plan, excluding members of the Deferred Compensation Committee, ASEA's directors, officers and board members, and PEBCO's directors, officers and board members. The class period is from November 20, 2001 to the date of trial. In the second amended class action complaint, the plaintiffs allege breach of fiduciary duty, wantonness and breach of contract. The second amended class action complaint seeks a disgorgement of amounts paid, compensatory damages and punitive damages, plus interest, attorneys' fees and costs and such other equitable and legal relief to which plaintiffs and class members may be entitled. On April 2, 2010, NRS and NLIC filed an answer. On June 4, 2010, the plaintiffs filed a motion for class certification. On July 8, 2010, the defendants filed their briefs in opposition to plaintiffs' motion for class certification. On October 17, 2010, Twanna Brown filed a motion to intervene in this case. On October 22, 2010, the parties to this action executed a stipulation of settlement that agrees to certify a class for settlement purposes only, that provides for payments to the settlement class, and that provides for releases, certain bar orders, and dismissal of the case, subject to the Circuit Courts' approval. After a hearing on November 5, 2010, on November 9, 2010, the Court denied Brown's motion to intervene. On November 13, 2010, the Court issued a Preliminary Approval Order and held a Settlement Fairness Hearing on January 26, 2011. On November 22, 2010, Brown filed a Notice of Appeal with the Supreme Court of Alabama, appealing the Preliminary Approval Order. On January 25, 2011, the Alabama Supreme Court dismissed the appeal. Class notices were sent out on

November 24, 2010. On December 3, 2010, Brown filed a motion with the trial court to stay this case. On December 22, 2010, Brown filed with the Alabama Supreme Court, a motion to stay all further Gwin trial court proceedings until Ms. Brown's appeal of the certification order is decided. On January 25, 2011, the Alabama Supreme Court denied Brown's motion to stay. On February 28, 2011, the Court entered its Order permitting ASEA/PEBCO to assert indemnification claims for attorneys' fees and costs, but barring them from asserting any other claims for indemnification. On March 3, 2011, ASEA and PEBCO filed a cross claim against NLIC and NRS seeking indemnification. On March 9, 2011, the Court severed the cross claim. NRS and NLIC continue to defend this case vigorously.

On July 11, 2007, NLIC was named in a lawsuit filed in the United States District Court for the Western District of Washington at Tacoma entitled *Jerre Daniels-Hall and David Hamblen, Individually and on Behalf of All Others Similarly Situated v. National Education Association, NEA Member Benefits Corporation, Nationwide Life Insurance Company, Security Benefit Life Insurance Company, Security Benefit Group, Inc., Security Distributors, Inc., et al.* The plaintiffs seek to represent a class of all current or former NEA members who participated in the NEA Valuebuilder 403(b) program at any time between January 1, 1991 and the present (and their heirs and/or beneficiaries). The plaintiffs allege that the defendants violated ERISA by failing to prudently and loyally manage plan assets, by failing to provide complete and accurate information, by engaging in prohibited transactions, and by breaching their fiduciary duties when they failed to prevent other fiduciaries from breaching their fiduciary duties. The complaint seeks to have the defendants restore all losses to the plan, restoration of plan assets and profits to participants, disgorgement of endorsement fees, disgorgement of service fee payments, disgorgement of excessive fees charged to plan participants, other unspecified relief for restitution, declaratory and injunctive relief, and attorneys' fees. On May 23, 2008, the Court granted the defendants' motion to dismiss. On June 19, 2008, the plaintiffs filed a notice of appeal. On December 20, 2010, the 9th Circuit Court of Appeals affirmed the dismissal of this case and entered judgment. The plaintiffs did not file a writ of certiorari with the US Supreme Court. NLIC intends to continue to defend this case vigorously.

On August 15, 2001, NFS and NLIC were named in a lawsuit filed in the United States District Court for the District of Connecticut entitled *Lou Haddock, as trustee of the Flyte Tool & Die, Incorporated Deferred Compensation Plan, et al v. Nationwide Financial Services, Inc. and Nationwide Life Insurance Company*. In the plaintiffs' sixth amended complaint, filed November 18, 2009, they amended the list of named plaintiffs and claim to represent a class of qualified retirement plan trustees under ERISA that purchased variable annuities from NLIC. The plaintiffs allege that they invested ERISA plan assets in their variable annuity contracts and that NLIC and NFS breached ERISA fiduciary duties by allegedly accepting service payments from certain mutual funds. The complaint seeks disgorgement of some or all of the payments allegedly received by NFS and NLIC, other unspecified relief for restitution, declaratory and injunctive relief, and attorneys' fees. On November 6, 2009, the Court granted the plaintiff's motion for class certification and certified a class of "All trustees of all employee pension benefit plans covered by ERISA which had variable annuity contracts with NFS and NLIC or whose participants had individual variable annuity contracts with NFS and NLIC at any time from January 1, 1996, or the first date NFS and NLIC began receiving payments from mutual funds based on a percentage of assets invested in the funds by NFS and NLIC, whichever came first, to the date of November 6, 2009". On October 20, 2010, the Second Circuit Court of Appeals granted NLIC's 23(f) petition agreeing to hear an appeal of the District Court's order granting class certification. On October 21, 2010, the District Court dismissed NFS from the lawsuit. On October 27, 2010, the District Court stayed the underlying action pending a decision from the Second Circuit Court of Appeals. On March 2, 2011, the Company filed its brief in the 2nd Circuit Court of Appeals. NLIC continues to defend this lawsuit vigorously.

On May 14, 2010, NLIC was named in a lawsuit filed in the Western District of New York entitled *Sandra L. Meidenbauer, on behalf of herself and all others similarly situated v. Nationwide Life Insurance Company*. The plaintiff claims to represent a class of all individuals who purchased a variable life insurance policy from NLIC during an unspecified period. The complaint claims breach of contract, alleging that NLIC charged excessive monthly deductions and costs of insurance resulting in reduced policy values and, in some cases, premature lapsing of policies. The complaint seeks reimbursement of excessive charges, costs, interest, attorney's fees, and other relief. NLIC filed a motion to dismiss the complaint on July 23, 2010. NLIC filed a motion to disqualify the proposed class representative on August 27, 2010. Plaintiff filed a motion to amend the complaint on September 17,

2010, and NLIC filed an opposition to the motion to amend on November 2, 2010. Those motions have been fully briefed. NLIC continues to vigorously defend this case.

On October 22, 2010, NRS was named in a lawsuit filed in the United States District Court, Middle District of Florida, Orlando Division entitled *Camille McCullough, and Melanie Monroe, Individually and on behalf of all others similarly situated v. National Association of Counties, NACo Research Foundation, NACo Financial Services Corp., NACo Financial Center, and Nationwide Retirement Solutions, Inc.* The Plaintiffs' First Amended Class Action Complaint and Demand for Jury Trial was filed on February 18, 2011. If the Court determines that the Plan is governed by ERISA, then Plaintiffs seek to represent a class of "All natural persons in the United States who are currently employed or previously were employed at any point during the six years preceding the date Plaintiffs filed their Original Class Action Complaint, by a government entity that is or was a member of the National Association of Counties, and who participate or participated in the Section 457 Deferred Compensation Plan for Public Employees endorsed by the National Association of Counties and administered by Nationwide Retirement Solutions, Inc." If the Court determines that the Plan is not governed by ERISA, then the Plaintiffs seek to represent a class of "All natural persons in the United States who are currently employed or previously were employed at any point during the four years preceding the date Plaintiffs filed their Original Class Action Complaint, by a government entity that is or was a member of the National Association of Counties, and who participate or participated in a Section 457 Deferred Compensation Plan for Public Employees endorsed by the National Association of Counties and administered by Nationwide Retirement Solutions, Inc." The First Amended Complaint alleges ERISA Violation, Breach of Fiduciary Duty - NACo, Aiding and Abetting Breach of Fiduciary Duty - Nationwide, Breach of Fiduciary Duty - Nationwide, and Aiding and Abetting Breach of Fiduciary Duty - NACo. The First Amended Complaint asks for actual damages, lost profits, lost opportunity costs, restitution, and/or other injunctive or other relief, including without limitation (a) ordering Nationwide and NACo to restore all plan losses, (b) ordering Nationwide to refund all fees associated with Nationwide's Plan to Plaintiffs and Class members, (c) ordering NACo and Nationwide to pay the expenses and losses incurred by Plaintiffs and/or any Class member as a proximate result of Defendants' breaches of fiduciary duty, (d) forcing NACo to forfeit the fees that NACo received from Nationwide for promoting and endorsing its Plan and disgorging all profits, benefits, and other compensation obtained by NACo from its wrongful conduct, and (e) awarding Plaintiff and Class members their reasonable and necessary attorney's fees and cost incurred in connection with this suit, punitive damages, and pre-judgment and post judgment interest, at the highest rates allowed by law, on the damages awarded. On March 21, 2011, the Company filed a motion to dismiss the plaintiffs' first amended complaint. The Company intends to defend this case vigorously.

On December 27, 2006, NLIC and NRS were named as defendants in a lawsuit filed in Circuit Court, Cole County Missouri entitled *State of Missouri, Office of Administration, and Missouri State Employees Deferred Comp Plan v NLIC and NRS*. The complaint seeks recovery for breach of contract and breach of the implied covenant of good faith and fair dealing against NLIC and NRS as well as a breach of fiduciary duty against NRS. The complaint seeks to recover the amount of the market value adjustment withheld by NLIC (\$18,586,380), prejudgment interest, loss of investment income from ING due to Nationwide's assessment of the market value adjustment, and an accounting. On March 8, 2007 the Company filed a motion to remove this case from state court to federal court in Missouri. On March 20, 2007 the State filed a motion to remand to state court and to stay court order. On April 3, 2007 the case was remanded to state court. On June 25, 2007 the Companies filed an Answer. On October 16, 2009, the plaintiff filed a partial motion for summary judgment. On November 20, 2009, the Companies filed a response to the plaintiff's motion for summary judgment and also filed a motion for summary judgment on behalf of the Companies. On February 26, 2010, the court denied Missouri's partial motion for summary judgment and granted Nationwide's motion for summary judgment and dismissed the case. On March 8, 2011, the Missouri Court of Appeals reversed the granting of Nationwide's motion for summary judgment and directed the trial court to enter judgment in favor of the State and against Nationwide in the amount of \$18,586,380, plus statutory interest at the rate of 9% per annum from June 2, 2006. On March 22, 2011, the Companies filed with the Missouri Court of Appeals, a motion for rehearing and an application for transfer to the Supreme Court of Missouri. The Companies intend to defend this case vigorously.

The general distributor, NISC, is not engaged in any litigation of any material nature.

Nationwide Life Insurance Company:

- Nationwide Variable Account

Prospectus supplement dated February 25, 2011 to

Prospectus dated May 1, 2008 (Successor) and

Prospectus dated May 1, 2010 (Sololist)

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

1. Effective February 25, 2011, the following Sub-Account is added as an available investment option under your contract:

- Nationwide Fund: Class A

2. Effective February 25, 2011, "Appendix A: Sub-Account Information" is amended to include the following:

Nationwide Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective February 26, 2011

Investment Adviser:

Nationwide Fund Advisors

Sub-adviser:

Aberdeen Asset Management, Inc. and Diamond Hill Capital Management, Inc.

Investment Objective:

Seeks total return through a flexible combination of capital appreciation and current income.

3. Effective close of business on February 25, 2011, the Nationwide Large Cap Value Fund: Class A will merge into the Nationwide Fund: Class A. Any contract value allocated to the Nationwide Large Cap Value Fund: Class A Sub-Account as of close of business on February 25, 2011, will be redeemed and the redemption proceeds will be used to purchase units in the Nationwide Fund: Class A Sub-Account.
4. Effective February 26, 2011, the Nationwide Fund: Class A Sub-Account will close and no longer be available to receive transfers or new purchase payments.

Nationwide Life Insurance Company:

- Nationwide Variable Account
- Nationwide Variable Account – II
- Nationwide Variable Account – 6
- Nationwide Variable Account – 7
- Nationwide Variable Account – 14
- Multi-Flex Variable Account
- Nationwide VLI Separate Account – 2
- Nationwide VLI Separate Account – 4
- Nationwide VLI Separate Account – 5
- Nationwide VLI Separate Account – 6
- Nationwide VLI Separate Account – 7
- Nationwide Provident VLI Separate Account – 1

Prospectus supplement dated July 26, 2010
to Prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

Effective July 30, 2010, the following paragraph is added to the end of the "Nationwide Life Insurance Company" section of your prospectus:

Nationwide intends to rely on the exemption provided by Rule 12h-7 under the Securities Exchange Act of 1934 ("1934 Act"). In reliance on the exemption provided by Rule 12h-7, we do not intend to file periodic reports as required under the 1934 Act.

Nationwide Life Insurance Company:

- Nationwide Variable Account

Prospectus supplement dated July 13, 2010
to Prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

Subject to shareholder approval, effective July 16, 2010, the following underlying mutual fund will be liquidated and will merge into a new underlying mutual fund as indicated below:

Liquidated Underlying Mutual Fund	Merged Underlying Mutual Fund
Wells Fargo Advantage Large Company Core Fund – Investor Class	Wells Fargo Advantage – Large Company Cap Core: Investor Class

Nationwide Life Insurance Company:

- Nationwide Variable Account

Prospectus supplement dated May 14, 2010

to Prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

Your prospectus offers the following underlying mutual fund as an investment option under your policy. Effective June 1, 2010, this underlying mutual fund changed its name as indicated below:

Old Name	New Name
Van Kampen Growth and Income Fund - Class A	Invesco Van Kampen Growth and Income Fund - Class A
Van Kampen Mid Cap Growth Fund - Class A	Invesco Van Kampen Mid Cap Growth Fund - Class A
Van Kampen Real Estate Securities Fund - Class A	Invesco Van Kampen Real Estate Securities Fund- Class A

Nationwide Life Insurance Company:

- Nationwide Variable Account

Prospectus supplement dated May 1, 2010

to Prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

- 1. Your prospectus offers the following underlying mutual funds as investment options under your policy. Effective May 1, 2010, these underlying mutual funds changed names as indicated below:**

Old Name	New Name
AIM Basic Balanced Fund - Investor Class	Invesco Basic Balanced Fund: Investor Class
AIM Dynamics Fund - Investor Class	Invesco Dynamics Fund: Investor Class
AIM Small Cap Growth Fund: Investor Class	Invesco Small Cap Growth Fund: Investor Class
Wells Fargo Advantage Funds® - Common Stock Fund: Investor Class	Wells Fargo Advantage Common Stock Fund: Investor Class
Wells Fargo Advantage Funds® - Growth Fund: Investor Class	Wells Fargo Advantage Growth Fund: Investor Class
Wells Fargo Advantage Funds® - Large Company Core Fund: Investor Class	Wells Fargo Advantage Large Company Core Fund: Investor Class
Wells Fargo Advantage Funds® - Mid Cap Growth Fund: Investor Class	Wells Fargo Advantage Mid Cap Growth Fund: Investor Class

- 2. The “Legal Proceedings” section of your prospectus is replaced with the following:**

Nationwide Financial Services, Inc. (NFS, or collectively with its subsidiaries, "the Company") was formed in November 1996. NFS is the holding company for Nationwide Life Insurance Company (NLIC), Nationwide Life and Annuity Insurance Company (NLAIC) and other companies that comprise the life insurance and retirement savings operations of the Nationwide group of companies (Nationwide). This group includes Nationwide Financial Network (NFN), an affiliated distribution network that markets directly to its customer base. NFS is incorporated in Delaware and maintains its principal executive offices in Columbus, Ohio.

The Company is a party to litigation and arbitration proceedings in the ordinary course of its business. It is often not possible to determine the ultimate outcome of the pending investigations and legal proceedings or to provide reasonable ranges of potential losses with any degree of certainty. Some matters, including certain of those referred to below, are in very preliminary stages, and the Company does not have sufficient information to make an assessment of the plaintiffs' claims for liability or damages. In some of the cases seeking to be certified as class actions, the court has not yet decided whether a class will be certified or (in the event of certification) the size of the class and class period. In many of the cases, the plaintiffs are seeking undefined amounts of damages or other relief, including punitive damages and equitable remedies, which are difficult to quantify and cannot be defined based on the information currently available. The Company does not believe, based on information currently known by management, that the outcomes of such pending investigations and legal proceedings are likely to have a material adverse effect on the Company's consolidated financial position. However, given the large and/or indeterminate amounts sought in certain of these matters and inherent unpredictability of litigation, it is possible that an adverse outcome in certain matters could have a material adverse effect on the Company's consolidated financial position or results of operations in a particular period.

In recent years, life insurance companies have been named as defendants in lawsuits, including class action lawsuits relating to life insurance and annuity pricing and sales practices. A number of these lawsuits have resulted in substantial jury awards or settlements against life insurers other than the Company.

The financial services industry, including mutual fund, variable annuity, retirement plan, life insurance and distribution companies, has also been the subject of increasing scrutiny on a broad range of issues by regulators, legislators and the media over the past few years. Numerous regulatory agencies, including the SEC, the Financial Industry Regulatory Authority and the New York State Attorney General, have commenced industry-wide investigations on such issues as late trading and market timing in connection with mutual funds and variable insurance contracts, and have commenced enforcement actions against some mutual fund and life insurance companies on those issues. The Company has responded to information requests and/or subpoenas from the SEC in 2003 and the New York State Attorney General in 2005 in connection with investigations regarding market timing in certain mutual funds offered in insurance products sponsored by the Company. The Company is not aware of any further action on these matters.

In addition, state and federal regulators and other governmental bodies have commenced investigations, proceedings or inquiries relating to compensation and bidding arrangements and possible anti-competitive activities between insurance producers and brokers and issuers of insurance products, and unsuitable sales and replacements by producers on behalf of the issuer. Also under investigation are compensation and revenue sharing arrangements between the issuers of variable insurance contracts and mutual funds or their affiliates, fee arrangements in retirement plans, the use of side agreements and finite reinsurance agreements, funding agreements issued to back MTN programs, recordkeeping and retention compliance by broker-dealers, and supervision of former registered representatives. Related investigations, proceedings or inquiries may be commenced in the future. The Company and/or its affiliates have been contacted by, self reported or received subpoenas from state and federal regulatory agencies and other governmental bodies, state securities law regulators and state attorneys general for information relating to certain of these investigations, including those relating to compensation, revenue sharing and bidding arrangements, anti-competitive activities, unsuitable sales or replacement practices, fee arrangements in retirement plans, the use of side agreements and finite reinsurance agreements, and funding agreements backing the MTN program. The Company is cooperating with regulators in connection with these inquiries and will cooperate with Nationwide Mutual Insurance Company (NMIC) in responding to these inquiries to the extent that any inquiries encompass NMIC's operations.

A promotional and marketing arrangement associated with the Company's offering of a retirement plan product and related services in Alabama is under investigation by the Alabama Attorney General, which assumed the investigation from the Alabama Securities Commission. The Company currently expects that any damages paid to settle this matter will not have a material adverse impact on its consolidated financial position. It is not possible to predict what effect, if any, the outcome of this investigation may have on the Company's retirement plan operations with respect to promotional and marketing arrangements in general in the future.

These proceedings are expected to continue in the future and could result in legal precedents and new industry-wide legislation, rules and regulations that could significantly affect the financial services industry, including mutual fund, retirement plan, life insurance and annuity companies. These proceedings also could affect the outcome of one or more of the Company's litigation matters. There can be no assurance that any litigation or regulatory actions will not have a material adverse effect on the Company's consolidated financial position or results of operations in the future.

On September 10, 2009, NRS was named in a lawsuit filed in the Circuit Court for Montgomery County, Alabama entitled *Twanna Brown, Individually and on behalf of all other persons in Alabama who are similarly situated, v. Nationwide Retirement Solutions, Inc., Alabama State Employees Association, PEBCO, Inc., Edwin "Mac" McArthur, Steve Walkley, Glenn Parker, Ulysses Lavender, Diana McLain, Randy Hebson, and Robert Wagstaff; and Unknown Defendants A-Z*. On January 22, 2010, Brown filed an Amended Complaint alleging in Count One, that all the defendants were involved in a civil conspiracy and seeks to recover actual damages, forfeiture of all other payments and/or salaries to be the fruit of such other payments, punitive damages and costs and attorneys fees. In Count Two, although NRS is not named, it is alleged that the remaining defendants breached their fiduciary

duties and seeks actual damages, forfeiture of all other payments and/or salaries to be the fruit of such other payments, punitive damages and costs and attorneys fees. In Count Three, although NRS is not named, the plaintiff seeks declaratory relief that the individual defendants breached their fiduciary duties, seeks injunctive relief permanently removing said defendants from their respective offices in the Alabama State Employees Association (ASEA) and PEBCO and costs and attorneys fees. In Count Four, it alleges that any money Nationwide paid belonged exclusively to ASEA for the use and benefit of its membership at large and not for the personal benefit of the individual defendants. Plaintiff seeks to recover actual damages from the individual defendants, forfeiture of all other payments and/or salaries to be the fruit of such other payments, punitive damages and costs and attorneys fees. On February 5, 2010, the Company filed a motion to dismiss, or in the alternative, a motion to stay the amended complaint. On February 9, 2010, the individual defendants filed a motion to dismiss the amended complaint. On December 13, 2009, the plaintiff filed a motion to consolidate this case with *Nationwide Retirement Solutions, Inc. v. Alabama State Personnel Board, PEBCO, Inc. and Alabama State Employees Association*. The Company continues to defend this case vigorously.

On November 20, 2007, NRS and NLIC were named in a lawsuit filed in the Circuit Court of Jefferson County, Alabama entitled *Ruth A. Gwin and Sandra H. Turner, and a class of similarly situated individuals v. Nationwide Life Insurance Company, Nationwide Retirement Solutions, Inc., Alabama State Employees Association, PEBCO, Inc. and Fictitious Defendants A to Z*. On December 2, 2008, NRS and NLIC were named in an Amended Class Action Complaint filed in the Circuit Court of Jefferson County, Alabama entitled *Ruth A. Gwin, Steven E. Coker, Sandra H. Turner, and a class of similarly situated individuals v. Nationwide Life Insurance Company, Nationwide Retirement Solutions, Inc., Alabama State Employees Association, Inc., PEBCO, Inc. and Fictitious Defendants A to Z* claiming to represent a class of all participants in the ASEA Plan, excluding members of the Deferred Compensation Committee, members of the Board of Control, ASEA's directors, officers and board members, and PEBCO directors, officers and board members. The class period is from November 20, 2001 to the date of trial. In the amended class action complaint, the plaintiffs allege breach of fiduciary duty, wantonness and breach of contract. The amended class action complaint seeks a declaratory judgment, an injunction, an appointment of an independent fiduciary to protect Plan participants, disgorgement of amounts paid, reformation of Plan documents, compensatory damages and punitive damages, plus interest, attorneys' fees and costs and such other equitable and legal relief to which plaintiffs and class members may be entitled. Also, on December 2, 2008, the plaintiffs filed a motion for preliminary injunction seeking an order requiring periodic payments made by NRS and/or NLIC to ASEA or PEBCO to be held in a trust account for the benefit of Plan participants. On December 16, 2008, the Companies filed their Answer. On April 28, 2009, the court entered an order denying the plaintiffs' motion for preliminary injunction. NRS and NLIC continue to defend this case vigorously.

On July 11, 2007, NLIC was named in a lawsuit filed in the United States District Court for the Western District of Washington at Tacoma entitled *Jerre Daniels-Hall and David Hamblen, Individually and on behalf of All Others Similarly Situated v. National Education Association, NEA Member Benefits Corporation, Nationwide Life Insurance Company, Security Benefit Life Insurance Company, Security Benefit Group, Inc., Security Distributors, Inc., et. al.* The plaintiffs seek to represent a class of all current or former National Education Association (NEA) members who participated in the NEA Valuebuilder 403(b) program at any time between January 1, 1991 and the present (and their heirs and/or beneficiaries). The plaintiffs allege that the defendants violated the Employee Retirement Income Security Act of 1974, as amended (ERISA) by failing to prudently and loyally manage plan assets, by failing to provide complete and accurate information, by engaging in prohibited transactions, and by breaching their fiduciary duties when they failed to prevent other fiduciaries from breaching their fiduciary duties. The complaint seeks to have the defendants restore all losses to the plan, restoration of plan assets and profits to participants, disgorgement of endorsement fees, disgorgement of service fee payments, disgorgement of excessive fees charged to plan participants, other unspecified relief for restitution, declaratory and injunctive relief, and attorneys' fees. On May 23, 2008, the Court granted the defendants' motion to dismiss. On June 19, 2008, the plaintiffs filed a notice of appeal. On July 10, 2009, the Court of Appeals heard oral argument. NLIC continues to defend this lawsuit vigorously.

On November 15, 2006, NFS, NLIC and NRS were named in a lawsuit filed in the United States District Court for the Southern District of Ohio entitled *Kevin Beary, Sheriff of Orange County, Florida, In His Official Capacity, Individually and On Behalf of All Others Similarly Situated v. Nationwide Life Insurance Co., Nationwide*

Retirement Solutions, Inc. and Nationwide Financial Services, Inc. The plaintiff sought to represent a class of all sponsors of 457(b) deferred compensation plans in the United States that had variable annuity contracts with the defendants at any time during the class period, or in the alternative, all sponsors of 457(b) deferred compensation plans in Florida that had variable annuity contracts with the defendants during the class period. The class period is from January 1, 1996 until the class notice is provided. The plaintiff alleged that the defendants breached their fiduciary duties by arranging for and retaining service payments from certain mutual funds. The complaint sought an accounting, a declaratory judgment, a permanent injunction and disgorgement or restitution of the service fee payments allegedly received by the defendants, including interest. On January 25, 2007, NFS, NLIC and NRS filed a motion to dismiss. On September 17, 2007, the Court granted the motion to dismiss. On October 1, 2007, the plaintiff filed a motion to vacate judgment and for leave to file an amended complaint. On September 15, 2008, the Court denied the plaintiffs' motion to vacate judgment and for leave to file an amended complaint. On February 3, 2010, the Sixth Circuit Court of Appeals affirmed the District Court's dismissal of this case. NFS, NLIC and NRS continue to defend this lawsuit vigorously.

On August 15, 2001, NFS and NLIC were named in a lawsuit filed in the United States District Court for the District of Connecticut entitled *Lou Haddock, as trustee of the Flyte Tool & Die, Incorporated Deferred Compensation Plan, et al v. Nationwide Financial Services, Inc. and Nationwide Life Insurance Company*. In the plaintiffs' sixth amended complaint, filed November 18, 2009, they amended the list of named plaintiffs and claim to represent a class of qualified retirement plan trustees under ERISA that purchased variable annuities from NLIC. The plaintiffs allege that they invested ERISA plan assets in their variable annuity contracts and that NLIC and NFS breached ERISA fiduciary duties by allegedly accepting service payments from certain mutual funds. The complaint seeks disgorgement of some or all of the payments allegedly received by NFS and NLIC, other unspecified relief for restitution, declaratory and injunctive relief, and attorneys' fees. On November 6, 2009, the Court granted the plaintiff's motion for class certification and certified a class of "All trustees of all employee pension benefit plans covered by ERISA which had variable annuity contracts with NFS and NLIC or whose participant's had individual variable annuity contracts with NFS and NLIC at any time from January 1, 1996, or the first date NFS and NLIC began receiving payments from mutual funds based on a percentage of assets invested in the funds by NFS and NLIC, whichever came first, to the date of November 6, 2009". Also on November 6, 2009, the Court denied plaintiffs' motion to strike NFS and NLIC's counterclaim for breach of fiduciary duty against the Trustees, in the event NFS and NLIC are held to be a fiduciary at trial, and granted H. Grady Chandler's motion to intervene. On November 23, 2009, NFS and NLIC filed a rule 23(f) petition asking the Second Circuit Court of Appeals to hear an appeal of the District Court's order granting class certification. On December 2, 2009, NFS and NLIC filed an answer to the 6th Amended Complaint. On January 29, 2010, the Companies filed a motion for class certification against the four named plaintiffs, as trustees of their respective retirement plans and against the trustees of other ERISA retirement plans who become members of the class certified in this lawsuit, for breach of fiduciary duty to the plans because the trustees approved and accepted the advantages of the allegedly unlawful "revenue sharing" payments. NFS and NLIC continue to defend this lawsuit vigorously.

The general distributor, NISC, is not engaged in any litigation of any material nature.

Nationwide Life Insurance Company

- Nationwide Variable Account

Prospectus supplement dated February 12, 2010

to Prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

On September 30, 2009 the Janus Fund Trustees voted to reorganize Janus Class J Shares by renaming Class J Shares as Class T Shares. The reorganization will be effective on or about February 16, 2010.

The funds in the contract impacted by this change are:

Previous Fund Name	New Fund Name
Janus Worldwide Fund Class J	Janus Worldwide Fund Class T
Janus Fund Class J	Janus Fund Class T
Janus Twenty Fund Class J	Janus Twenty Fund Class T

The information contained in this supplement does not change your rights and obligations under the contract.

For further information or forms, please contact Nationwide at the address and phone number shown on page 1 of your prospectus, or visit www.nationwide.com.

Nationwide Life Insurance Company:

- Nationwide Variable Account
- Nationwide Variable Account – II
- Nationwide Variable Account - 7

Prospectus supplement dated January 28, 2010

to Prospectus dated

May 1, 2008

(Successor)

and to Prospectus dated

May 1, 2009

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

Your prospectus offers the following underlying mutual fund as an investment option under your contract. Effective immediately, the sub-advisor changed its name as indicated below:

Underlying Mutual Fund	Old Sub-advisor Name	New Sub-advisor Name
Nationwide Variable Insurance Trust: NVIT Multi-Manager International Growth Fund – Class VI	Invesco AIM Capital Management, Inc.	Invesco Advisers, Inc.

The other sub-advisor to this underlying mutual fund, American Century Global Investment Management, Inc., will remain unchanged.

Nationwide Life Insurance Company

- Nationwide Variable Account

Prospectus supplement dated October 29, 2009 to

Prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

Your prospectus offers the following underlying mutual funds as investment options under your policy. Effective February 16, 2010, these investment options have changed their names as indicated below:

OLD NAME	NEW NAME
Janus Fund: Class J Shares	Janus Fund: Class T Shares
Janus Twenty Fund: Class J Shares	Janus Twenty Fund: Class T Shares
Janus Worldwide Fund: Class J Shares	Janus Worldwide Fund: Class T Shares

Nationwide Life Insurance Company:

- Nationwide Variable Account

Prospectus supplement dated August 13, 2009 to

Prospectus dated May 1, 2009

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

1. Your prospectus offers the following underlying mutual funds as investment options under your policy. Effective July 2, 2009, these investment options have changed their names as indicated below:

OLD NAME	NEW NAME
Janus Equity Funds – Janus Fund	Janus Fund: Class J Shares
Janus Equity Funds – Janus Twenty Fund	Janus Twenty Fund: Class J Shares
Janus Equity Funds – Janus Worldwide Fund	Janus Worldwide Fund: Class J Shares

2. Your prospectus offers the following underlying mutual funds as investment options under your policy. Effective July 2, 2009, the following underlying mutual funds merged into the new funds as indicated below:

OLD FUND	NEW FUND
Janus Adviser Series – Balanced Fund: Class S	Janus Balance Fund: Class S
Janus Adviser Series – International Growth Fund: Class S	Janus Overseas Fund: Class S
Janus Adviser Series – Worldwide Fund: Class S	Janus Worldwide Fund: Class S

As a result, if any of your contract value was invested in these funds, the contract value will be merged into the new funds. If any portion of your future payments is allocated to these funds, this portion will be allocated to the new funds unless you re-direct that allocation to another underlying mutual fund available under your contract.

Effective immediately, all references and information contained in the prospectus for your contract related to the old underlying mutual funds are deleted.

3. The Board of Trustees for the Nationwide Value Opportunities Fund: Class A mutual fund has voted to liquidate the funds effective September 24, 2009. Upon approval by the shareholders on or about September 21, 2009, the aforementioned fund will liquidate effective September 24, 2009. As a result of this liquidation, these funds will no longer be available as investment options in your contract.

Effective as of the close of trading of the New York Stock Exchange on September 24, 2009, any Dollar Cost Averaging, Systematic Withdrawals, Asset Rebalancing or other administrative program that includes transfers of contract value or allocations to the Nationwide Value Opportunities Fund: Class A mutual fund will be updated to allocate contract value to the Nationwide Money Market Fund: Service Class.

Nationwide Life Insurance Company:

- Nationwide Variable Account

Prospectus supplement dated June 9, 2009
to Prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

1. Effective May 1, 2009, the following underlying mutual funds are available as investment options under your contract:

- Nationwide Variable Insurance Trust – Templeton NVIT International Value Fund: Class III
- Nationwide Variable Insurance Trust – NVIT Investor Destinations Moderate Fund: Class II

2. Effective May 1, 2009, the “Appendix A” is amended to include the following:

Nationwide Variable Insurance Trust - Templeton NVIT International Value Fund: Class III

Investment Adviser: Nationwide Fund Advisors
Sub-adviser: Templeton Investment Counsel, LLC
Investment Objective: Seeks to maximize total return, consisting of capital appreciation and/or current income.

Nationwide Variable Insurance Trust - NVIT Investor Destinations Moderate Fund: Class II

Investment Adviser: Nationwide Fund Advisors
Investment Objective: High level of total return consistent with a moderate level of risk as compared to other Investor Destinations Funds.

3. Effective May 1, 2009, the “Appendix B: Condensed Financial Information” is amended to include the following after the first paragraph:

The Nationwide Variable Insurance Trust – Templeton NVIT International Value Fund: Class III and Nationwide Variable Insurance Trust – NVIT Investor Destinations Moderate Fund: Class II were added to the variable account effective May 1, 2009. Therefore, no Condensed Financial Information is available.

4. The following underlying mutual funds are only available in policies for which good order applications were received before May 1, 2009:

- Franklin Templeton Variable Insurance Products Trust - Templeton Foreign Securities Fund: Class 3

5. Effective May 1, 2009, the following underlying mutual fund liquidated and has merged into a new underlying mutual fund as indicated below:

Liquidated Underlying mutual fund	Merged Underlying Mutual Fund
Nationwide Variable Insurance Trust – JP Morgan NVIT Balanced Fund: Class I	Nationwide Variable Insurance Trust - NVIT Investor Destinations Moderate fund: Class II

Consequently, all references in the prospectus to a Liquidated Underlying Mutual Fund means the corresponding Merged Underlying Mutual Fund.

6. The “Legal Proceedings” section of your prospectus is replaced with the following:

Nationwide Financial Services, Inc. (NFS, or collectively with its subsidiaries, the Company) was formed in November 1996. NFS is the holding company for Nationwide Life Insurance Company (NLIC), Nationwide Life and Annuity Insurance Company (NLAIC) and other companies that comprise the life insurance and retirement savings operations of the Nationwide group of companies (Nationwide). This group includes Nationwide Financial Network (NFN), which refers to Nationwide Life Insurance Company of America (NLICA), Nationwide Life and Annuity Company of America (NLACA) and subsidiaries, including the affiliated distribution network. NFS is incorporated in Delaware and maintains its principal executive offices in Columbus, Ohio.

The Company is a party to litigation and arbitration proceedings in the ordinary course of its business. It is often not possible to determine the ultimate outcome of the pending investigations and legal proceedings or to provide reasonable ranges of potential losses with any degree of certainty. Some matters, including certain of those referred to below, are in very preliminary stages, and the Company does not have sufficient information to make an assessment of the plaintiffs’ claims for liability or damages. In some of the cases seeking to be certified as class actions, the court has not yet decided whether a class will be certified or (in the event of certification) the size of the class and class period. In many of the cases, the plaintiffs are seeking undefined amounts of damages or other relief, including punitive damages and equitable remedies, which are difficult to quantify and cannot be defined based on the information currently available. The Company does not believe, based on information currently known by management, that the outcomes of such pending investigations and legal proceedings are likely to have a material adverse effect on the Company’s consolidated financial position. However, given the large and/or indeterminate amounts sought in certain of these matters and inherent unpredictability of litigation, it is possible that an adverse outcome in certain matters could have a material adverse effect on the Company’s consolidated financial position or results of operations in a particular period.

In recent years, life insurance companies have been named as defendants in lawsuits, including class action lawsuits relating to life insurance and annuity pricing and sales practices. A number of these lawsuits have resulted in substantial jury awards or settlements against life insurers other than the Company.

The financial services industry, including mutual fund, variable annuity, retirement plan, life insurance and distribution companies, has also been the subject of increasing scrutiny by regulators, legislators and the media over the past few years. Numerous regulatory agencies, including the SEC, the Financial Industry Regulatory Authority and the New York State Attorney General, have commenced industry-wide investigations regarding late trading and market timing in connection with mutual funds and variable insurance contracts, and have commenced enforcement actions against some mutual fund and life insurance companies on those issues. The Company has been contacted by or received subpoenas from the SEC and the New York State Attorney General, who are investigating market timing in certain mutual funds offered in insurance products sponsored by the Company. The Company has cooperated with these investigations. Information requests from the New York State Attorney General and the SEC with respect to investigations into late trading and market timing were last responded to by the Company and its affiliates in December 2003 and June 2005, respectively, and no further information requests have been received with respect to these matters.

In addition, state and federal regulators and other governmental bodies have commenced investigations, proceedings or inquiries relating to compensation and bidding arrangements and possible anti-competitive activities between insurance producers and brokers and issuers of insurance products, and unsuitable sales and replacements by producers on behalf of the issuer. Also under investigation are compensation and revenue sharing arrangements between the issuers of variable insurance contracts and mutual funds or their affiliates, fee arrangements in retirement plans, the use of side agreements and finite reinsurance agreements, funding agreements issued to back medium-term note (MTN) programs, recordkeeping and retention compliance by broker/dealers, and supervision of former registered representatives. Related investigations, proceedings or inquiries may be commenced in the future. The Company and/or its affiliates have been contacted by or received subpoenas from state and federal regulatory agencies and other governmental bodies, state securities law regulators and state attorneys general for information relating to certain of these investigations, including those relating to compensation, revenue sharing and bidding arrangements, anti-competitive activities, unsuitable sales or replacement practices, fee arrangements in retirement plans, the use of side agreements and finite reinsurance agreements, and funding agreements backing the NLIC MTN program. The Company is cooperating with regulators in connection with these inquiries and will cooperate with Nationwide Mutual Insurance Company (NMIC) in responding to these inquiries to the extent that any inquiries encompass NMIC’s operations.

A promotional and marketing arrangement associated with the Company's offering of a retirement plan product and related services in Alabama is under investigation by the Alabama Securities Commission. The Company currently expects that any damages paid to settle this matter will not have a material adverse impact on its consolidated financial position. It is not possible to predict what effect, if any, the outcome of this investigation may have on the Company's retirement plan operations with respect to promotional and marketing arrangements in general in the future.

These proceedings are expected to continue in the future and could result in legal precedents and new industry-wide legislation, rules and regulations that could significantly affect the financial services industry, including mutual fund, retirement plan, life insurance and annuity companies. These proceedings also could affect the outcome of one or more of the Company's litigation matters. There can be no assurance that any such litigation or regulatory actions will not have a material adverse effect on the Company's consolidated financial position or results of operations in the future.

Nationwide Financial Services, Inc. (NFS), NMIC, Nationwide Mutual Fire Insurance Company (NMFIC), Nationwide Corporation and the directors of NFS have been named as defendants in several class actions brought by NFS shareholders. These lawsuits arose following the announcement of the joint offer by NMIC, NMFIC and Nationwide Corporation to acquire all of the outstanding shares of NFS' Class A common stock. The defendants deny any and all allegations of wrongdoing and have defended these lawsuits vigorously. On August 6, 2008, NFS and NMIC, NMFIC and Nationwide Corporation announced that they had entered into a definitive agreement for the acquisition of all of the outstanding shares of NFS' Class A common stock for \$52.25 per share by Nationwide Corporation, subject to the satisfaction of specific closing conditions. Simultaneously, the plaintiffs and defendants entered into a memorandum of understanding for the settlement of these lawsuits. The memorandum of understanding provides, among other things, for the settlement of the lawsuits and release of the defendants and, in exchange for the release and without admitting any wrongdoing, defendant NMIC shall acknowledge that the pending lawsuits were a factor, among others, that led it to offer an increased share price in the transaction. NMIC shall agree to pay plaintiffs' attorneys' fees and the costs of notifying the class members of the settlement. The memorandum of understanding is conditioned upon court approval of the proposed settlement. The court has scheduled the fairness hearing for approval of the proposed settlement for June 23, 2009. The lawsuits are pending in multiple jurisdictions and allege that the offer price was inadequate, that the process for reviewing the offer was procedurally unfair and that the defendants have breached their fiduciary duties to the holders of the NFS Class A common stock. NFS continues to defend these lawsuits vigorously.

On November 20, 2007, Nationwide Retirement Solutions, Inc. (NRS) and NLIC were named in a lawsuit filed in the Circuit Court of Jefferson County, Alabama entitled *Ruth A. Gwin and Sandra H. Turner, and a class of similarly situated individuals v Nationwide Life Insurance Company, Nationwide Retirement Solutions, Inc., Alabama State Employees Association, PEBCO, Inc. and Fictitious Defendants A to Z*. On December 2, 2008, the plaintiffs filed an amended complaint. The plaintiffs claim to represent a class of all participants in the Alabama State Employees Association (ASEA) Plan, excluding members of the Deferred Compensation Committee, members of the Board of Control, ASEA's directors, officers and board members, and PEBCO's directors, officers and board members. The class period is from November 20, 2001, to the date of trial. In the amended class action complaint, the plaintiffs allege breach of fiduciary duty, wantonness and breach of contract. The amended class action complaint seeks a declaratory judgment, an injunction, an appointment of an independent fiduciary to protect Plan participants, disgorgement of amounts paid, reformation of Plan documents, compensatory damages and punitive damages, plus interest, attorneys' fees and costs and such other equitable and legal relief to which plaintiffs and class members may be entitled. Also, on December 2, 2008, the plaintiffs filed a motion for preliminary injunction seeking an order requiring periodic payments made by NRS and/or NLIC to ASEA or PEBCO to be held in a trust account for the benefit of Plan participants. On December 4, 2008, the Alabama State Personnel Board and the State of Alabama by, and through the State Personnel Board, filed a motion to intervene and a complaint in intervention. On December 16, 2008, the Companies filed their Answer. On February 4, 2009, the court provisionally agreed to add the State of Alabama, by and through the State Personnel Board as a party. NRS and NLIC continue to defend this case vigorously.

On July 11, 2007, NLIC was named in a lawsuit filed in the United States District Court for the Western District of Washington at Tacoma entitled *Jerre Daniels-Hall and David Hamblen, Individually and on behalf of All Others Similarly Situated v. National Education Association, NEA Member Benefits Corporation, Nationwide Life Insurance Company, Security Benefit Life Insurance Company, Security Benefit Group, Inc., Security Distributors, Inc., et. al.* The plaintiffs seek to represent a class of all current or former National Education Association (NEA) members who participated in the NEA Valuebuilder 403(b) program at any time between January 1, 1991 and the present (and their heirs and/or beneficiaries). The plaintiffs allege that the defendants violated the Employee Retirement Income Security Act of 1974, as amended (ERISA) by failing to prudently and loyally manage plan assets, by failing to provide complete and

accurate information, by engaging in prohibited transactions, and by breaching their fiduciary duties when they failed to prevent other fiduciaries from breaching their fiduciary duties. The complaint seeks to have the defendants restore all losses to the plan, restoration of plan assets and profits to participants, disgorgement of endorsement fees, disgorgement of service fee payments, disgorgement of excessive fees charged to plan participants, other unspecified relief for restitution, declaratory and injunctive relief, and attorneys' fees. On May 23, 2008, the Court granted the defendants' motion to dismiss. On June 19, 2008, the plaintiffs filed a notice of appeal. On October 17, 2008, the plaintiffs filed their opening brief. On December 19, 2008 the defendants filed their briefs. On January 26, 2009, the plaintiffs filed Appellants' Reply Brief. NLIC continues to defend this lawsuit vigorously.

On November 15, 2006, NFS, NLIC and NRS were named in a lawsuit filed in the United States District Court for the Southern District of Ohio entitled *Kevin Beary, Sheriff of Orange County, Florida, In His Official Capacity, Individually and On Behalf of All Others Similarly Situated v. Nationwide Life Insurance Co., Nationwide Retirement Solutions, Inc. and Nationwide Financial Services, Inc.* The plaintiff seeks to represent a class of all sponsors of 457(b) deferred compensation plans in the United States that had variable annuity contracts with the defendants at any time during the class period, or in the alternative, all sponsors of 457(b) deferred compensation plans in Florida that had variable annuity contracts with the defendants during the class period. The class period is from January 1, 1996 until the class notice is provided. The plaintiff alleges that the defendants breached their fiduciary duties by arranging for and retaining service payments from certain mutual funds. The complaint seeks an accounting, a declaratory judgment, a permanent injunction and disgorgement or restitution of the service fee payments allegedly received by the defendants, including interest. On January 25, 2007, NFS, NLIC and NRS filed a motion to dismiss. On September 17, 2007, the Court granted the motion to dismiss. On October 1, 2007, the plaintiff filed a motion to vacate judgment and for leave to file an amended complaint. On September 15, 2008, the Court denied the plaintiffs' motion to vacate judgment and for leave to file an amended complaint. On October 15, 2008, the plaintiffs filed a notice of appeal. NFS, NLIC and NRS continue to defend this lawsuit vigorously.

On February 11, 2005, NLIC was named in a class action lawsuit filed in Common Pleas Court, Franklin County, Ohio entitled *Michael Carr v. Nationwide Life Insurance Company*. The complaint seeks recovery for breach of contract, fraud by omission, violation of the Ohio Deceptive Trade Practices Act and unjust enrichment. The complaint also seeks unspecified compensatory damages, disgorgement of all amounts in excess of the guaranteed maximum premium and attorneys' fees. On February 2, 2006, the court granted the plaintiff's motion for class certification on the breach of contract and unjust enrichment claims. The court certified a class consisting of all residents of the United States and the Virgin Islands who, during the class period, paid premiums on a modal basis to NLIC for term life insurance policies issued by NLIC during the class period that provide for guaranteed maximum premiums, excluding certain specified products. Excluded from the class are NLIC; any parent, subsidiary or affiliate of NLIC; all employees, officers and directors of NLIC; and any justice, judge or magistrate judge of the State of Ohio who may hear the case. The class period is from February 10, 1990 through February 2, 2006, the date the class was certified. On January 26, 2007, the plaintiff filed a motion for summary judgment. On April 30, 2007, NLIC filed a motion for summary judgment. On February 4, 2008, the Court granted the class's motion for summary judgment on the breach of contract claims arising from the term policies in 43 of 51 jurisdictions. The Court granted NLIC's motion for summary judgment on the breach of contract claims on all decreasing term policies. On November 7, 2008, the case was settled.

On April 13, 2004, NLIC was named in a class action lawsuit filed in Circuit Court, Third Judicial Circuit, Madison County, Illinois, entitled *Woodbury v. Nationwide Life Insurance Company*. NLIC removed this case to the United States District Court for the Southern District of Illinois on June 1, 2004. On December 27, 2004, the case was transferred to the United States District Court for the District of Maryland and included in the multi-district proceeding entitled *In Re Mutual Funds Investment Litigation*. In response, on May 13, 2005, the plaintiff filed the first amended complaint purporting to represent, with certain exceptions, a class of all persons who held (through their ownership of an NLIC annuity or insurance product) units of any NLIC sub-account invested in mutual funds that included foreign securities in their portfolios and that experienced market timing or stale price trading activity. The first amended complaint purports to disclaim, with respect to market timing or stale price trading in NLIC's annuities sub-accounts, any allegation based on NLIC's untrue statement, failure to disclose any material fact, or usage of any manipulative or deceptive device or contrivance in connection with any class member's purchases or sales of NLIC annuities or units in annuities sub-accounts. The plaintiff claims, in the alternative, that if NLIC is found with respect to market timing or stale price trading in its annuities sub-accounts, to have made any untrue statement, to have failed to disclose any material fact or to have used or employed any manipulative or deceptive device or contrivance, then the plaintiff purports to represent a class, with certain exceptions, of all persons who, prior to NLIC's untrue statement, omission of material fact, use or employment of any manipulative or deceptive device or contrivance, held (through their ownership of an NLIC annuity or

insurance product) units of any NLIC sub-account invested in mutual funds that included foreign securities in their portfolios and that experienced market timing activity. The first amended complaint alleges common law negligence and seeks to recover damages not to exceed \$75,000 per plaintiff or class member, including all compensatory damages and costs. On June 1, 2006, the District Court granted NLIC's motion to dismiss the plaintiff's complaint. On January 30, 2009, the United States Court of Appeals for the Fourth Circuit affirmed that dismissal. NLIC continues to defend this lawsuit vigorously.

On August 15, 2001, NFS and NLIC were named in a lawsuit filed in the United States District Court for the District of Connecticut entitled *Lou Haddock, as trustee of the Flyte Tool & Die, Incorporated Deferred Compensation Plan, et al v. Nationwide Financial Services, Inc. and Nationwide Life Insurance Company*. Currently, the plaintiffs' fifth amended complaint, filed March 21, 2006, purports to represent a class of qualified retirement plans under ERISA that purchased variable annuities from NLIC. The plaintiffs allege that they invested ERISA plan assets in their variable annuity contracts and that NLIC and NFS breached ERISA fiduciary duties by allegedly accepting service payments from certain mutual funds. The complaint seeks disgorgement of some or all of the payments allegedly received by NFS and NLIC, other unspecified relief for restitution, declaratory and injunctive relief, and attorneys' fees. To date, the District Court has rejected the plaintiffs' request for certification of the alleged class. On September 25, 2007, NFS' and NLIC's motion to dismiss the plaintiffs' fifth amended complaint was denied. On October 12, 2007, NFS and NLIC filed their answer to the plaintiffs' fifth amended complaint and amended counterclaims. On November 1, 2007, the plaintiffs filed a motion to dismiss NFS' and NLIC's amended counterclaims. On November 15, 2007, the plaintiffs filed a motion for class certification. On February 8, 2008, the Court denied the plaintiffs' motion to dismiss the amended counterclaim, with the exception that it was tentatively granting the plaintiffs' motion to dismiss with respect to NFS' and NLIC's claim that it could recover any "disgorgement remedy" from plan sponsors. On April 25, 2008, NFS and NLIC filed their opposition to the plaintiffs' motion for class certification. On September 29, 2008, the plaintiffs filed their reply to NFS' and NLIC's opposition to class certification. The Court has set a hearing on the class certification motion for February 27, 2009. NFS and NLIC continue to defend this lawsuit vigorously.

The general distributor is not engaged in any material litigation.

Nationwide Life Insurance Company:

- Nationwide Variable Account

Prospectus supplement dated July 18, 2008
to the prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

Your prospectus offers the following underlying mutual fund as an investment option under your contract. Effective July 18, 2008, this investment options has changed names as indicated below.

OLD NAME	NEW NAME
Wells Fargo Advantage Growth and Income Fund – Investor Class	Wells Fargo Large Company Core Fund – Investor Class

Nationwide Life Insurance Company:

- Nationwide Variable Account

Prospectus supplement dated May 1, 2008 to
Prospectus dated May 1, 2008

This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.

The following changes apply to your prospectus:

Your prospectus offers the following underlying mutual funds as investment options under your contract. Effective June 6, 2008, these underlying mutual funds will undergo a name change:

CURRENT NAME	NEW NAME
Wells Fargo Advantage Funds – Common Stock Fund: Class Z	Wells Fargo Advantage Funds – Common Stock Fund: Investor Class
Wells Fargo Advantage Funds – Mid Cap Growth Fund: Class Z	Wells Fargo Advantage Funds – Mid Cap Growth Fund: Investor Class

The Best of America® SuccessorSM
Nationwide Life Insurance Company

Individual Deferred Variable Annuity Contracts

Issued by Nationwide Life Insurance Company through its Nationwide Variable Account
The date of this prospectus is May 1, 2008.

This prospectus contains basic information you should understand about the contracts before investing. Please read this prospectus carefully and keep it for future reference.

Variable annuities are complex investment products with unique benefits and advantages that may be particularly useful in meeting long-term savings and retirement needs. There are costs and charges associated with these benefits and advantages - costs and charges that are different, or do not exist at all, within other investment products. With help from financial consultants and advisers, investors are encouraged to compare and contrast the costs and benefits of the variable annuity described in this prospectus against those of other investment products, especially other variable annuity and variable life insurance products offered by Nationwide and its affiliates. Nationwide offers a wide array of such products, many with different charges, benefit features and underlying investment options. This process of comparison and analysis should aid in determining whether the purchase of the contract described in this prospectus is consistent with your investment objectives, risk tolerance, investment time horizon, marital status, tax situation and other personal characteristics and needs.

The Statement of Additional Information (dated May 1, 2008) which contains additional information about the contracts and the variable account, has been filed with the Securities and Exchange Commission ("SEC") and is incorporated herein by reference. The table of contents for the Statement of Additional Information is on page 31. For general information or to obtain free copies of the Statement of Additional Information, call 1-800-848-6331 (TDD 1-800-238-3035) or write:

Nationwide Life Insurance Company
5100 Rings Road, RR1-04-F4
Dublin, Ohio 43017-1522

The Statement of Additional Information and other material incorporated by reference can be found on the SEC website at: www.sec.gov. Information about this and other Best of America products can be found at: www.nationwide.com.

Information about us and the product (including the Statement of Additional Information) may also be reviewed and copied at the SEC's Public Reference Room in Washington, D.C., or may be obtained, upon payment of a duplicating fee, by writing the Public Reference Section of the SEC, 100 F Street NE, Washington, D.C. 20549-0102. Additional information on the operation of the Public Reference Room may be obtained by calling the SEC at (202) 551-8090. The SEC also maintains a web site (www.sec.gov) that contains the prospectus, the SAI, material incorporated by reference, and other information.

Before investing, understand that annuities and/or life insurance products are not insured by the FDIC or any other Federal government agency, and are not deposits or obligations of, guaranteed by, or insured by the depository institution where offered or any of its affiliates. Annuities that involve investment risk may lose value. These securities have not been approved or disapproved by the SEC, nor has the SEC passed upon the accuracy or adequacy of the prospectus. Any representation to the contrary is a criminal offense.

The following is a list of the underlying mutual funds available under the contract.

- AIM Dynamics Fund: Investor Class
- AIM Small Cap Growth Fund: Investor Class
- American Century Growth: Investor Class
- American Century Income & Growth: Advisor Class
- American Century Life Sciences Fund: Investor Class
- American Century Short Term Government: Investor Class
- American Century Ultra: Investor Class
- Dreyfus Appreciation Fund, Inc.
- Dreyfus Premier Balanced Opportunity Fund: Class Z
- Federated High Yield Trust*
- Federated Income Securities Trust – Federated Intermediate Corporate Bond Fund: Institutional Service Shares
- Fidelity Advisor Equity Growth Fund: Class A
- Fidelity Advisor Equity Income Fund: Class A*
- Fidelity Advisor Growth Opportunities Fund: Class A
- Fidelity Variable Insurance Products Fund – VIP Overseas Portfolio: Service Class 2R†
- Franklin Balance Sheet Investment Fund: Class A
- Franklin Mutual Series Fund, Inc. – Mutual Shares Fund: Class A*
- Franklin Small-Mid Cap Growth Fund: Class A
- Franklin Templeton Variable Insurance Products Trust – Templeton Foreign Securities Fund: Class 3†
- Nationwide Bond Index Fund: Class A
- Nationwide Fund: Class D
- Nationwide Government Bond Fund: Class D
- Nationwide Growth Fund: Class A
- Nationwide Large Cap Value Fund: Class A

- Nationwide Mid Cap Market Index Fund: Class A
- Nationwide Money Market Fund: Service Class
- Nationwide NMF Investor Destinations Funds: Service Class
 - Nationwide NMF Investor Destinations Conservative Fund: Service Class
 - Nationwide NMF Investor Destinations Moderately Conservative Fund: Service Class
 - Nationwide NMF Investor Destinations Moderate Fund: Service Class
 - Nationwide NMF Investor Destinations Moderately Aggressive Fund: Service Class
 - Nationwide NMF Investor Destinations Aggressive Fund: Service Class
- Nationwide S&P 500® Index Fund: Service Class
- Nationwide Small Cap Index Fund: Class A
- Nationwide Variable Insurance Trust – JPMorgan NVIT Balanced Fund: Class I
- Nationwide Variable Insurance Trust - NVIT Multi-Manager International Growth Fund- Class VI†
- Neuberger Berman Genesis Fund: Trust Class
- Neuberger Berman Socially Responsive Fund: Trust Class
- Oppenheimer Capital Appreciation Fund: Class A
- Oppenheimer Champion Income Fund: Class A*
- Oppenheimer Strategic Income Fund: Class A*
- Oppenheimer Variable Account Funds – Oppenheimer Global Securities Fund/VA: Class 4†
- PIMCO Total Return Fund: Class A
- Putnam Voyager Fund: Class A
- Van Kampen Growth & Income Fund: Class A*
- Van Kampen Mid Cap Growth Fund: Class A*
- Waddell & Reed Advisors Small Cap Fund: Class A
- Wells Fargo Advantage Growth Fund: Investor Class

The following underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008:

- American Century Variable Portfolios, Inc. – American Century VP International Fund: Class IV†

The following underlying mutual fund is only available in contracts for which good order applications were received before January 12, 2007:

- Van Kampen Real Estate Securities Fund: Class A*

The following underlying mutual funds are only available in contracts for which good order applications were received before May 1, 2004:

- Dreyfus Premier Third Century Fund, Inc.: Class Z
- Janus Adviser Balanced Fund: Class S*
- Nationwide Small Cap Fund: Class A
- Nationwide Value Opportunities Fund: Class A
- Wells Fargo Advantage Common Stock Fund: Class Z
- Wells Fargo Advantage Growth and Income Fund: Investor Class
- Wells Fargo Advantage Mid Cap Growth Fund: Class Z

The following underlying mutual funds are only available in contracts for which good order applications were received before May 1, 2003:

- AIM Basic Balanced Fund: Investor Class
- Federated Bond Fund: Class F Shares*
- Federated Equity Income Fund, Inc.: Class F Shares
- Fidelity Advisor Balanced Fund: Class A
- Fidelity Advisor High Income Advantage Fund: Class T*
- Lazard U.S. Small Cap Equity Portfolio: Open Shares
- Nationwide Bond Fund: Class D
- Neuberger Berman Guardian Fund: Trust Class
- Neuberger Berman Partners Fund: Trust Class

The following underlying mutual funds are only available in contracts for which good order applications were received before October 31, 2001:

- Janus Fund*
- Janus Twenty Fund*

The following underlying mutual funds are only available in contracts for which good order applications were received before October 2, 2000:

- Dreyfus Emerging Leaders Fund
- Janus Worldwide Fund

Effective May 1, 2004, the following underlying mutual funds are no longer available to receive transfers or new purchase payments:

- American Century International Growth Fund: Class A
- Fidelity Advisor Overseas Fund: Class A
- Janus Adviser International Growth Fund: Class S*
- Janus Adviser Worldwide Fund: Class S*
- Nationwide International Index Fund: Class A
- Oppenheimer Global Fund: Class A
- Putnam International Equity Fund: Class A
- Templeton Foreign Fund: Class A

Effective December 19, 2003, the following underlying mutual fund is no longer available to receive transfers or new purchase payments:

- Nationwide Growth Fund: Class D

†These underlying mutual funds assess a short-term trading fee

*These underlying mutual funds may invest in lower quality debt securities commonly referred to as junk bonds.

Purchase payments not invested in the underlying mutual fund options of the Nationwide Variable Account ("variable account") may be allocated to the Guaranteed Term Options (Guaranteed Term Options may not be available in every jurisdiction – refer to your contract for specific benefit information).

Glossary of Special Terms

Accumulation unit- An accounting unit of measure used to calculate the contract value allocated to the variable account before the annuitization date.

Annuitization date- The date on which annuity payments begin.

Annuity commencement date- The date on which annuity payments are scheduled to begin. This date may be changed by the contract owner with Nationwide's consent.

Annuity unit- An accounting unit of measure used to calculate annuitization payments when the variable annuity payment option is chosen.

Contract value- The total of all accumulation units in a contract plus any amount held under Guaranteed Term Options.

Contract year- Each year the contract is in force beginning with the date the contract is issued.

FDIC- Federal Deposit Insurance Corporation.

General account- All assets of Nationwide other than those of the variable account or in other separate accounts that have been or may be established by Nationwide.

Guaranteed Term Option - Investment Options that are part of the Multiple Maturity Separate Account providing a guaranteed interest rate paid over certain periods of time (or terms), if certain conditions are met.

Individual Retirement Annuity - An annuity contract that qualifies for favorable tax treatment under Section 408(b) of the Internal Revenue Code, but does not include Roth IRAs.

Multiple Maturity Separate Account - A separate account of Nationwide funding the Guaranteed Term Options with terms of 3, 5, 7, or 10 years with a fixed rate of return (subject to a market value adjustment).

Nationwide- Nationwide Life Insurance Company.

Net asset value - The value of one share of an underlying mutual fund at the close of the New York Stock Exchange.

Qualified Plans- Retirement plans which receive favorable tax treatment under Section 401 or 403(a) of the Internal Revenue Code.

Roth IRA- An account that qualifies for favorable tax treatment under Section 408A of the Internal Revenue Code.

SEC- Securities and Exchange Commission.

SEP IRA- An annuity contract which qualifies for favorable tax treatment under Section 408(k) of the Internal Revenue Code.

Simple IRA- An annuity contract which qualifies for favorable tax treatment under Section 408(p) of the Internal Revenue Code.

Sub-accounts- Divisions of the variable account to which underlying mutual fund shares are allocated and for which accumulation units and annuity units are separately maintained – each sub-account corresponds to a single underlying mutual fund.

Valuation date - Each day the New York Stock Exchange is open for business, or any other day during which there is a sufficient degree of trading of underlying mutual fund shares such that the current Net asset value of accumulation units or annuity units might be materially affected. Values of the variable account are determined as of the close of the New York Stock Exchange which generally closes at 4:00 p.m. Eastern Time, but may close earlier on certain days and as conditions warrant.

Valuation period- The period of time commencing at the close of a Valuation date and ending at the close of the New York Stock Exchange for the next succeeding Valuation date.

Variable account- Nationwide Variable Account, a separate account of Nationwide that contains variable account allocations. The variable account is divided into sub-accounts, each of which invests in shares of a separate underlying mutual fund.

Table of Contents

	Page
Glossary of Special Terms.....	3
Table of Contents.....	4
Contract Expenses.....	6
Underlying Mutual Fund Annual Expenses.....	7
Example.....	8
Synopsis of the Contracts.....	8
Minimum Initial and Subsequent Purchase Payments	
Charges and Expenses	
Annuity Payments	
Taxation	
Ten Day Free Look	
Condensed Financial Information.....	9
Financial Statements	9
Nationwide Life Insurance Company	9
Nationwide Investment Services Corporation	9
Investing in the Contract	10
The Variable Account and Underlying Mutual Funds	
Guaranteed Term Options	
The Contract in General.....	11
Distribution, Promotional and Sales Expenses	
Underlying Mutual Fund Payments	
Profitability	
Contract Modification	
Standard Charges and Deductions.....	13
Mortality and Expense Risk Charge	
Premium Taxes	
Short-Term Trading Fees	
Optional Contract Benefits, Charges and Deductions	14
CDSC Options	
Reduced Purchase Payment Option	
Death Benefit Options	
Guaranteed Minimum Income Benefit Options	
Beneficiary Protector Option	
Removal of Variable Account Charges.....	18
Ownership Rights	18
Contract Owner	
Annuitant	
Beneficiary and Contingent Beneficiary	
Operation of the Contract.....	19
Minimum Initial and Subsequent Purchase Payments	
Pricing	
Allocation of Purchase Payments	
Determining the Contract Value	
Transfer Requests	
Transfer Restrictions	
Redemption Fees	
Transfers Prior to Annuitization	
Transfers After Annuitization	
Right to Revoke.....	22
Surrender (Redemption) Prior to Annuitization	22
Partial Surrenders (Partial Redemptions)	
Full Surrenders (Full Redemptions)	
Assignment	22

Table of Contents (continued)

	Page
Services	22
Asset Rebalancing	
Dollar Cost Averaging	
Systematic Withdrawals	
Annuity Commencement Date.....	23
Annuitizing the Contract	23
Annuitization Date	
Annuitization	
Fixed Payment Annuity	
Variable Payment Annuity	
Frequency and Amount of Annuity Payments	
Guaranteed Minimum Income Benefit Options ("GMIB")	
Annuity Payment Options	
Death Benefits	26
Death of Contract/Owner Annuitant	
Death Benefit Payment	
Statements and Reports	28
Legal Proceedings	28
Table of Contents of Statement of Additional Information	31
Appendix A: Underlying Mutual Funds.....	32
Appendix B: Condensed Financial Information.....	41
Appendix C: Contract Types and Tax Information	69

Contract Expenses

The following tables describe the fees and expenses that a contract owner will pay when buying, owning, or surrendering the contract.

The first table describes the fees and expenses a contract owner will pay at the time the contract is purchased, surrendered, or when cash value is transferred between investment options.

Contract Owner Transaction Expenses	
Standard Contingent Deferred Sales Charge ("CDSC") (as a percentage of purchase payments surrendered).....	0% ¹
Maximum Premium Tax Charge (as a percentage of purchase payments).....	5% ²
Maximum Short-Term Trading Fee (as a percentage of transaction amount).....	1%

The next table describes the fees and expenses that a contract owner will pay periodically during the life of the contract (not including underlying mutual fund fees and expenses).

Recurring Contract Expenses									
Variable Account Annual Expenses (annualized rate of total variable account charges as a percentage of the daily net assets) ³									
Mortality and Expense Risk Charge								1.20%	
CDSC Options (an applicant may elect one of the following CDSC options in exchange for a <i>reduction</i> in variable account annual expenses)									
7 Year CDSC Option (maximum CDSC: 7% of purchase payments surrendered).....								(0.25%)	
Range of 7 year CDSC over time:									
Number of Completed Years from Date of Purchase Payment		0	1	2	3	4	5	6	7
CDSC Percentage		7%	7%	6%	5%	4%	3%	2%	0%
Total Variable Account Charges (including this option only).....								0.95%	
5 Year CDSC Option (maximum CDSC: 7% of purchase payments surrendered).....								(0.10%)	
Range of 5 year CDSC over time:									
Number of Completed Years from Date of Purchase Payment		0	1	2	3	4	5		
CDSC Percentage		7%	7%	6%	4%	2%	0%		
Total Variable Account Charges (including this option only).....								1.10%	
Reduced Purchase Payment Option									
Reduced Purchase Payment Option								0.25% ⁴	
Total Variable Account Charges								1.45%	
Reduced Purchase Payment Option (in Oregon only).....								0.30% ⁵	
Total Variable Account Charges (in Oregon only).....								1.50%	
Death Benefit Options beginning January 2, 2001 (an applicant may elect one Death Benefit Option as a replacement for the standard death benefit)									
Optional Five-Year Reset Death Benefit								0.05%	
Total Variable Account Charges (including this option only).....								1.25%	
Optional One-Year Enhanced Death Benefit with Long Term Care/Nursing Home Waiver and Spousal Protection								0.15%	
Total Variable Account Charges (including this option only).....								1.35%	
Optional Greater of One-Year or 5% Enhanced Death Benefit with Long Term Care/Nursing Home Waiver and Spousal Protection								0.20%	
Total Variable Account Charges (including this option only).....								1.40%	

Recurring Contract Expenses (continued)

Death Benefit Options available for contracts issued prior to January 2, 2001, or prior to the date on which state insurance authorities approve applicable contract modifications (applicants may elect one or both):

Optional Five-Year Reset Death Benefit	0.05%
Total Variable Account Charges (including this option only)	1.25%
Optional One-Year Step Up Death Benefit	0.10%
Total Variable Account Charges (including this option only)	1.30%

Guaranteed Minimum Income Benefit Options⁶

For contracts issued prior to May 1, 2003, an applicant could purchase one of the following Guaranteed Minimum Income Benefit Options.

Guaranteed Minimum Income Benefit Option 1	0.45%
Total Variable Account Charges (including this option only)	1.65%
Guaranteed Minimum Income Benefit Option 2	0.30%
Total Variable Account Charges (including this option only)	1.50%

Beneficiary Protector Option	0.40%
Total Variable Account Charges (including this option)	1.60%

In addition to the charge assessed to variable account allocations, allocations made to the Guaranteed Term Options will be assessed a fee of 0.40%.

The next table shows the fees and expenses that a contract owner would pay if he/she elected all of the optional benefits available under the contract (and the most expensive of mutually exclusive optional benefits).

Summary of Maximum Contract Expenses	
Mortality and Expense Risk Charge (applicable to all contracts)	1.20%
Reduced Purchase Payment Option (in Oregon)	0.30%
Greater of One-Year or 5% Enhanced Death Benefit Option with Long Term Care/Nursing Home Waiver	0.20%
Guaranteed Minimum Income Benefit Option 1	0.45%
Beneficiary Protector Option	0.40%
Maximum Possible Total Variable Account Charges	2.55%

Underlying Mutual Fund Annual Expenses

The next table shows the minimum and maximum total operating expenses, as of December 31, 2007, charged by the underlying mutual funds periodically during the life of the contract. The table does not reflect Short-Term Trading Fees. More detail concerning each underlying mutual fund's fees and expenses is contained in the prospectus for each underlying mutual fund.

Total Annual Underlying Mutual Fund Operating Expenses	Minimum	Maximum
(expenses that are deducted from underlying mutual fund assets, including management fees, distribution (12b-1) fees, and other expenses, as a percentage of underlying mutual fund assets)	0.57%	1.65%

The minimum and maximum underlying mutual fund operating expenses indicated above do not reflect voluntary or contractual reimbursements and/or waivers applied to some underlying mutual funds. Therefore, actual expenses could be lower. Refer to the underlying mutual fund prospectuses for specific expense information.

¹ The standard contract does not include a CDSC. However, if the applicant chooses, one of two available CDSC schedules may be elected in return for a *reduction* in their variable account annual expenses.

² Nationwide will charge between 0% and 5% of purchase payments for premium taxes levied by state or other government entities.

³ These charges apply only to sub-account allocations. They do not apply to allocations made to the Guaranteed Term Options. They are charged on a daily basis at the annualized rate noted above.

⁴ If this option is elected, Nationwide will lower an applicant's minimum initial purchase payment to \$1,000 and subsequent purchase payments to \$25. Not available in Oregon.

⁵ If this option is elected, Nationwide will lower an applicant's minimum initial purchase payment to \$1,000 and subsequent purchase payments to \$25. In Oregon only.

⁶ Effective May 1, 2003, these options are no longer available.

Example

This Example is intended to help contract owners compare the cost of investing in the contract with the cost of investing in other variable annuity contracts. These costs include contract owner transaction expenses, contract fees, variable account annual expenses, and underlying mutual fund fees and expenses. The Example does not reflect premium taxes or Short-Term Trading Fees which, if reflected, would result in higher expenses.

The Example assumes:

- a \$10,000 investment in the contract for the time periods indicated;
- a 5% return each year;
- the maximum and the minimum fees and expenses of any of the underlying mutual funds;
- the 7 year CDSC schedule; and
- the total variable account charges associated with the most expensive combination of optional benefits (2.55%).

For those contracts that do not elect the most expensive combination of optional benefits, the expenses would be lower.

	If you surrender your contract at the end of the applicable time period				If you do not surrender your contract				If you annuitize your contract at the end of the applicable time period			
	1 Yr.	3 Yrs.	5 Yrs.	10 Yrs.	1 Yr.	3 Yrs.	5 Yrs.	10 Yrs.	1 Yr.	3 Yrs.	5 Yrs.	10 Yrs.
Maximum Total Underlying Mutual Fund Operating Expenses (1.65%)	1,071	1,781	2,501	4,529	441	1,331	2,231	4,529	*	1,331	2,231	4,529
Minimum Total Underlying Mutual Fund Operating Expenses (0.57%)	958	1,450	1,965	3,542	328	1,000	1,695	3,542	*	1,000	1,695	3,542

*The contracts sold under this prospectus do not permit annuitization during the first two contract years.

Synopsis of the Contracts

The contracts described in this prospectus are individual deferred variable annuity contracts, which can be categorized as:

- Individual Retirement Annuities (IRAs) with contributions rolled over or transferred from certain tax-qualified plans;*
- Roth IRAs;
- Simplified Employee Pension (SEP IRAs); and
- Simple IRAs.

*Contributions are not required to be rolled-over or transferred if the contract owner elects the Reduced Purchase Payment Option.

For more detailed information with regard to the differences in contract types, please see Appendix C: Contract Types and Tax Information later in this prospectus.

Minimum Initial and Subsequent Purchase Payments

The minimum initial purchase payment to a contract is \$15,000. Subsequent purchase payments must be at least \$1,000.

If the contract owner has elected the Reduced Purchase Payment Option, minimum initial and subsequent purchase payments will be reduced to \$1,000 for the initial purchase payment and \$25 for subsequent purchase payments.

Guaranteed Term Options

Guaranteed Term Options are separate investment options under the contract. The minimum amount that may be allocated to a Guaranteed Term Option is \$1,000.

Charges and Expenses

Nationwide deducts a Mortality and Expense Risk Charge equal to an annualized rate of 1.20% of the daily net assets of the variable account. Nationwide assesses this charge to offset expenses incurred in the day to day business of issuing, distributing and maintaining variable annuity contracts.

Nationwide does not deduct a sales charge from purchase payments upon deposit into or withdrawal from the contract, unless the contract owner has elected one of two optional Contingent Deferred Sales Charge ("CDSC") schedules in exchange for a reduction of variable account annual expenses. An optional CDSC schedule may only be elected at the time of application. If the contract owner has elected one of the CDSC options, Nationwide will **reduce** the variable account annual expenses by either 0.25% for the 7 Year CDSC Option, or 0.10% for the 5 Year CDSC Option.

If the contract owner has elected the Reduced Purchase Payment Option at the time of application, Nationwide will reduce the minimum initial purchase payment to \$1,000 and subsequent purchase payments to \$25. In return, Nationwide will deduct an additional charge equal to an annualized rate of 0.25% of the daily net assets of the variable account. For contracts issued in the State of Oregon ONLY, if the contract owner has elected the Reduced Purchase Payment Option at the time of application, Nationwide will reduce the minimum initial purchase payment to \$1,000 and subsequent purchase payments to \$25. In return, Nationwide will deduct an additional charge equal to an annualized rate of 0.30% of the daily net assets of the variable account.

Optional death benefits are available under the contract at the time of application. For contracts issued on or after the later of January 2, 2001, or the date on which state insurance authorities approve applicable contract modifications,

Nationwide will deduct an additional charge at an annualized rate of 0.05% of the daily net assets of the variable account if the Five-Year Reset Death Benefit is elected, 0.15% of the daily net assets of the variable account if the One-Year Enhanced Death Benefit with Long Term Care/Nursing Home Waiver and Spousal Protection is elected, or 0.20% of the daily net assets of the variable account if the Greater of One-Year or 5% Enhanced Death Benefit with Long Term Care/Nursing Home Waiver and Spousal Protection is elected.

For contracts issued prior to January 2, 2001, or on a date prior to which state insurance authorities approve the contract options listed above, Nationwide will deduct an additional charge at an annualized rate of 0.05% of the daily net assets of the variable account if the Five-Year Reset Death Benefit is elected, or 0.10% of the daily net assets of the variable account if the One-Year Step Up Death Benefit is elected.

For more information about the standard and optional death benefit(s), please see the "Death Benefit Payment" provision.

For contracts issued prior to May 1, 2003, two Guaranteed Minimum Income Benefit options were available under the contract at the time of application. If the contract owner elected one of the Guaranteed Minimum Income Benefit options, Nationwide will deduct an additional charge equal to an annualized rate of 0.45% or 0.30% of the daily net assets of the variable account, depending on which option was chosen (see "Guaranteed Minimum Income Benefit").

A Beneficiary Protector Option is available for contracts with **annuitants** who are age 70 or younger at the time the option is elected. If the contract owner of an eligible contract elects the Beneficiary Protector Option, Nationwide will deduct an additional charge at an annualized rate of 0.40% of the daily net assets of the variable account. Additionally, allocations made to the Guaranteed Term Options will be assessed a fee of 0.40%. Any guaranteed interest rate of return for assets in the Guaranteed Term Options will be lowered by 0.40% due to the assessment of this charge. See "Beneficiary Protector Option."

Upon annuitization of the contract, any charges or reductions to the variable account annual expenses that are the result of optional benefits elected will be waived and only those charges applicable to the base contract will be assessed.

Annuity Payments

Annuity payments begin on the annuitization date and will be based on the annuity payment option chosen prior to annuitization. Annuity payments will generally be received within 7 to 10 days after each annuity payment date.

Taxation

How a contract is taxed depends on the type of contract issued and the purpose for which the contract is purchased. Nationwide will charge against the contract any premium taxes levied by any governmental authority (see "Federal Tax Considerations" in Appendix C: Contract Types and Tax Information and "Premium Taxes").

Ten Day Free Look

Under state insurance laws, you have the right, during a limited period of time, to examine your contract and decide if you want to keep it or cancel it. This right is referred to as your "free look" right. The length of this time period depends on the law of your state, and may vary depending on whether your purchase is replacing another annuity contract you own. Check your contract for more details about the free look right in your state. See "Right to Revoke" later in this prospectus for more information.

Condensed Financial Information

The value of an accumulation unit is determined on the basis of changes in the per share value of the underlying mutual funds and the assessment of variable account charges which may vary from contract to contract (for more information on the calculation of accumulation unit values, see "Determining Variable Account Value – Valuing an Accumulation Unit"). Please refer to Appendix B for information regarding the minimum and maximum class of accumulation unit values. All classes of accumulation unit values may be obtained free of charge by contacting Nationwide's home office at the telephone number listed on page 1 of this prospectus.

Financial Statements

Financial statements for the variable account and the consolidated financial statements for Nationwide are located in the Statement of Additional Information. A current Statement of Additional Information may be obtained, without charge, by contacting Nationwide's home office at the telephone number listed on page 1 of this prospectus.

Nationwide Life Insurance Company

Nationwide is a stock life insurance company organized under Ohio law in March, 1929 with its home office at One Nationwide Plaza, Columbus, Ohio 43215. Nationwide is a provider of life insurance, annuities, and retirement products. It is admitted to do business in all states, the District of Columbia, and Puerto Rico.

Nationwide is a member of the Nationwide group of companies. Nationwide Mutual Insurance Company and Nationwide Mutual Fire Insurance Company (the "Companies") are the ultimate controlling persons of the Nationwide group of companies. The Companies were organized under Ohio law in December 1925 and 1933 respectively. The Companies engage in a general insurance and reinsurance business, except life insurance.

Nationwide Investment Services Corporation

The contracts are distributed by the general distributor, Nationwide Investment Services Corporation ("NISC"), One Nationwide Plaza, Columbus, Ohio 43215. NISC is a wholly owned subsidiary of Nationwide.

Investing in the Contract

The Variable Account and Underlying Mutual Funds

The Nationwide Variable Account is a separate account that invests in the underlying mutual funds listed in Appendix A. Nationwide established the variable account on March 3, 1976, pursuant to Ohio law. Although the variable account is registered with the SEC as a unit investment trust pursuant to the Investment Company Act of 1940 ("1940 Act"), the SEC does not supervise the management of Nationwide or the variable account.

Income, gains, and losses credited to, or charged against, the variable account reflect the variable account's own investment experience and not the investment experience of Nationwide's other assets. The variable account's assets are held separately from Nationwide's assets and are not chargeable with liabilities incurred in any other business of Nationwide. Nationwide is obligated to pay all amounts promised to contract owners under the contracts.

The variable account is divided into sub-accounts each corresponding to a single underlying mutual fund. Nationwide uses the assets of each sub-account to buy shares of the underlying mutual funds based on contract owner instructions.

Contract owners receive underlying mutual fund prospectuses when they make their initial sub-account allocations and any time they change those allocations. Contract owners can obtain prospectuses for underlying funds at any other time by contacting Nationwide's home office at the telephone number listed on page 1 of this prospectus.

The particular underlying mutual funds available under the contract may change from time to time. Specifically, underlying mutual funds or underlying mutual fund share classes that are currently available may be removed or closed off to future investment. New underlying mutual funds or new share classes of currently available underlying mutual funds may be added. Contract owners will receive notice of any such changes that affect their contract. Additionally, not all of the underlying mutual funds are available in every state.

Voting Rights

Contract owners who have allocated assets to the underlying mutual funds are entitled to certain voting rights. Nationwide will vote shares at special shareholder meetings based on contract owner instructions. However, if the law changes and Nationwide is allowed to vote in its own right, it may elect to do so. What this means to you is that when only a small number of contract owners vote, each vote has a greater impact on, and may control the outcome.

Contract owners with voting interests in an underlying mutual fund will be notified of issues requiring shareholders' vote as soon as possible before the shareholder meeting. Notification will contain proxy materials and a form with which to give Nationwide voting instructions. Nationwide will vote shares for which no instructions are received in the same proportion as those that are received.

The number of shares which a contract owner may vote is determined by dividing the cash value of the amount they have allocated to an underlying mutual fund by the Net asset value of that underlying mutual fund. Nationwide will designate a date for this determination not more than 90 days before the shareholder meeting.

Material Conflicts

The underlying mutual funds may be offered through separate accounts of other insurance companies, as well as through other variable accounts of Nationwide. Nationwide does not anticipate any disadvantages to this. However, it is possible that a conflict may arise between the interests of the variable account and one or more of the other separate accounts in which these underlying mutual funds participate.

Material conflicts may occur due to a change in law affecting the operations of variable life insurance policies and variable annuity contracts, or differences in the voting instructions of the contract owners and those of other companies. If a material conflict occurs, Nationwide will take whatever steps are necessary to protect contract owners and variable annuity payees, including withdrawal of the variable account from participation in the underlying mutual fund(s) involved in the conflict.

Substitution of Securities

Nationwide may substitute, eliminate, or combine shares of underlying mutual funds for shares already purchased or to be purchased in the future if either of the following occurs:

- 1) shares of a current underlying mutual fund are no longer available for investment; or
- 2) further investment in an underlying mutual fund is inappropriate.

No substitution, elimination, or combination of shares may take place without the prior approval of the SEC. All affected contract owners will be notified in the event there is a substitution, elimination or combination of shares.

In February 2008, Nationwide filed an application with the SEC for an order permitting it to substitute assets allocated to certain underlying mutual funds into other underlying mutual funds available under the contract that have similar investment objectives and strategies. If and when Nationwide receives SEC approval for these substitutions, affected contract owners will be notified in advance of the specific details relating to the substitutions and will be given an opportunity to make alternate investment allocations.

Deregistration of the Separate Account

Nationwide may deregister Nationwide Variable Account under the 1940 Act in the event the separate account meets an exemption from registration under the 1940 Act, if there are no shareholders in the separate account or for any other purpose approved by the SEC.

No deregistration may take place without the prior approval of the SEC. All contract owners will be notified in the event Nationwide deregisters Nationwide Variable Account.

Guaranteed Term Options

Guaranteed Term Options ("GTOs") are separate investment options under the contract. The minimum amount that may be allocated to a GTO is \$1,000. Allocations to a Guaranteed Term Option are held in a separate account, established by Nationwide pursuant to Ohio law, to aid in the reserving and accounting for Guaranteed Term Option obligations. The separate account's assets are held separately from Nationwide's other assets and are not chargeable with liabilities incurred in any other business of Nationwide. However, the general assets of Nationwide are available for the purpose of meeting the guarantees of any Guaranteed Term Option, subject to Nationwide's claims-paying ability. A Guaranteed Term Option prospectus should be read along with this prospectus.

Guaranteed Term Options provide a guaranteed rate of interest over four different maturity durations: three (3), five (5), seven (7), or ten (10) years. The guaranteed term may last for up to 3 months beyond the 3, 5, 7, or 10 year period since every guaranteed term will end on the final day of a calendar quarter.

For the duration selected, Nationwide will declare a guaranteed interest rate. The guaranteed interest rate will be credited to amounts allocated to the Guaranteed Term Option **unless** a distribution is taken before the maturity date. If a distribution occurs before the maturity date, the amount distributed will be subject to a market value adjustment. A market value adjustment can increase or decrease the amount distributed depending on fluctuations in constant maturity treasury rates. No market value adjustment will be applied if Guaranteed Term Option allocations are held to maturity.

Because a market value adjustment can affect the value of a distribution, its effects should be carefully considered before surrendering or transferring from Guaranteed Term Options. Please refer to the prospectus for the Guaranteed Term Options for further information. Contract owners can obtain a GTO prospectus by contacting Nationwide's home office at the telephone number listed on page 1 of this prospectus.

For contract owners that elect the Beneficiary Protector Option, allocations made to the Guaranteed Term Options will be assessed a fee of 0.40%. Consequently, any guaranteed rate of return for assets in the Guaranteed Term Options will be lowered by 0.40% due to the assessment of this charge.

Guaranteed Term Options are available only during the accumulation phase of a contract. They are not available after the annuitization date. In addition, Guaranteed Term Options are not available for use with asset rebalancing, Dollar Cost Averaging, or systematic withdrawals.

Guaranteed Term Options may not be available in every state.

The Contract in General

Variable annuities are complex investment products with unique benefits and advantages that may be particularly useful in meeting long-term savings and retirement needs. There are costs and charges associated with these benefits and advantages – costs and charges that are different, or do not

exist at all, within other investment products. *With help from financial consultants and advisers, investors are encouraged to compare and contrast the costs and benefits of the variable annuity described in this prospectus against those of other investment products, especially other variable annuity and variable life insurance products offered by Nationwide and its affiliates.*

Nationwide offers a wide array of such products, many with different charges, benefit features and underlying investment options. This process of comparison and analysis should aid in determining whether the purchase of the contract described in this prospectus is consistent with your investment objectives, risk tolerance, investment time horizon, marital status, tax situation and other personal characteristics and needs. Not all benefits, programs, features and investment options described in this prospectus are available or approved for use in every state.

In order to comply with the USA Patriot Act and rules promulgated thereunder, Nationwide has implemented procedures designed to prevent contracts described in this prospectus from being used to facilitate money laundering or the financing of terrorist activities.

In general, deferred variable annuities are long-term investments; they are not intended as short-term investments. Accordingly, Nationwide has designed the contract to offer features, pricing, and investment options that encourage long-term ownership. It is very important that contract owners and prospective contract owners understand all the costs associated with owning a contract, and if and how those costs change during the lifetime of the contract. Contract and optional charges may not be the same in later contract years as they are in early contract years. The various contract and optional benefit charges are assessed in order to compensate Nationwide for administrative services, distribution and operational expenses, and assumed actuarial risks associated with the contract.

Following is a discussion of some relevant factors that may be of particular interest to prospective investors.

Distribution, Promotional and Sales Expenses

Nationwide pays commissions to the firms that sell the contracts. The maximum gross commission that Nationwide will pay on the sale of the contracts is 6.00%. Note that the individual registered representatives typically receive only a portion of this amount; the remainder is retained by the firm. Nationwide may also, instead of a premium-based commission, pay an asset-based commission (sometimes referred to as "trails" or "residuals"), or a combination of the two.

In addition to or partially in lieu of commission, Nationwide may also pay the selling firms a marketing allowance, which is based on the firm's ability and demonstrated willingness to promote and market Nationwide's products. How any marketing allowance is spent is determined by the firm, but generally will be used to finance firm activities that may contribute to the promotion and marketing of Nationwide's products. For more information on the exact compensation

arrangement associated with this contract, please consult your registered representative.

Underlying Mutual Fund Payments

Nationwide's Relationship with the Underlying Mutual Funds

The underlying mutual funds incur expenses each time they sell, administer, or redeem their shares. The variable account aggregates contract owner purchase, redemption, and transfer requests and submits net or aggregated purchase/redemption requests to each underlying mutual fund daily. The variable account (and not the contract owners) is the underlying mutual fund shareholder. When the variable account aggregates transactions, the underlying mutual fund does not incur the expense of processing individual transactions it would normally incur if it sold its shares directly to the public. Nationwide incurs these expenses instead.

Nationwide also incurs the distribution costs of selling the contract (as discussed above), which benefit the underlying mutual funds by providing contract owners with sub-account options that correspond to the underlying mutual funds.

An investment adviser or subadviser of an underlying mutual fund or its affiliates may provide Nationwide or its affiliates with wholesaling services that assist in the distribution of the contract and may pay Nationwide or its affiliates to participate in educational and/or marketing activities. These activities may provide the adviser or subadviser (or their affiliates) with increased exposure to persons involved in the distribution of the contract.

Types of Payments Nationwide Receives

In light of the above, the underlying mutual funds and their affiliates make certain payments to Nationwide or its affiliates (the "payments"). The amount of these payments is typically based on a percentage of assets invested in the underlying mutual funds attributable to the contracts and other variable contracts Nationwide and its affiliates issue, but in some cases may involve a flat fee. These payments may be used by us for any corporate purpose, which include reducing the prices of the contracts, paying expenses that Nationwide or its affiliates incur in promoting, marketing, and administering the contracts and the underlying mutual funds, and achieving a profit.

Nationwide or its affiliates receive the following types of payments:

- Underlying mutual fund 12b-1 fees, which are deducted from underlying mutual fund assets;
- Sub-transfer agent fees or fees pursuant to administrative service plans adopted by the underlying mutual fund, which may be deducted from underlying mutual fund assets; and
- Payments by an underlying mutual fund's adviser or subadviser (or its affiliates). Such payments may be derived, in whole or in part, from the advisory fee, which is deducted from underlying mutual fund assets and is reflected in mutual fund charges.

Furthermore, Nationwide benefits from assets invested in Nationwide's affiliated underlying mutual funds (i.e.,

Nationwide Variable Insurance Trust and/or Nationwide Mutual Funds) because its affiliates also receive compensation from the underlying mutual funds for investment advisory, administrative, transfer agency, distribution, and/or other services. Thus, Nationwide may receive more revenue with respect to affiliated underlying mutual funds than unaffiliated underlying mutual funds.

Nationwide took into consideration the anticipated payments from the underlying mutual funds when we determined the charges imposed under the contracts (apart from fees and expenses imposed by the underlying mutual funds). *Without these payments, Nationwide would have imposed higher charges under the contract.*

Amount of Payments Nationwide Receives

For the year ended December 31, 2007, the underlying mutual fund payments Nationwide and its affiliates received from the underlying mutual funds did not exceed 0.65% (as a percentage of the average daily net assets invested in the underlying mutual funds) offered through this contract or other variable contracts that Nationwide and its affiliates issue. Payments from investment advisers or subadvisers to participate in educational and/or marketing activities have not been taken into account in this percentage.

Most underlying mutual funds or their affiliates have agreed to make payments to Nationwide or its affiliates, although the applicable percentages may vary from underlying mutual fund to underlying mutual fund and some may not make any payments at all. Because the amount of the actual payments Nationwide and its affiliates receive depends on the assets of the underlying mutual funds attributable to the contract, Nationwide and its affiliates may receive higher payments from underlying mutual funds with lower percentages (but greater assets) than from underlying mutual funds that have higher percentages (but fewer assets).

For additional information related to amount of payments Nationwide receives, go to www.nationwide.com.

Identification of Underlying Mutual Funds

Nationwide may consider several criteria when identifying the underlying mutual funds, including some or all of the following: investment objectives, investment process, investment performance, risk characteristics, investment capabilities, experience and resources, investment consistency, and fund expenses. Another factor Nationwide considers during the identification process is whether the underlying mutual fund's adviser or subadviser is one of our affiliates or whether the underlying mutual fund, its adviser, its subadviser(s), or an affiliate will make payments to us or our affiliates.

There may be underlying mutual funds with lower fees, as well as other variable contracts that offer underlying mutual funds with lower fees. You should consider all of the fees and charges of the contract in relation to its features and benefits when making your decision to invest. Please note that higher

contract and underlying mutual fund fees and charges have a direct effect on your investment performance.

Profitability

Nationwide does consider profitability when determining the charges in the contract. In early contract years, Nationwide does not anticipate earning a profit, since that is a time when administrative and distribution expenses are typically higher. Nationwide does, however, anticipate earning a profit in later contract years. In general, Nationwide's profit will be greater the higher the investment return and the longer the contract is held.

Contract Modification

Nationwide may modify the annuity contracts, but no modification will affect the amount or term of any annuity contract unless a modification is required to conform to the annuity contract to applicable federal or state law. No modification will affect the method by which the Contract Values are determined.

Standard Charges and Deductions

Mortality and Expense Risk Charge

Nationwide deducts a Mortality and Expense Risk Charge from the variable account. This amount is computed on a daily basis, and is equal to an annualized rate of 1.20% of the daily net assets of the variable account.

The mortality risk portion (0.80%) compensates Nationwide for guaranteeing the annuity purchase rates of the contracts. This guarantee ensures that the annuity purchase rates will not change regardless of the death rates of annuity payees or the general population. The mortality risk portion also compensates Nationwide for risks assumed in connection with the standard death benefit, but only partially compensates Nationwide in connection with the optional death benefits for which there are separate charges.

The expense risk portion (0.40%) compensates Nationwide for guaranteeing that administration charges will not increase regardless of actual expenses.

Nationwide may realize a profit from the Mortality and Expense Risk Charge. If the Mortality and Expense Risk Charge is insufficient to cover actual expenses, the loss is borne by Nationwide.

Premium Taxes

Nationwide will charge against the contract value any premium taxes levied by a state or other government entity. Premium tax rates currently range from 0% to 5.0%. This range is subject to change. The method used to assess premium tax will be determined by Nationwide at its sole discretion in compliance with state law.

If applicable, Nationwide will deduct premium taxes from the contract either at:

- 1) the time the contract is surrendered;
- 2) annuitization; or

- 3) such earlier date as Nationwide becomes subject to premium taxes.

Premium taxes may be deducted from death benefit proceeds.

Short-Term Trading Fees

Some underlying mutual funds may assess (or reserve the right to assess) a short-term trading fee in connection with transfers from a sub-account that occur within 60 days after the date of allocation to the sub-account.

Short-term trading fees are intended to compensate the underlying mutual fund (and contract owners with interests allocated in the underlying mutual fund) for the negative impact on fund performance that may result from frequent, short-term trading strategies. Short-term trading fees are not intended to affect the large majority of contract owners not engaged in such strategies.

Any short-term trading fee assessed by any underlying mutual fund available in conjunction with the contracts described in this prospectus will equal 1% of the amount determined to be engaged in short-term trading. Short-term trading fees will only apply to those sub-accounts corresponding to underlying mutual funds that charge such fees (see the underlying mutual fund prospectus). Any short-term trading fees paid are retained by the underlying mutual fund, not by Nationwide, and are part of the underlying mutual fund's assets. Contract owners are responsible for monitoring the length of time allocations are held in any particular underlying mutual fund. Nationwide will not provide advance notice of the assessment of any applicable short-term trading fee.

For a complete list of the underlying mutual funds offered under the contract that assess (or reserve the right to assess) a short-term trading fee, please see "Appendix A" later in this prospectus.

If a short-term trading fee is assessed, the underlying mutual fund will charge the variable account 1% of the amount determined to be engaged in short-term trading. The variable account will then pass the short-term trading fee on to the specific contract owner that engaged in short-term trading by deducting an amount equal to the short-term trading fee from that contract owner's sub-account value. All such fees will be remitted to the underlying mutual fund; none of the fee proceeds will be retained by Nationwide or the variable account.

When multiple purchase payments (or exchanges) are made to a sub-account that is subject to short-term trading fees, transfers will be considered to be made on a first in/first out (FIFO) basis for purposes of determining short-term trading fees. In other words, units held the longest time will be treated as being transferred first, and units held for the shortest time will be treated as being transferred last.

Some transactions are not subject to the short-term trading fees. Transactions that are not subject to short-term trading fees include:

- scheduled and systematic transfers, such as Dollar Cost Averaging, Asset Rebalancing, and Systematic Withdrawals;

- surrenders, including CDSC-free withdrawals;
- surrenders of annuity units to make annuity payments;
- surrenders of accumulation units to pay a death benefit; or
- transfers made upon annuitization of the contract.

New share classes of certain currently available underlying mutual funds may be added as investment options under the contracts. These new share classes may require the assessment of short-term trading or redemption fees. When these new share classes are added, new purchase payment allocations and exchange reallocations to the underlying mutual funds in question may be limited to the new share class.

Optional Contract Benefits, Charges and Deductions

For an additional charge, the following optional benefits are available to contract owners. Not all optional benefits are available in every state. Unless otherwise indicated:

- 1) optional benefits must be elected at the time of application;
- 2) optional benefits, once elected, may not be terminated; and
- 3) the charges associated with the optional benefits will be assessed until annuitization.

CDSC Options

No Contingent Deferred Sales Charge is deducted from purchase payments when amounts are deposited into, or withdrawn from, the contract if the contract owner has a standard contract.

However, if the contract owner has chosen an optional CDSC schedule, Nationwide will reduce variable account annual expenses. In exchange for the reduction in expenses, Nationwide may assess a CDSC upon surrender of purchase payments from the contract. For either option, the CDSC will not exceed 7% of purchase payments surrendered.

The CDSC is used to cover sales expenses, including production of sales material and other promotional expenses.

The CDSC is calculated by multiplying the applicable CDSC percentage (noted in the table corresponding to the option chosen) by the amount of purchase payments surrendered.

For purposes of calculating the CDSC, surrenders are considered to come first from the oldest purchase payment made to the contract, then the next oldest purchase payment, and so forth. Earnings are not subject to the CDSC, however, earnings may not be distributed prior to the distribution of all purchase payments. For tax purposes, a surrender is usually treated as a withdrawal of earnings first.

Contract owners taking withdrawals before age 59½ may be subject to a 10% tax penalty. In addition, all or a portion of the withdrawal may be subject to federal income taxes.

7 Year CDSC Option

In exchange for a **reduction** equal to an annualized rate of 0.25% of the daily net assets of the variable account, a contract owner can elect, at the time of application, to have a 7 Year CDSC schedule applied to surrenders from his or her contract. Nationwide may realize a profit from this charge. The 7 Year CDSC schedule is as follows:

7 Year CDSC Schedule

Number of Completed Years from Date of Purchase Payment	CDSC Percentage
0	7%
1	7%
2	6%
3	5%
4	4%
5	3%
6	2%
7	0%

5 Year CDSC Option

In exchange for a **reduction** equal to an annualized rate of 0.10% of the daily net assets of the variable account, a contract owner can elect, at the time of application to have a 5 Year CDSC schedule applied to surrenders from his or her contract. Nationwide may realize a profit from this charge. The 5 Year CDSC schedule is as follows:

5 Year CDSC Schedule

Number of Completed Years from Date of Purchase Payment	CDSC Percentage
0	7%
1	7%
2	6%
3	4%
4	2%
5	0%

Waiver of Contingent Deferred Sales Charge Under Either CDSC Option

Each contract year, the contract owner may withdraw without a CDSC the greater of:

- 1) the lesser of:
 - a) 10% of all purchase payments made to the contract, reduced by any withdrawals; or
 - b) 10% of the contract value; or
- 2) any amount withdrawn to meet minimum distribution requirements under the Internal Revenue Code.

This CDSC-free privilege is non-cumulative. Free amounts not taken during any given contract year cannot be taken as free amounts in a subsequent contract year.

In addition, no CDSC will be deducted:

- 1) upon the annuitization of contracts which have been in force for at least two years;

- 2) upon payment of a death benefit; or
- 3) from any values which have been held in a contract for at least 5 or 7 years, depending on the CDSC option elected.

No CDSC applies to transfers among sub-accounts or between or among the Guaranteed Term Options and the variable account.

This contract is not designed for and does not support active trading strategies. In order to protect investors in this contract that do not utilize such strategies, Nationwide may initiate certain exchange offers intended to provide contract owners that meet certain criteria with an alternate variable annuity designed to accommodate active trading. If this contract is exchanged as part of an exchange offer, the exchange will be made on the basis of the relative Net asset values of the exchanged contract. Furthermore, no CDSC will be assessed on the exchanged assets and Nationwide will "tack" the contract's CDSC schedule onto the new contract. This means that the CDSC schedule will not start anew on the exchanged assets in the new contract; rather, the CDSC schedule from the exchanged contract will be applied to the exchanged assets both in terms of percentages and the number of completed contract years. This enables the contract owner to exchange into the new contract without having to start a new CDSC schedule on exchanged assets. However, if subsequent purchase payments are made to the new contract, they will be subject to any applicable CDSC schedule that is part of the new contract.

The CDSC will not be eliminated if to do so would be unfairly discriminatory or prohibited by state law.

Reduced Purchase Payment Option

If the contract owner has chosen the Reduced Purchase Payment Option, Nationwide will deduct a charge equal to an annualized rate of 0.25% of the daily net assets of the variable account. Nationwide may realize a profit from this charge. In return, the minimum initial purchase payment for that contract will be \$1,000 and minimum subsequent purchase payment will be \$25.

The contract owner may elect to terminate this option if, throughout a period of at least two years and continuing until such election:

- 1) the total of all purchase payments, less surrenders, is maintained at \$25,000 or more; and
- 2) during such period and continuance, all subsequent purchase payments were at least \$1,000.

This election must be submitted in writing on a form provided by Nationwide. Termination of the option will occur as of the date on the election form, and the charge for this option will no longer be assessed. Subsequent purchase payments, if any, will be subject to the terms of the contract and must be at least \$1,000.

For contracts issued in the State of Oregon ONLY, if the contract owner has chosen the Reduced Purchase Payment Option, Nationwide will deduct a charge equal to an annualized rate of 0.30% of the daily net assets of the variable

account. In return, the minimum initial purchase payment for that contract will be \$1,000 and minimum subsequent purchase payments will be \$25.

The contract owner may elect to terminate this option if, throughout a period of at least two years and continuing until such election the total of all purchase payments, less surrenders, is maintained at \$15,000 or more.

This election must be submitted in writing on a form provided by Nationwide. Termination of the option will occur as of the date on the election form, and the charge for this option will no longer be assessed. Subsequent purchase payments, if any, will be subject to the terms of the contract and must be at least \$1,000.

Death Benefit Options

The following death benefit options are available with the contracts. Not all of the death benefit options may be available in every state.

The following benefits are available for contracts issued on or after the later of January 2, 2001, or the date on which state insurance authorities approve applicable contract modifications.

If the contract owner chooses an optional death benefit, Nationwide will deduct an additional charge equal to an annualized rate of either:

- 0.05% of the daily net assets of the variable account (for the Five-Year Reset Death Benefit);
- 0.15% of the daily net assets of the variable account (for the One-Year Enhanced Death Benefit with Long Term Care/Nursing Home Waiver and Spousal Protection); or
- 0.20% of the daily net assets of the variable account (for the Greater of One-Year or 5% Enhanced Death Benefit with Long Term Care/Nursing Home Waiver and Spousal Protection).

The charge assessed depends on which option the contract owner elects. Nationwide may realize a profit from the charges assessed for these options. Each benefit is described below.

Five-Year Reset Death Benefit

If the annuitant dies before the annuitization date, the death benefit will be the greatest of:

- 1) the contract value;
- 2) the total of all purchase payments, less an adjustment for amounts surrendered; or
- 3) the contract value as of the most recent five-year contract anniversary occurring before the annuitant's 86th birthday, less an adjustment for amounts subsequently surrendered, plus purchase payments received after that five-year contract anniversary.

The adjustment for amounts surrendered will reduce items (2) and (3) above in the same proportion that the contract value was reduced on the date(s) of the partial surrender(s).

One-Year Enhanced Death Benefit with Long Term Care/Nursing Home Waiver and Spousal Protection

If the annuitant dies before the annuitization date, the death benefit will be the greatest of:

- 1) the contract value;
- 2) the total of all purchase payments, less an adjustment for amounts surrendered; or
- 3) the highest contract value on any contract anniversary before the annuitant's 86th birthday, less an adjustment for amounts subsequently surrendered, plus purchase payments received after that contract anniversary.

The adjustment for amounts surrendered will reduce items (2) and (3) above in the same proportion that the contract value was reduced on the date(s) of the partial surrender(s).

Greater of One-Year or 5% Enhanced Death Benefit with Long Term Care/Nursing Home Waiver and Spousal Protection

If the annuitant dies before the annuitization date, the death benefit will be the greatest of:

- 1) the contract value;
- 2) the total of all purchase payments, less an adjustment for amounts surrendered;
- 3) the highest contract value on any contract anniversary before the annuitant's 86th birthday, less an adjustment for amounts subsequently surrendered, plus purchase payments received after that contract anniversary; or
- 4) the 5% interest anniversary value.

The adjustment for amounts surrendered will reduce items (2) and (3) above in the same proportion that the contract value was reduced on the date(s) of the partial surrender(s).

The 5% interest anniversary value is equal to purchase payments minus amounts surrendered, accumulated at 5% compound interest until the last contract anniversary prior to the annuitant's 86th birthday. Such total accumulated amount shall not exceed 200% of the net of purchase payments and amounts surrendered. The adjustment for amounts subsequently surrendered after the most recent contract anniversary will reduce the 5% interest anniversary value in the same proportion that the contract value was reduced on the date(s) of the partial surrender(s).

Spousal Protection Feature

The One-Year Enhanced Death Benefit with Long Term Care/Nursing Home Waiver and Spousal Protection and the Greater of One-Year or 5% Enhanced Death Benefit with Long Term Care/Nursing Home Waiver and Spousal Protection both offer a Spousal Protection feature – there is no additional charge for this feature. The Spousal Protection feature allows the surviving spouse to continue the contract while receiving the economic benefit of the death benefit upon the death of the other spouse. The Spousal Protection feature is only available in conjunction with the specified death benefit options and is only available for contracts issued as

IRAs and Roth IRAs, provided the following conditions are satisfied:

- 1) one or both spouses (or a revocable trust of which either or both of the spouses is/are grantor(s)) must be named as the contract owner. Only the person for whom the IRA or Roth IRA was established may be named as the contract owner;
- 2) the spouses must be co-annuitants;
- 3) both co-annuitants must be age 85 or younger at the time of issue;
- 4) the spouses must each be named as beneficiaries;
- 5) no person other than a spouse may be named as contract owner, annuitant or primary beneficiary;
- 6) if both spouses are alive upon annuitization, the contract owner must specify which spouse is the annuitant upon whose continuation of life any annuity payments involving life contingencies depend (for IRA and Roth IRA contracts, this person must be the contract owner);
- 7) if a co-annuitant dies before the annuitization date, the surviving spouse may continue the contract as its sole contract owner. If the chosen death benefit is higher than the contract value at the time of death, the contract value will be adjusted to equal the applicable death benefit amount. The surviving spouse may then name a new beneficiary but may not name another co-annuitant; and
- 8) if a co-annuitant is added at any time after the election of the optional death benefit rider, a copy of the certificate of marriage must be provided to Nationwide's home office. In addition, the date of marriage must be after the election of the death benefit option.

Long Term Care Facility and Terminal Illness Benefit

The One-Year Enhanced Death Benefit with Long Term Care/Nursing Home Waiver and Spousal Protection and the Greater of One-Year or 5% Enhanced Death Benefit with Long Term Care/Nursing Home Waiver and Spousal Protection both offer a Long Term Care Facility and Terminal Illness benefit available at no additional charge. If, at the time of application, the purchaser elected an optional CDSC schedule, no CDSC will be assessed against withdrawals, provided the conditions described below are satisfied. If, at the time of application, the purchaser did not elect an optional CDSC schedule, the Terminal Illness benefit is inapplicable, as no CDSC applies to withdrawals from the contract.

If the purchaser elected an optional CDSC schedule, no CDSC will be charged if:

- 1) the third contract anniversary has passed; and
- 2) the contract owner has been confined to a long-term care facility or hospital for a continuous 90-day period that began after the contract issue date; or
- 3) the contract owner has been diagnosed by a physician, at any time after contract issuance, to have a terminal illness; and

- 4) Nationwide receives and records such a letter from that physician indicating such diagnosis.

Written notice and proof of terminal illness or confinement for 90 days in a hospital or long term care facility must be received in a form satisfactory to Nationwide and recorded at Nationwide's home office prior to waiver of the CDSC.

In the case of joint ownership, the waiver will apply if either joint owner meets the qualifications listed above. For those contracts that have a non-natural person as contract owner as an agent for a natural person, the annuitant may exercise the right of the contract owner for purposes described in this provision. If the non-natural contract owner does not own the contract as an agent for a natural person (e.g., the contract owner is a corporation or a trust for the benefit of an entity), the annuitant may not exercise the rights described in this provision.

The following benefits are available for contracts issued prior to January 2, 2001, or on a date prior to which state insurance authorities approve the contract modifications listed above.

If the contract owner chooses an optional death benefit, Nationwide will deduct an additional charge equal to an annualized rate of either 0.05% (for the Five-Year Reset Death Benefit) or 0.10% (for the One-Year Step Up Death Benefit) of the daily net assets of the variable account, depending upon which option was chosen. Nationwide may realize a profit from the charges assessed for these options. Each benefit is described below.

Five-Year Reset Death Benefit

If the annuitant dies before the annuitization date, the death benefit will be the greatest of:

- 1) the contract value;
- 2) the total of all purchase payments, less an adjustment for amounts surrendered; or
- 3) the contract value as of the most recent five-year contract anniversary occurring before the annuitant's 86th birthday, less an adjustment for amounts subsequently surrendered, plus purchase payments received after that five-year contract anniversary.

The adjustment for amounts surrendered will reduce items (2) and (3) above in the same proportion that the contract value was reduced on the date(s) of the partial surrender(s).

One-Year Step Up Death Benefit

If the annuitant dies before the annuitization date, the death benefit will be the greatest of:

- 1) the contract value;
- 2) the total of all purchase payments, less an adjustment for amounts surrendered; or
- 3) the highest contract value on any contract anniversary before the annuitant's 86th birthday, less an adjustment for amounts subsequently surrendered, plus purchase payments received after that contract anniversary.

The adjustment for amounts surrendered will reduce items (2) and (3) above in the same proportion that the contract value was reduced on the date(s) of the partial surrender(s).

Guaranteed Minimum Income Benefit Options

For contracts issued prior to May 1, 2003, the contract owner could have purchased one of two Guaranteed Minimum Income Benefit options at the time of application. If elected, Nationwide will deduct an additional charge at an annualized rate of either 0.45% or 0.30% of the daily net assets of the variable account, depending on which option was chosen. Nationwide may realize a profit from the charges assessed for these options. Guaranteed Minimum Income Benefit options provide for a minimum guaranteed value that may replace the contract value as the amount to be annuitized under certain circumstances. A Guaranteed Minimum Income Benefit may afford protection against unfavorable investment performance.

Beneficiary Protector Option

For an additional charge at an annualized rate of 0.40% of the daily net assets of the variable account, the contract owner may purchase a Beneficiary Protector Option. Nationwide may realize a profit from the charge assessed for this option. The Beneficiary Protector Option provides that upon the death of the annuitant and in addition to any death benefit payable, Nationwide will credit an additional amount to the contract. If the Beneficiary Protector Option is elected with a contract that also has spousal protection, the term annuitant shall mean the person designated as the annuitant on the application; the person designated as the co-annuitant does not have any rights under this benefit, unless the co-annuitant is also the beneficiary.

The Beneficiary Protector Option is credited to the contract upon the death of the annuitant. Upon the death of the annuitant, and after the Beneficiary Protector Option is credited to the contract, the beneficiary(ies) may:

- a) terminate the contract; or
- b) continue the contract in accordance with the "Required Distributions" section (see, "Appendix C: Contract Types and Tax Information").

Once the credit is applied to the contract, the charge for the credit is no longer assessed.

The Beneficiary Protector Option is only available for contracts with annuitants who are age 70 or younger at the time of election.

How Credits to the Contract are Calculated

If the Beneficiary Protector Option was elected at the time of application **AND** the **annuitant** dies prior to the first contract anniversary after the annuitant's 85th birthday, then the amount credited to the contract will be equal to:

$40\% \times \text{Adjusted Earnings}$

Adjusted Earnings = (a) – (b) – (c); where:

a = the contract value on the date the death benefit is calculated and prior to any death benefit calculation;

b = purchase payments, proportionately adjusted for withdrawals; and

c = any adjustment for a death benefit previously paid, proportionately adjusted for withdrawals.

The adjustment for amounts withdrawn will reduce purchase payments and any death benefit previously paid in the same proportion that the contract value was reduced on the date(s) of the partial withdrawal(s).

If the Beneficiary Protector Option was elected at any time after the contract issue date **AND** the **annuitant** dies prior to the first contract anniversary after the annuitant's 85th birthday, then the amount credited to the contract will be equal to:

40% x Adjusted Earnings from the Date the Option is Elected

Adjusted Earnings from the Date the Option is Elected = (a) – (b) – (c) – (d), where:

a = contract value on the date the death benefit is calculated and prior to any death benefit calculation;

b = the contract value on the date the rider is elected, proportionately adjusted for withdrawals;

c = purchase payments made after the option is elected, proportionately adjusted for withdrawals;

d = any adjustment for a death benefit previously paid after the rider is elected, proportionately adjusted for withdrawals.

The adjustment for amounts withdrawn will reduce purchase payments and any death benefit previously paid in the same proportion that the contract value was reduced on the date(s) of the partial withdrawal(s).

If no benefits have been paid under this option by the first contract anniversary following the annuitant's 85th birthday, then:

- a) Nationwide will credit an amount equal to 4% of the contract value on the contract anniversary to the contract;
- b) the benefit will terminate and will no longer be in effect; and
- c) the charge for the benefit will be eliminated, reducing charges by 0.40%.

How Amounts Are Credited

Any amounts credited to the contract pursuant to this option will be allocated to the sub-accounts of the variable account and the GTOs in the same proportion as each purchase payment is allocated to the contract on the date the credit is applied.

Removal of Variable Account Charges

For certain optional benefits, a charge is assessed only for a specified period of time. To remove a variable account charge at the end of the specified charge period, Nationwide systematically re-rates the contract. This re-rating results in lower contract charges, but no change in contract value or any other contractual benefit.

Re-rating involves two steps: the adjustment of contract expenses and the adjustment of the number of units in the contract.

The first step, the adjustment of contract expenses, involves removing the charge from the unit value calculation. For example, on a contract where the only optional benefit elected is the Beneficiary Protector Option, the variable account value will be calculated using unit values with variable account charges of 1.60% until the benefit is applied. Once the benefit is applied, the contract will be re-rated, and the 0.40% charge associated with the Beneficiary Protector Option will be removed. From that point on, the variable account value will be calculated using the unit values with variable account charges at 1.20%. Thus, the Beneficiary Protector Option charge is no longer included in the daily sub-account valuation for the contract.

The second step of the re-rating process, the adjustment of the number of units in the contract, is necessary in order to keep the re-rating process from altering the contract value. Generally, for any given sub-account, the higher the variable account charges, the lower the unit value, and vice versa. For example, sub-account X with charges of 1.60% will have a lower unit value than sub-account X with charges of 1.20% (higher expenses result in lower unit values). When, upon re-rating, the unit values used in calculating variable account value are dropped from the higher expense level to the lower expense level, the higher unit values will cause an incidental increase in the contract value. In order to avoid this incidental increase, Nationwide adjusts the number of units in the contract down so that the contract value after the re-rating is the same as the contract value before the re-rating.

Ownership Rights

Contract Owner

The contract owner and the annuitant must be the same person for contracts described in this prospectus. The contract owner has all rights under the contract.

Annuitant

The annuitant is the person who will receive annuity payments and upon whose continuation of life any annuity payment involving life contingencies depends. This person must be age 85 or younger at the time of contract issuance unless Nationwide approves a request for an annuitant of greater age.

Beneficiary and Contingent Beneficiary

The contract owner may request a change in the beneficiary or contingent beneficiary before the annuitization date. These changes must be:

- on a Nationwide form;
- signed by the contract owner; and
- received at Nationwide's home office before the annuitization date.

Nationwide must review and approve any change requests.

The beneficiary(ies) is the person(s) who is entitled to the death benefit if the annuitant dies before the annuitization date. The annuitant can name more than one beneficiary. The beneficiaries will share the death benefit equally, unless otherwise specified.

If no beneficiary(ies) survives the annuitant, the contingent beneficiary(ies) will receive the death benefit. Contingent beneficiaries will share the death benefit equally, unless otherwise specified.

If no beneficiaries or contingent beneficiaries survive the annuitant, the annuitant's estate will receive the death benefit.

Once recorded, the change will be effective as of the date the request was signed, whether or not the annuitant was living at the time the request was recorded. The change will not affect any action taken by Nationwide before the change was recorded.

Operation of the Contract

Minimum Initial and Subsequent Purchase Payments

The minimum initial purchase payment to a contract is \$15,000. Subsequent purchase payments must be at least \$1,000.

If the contract owner has elected the Reduced Purchase Payment Option, the minimum initial and subsequent purchase payments will be reduced to \$1,000 for the initial purchase payment and \$25 for subsequent purchase payments.

Guaranteed Term Options

Guaranteed Term Options are separate investment options under the contract. The minimum amount that may be allocated to a Guaranteed Term Option is \$1,000.

Pricing

Initial purchase payments allocated to sub-accounts will be priced at the accumulation unit value determined no later than 2 business days after receipt of an order to purchase if the application and all necessary information are complete. If the application is not complete, Nationwide may retain a purchase payment for up to 5 business days while attempting to complete it. If the application is not completed within 5 business days, the prospective purchaser will be informed of the reason for the delay. The purchase payment will be returned unless the prospective purchaser specifically allows Nationwide to hold the purchase payment until the application is completed.

Subsequent purchase payments will be priced based on the next available accumulation unit value after the payment is received. The cumulative total of all purchase payments under Nationwide contracts on the life of any one annuitant cannot exceed \$1,000,000 without Nationwide's prior consent.

Except on the days listed below and on weekends, purchase payments, transfers and surrenders are priced every day. Purchase payments will not be priced when the New York Stock Exchange is closed or on the following nationally recognized holidays:

- New Year's Day
- Martin Luther King, Jr. Day
- Presidents' Day
- Good Friday
- Memorial Day
- Independence Day
- Labor Day
- Thanksgiving
- Christmas

Nationwide also will not price purchase payments if:

- 1) trading on the New York Stock Exchange is restricted;
- 2) an emergency exists making disposal or valuation of securities held in the variable account impracticable; or
- 3) the SEC, by order, permits a suspension or postponement for the protection of security holders.

Rules and regulations of the SEC will govern as to when the conditions described in (2) and (3) exist. If Nationwide is closed on days when the New York Stock Exchange is open, Contract value may change and contract owners will not have access to their accounts.

Allocation of Purchase Payments

Nationwide allocates purchase payments to sub-accounts and/or Guaranteed Term Options as instructed by the contract owner. Shares of the underlying mutual funds allocated to the sub-accounts are purchased at Net asset value, then converted into accumulation units. Contract owners can change allocations or make exchanges among the sub-accounts or Guaranteed Term Options. However, no change may be made that would result in an amount less than 1% of the purchase payment being allocated to any sub-account. Certain transactions may be subject to conditions imposed by the underlying mutual funds, as well as those set forth in the contract.

Determining the Contract Value

The contract value is the sum of:

- 1) the value of amounts allocated to the sub-accounts; and
- 2) amounts allocated to a Guaranteed Term Option.

If part or all of the contract value is surrendered, or charges are assessed against the contract value, Nationwide will deduct a proportionate amount from each of the sub-accounts and amounts from the Guaranteed Term Options based on current cash values.

Determining Variable Account Value – Valuing an Accumulation Unit

Purchase payments or transfers allocated to the underlying mutual funds are accounted for in accumulation units. Accumulation unit values (for each sub-account) are determined by calculating the net investment factor for the underlying mutual fund for the current valuation period and multiplying that result with the accumulation unit values determined on the previous valuation period.

Nationwide uses the net investment factor as a way to calculate the investment performance of a sub-account from valuation period to valuation period. For each sub-account, the net investment factor shows the investment performance

of the underlying mutual fund in which a particular sub-account invests, including the charges assessed against that sub-account for a valuation period.

The net investment factor is determined by dividing (a) by (b), and then subtracting (c) from the result, where:

- a) is the sum of:
 - 1) the Net asset value of the underlying mutual fund as of the end of the current valuation period; and
 - 2) the per share amount of any dividend or income distributions made by the underlying mutual fund (if the date of the dividend or income distribution occurs during the current valuation period);
- b) is the Net asset value of the underlying mutual fund determined as of the end of the preceding valuation period; and
- c) is a factor representing the daily variable account annual expenses, which may include charges and/or reductions for contract options chosen by the contract owner. The factor is equal to an annual rate ranging from 0.95% to 2.55% of the daily net assets of the variable account, depending on which contract features the contract owner chooses.

Based on the net investment factor, the value of an accumulation unit may increase or decrease. Changes in the net investment factor may not be directly proportional to changes in the Net asset value of the underlying mutual fund shares because of the deduction of variable account charges.

Though the number of accumulation units will not change as a result of investment experience, the value of an accumulation unit may increase or decrease from valuation period to valuation period.

Determining the Guaranteed Term Option Value

Nationwide determines the value of a Guaranteed Term Option by:

- 1) adding all amounts allocated to any Guaranteed Term Option, minus amounts previously transferred or withdrawn (which may be subject to a market value adjustment);
- 2) adding any interest earned on the amounts allocated to any Guaranteed Term Option; and
- 3) subtracting charges deducted in accordance with the contract.

Transfer Requests

Contract owners may submit transfer requests in writing, over the telephone, or via the internet. Nationwide will use reasonable procedures to confirm that instructions are genuine and will not be liable for following instructions that it reasonably determined to be genuine. Nationwide may restrict or withdraw the telephone and/or internet transfer privilege at any time.

Generally, sub-account transfers will receive the accumulation unit value next computed after the transfer request is received. However, if a contract that is limited to submitting transfer requests via U.S. mail submits a transfer request via internet or telephone pursuant to Nationwide's one-day delay policy, the transfer will be executed on the next business day after the exchange request is received by Nationwide (see "Managers of Multiple Contracts").

Transfer Restrictions

Neither the contracts described in this prospectus nor the underlying mutual funds are designed to support active trading strategies that require frequent movement between or among sub-accounts (sometimes referred to as "market-timing" or "short-term trading"). A contract owner who intends to use an active trading strategy should consult his/her registered representative and request information on other Nationwide variable annuity contracts that offer underlying mutual funds that are designed specifically to support active trading strategies.

Nationwide discourages (and will take action to deter) short-term trading in this contract because the frequent movement between or among sub-accounts may negatively impact other investors in the contract. Short-term trading can result in:

- the dilution of the value of the investors' interests in the underlying mutual fund;
- underlying mutual fund managers taking actions that negatively impact performance (keeping a larger portion of the underlying mutual fund assets in cash or liquidating investments prematurely in order to support redemption requests); and/or
- increased administrative costs due to frequent purchases and redemptions.

To protect investors in this contract from the negative impact of these practices, Nationwide has implemented, or reserves the right to implement, several processes and/or restrictions aimed at eliminating the negative impact of active trading strategies.

Nationwide makes no assurances that all risks associated with short-term trading will be completely eliminated by this process and/or restrictions.

Nationwide cannot guarantee that its attempts to deter active trading strategies will be successful. If we are unable to deter active trading strategies, the performance of the sub-accounts that are actively traded may be adversely impacted.

Redemption Fees

Some underlying mutual funds assess a short-term trading fee in connection with transfers from a sub-account that occur within 60 days after the date of the allocation to the sub-account. The fee is assessed against the amount transferred and is paid to the underlying mutual fund. Redemption fees compensate the underlying mutual fund for any negative impact on fund performance resulting from short-term trading. For more information on short-term trading fees, please see the "Short-Term Trading Fees" provision.

U.S. Mail Restrictions

Nationwide monitors transfer activity in order to identify those who may be engaged in harmful trading practices. Transaction reports are produced and examined. Generally, a contract may appear on these reports if the contract owner (or a third party acting on their behalf) engages in a certain number of "transfer events" in a given period. A "transfer event" is any transfer, or combination of transfers, occurring on a given trading day (valuation period). For example, if a contract owner executes multiple transfers involving 10 underlying mutual funds in one day, this counts as one transfer event. A single transfer occurring on a given trading day and involving only 2 underlying mutual funds (or one underlying mutual fund if the transfer is made to or from a Guaranteed Term Option), will also count as one transfer event.

As a result of this monitoring process, Nationwide may restrict the method of communication by which transfer orders will be accepted.

In general, Nationwide will adhere to the following guidelines:

Trading Behavior	Nationwide's Response
6 or more transfer events in one calendar quarter	Nationwide will mail a letter to the contract owner notifying them that: <ol style="list-style-type: none">(1) they have been identified as engaging in harmful trading practices; and(2) if their transfer events exceed 11 in 2 consecutive calendar quarters or 20 in one calendar year, the contract owner will be limited to submitting transfer requests via U.S. mail.
More than 11 transfer events in 2 consecutive calendar quarters OR More than 20 transfer events in one calendar year	Nationwide will automatically limit the contract owner to submitting transfer requests via U.S. mail.

Each January 1st, Nationwide will start the monitoring anew, so that each contract starts with 0 transfer events each January 1. See, however, the "Other Restrictions" provision below.

Managers of Multiple Contracts

Some investment advisers/representatives manage the assets of multiple Nationwide contracts pursuant to trading authority granted or conveyed by multiple contract owners. These multi-contract advisers will generally be required by Nationwide to submit all transfer requests via U.S. mail.

Nationwide may, as an administrative practice, implement a "one-day delay" program for these multi-contract advisers, which they can use in addition to or in lieu of submitting transfer requests via U.S. mail. The one-day delay option permits multi-contract advisers to continue to submit transfer requests via the internet or telephone. However, transfer

requests submitted by multi-contract advisers via the internet or telephone will not receive the next available accumulation unit value. Rather, they will receive the accumulation unit value that is calculated on the following business day. Transfer requests submitted under the one-day delay program are irrevocable. Multi-contract advisers will receive advance notice of being subject to the one-day delay program.

Other Restrictions

Nationwide reserves the right to refuse or limit transfer requests, or take any other action it deems necessary, in order to protect contract owners, annuitants, and beneficiaries from the negative investment results that may result from short-term trading or other harmful investment practices employed by some contract owners (or third parties acting on their behalf). In particular, trading strategies designed to avoid or take advantage of Nationwide's monitoring procedures (and other measures aimed at curbing harmful trading practices) that are nevertheless determined by Nationwide to constitute harmful trading practices, may be restricted.

Any restrictions that Nationwide implements will be applied consistently and uniformly.

Underlying Mutual Fund Restrictions and Prohibitions

Pursuant to regulations adopted by the SEC, Nationwide is required to enter into written agreements with the underlying mutual funds which allow the underlying mutual funds to:

- 1) request the taxpayer identification number, international taxpayer identification number, or other government issued identifier of any Nationwide contract owner;
- 2) request the amounts and dates of any purchase, redemption, transfer or exchange request ("transaction information"); and
- 3) instruct Nationwide to restrict or prohibit further purchases or exchanges by contract owners that violate policies established by the underlying mutual fund (whose policies may be more restrictive than Nationwide's policies).

Nationwide is required to provide such transaction information to the underlying mutual funds upon their request. In addition, Nationwide is required to restrict or prohibit further purchases or exchange requests upon instruction from the underlying mutual fund. Nationwide and any affected contract owner may not have advance notice of such instructions from an underlying mutual fund to restrict or prohibit further purchases or exchange requests. If an underlying mutual fund refuses to accept a purchase or exchange request submitted by Nationwide, Nationwide will keep any affected contract owner in their current underlying mutual fund allocation.

Transfers Prior to Annuitization

Transfers from a Guaranteed Term Option

Transfers from a Guaranteed Term Option prior to maturity are subject to a market value adjustment.

Transfers Among the Sub-Accounts

A contract owner may request to transfer allocations among the sub-accounts at any time.

Transfers After Annuitization

After annuitization, transfers may only be made on the anniversary of the annuitization date. Guaranteed Term Options are not available after annuitization.

Right to Revoke

Contract owners have a ten day "free look" to examine the contract. The contract may be returned to Nationwide's home office for any reason within ten days of receipt and Nationwide will return purchase payments paid. State and/or federal law may provide additional free look privileges.

Liability of the variable account under this provision is limited to the contract value in each sub-account on the date of revocation. Any additional amounts refunded will be paid by Nationwide.

Surrender (Redemption) Prior to Annuitization

Contract owners may surrender some or all of the contract value before the earlier of the annuitization date or his or her death. Surrenders from the contract may be subject to federal income tax and/or a tax penalty. See "Federal Income Taxes" in Appendix C: Contract Types and Tax Information. Surrender requests must be in writing and Nationwide may require additional information. When taking a full surrender, the contract must accompany the written request. Nationwide may require a signature guarantee.

Nationwide will pay any amounts surrendered from the sub-accounts within 7 days. However, Nationwide may suspend or postpone payment when it is unable to price a purchase payment or transfer (See "Pricing").

Partial Surrenders (Partial Redemptions)

Nationwide will surrender accumulation units from the sub-accounts and an amount from the Guaranteed Term Options. The amount withdrawn from each investment option will be in proportion to the value in each option at the time of the surrender request, unless otherwise instructed by the contract owner.

A CDSC may apply if the contract owner elected an optional CDSC schedule. The CDSC deducted is a percentage of the amount requested by the contract owner. Amounts deducted for CDSC are not subject to a subsequent CDSC. The contract owner may take the CDSC from either:

- a) the amount requested; or
- b) the contract value remaining after the contract owner has received the amount requested.

If the contract owner does not make a specific election, any applicable CDSC will be taken from the contract value remaining after the contract owner has received the amount requested.

Partial Surrenders to Pay Investment Advisory Fees

Some contract owners utilize an investment advisor(s) to manage their assets, for which the investment advisor assesses a fee. Investment advisors are not endorsed or affiliated with Nationwide and Nationwide makes no representation as to their qualifications. The fees for these investment advisory services are specified in the respective account agreements and are separate from and in addition to the contract fees and expenses described in this prospectus. Some contract owners authorize their investment advisor to take a partial surrender(s) from the contract in order to collect investment advisory fees. Surrenders taken from this contract to pay advisory or investment management fees are subject to the CDSC provisions of the contract and may be subject to income tax and/or tax penalties.

Full Surrenders (Full Redemptions)

The contract value upon full surrender may be more or less than the total of all purchase payments made to the contract. The contract value will reflect:

- variable account annual expenses;
- underlying mutual fund charges;
- the investment performance of the underlying mutual funds; and
- any amounts allocated to the Guaranteed Term Options plus or minus any market value adjustment.

If the contract owner elected a CDSC option, a CDSC may apply.

Assignment

Contract rights may not be assigned.

Services

Asset Rebalancing

Asset Rebalancing is the automatic reallocation of contract values to the sub-accounts on a predetermined percentage basis. Asset Rebalancing is not available for assets held in the Guaranteed Term Options. Requests for Asset Rebalancing must be on a Nationwide form. Once Asset Rebalancing is elected, it will only be terminated upon specific instruction from the contract owner; manual transfers will not automatically terminate the program.

Asset Rebalancing occurs every three months or on another frequency if permitted by Nationwide. If the last day of the three-month period falls on a Saturday, Sunday, recognized holiday, or any other day when the New York Stock Exchange is closed, Asset Rebalancing will occur on the next business day. Each Asset Rebalancing reallocation is considered a transfer event. Contract owners should consult a financial adviser to discuss the use of Asset Rebalancing.

Nationwide reserves the right to stop establishing new Asset Rebalancing programs. Nationwide also reserves the right to assess a processing fee for this service.

Dollar Cost Averaging

Dollar Cost Averaging is a long-term transfer program that allows the contract owner to make regular, level investments over time. It involves the automatic transfer of a specified amount from certain sub-accounts into other sub-accounts.

Contract owners direct Nationwide to automatically transfer specified amounts from the

- Nationwide Money Market Fund: Service Class

to any other underlying mutual fund. Dollar Cost Averaging transfers may not be directed to Guaranteed Term Options.

Transfers occur monthly or on another frequency if permitted by Nationwide. Dollar Cost Averaging transfers are not considered transfer events. Nationwide will process transfers until either the value in the originating investment option is exhausted, or the contract owner instructs Nationwide in writing to stop the transfers.

Nationwide does not guarantee that this program will result in a profit or protect contract owners from a loss.

Nationwide reserves the right to stop establishing new Dollar Cost Averaging programs. Nationwide also reserves the right to assess a processing fee for this service.

Systematic Withdrawals

Systematic Withdrawals allow contract owners to receive a specified amount (of at least \$100) on a monthly, quarterly, semi-annual, or annual basis. Requests for Systematic Withdrawals and requests to discontinue Systematic Withdrawals must be in writing.

The withdrawals will be taken from the sub-accounts proportionately unless Nationwide is instructed otherwise. Systematic Withdrawals are not available from the Guaranteed Term Options. If the contract owner elected a CDSC option, a CDSC may apply.

Nationwide will withhold federal income taxes from systematic withdrawals unless otherwise instructed by the contract owner. The Internal Revenue Service may impose a 10% penalty tax if the contract owner is under age 59½ unless the contract owner has made an irrevocable election of distributions of substantially equal payments.

A CDSC may apply to amounts taken through systematic withdrawals.

If the contract owner elected a CDSC option and takes Systematic Withdrawals, the maximum amount that can be withdrawn annually without a CDSC is the greatest of:

- 1) the lesser of:
 - a) 10% of all purchase payments made to the contract, reduced by any withdrawals; or
 - b) 10% of the contract value;
- 2) any amount withdrawn to meet minimum distribution requirements under the Internal Revenue Code; or
- 3) a percentage of the contract value based on the contract owner's age, as shown in the table below:

Contract Owner's Age	Percentage of Contract Value
Under age 59½	5%
Age 59½ through age 61	7%
Age 62 through age 64	8%
Age 65 through age 74	10%
Age 75 and over	13%

Contract value and contract owner's age are determined as of the date the request for the withdrawal program is recorded by Nationwide's home office.

The CDSC-free withdrawal privilege for Systematic Withdrawals is non-cumulative. Free amounts not taken during any contract year cannot be taken as free amounts in a subsequent contract year.

Nationwide reserves the right to stop establishing new Systematic Withdrawal programs. Nationwide also reserves the right to assess a processing fee for this service. Systematic Withdrawals are not available before the end of the ten-day free look period (see "Right to Revoke").

Annuity Commencement Date

The annuity commencement date is the date on which annuity payments are scheduled to begin. The contract owner may change the annuity commencement date before annuitization. This change must be in writing and approved by Nationwide.

Annuitizing the Contract

Annuitization Date

The annuitization date is the date that annuity payments begin. The annuitization date will be the first day of a calendar month unless otherwise agreed. The annuitization date must be at least 2 years after the contract is issued, but may not be later than either:

- the age (or date) specified in your contract; or
- the age (or date) specified by state law, where applicable.

The Internal Revenue Code may require that distributions be made prior to the annuitization dates specified above (see "Required Distributions" in Appendix C: Contract Types and Tax Information).

Annuitization

Annuitization is the period during which annuity payments are received. It is irrevocable once payments have begun. Before the annuitization date, the contract owner must choose:

- 1) an annuity payment option; and
- 2) either a fixed payment annuity, variable payment annuity, or an available combination.

Nationwide guarantees that each payment under a fixed payment annuity will be the same throughout annuitization. Under a variable payment annuity, the amount of each payment will vary depending on the performance of the underlying mutual funds chosen by the contract owner.

Fixed Payment Annuity

A fixed payment annuity is an annuity where the amount of the annuity payments remains level.

The first payment under a fixed payment annuity is determined on the annuitization date based on the annuitant's age (in accordance with the contract) by:

- 1) deducting applicable premium taxes from the total contract value; then
- 2) applying the contract value amount specified by the contract owner to the fixed payment annuity table for the annuity payment option elected.

Subsequent payments will remain level unless the annuity payment option elected provides otherwise. Nationwide does not credit discretionary interest during annuitization.

Annuity payments will generally be received within 7 to 10 days after each annuity payment date.

Variable Payment Annuity

A variable payment annuity is an annuity where the amount of the annuity payments will vary depending on the performance of the underlying mutual funds selected.

A variable payment annuity may not be elected when exercising the Guaranteed Minimum Income Benefit option.

The first payment under a variable payment annuity is determined on the annuitization date based on the annuitant's age (in accordance with the contract) by:

- 1) deducting applicable premium taxes from the total contract value; then
- 2) applying the contract value amount specified by the contract owner to the variable payment annuity table for the annuity payment option elected.

The dollar amount of the first payment is converted into a set number of annuity units that will represent each monthly payment. This is done by dividing the dollar amount of the first payment by the value of an annuity unit as of the annuitization date. This number of annuity units remains fixed during annuitization.

The second and subsequent payments are determined by multiplying the fixed number of annuity units by the annuity unit value for the valuation period in which the payment is due. The amount of the second and subsequent payments will vary with the performance of the selected underlying mutual funds. Nationwide guarantees that variations in mortality experience from assumptions used to calculate the first payment will not affect the dollar amount of the second and subsequent payments.

Value of an Annuity Unit

Annuity unit values for sub-accounts are determined by:

- 1) multiplying the annuity unit value for the immediately preceding valuation period by the net investment factor

for the subsequent valuation period (see "Determining the Contract Value"); and then

- 2) multiplying the result from (1) by an interest factor to neutralize the assumed investment rate of 3.5% per year built into the purchase rate basis for variable payment annuities.

Assumed Investment Rate

An assumed investment rate is the percentage rate of return assumed to determine the amount of the first payment under a variable payment annuity. Nationwide uses the assumed investment rate of 3.5% to calculate the first annuity payment and to calculate the investment performance of an underlying mutual fund in order to determine subsequent payments under a variable payment annuity. An assumed investment rate is the percentage rate of return required to maintain level variable annuity payments. Subsequent variable annuity payments may be more or less than the first payment based on whether actual investment performance of the underlying mutual funds is higher or lower than the assumed investment rate of 3.5%.

Exchanges among Underlying Mutual Funds

Exchanges among underlying mutual funds during annuitization must be requested in writing. Exchanges will occur on each anniversary of the annuitization date.

Frequency and Amount of Annuity Payments

Annuity payments are made based on the annuity payment option selected, unless:

- the amount to be distributed is less than \$5,000, in which case Nationwide may make one lump sum payment of the contract value; or
- an annuity payment would be less than \$50, in which case Nationwide can change the frequency of payments to intervals that will result in payments of at least \$50. Payments will be made at least annually.

Guaranteed Minimum Income Benefit Options ("GMIB")

GMIBs are only available for contracts issued prior to May 1, 2003, and must have been elected at the time of application.

What is a GMIB?

A GMIB is a benefit which ensures the availability of a minimum amount when the contract owner wishes to annuitize the contract. This minimum amount, referred to as the Guaranteed Annuitization Value, may be used at specified times to provide a guaranteed level of determinable lifetime annuity payments. The GMIB may provide protection in the event of lower contract values that may result from the investment performance of the contract.

How is the Guaranteed Annuitization Value Determined?

There are two options available at the time of application. The Guaranteed Annuitization Value is determined differently based on which option the contract owner elects.

Calculation Under GMIB Option 1

The Guaranteed Annuitization Value is equal to (a) minus (b), but will never be greater than 200% of all purchase payments, where:

- a) is the sum of all purchase payments, plus interest accumulated at a compounded annual rate of 5% starting at the date of issue and ending on the contract anniversary occurring immediately prior to the annuitant's 86th birthday; and
- b) is the reductions to (a) due to surrenders made from the contract. All such reductions will be proportionately the same as reductions to the contract value caused by surrenders. For example, a surrender which reduces the contract value by 25% will also reduce the Guaranteed Annuitization Value by 25%.

Calculation Under GMIB Option 2

The Guaranteed Annuitization Value will be equal to the highest contract value on any contract anniversary occurring prior to the annuitant's 86th birthday, less an adjustment for amounts surrendered, plus purchase payments received after that contract anniversary.

GMIB Option 1 Illustrations

The following charts illustrate the amount of income that will be provided to the annuitant if the contract is annuitized at the 7th, 10th, or 15th contract anniversary date using GMIB Option 1.

The illustrations assume the following:

- An initial purchase payment of \$100,000 is made to the contract and allocated to the variable account;
- The contract is issued to a male at age 55, 65, or 70; and
- A Life Annuity with 120 Months Guaranteed Fixed Payment Annuity Option is elected.

7 Years in Accumulation

\$140,710.04 for GMIB at Annuitization

Male Age at Issue	Male Age at Annuitization	GMIB Purchase Rate*	Monthly GMIB
55	62	\$4.72	\$664.15
65	72	\$5.96	\$838.63
70	77	\$6.79	\$955.42

10 Years in Accumulation

\$162,889.46 for GMIB at Annuitization

Male Age at Issue	Male Age at Annuitization	GMIB Purchase Rate*	Monthly GMIB
55	65	\$5.03	\$819.33
65	75	\$6.44	\$1,049.01
70	80	\$7.32	\$1,192.35

15 Years in Accumulation

\$200,000.00 for GMIB at Annuitization

Male Age at Issue	Male Age at Annuitization	GMIB Purchase Rate*	Monthly GMIB
55	70	\$5.66	\$1,132.00
65	80	\$7.32	\$1,464.00
70	85	\$8.18	\$1,636.00

*Guaranteed monthly benefit per \$1,000 applied.

The illustrations should be used as a tool to assist an investor in determining whether purchasing and exercising a GMIB option is right for them. The guaranteed purchase rates assumed in the illustrations may not apply in some states. Different guaranteed purchase rates will also apply for females, for males who annuitize at ages other than the ages shown above, or for annuitizations under other annuity payment options. Where different guaranteed purchase rates apply, GMIB amounts shown will be different. In all cases, the guaranteed purchase rates used to calculate the GMIB will be the same as the purchase rates guaranteed in the contract for fixed annuitizations without the GMIB.

The purchase rates available in connection with annuitization options under a GMIB are minimum guaranteed purchase rates. Alternative purchase rates, which may be more favorable, may apply to annuitizations that occur without a GMIB option.

When May the Guaranteed Annuitization Value be Used?

The contract owner may use the Guaranteed Annuitization Value by annuitizing the contract during the thirty day period following any contract anniversary:

- 1) after the contract has been in effect for seven years; and
- 2) the annuitant has attained age 60.

What Annuity Payment Options May Be Used With the Guaranteed Annuitization Value?

The contract owner may elect any life contingent **FIXED Annuity Payment Option** calculated using the guaranteed annuity purchase rates set forth in the contract. Such Fixed Annuity Payment Options include:

- Life Annuity;
- Joint and Survivor Annuity; and
- Life Annuity with 120 or 240 Monthly Payments Guaranteed.

Other GMIB Terms and Conditions

****PLEASE READ CAREFULLY****

- The GMIB is only available for contracts issued prior to May 1, 2003, and must have been elected at the time of application.

Important Considerations to Keep in Mind Regarding the GMIB Options

While a GMIB does provide a Guaranteed Annuitization Value, **A GMIB MAY NOT BE APPROPRIATE FOR ALL INVESTORS.**

- ◆ A GMIB DOES NOT in any way guarantee the performance of any underlying mutual fund, or any other investment option available under the contract.
- ◆ Once elected, the GMIB is irrevocable, meaning that even if the investment performance of underlying mutual funds or other available investment options surpasses the minimum guarantees associated with the GMIB, the GMIB charges will still be assessed.
- ◆ The GMIB in no way restricts or limits the rights of contract owners to annuitize the contract at other times permitted under the contract, nor will it in any way restrict the right to annuitize the contract using contract values that may be higher than the Guaranteed Annuitization Value.
- ◆ Please take advantage of the guidance of a qualified financial adviser in evaluating the GMIB options, and all other aspects of the contract.
- ◆ GMIB may not be approved in all states.

Annuity Payment Options

Contract owners must elect an annuity payment option before the annuitization date. The annuity payment options are:

- 1) **Life Annuity** - An annuity payable periodically, but at least annually, for the lifetime of the annuitant. Payments will end upon the annuitant's death. For example, if the annuitant dies before the second annuity payment date, the annuitant will receive only one annuity payment. The annuitant will only receive two annuity payments if he or she dies before the third annuity payment date, and so on.
- 2) **Joint and Survivor Annuity** - An annuity payable periodically, but at least annually, during the joint lifetimes of the annuitant and a designated second individual. If one of these parties dies, payments will continue for the lifetime of the survivor. Payments end upon the death of the last surviving party, regardless of the number of payments received. As is the case of the Life Annuity payment option, there is no guaranteed number of payments. Therefore, it is possible that if the annuitant dies before the second annuity payment date, the annuitant will receive only one annuity payment. No death benefit payment will be paid.
- 3) **Life Annuity with 120 or 240 Monthly Payments Guaranteed** - An annuity payable monthly during the lifetime of the annuitant. If the annuitant dies before all of the guaranteed payments have been made, payments will continue to the end of the guaranteed period and will be paid to a designee chosen by the annuitant at the time the annuity payment option was elected.

The designee may elect to receive the present value of the remaining guaranteed payments in a lump sum. The present value will be computed as of the date Nationwide receives the notice of the annuitant's death.

If the annuitant does not elect an annuity payment option, a variable payment life annuity with a guarantee period of 240 months will be assumed as the automatic form of payment upon annuitization. Once elected or assumed, the annuity payment option may not be changed.

Not all of the annuity payment options may be available in all states. Contract owners may request other options before the annuitization date. These options are subject to Nationwide's approval.

Death Benefits

Death of Contract Owner/Annuitant

Because the contract owner and the annuitant must be the same person, if the contract owner/annuitant dies before the annuitization date, a death benefit is payable to the beneficiary.

The beneficiary may elect to receive the death benefit:

- 1) in a lump sum;
- 2) as an annuity; or
- 3) in any other manner permitted by law and approved by Nationwide.

The beneficiary must notify Nationwide of this election within 60 days of the annuitant's death. If the recipient of the death benefit does not elect the form in which to receive the death benefit payment, Nationwide will pay the death benefit in a lump sum.

If the annuitant dies after the annuitization date, any benefit that may be payable will be paid according to the selected annuity payment option.

Death Benefit Payment

Contract owners may select a death benefit option at the time of application (not all death benefit options may be available in all states). If no selection is made at the time of application, the death benefit will be the standard contractual death benefit.

Contract value will continue to be allocated according to the most recent allocation instructions until the death benefit is paid.

The death benefit value is determined as of the date Nationwide receives:

- 1) proper proof of the annuitant's death;
- 2) an election specifying the distribution method; and
- 3) any state required form(s).

Standard Contractual Death Benefit

If the annuitant dies before the annuitization date, the death benefit will be the greater of:

- 1) the contract value; or
- 2) the total of all purchase payments, less an adjustment for amounts surrendered.

The adjustment for amounts surrendered will reduce item (2) above in the same proportion that the contract value was reduced on the date(s) of the partial surrender(s).

Five-Year Reset Death Benefit (available for contracts issued on or after the later of January 2, 2001, or the date on which state insurance authorities approve applicable contract modifications)

If the annuitant dies before the annuitization date, the death benefit will be the greatest of:

- 1) the contract value;
- 2) the total of all purchase payments, less an adjustment for amounts surrendered; or
- 3) the highest contract value as of the most recent five-year contract anniversary occurring before the annuitant's 86th birthday, less an adjustment for amounts subsequently surrendered, plus purchase payments received after that five-year contract anniversary.

The adjustment for amounts surrendered will reduce items (2) and (3) above in the same proportion that the contract value was reduced on the date(s) of the partial surrender(s).

One-Year Enhanced Death Benefit with Long Term Care/Nursing Home Waiver and Spousal Protection (available for contracts issued on or after the later of January 2, 2001, or the date on which state insurance authorities approve applicable contract modifications)

If the annuitant dies before the annuitization date, the death benefit will be the greatest of:

- 1) the contract value;
- 2) the total of all purchase payments, less an adjustment for amounts surrendered; or
- 3) the highest contract value on any contract anniversary before the annuitant's 86th birthday, less an adjustment for amounts subsequently surrendered, plus purchase payments received after that contract anniversary.

The adjustment for amounts surrendered will reduce items (2) and (3) above in the same proportion that the contract value was reduced on the date(s) of the partial surrender(s).

Greater of One-Year or 5% Enhanced Death Benefit with Long Term Care/Nursing Home Waiver and Spousal Protection (available for contracts issued on or after the later of January 2, 2001, or the date on which state insurance authorities approve applicable contract modifications)

If the annuitant dies before the annuitization date, the death benefit will be the greatest of:

- 1) the contract value;
- 2) the total of all purchase payments, less an adjustment for amounts surrendered;

- 3) the highest contract value on any contract anniversary before the annuitant's 86th birthday, less an adjustment for amounts subsequently surrendered, plus purchase payments received after that contract anniversary; or
- 4) the 5% interest anniversary value.

The adjustment for amounts surrendered will reduce items (2) and (3) above in the same proportion that the contract value was reduced on the date(s) of the partial surrender(s).

The 5% interest anniversary value is equal to purchase payments minus amounts surrendered, accumulated at 5% compound interest until the last contract anniversary prior to the annuitant's 86th birthday. Such total accumulated amount shall not exceed 200% of the net of purchase payments and amounts surrendered. The adjustment for amounts subsequently surrendered after the most recent contract anniversary will reduce the 5% interest anniversary value in the same proportion that the contract value was reduced on the date(s) of the partial surrender(s).

Five-Year Reset Death Benefit (available for contracts issued prior to January 2, 2001, or on a date prior to which state insurance authorities approve applicable contract modifications)

If the annuitant dies before the annuitization date, the death benefit will be the greatest of:

- 1) the contract value;
- 2) the total of all purchase payments, less an adjustment for amounts surrendered; or
- 3) the highest contract value as of the most recent five-year contract anniversary occurring before the annuitant's 86th birthday, less an adjustment for amounts subsequently surrendered, plus purchase payments received after that five-year contract anniversary.

The adjustment for amounts surrendered will reduce items (2) and (3) above in the same proportion that the contract value was reduced on the date(s) of the partial surrender(s).

One-Year Step Up Death Benefit (available for contracts issued prior to January 2, 2001, or on a date prior to which state insurance authorities approve applicable contract modifications)

If the annuitant dies before the annuitization date, the death benefit will be the greatest of:

- 1) the contract value;
- 2) the total of all purchase payments, less an adjustment for amounts surrendered; or
- 3) the highest contract value on any contract anniversary before the annuitant's 86th birthday, less an adjustment for amounts subsequently surrendered, plus purchase payments received after that contract anniversary.

The adjustment for amounts surrendered will reduce items (2) and (3) above in the same proportion that the contract value was reduced on the date(s) of the partial surrender(s).

Statements and Reports

Nationwide will mail contract owners statements and reports. Therefore, contract owners should promptly notify Nationwide of any address change.

These mailings will contain:

- statements showing the contract's quarterly activity;
- confirmation statements showing transactions that affect the contract's value. Confirmation statements will not be sent for recurring transactions (i.e., Dollar Cost Averaging or salary reduction programs). Instead, confirmation of recurring transactions will appear in the contract's quarterly statements; and
- semi-annual and annual reports of allocated underlying mutual funds.

Contract owners can receive information from Nationwide faster and reduce the amount of mail they receive by signing up for Nationwide's eDelivery program. Nationwide will notify contract owners by email when important documents (statements, prospectuses and other documents) are ready for a contract owner to view, print, or download from Nationwide's secure server. To choose this option, go to www.nationwide.com/login.

Contract owners should review statements and confirmations carefully. All errors or corrections must be reported to Nationwide immediately to assure proper crediting to the contract. Unless Nationwide is notified within 30 days of receipt of the statement, Nationwide will assume statements and confirmation statements are correct.

IMPORTANT NOTICE REGARDING DELIVERY OF SECURITY HOLDER DOCUMENTS

When multiple copies of the same disclosure document(s), such as prospectuses, supplements, proxy statements and semi-annual and annual reports are required to be mailed to multiple contract owners in the same household, Nationwide will mail only one copy of each document, unless notified otherwise by the contract owner(s). Household delivery will continue for the life of the contracts. Please call 1-866-223-0303 to resume regular delivery. Please allow 30 days for regular delivery to resume.

Legal Proceedings

Nationwide is a party to litigation and arbitration proceedings in the ordinary course of its business. It is often not possible to determine the ultimate outcome of the pending investigations and legal proceedings or to provide reasonable ranges of potential losses with any degree of certainty. Some matters, including certain of those referred to below, are in very preliminary stages, and Nationwide does not have sufficient information to make an assessment of the plaintiffs' claims for liability or damages. In some of the cases seeking to be certified as class actions, the court has not yet decided whether a class will be certified or (in the event of certification) the size of the class and class period. In many of the cases, the plaintiffs are seeking undefined amounts of

damages or other relief, including punitive damages and equitable remedies, which are difficult to quantify and cannot be defined based on the information currently available. Nationwide does not believe, based on information currently known by management, that the outcomes of such pending investigations and legal proceedings are likely to have a material adverse effect on Nationwide's consolidated financial position. However, given the large and/or indeterminate amounts sought in certain of these matters and inherent unpredictability of litigation, it is possible that an adverse outcome in certain matters could have a material adverse effect on Nationwide's consolidated financial results in a particular quarterly or annual period.

In recent years, life insurance companies have been named as defendants in lawsuits, including class action lawsuits relating to life insurance and annuity pricing and sales practices. A number of these lawsuits have resulted in substantial jury awards or settlements against life insurers other than Nationwide.

The financial services industry, including mutual fund, variable annuity, retirement plan, life insurance and distribution companies, has also been the subject of increasing scrutiny by regulators, legislators and the media over the past few years. Numerous regulatory agencies, including the SEC, the Financial Industry Regulatory Authority and the New York State Attorney General, have commenced industry-wide investigations regarding late trading and market timing in connection with mutual funds and variable insurance contracts, and have commenced enforcement actions against some mutual fund and life insurance companies on those issues. Nationwide has been contacted by or received subpoenas from the SEC and the New York State Attorney General, who are investigating market timing in certain mutual funds offered in insurance products sponsored by Nationwide. Nationwide has cooperated with these investigations. Information requests from the New York State Attorney General and the SEC with respect to investigations into late trading and market timing were last responded to by Nationwide and its affiliates in December 2003 and June 2005, respectively, and no further information requests have been received with respect to these matters.

In addition, state and federal regulators and other governmental bodies have commenced investigations, proceedings or inquiries relating to compensation and bidding arrangements and possible anti-competitive activities between insurance producers and brokers and issuers of insurance products, and unsuitable sales and replacements by producers on behalf of the issuer. Also under investigation are compensation and revenue sharing arrangements between the issuers of variable insurance contracts and mutual funds or their affiliates, fee arrangements in retirement plans, the use of side agreements and finite reinsurance agreements, funding agreements issued to back medium-term note (MTN) programs, recordkeeping and retention compliance by broker/dealers, and supervision of former registered representatives. Related investigations, proceedings or inquiries may be commenced in the future. Nationwide and/or its affiliates have been contacted by or received subpoenas

from state and federal regulatory agencies and other governmental bodies, state securities law regulators and state attorneys general for information relating to certain of these investigations, including those relating to compensation, revenue sharing and bidding arrangements, anti-competitive activities, unsuitable sales or replacement practices, fee arrangements in retirement plans, the use of side agreements and finite reinsurance agreements, and funding agreements backing the Nationwide MTN program. Nationwide is cooperating with regulators in connection with these inquiries and will cooperate with Nationwide Mutual Insurance Company (NMIC) in responding to these inquiries to the extent that any inquiries encompass NMIC's operations.

These proceedings are expected to continue in the future and could result in legal precedents and new industry-wide legislation, rules and regulations that could significantly affect the financial services industry, including mutual fund, retirement plan, life insurance and annuity companies. These proceedings also could affect the outcome of one or more of Nationwide's litigation matters. There can be no assurance that any such litigation or regulatory actions will not have a material adverse effect on Nationwide in the future.

On November 20, 2007, Nationwide and Nationwide Retirement Solutions, Inc. (NRS) were named in a lawsuit filed in the Circuit Court of Jefferson County, Alabama entitled *Ruth A. Gwin and Sandra H. Turner, and a class of similarly situated individuals v NLIC, NRS, Alabama State Employees Association, PEBCO, Inc. and Fictitious Defendants A to Z*. The plaintiffs purport to represent a class of all participants in the Alabama State Employees Association (ASEA) plan, excluding members of the Board of Control during the Class Period and excluding ASEA's directors, officers and board members during the class period. The class period is the date from which Nationwide and/or NRS first made a payment to ASEA or PEBCO arising out of the funding agreement dated March 24, 2004 to the date class notice is provided. The plaintiffs allege that the defendants breached their fiduciary duties, converted plan participants' properties, and breached their contract when payments were made and the plan was administered under the funding agreement. The complaint seeks a declaratory judgment, an injunction, disgorgement of amounts paid, compensatory and punitive damages, interest, attorneys' fees and costs, and such other equitable and legal relief to which the plaintiffs and class members may be entitled. On January 9, 2008, Nationwide and NRS filed a Notice of Removal to the United States District Court Northern District of Alabama, Southern Division. On January 16, 2008, Nationwide and NRS filed a motion to dismiss. On January 24, 2008, the plaintiffs filed a motion to remand. The motions have been fully briefed. Nationwide and NRS intend to defend this case vigorously.

On July 11, 2007, Nationwide was named in a lawsuit filed in the United States District Court for the Western District of Washington at Tacoma entitled *Jerre Daniels-Hall and David Hamblen, Individually and on behalf of All Others Similarly Situated v. National Education Association, NEA Member Benefits Corporation, Nationwide Life Insurance Company, Security Benefit Life Insurance Company, Security Benefit Group, Inc., Security Distributors, Inc., et. al.* The plaintiffs

seek to represent a class of all current or former National Education Association (NEA) members who participated in the NEA Valuebuilder 403(b) program at any time between January 1, 1991 and the present (and their heirs and/or beneficiaries). The plaintiffs allege that the defendants violated the Employee Retirement Income Security Act of 1974, as amended (ERISA) by failing to prudently and loyally manage plan assets, by failing to provide complete and accurate information, by engaging in prohibited transactions, and by breaching their fiduciary duties when they failed to prevent other fiduciaries from breaching their fiduciary duties. The complaint seeks to have the defendants restore all losses to the plan, restoration of plan assets and profits to participants, disgorgement of endorsement fees, disgorgement of service fee payments, disgorgement of excessive fees charged to plan participants, other unspecified relief for restitution, declaratory and injunctive relief, and attorneys' fees. On October 12, 2007, Nationwide filed a motion to dismiss. The motion has been fully briefed. Nationwide intends to defend this lawsuit vigorously.

On November 15, 2006, Nationwide Financial Services, Inc. (NFS), Nationwide and NRS were named in a lawsuit filed in the United States District Court for the Southern District of Ohio entitled *Kevin Beary, Sheriff of Orange County, Florida, In His Official Capacity, Individually and On Behalf of All Others Similarly Situated v. Nationwide Life Insurance Co., Nationwide Retirement Solutions, Inc. and Nationwide Financial Services, Inc.* The plaintiff seeks to represent a class of all sponsors of 457(b) deferred compensation plans in the United States that had variable annuity contracts with the defendants at any time during the class period, or in the alternative, all sponsors of 457(b) deferred compensation plans in Florida that had variable annuity contracts with the defendants during the class period. The class period is from January 1, 1996 until the class notice is provided. The plaintiff alleges that the defendants breached their fiduciary duties by arranging for and retaining service payments from certain mutual funds. The complaint seeks an accounting, a declaratory judgment, a permanent injunction and disgorgement or restitution of the service fee payments allegedly received by the defendants, including interest. On January 25, 2007, NFS, Nationwide and NRS filed a motion to dismiss. On September 17, 2007, the Court granted the motion to dismiss. On October 1, 2007, the plaintiff filed a motion to vacate judgment and for leave to file an amended complaint. On October 25, 2007, NFS, Nationwide and NRS filed their opposition to the plaintiff's motion. NFS, Nationwide and NRS continue to defend this lawsuit vigorously.

On February 11, 2005, Nationwide was named in a class action lawsuit filed in Common Pleas Court, Franklin County, Ohio entitled *Michael Carr v. Nationwide Life Insurance Company*. The plaintiff claims that the total of modal payments that policyholders paid per year exceeded the guaranteed maximum premium provided for in the policy. The complaint seeks recovery for breach of contract, fraud by omission, violation of the Ohio Deceptive Trade Practices Act and unjust enrichment. The complaint also seeks unspecified

compensatory damages, disgorgement of all amounts in excess of the guaranteed maximum premium and attorneys' fees. On February 2, 2006, the court granted the plaintiff's motion for class certification on the breach of contract and unjust enrichment claims. The court certified a class consisting of all residents of the United States and the Virgin Islands who, during the class period, paid premiums on a modal basis to Nationwide for term life insurance policies issued by Nationwide during the class period that provide for guaranteed maximum premiums, excluding certain specified products. Excluded from the class are Nationwide; any parent, subsidiary or affiliate of Nationwide; all employees, officers and directors of Nationwide; and any justice, judge or magistrate judge of the State of Ohio who may hear the case. The class period is from February 10, 1990 through February 2, 2006, the date the class was certified. On January 26, 2007, the plaintiff filed a motion for summary judgment. On April 30, 2007, Nationwide filed a motion for summary judgment. On February 4, 2008, the Court entered its ruling on the parties' pending motions for summary judgment. The Court granted Nationwide's motion for summary judgment for some of the plaintiffs' causes of action, including breach of contract claims on all decreasing term policies, plaintiff Carr's individual claims for fraud by omission, violation of the Ohio Deceptive Trade Practices Act and all unjust enrichment claims. However, several claims against Nationwide remain, including plaintiff Carr's individual claim for breach of contract and the plaintiff Class' claims for breach of contract for the term life policies in 43 of 51 jurisdictions. The Court has requested additional briefing on Nationwide's affirmative defense that the doctrine of voluntary payment acts as a defense to the breach of contract claims. Nationwide continues to defend this lawsuit vigorously.

On April 13, 2004, Nationwide was named in a class action lawsuit filed in Circuit Court, Third Judicial Circuit, Madison County, Illinois, entitled *Woodbury v. Nationwide Life Insurance Company*. Nationwide removed this case to the United States District Court for the Southern District of Illinois on June 1, 2004. On December 27, 2004, the case was transferred to the United States District Court for the District of Maryland and included in the multi-district proceeding entitled *In Re Mutual Funds Investment Litigation*. In response, on May 13, 2005, the plaintiff filed the first amended complaint purporting to represent, with certain exceptions, a class of all persons who held (through their ownership of an Nationwide annuity or insurance product) units of any Nationwide sub-account invested in mutual funds that included foreign securities in their portfolios and that experienced market timing or stale price trading activity. The first amended complaint purports to disclaim, with respect to market timing or stale price trading in Nationwide's annuities sub-accounts, any allegation based on Nationwide's untrue statement, failure to disclose any material fact, or usage of any manipulative or deceptive device or contrivance in connection with any class member's purchases or sales of Nationwide annuities or units in annuities sub-accounts. The plaintiff claims, in the alternative, that if Nationwide is found with

respect to market timing or stale price trading in its annuities sub-accounts, to have made any untrue statement, to have failed to disclose any material fact or to have used or employed any manipulative or deceptive device or contrivance, then the plaintiff purports to represent a class, with certain exceptions, of all persons who, prior to Nationwide's untrue statement, omission of material fact, use or employment of any manipulative or deceptive device or contrivance, held (through their ownership of an Nationwide annuity or insurance product) units of any Nationwide sub-account invested in mutual funds that included foreign securities in their portfolios and that experienced market timing activity. The first amended complaint alleges common law negligence and seeks to recover damages not to exceed \$75,000 per plaintiff or class member, including all compensatory damages and costs. On June 1, 2006, the District Court granted Nationwide's motion to dismiss the plaintiff's complaint. The plaintiff appealed the District Court's decision, and the issues have been fully briefed. Nationwide continues to defend this lawsuit vigorously.

On August 15, 2001, NFS and Nationwide were named in a lawsuit filed in the United States District Court for the District of Connecticut entitled *Lou Haddock, as trustee of the Flyte Tool & Die, Incorporated Deferred Compensation Plan, et al v. Nationwide Financial Services, Inc. and Nationwide Life Insurance Company*. Currently, the plaintiffs' fifth amended complaint, filed March 21, 2006, purports to represent a class of qualified retirement plans under ERISA that purchased variable annuities from Nationwide. The plaintiffs allege that they invested ERISA plan assets in their variable annuity contracts and that Nationwide and NFS breached ERISA fiduciary duties by allegedly accepting service payments from certain mutual funds. The complaint seeks disgorgement of some or all of the payments allegedly received by NFS and Nationwide, other unspecified relief for restitution, declaratory and injunctive relief, and attorneys' fees. To date, the District Court has rejected the plaintiffs' request for certification of the alleged class. On September 25, 2007, NFS' and Nationwide's motion to dismiss the plaintiffs' fifth amended complaint was denied. On October 12, 2007, NFS and Nationwide filed their answer to the plaintiffs' fifth amended complaint and amended counterclaims. On November 1, 2007, the plaintiffs filed a motion to dismiss NFS' and Nationwide's amended counterclaims. On November 15, 2007, the plaintiffs filed a motion for class certification. On February 8, 2008, the Court denied the plaintiffs' motion to dismiss the amended counterclaim, with the exception that it was tentatively granting the plaintiffs' motion to dismiss with respect to the Companies' claim that it could recover any "disgorgement remedy" from plan sponsors. NFS and Nationwide continue to defend this lawsuit vigorously.

The general distributor, NISC, is not engaged in any litigation of any material nature.

Table of Contents of Statement of Additional Information

	Page
General Information and History	1
Services	1
Purchase of Securities Being Offered	2
Underwriters	2
Advertising	2
Annuity Payments	2
Condensed Financial Information	3
Financial Statements	355

To learn more about this product, you should read the Statement of Additional Information (the "SAI") dated the same date as this prospectus. For a free copy of the SAI and to request other information about this product please call our Service Center at 1-800-848-6331 (TDD 1-800-238-3035) or write to us at Nationwide Life Insurance Company, 5100 Rings Road, RR1-04-F4, Dublin, Ohio 43017-1522.

The SAI has been filed with the SEC and is incorporated by reference into this prospectus. The SEC maintains an Internet website (<http://www.sec.gov>) that contains the SAI and other information about us and the product. Information about us and the product (including the SAI) may also be reviewed and copied at the SEC's Public Reference Room in Washington, D.C., or may be obtained, upon payment of a duplicating fee, by writing the Public Reference Section of the SEC, 100 F Street NE, Washington, D.C. 20549-0102. Additional information on the operation of the Public Reference Room may be obtained by calling the SEC at (202) 551-8090.

Investment Company Act of 1940 Registration File No. 811- 2716

Securities Act of 1933 Registration File No. 333-80481

Appendix A: Underlying Mutual Funds

The underlying mutual funds listed below are designed primarily as investments for variable annuity contracts and variable life insurance policies issued by insurance companies. There is no guarantee that the investment objectives will be met.

Please refer to the prospectus for each underlying mutual fund for more detailed information.

AIM Basic Balanced Fund: Investor Class

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Adviser: Invesco Aim Advisors, Inc.
Sub-adviser: Invesco Trimark Investment Management Inc.; Invesco Global Asset Management (N.A.), Inc.; Invesco Institutional (N.A.), Inc.; Invesco Senior Secured Management, Inc.; Invesco Hong Kong Limited; Invesco Asset Management Limited; Invesco Asset Management (Japan) Limited; Invesco Asset Management Deutschland, GmbH; and Invesco Australia Limited
Investment Objective: Long term growth of capital and current income.

AIM Dynamics Fund: Investor Class

Investment Adviser: Invesco Aim Advisors, Inc.
Sub-adviser: Invesco Trimark Investment Management Inc.; Invesco Global Asset Management (N.A.), Inc.; Invesco Institutional (N.A.), Inc.; Invesco Senior Secured Management, Inc.; Invesco Hong Kong Limited; Invesco Asset Management Limited; Invesco Asset Management (Japan) Limited; Invesco Asset Management Deutschland, GmbH; and Invesco Australia Limited
Investment Objective: Long-term capital growth.

AIM Small Cap Growth Fund: Investor Class

Investment Adviser: Invesco Aim Advisors, Inc.
Sub-adviser: Invesco Trimark Investment Management Inc.; Invesco Global Asset Management (N.A.), Inc.; Invesco Institutional (N.A.), Inc.; Invesco Senior Secured Management, Inc.; Invesco Hong Kong Limited; Invesco Asset Management Limited; Invesco Asset Management (Japan) Limited; Invesco Asset Management Deutschland, GmbH; and Invesco Australia Limited
Investment Objective: Long-term growth of capital.

American Century Growth: Investor Class

Investment Adviser: American Century Investment Management, Inc.
Investment Objective: Long-term capital growth.

American Century Income & Growth: Advisor Class

Investment Adviser: American Century Investment Management, Inc.
Investment Objective: The fund seeks long-term capital growth.

American Century International Growth Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Adviser: American Century Global Investment Management, Inc.
Investment Objective: Long-term capital growth.

American Century Life Sciences Fund: Investor Class

Investment Adviser: American Century Global Investment Management, Inc.
Investment Objective: Long-term capital growth.

American Century Short Term Government: Investor Class

Investment Adviser: American Century Investment Management, Inc.
Investment Objective: Seeks income and investment returns by investing in various types of U.S. government securities.

American Century Ultra: Investor Class

Investment Adviser: American Century Investment Management, Inc.
Investment Objective: Long-term capital growth.

American Century Variable Portfolios, Inc. - American Century VP International Fund: Class IV

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008

Investment Adviser: American Century Global Investment Management, Inc.
Investment Objective: Capital growth.

This underlying mutual fund assesses a short-term trading fee (please see "Short-Term Trading Fees" earlier in this prospectus).

Dreyfus Appreciation Fund, Inc.

Investment Adviser: The Dreyfus Corporation
Sub-adviser: Fayez Sarofim
Investment Objective: Long-term capital growth consistent with the preservation of capital.

Dreyfus Emerging Leaders Fund

This underlying mutual fund is only available in contracts for which good order applications were received before October 2, 2000

Investment Adviser: The Dreyfus Corporation
Sub-adviser: Franklin Portfolio Associates
Investment Objective: Capital growth.

Dreyfus Premier Balanced Opportunity Fund: Class Z

Investment Adviser: The Dreyfus Corporation
Sub-adviser: EACM Advisers/Boston Company Asset Management/Standish Mellon
Investment Objective: High total return through a combination of capital appreciation and current income.

Dreyfus Premier Third Century Fund, Inc.: Class Z

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2004

Investment Adviser: The Dreyfus Corporation
Sub-adviser: Mellon Capital Management
Investment Objective: Capital growth with current income as a secondary goal.

Federated Bond Fund: Class F Shares

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Adviser: Federated Investment Management Company
Investment Objective: High level of current income, as is consistent with the preservation of

Federated Equity Income Fund, Inc.: Class F Shares

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Adviser: Federated Equity Management Company of Pennsylvania
Investment Objective: Above average income and capital appreciation.

Federated High Yield Trust

Investment Adviser: Federated Investment Management Company
Investment Objective: High current income.

Federated Income Securities Trust - Federated Intermediate Corporate Bond Fund: Institutional Service Shares

Investment Adviser: Federated Investment Management Company
Investment Objective: Current income.

Fidelity Advisor Balanced Fund: Class A

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Adviser: Fidelity Management & Research Company
Sub-adviser: Fidelity Investments Money Management, Inc.
Investment Objective: Income and growth of capital.

Fidelity Advisor Equity Growth Fund: Class A

Investment Adviser: Fidelity Management & Research Company
 Sub-adviser: Fidelity Research & Analysis Company
 Investment Objective: Capital appreciation.

Fidelity Advisor Equity Income Fund: Class A

Investment Adviser: Fidelity Management & Research Company
 Sub-adviser: Fidelity Research & Analysis Company
 Investment Objective: Seeks a yield from dividend and interest income which exceeds the composite dividend yield on securities comprising the S&P 500 Index.

Fidelity Advisor Growth Opportunities Fund: Class A

Investment Adviser: Fidelity Management & Research Company
 Sub-adviser: Fidelity Research & Analysis Company
 Investment Objective: Capital growth.

Fidelity Advisor High Income Advantage Fund: Class T

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Adviser: Fidelity Management & Research Company
 Sub-adviser: Fidelity Research & Analysis Company
 Investment Objective: Seeks high level of income and the potential for capital gains.

Fidelity Advisor Overseas Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Adviser: Fidelity Management & Research Company
 Sub-adviser: Fidelity Research & Analysis Company
 Investment Objective: Long-term growth of capital.

Fidelity Variable Insurance Products Fund - VIP Overseas Portfolio: Service Class 2R

Investment Adviser: Fidelity Management & Research Company
 Sub-adviser: Fidelity Research & Analysis Company
 Investment Objective: Long-term capital growth.

This underlying mutual fund assesses a short-term trading fee (please see "Short-Term Trading Fees" earlier in this prospectus).

Franklin Balance Sheet Investment Fund: Class A

Investment Adviser: Franklin Advisory Services, LLC
 Investment Objective: High total return of which capital appreciation and income are components.

Franklin Mutual Series Fund, Inc. - Mutual Shares Fund: Class A

Investment Adviser: Franklin Mutual Advisers, LLC
 Investment Objective: Capital appreciation, with income as a secondary goal.

Franklin Small-Mid Cap Growth Fund: Class A

Investment Adviser: Franklin Advisors, Inc.
 Investment Objective: Long-term capital growth.

Franklin Templeton Variable Insurance Products Trust - Templeton Foreign Securities Fund: Class 3

Investment Adviser: Templeton Investment Counsel, LLC
 Investment Objective: Long-term capital growth.

This underlying mutual fund assesses a short-term trading fee (please see "Short-Term Trading Fees" earlier in this prospectus).

Janus Adviser Balanced Fund: Class S

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2004

Investment Adviser: Janus Capital Management LLC
 Investment Objective: Long-term capital growth, consistent with preservation of capital and balanced by current income.

Janus Adviser International Growth Fund: Class S

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Adviser: Janus Capital Management LLC
Investment Objective: Long-term capital growth.

Janus Adviser Worldwide Fund: Class S

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Adviser: Janus Capital Management LLC
Investment Objective: Long-term capital growth of capital in a manner consistent with the preservation of capital.

Janus Fund

This underlying mutual fund is only available in contracts for which good order applications were received before October 31, 2001

Investment Adviser: Janus Capital Management LLC
Investment Objective: Long-term growth of capital in a manner consistent with the preservation of capital.

Janus Twenty Fund

This underlying mutual fund is only available in contracts for which good order applications were received before October 31, 2001

Investment Adviser: Janus Capital Management LLC
Investment Objective: Long-term growth of capital.

Janus Worldwide Fund

This underlying mutual fund is only available in contracts for which good order applications were received before October 2, 2000

Investment Adviser: Janus Capital Management LLC
Investment Objective: Long-term growth of capital in a manner consistent with the preservation of capital.

Lazard U.S. Small Cap Equity Portfolio: Open Shares

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Adviser: Lazard Asset Management LLC
Investment Objective: Long-term capital appreciation.

Nationwide Bond Fund: Class D

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Adviser: Nationwide Fund Advisors
Sub-adviser: Nationwide Asset Management, LLC
Investment Objective: High level of current income as is consistent with preserving capital.

Nationwide Bond Index Fund: Class A

Investment Adviser: Nationwide Fund Advisors
Sub-adviser: BlackRock Investment Management, LLC
Investment Objective: Match performance of Lehman Brothers Aggregate Bond Index.

Nationwide Fund: Class D

Investment Adviser: Nationwide Fund Advisors
Sub-adviser: Aberdeen Asset Management, Inc.
Investment Objective: Total return through a flexible combination of capital appreciation and current income.

Nationwide Government Bond Fund: Class D

Investment Adviser: Nationwide Fund Advisors
Sub-adviser: Nationwide Asset Management, LLC
Investment Objective: High level current income as is consistent with preserving capital.

Nationwide Growth Fund: Class A

Investment Adviser: Nationwide Fund Advisors
 Sub-adviser: Invesco Trimark Investment Management Inc.; Invesco Global Asset Management (N.A.), Inc.; Invesco Institutional (N.A.), Inc.; Invesco Senior Secured Management, Inc.; Invesco Hong Kong Limited; Invesco Asset Management Limited;
 Investment Objective: Long-term capital appreciation.

Nationwide Growth Fund: Class D

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective December 19, 2003

Investment Adviser: Nationwide Fund Advisors
 Sub-adviser: Invesco Trimark Investment Management Inc.; Invesco Global Asset Management (N.A.), Inc.; Invesco Institutional (N.A.), Inc.; Invesco Senior Secured Management, Inc.; Invesco Hong Kong Limited; Invesco Asset Management Limited;
 Investment Objective: Long-term capital appreciation.

Nationwide International Index Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Adviser: Nationwide Fund Advisors
 Sub-adviser: BlackRock Investment Management, LLC
 Investment Objective: The Fund seeks to match the performance of the Morgan Stanley Capital International Europe, Australasia and Far East Index Capital ("MSCI EAFE Index") as closely as possible before the deduction of fund expenses.

Nationwide Large Cap Value Fund: Class A

Investment Adviser: Nationwide Fund Advisors
 Sub-adviser: NorthPointe Capital, LLC
 Investment Objective: Maximize total return, consisting of both capital appreciation and current income.

Nationwide Mid Cap Market Index Fund: Class A

Investment Adviser: Nationwide Fund Advisors
 Sub-adviser: BlackRock Investment Management, LLC
 Investment Objective: Match performance of the S&P Mid Cap 400® Index.

Nationwide Money Market Fund: Service Class

Investment Adviser: Nationwide Fund Advisors
 Sub-adviser: Nationwide Asset Management, LLC
 Investment Objective: High level of current income as is consistent with preserving capital and maintaining liquidity.

Nationwide NMF Investor Destinations Aggressive Fund: Service Class

Investment Adviser: Nationwide Fund Advisors
 Investment Objective: To maximize total investment return for a given level of risk by seeking growth of capital.

The Nationwide NMF Investor Destinations Funds are designed to provide diversification and asset allocation across several types of investments and asset classes, primarily by investing in underlying funds. Therefore, a proportionate share of the fees and expenses of the underlying funds are indirectly borne by investors. Please refer to the prospectus for Nationwide NMF Investor Destinations Funds for more information.

Nationwide NMF Investor Destinations Conservative Fund: Service Class

Investment Adviser: Nationwide Fund Advisors
Investment Objective: To maximize total investment return for a given level of risk by seeking income and, secondarily, long-term growth of capital.

The Nationwide NMF Investor Destinations Funds are designed to provide diversification and asset allocation across several types of investments and asset classes, primarily by investing in underlying funds. Therefore, a proportionate share of the fees and expenses of the underlying funds are indirectly borne by investors. Please refer to the prospectus for Nationwide NMF Investor Destinations Funds for more information.

Nationwide NMF Investor Destinations Moderate Fund: Service Class

Investment Adviser: Nationwide Fund Advisors
Investment Objective: To maximize total investment return for a given level of risk by seeking both growth of capital income and income.

The Nationwide NMF Investor Destinations Funds are designed to provide diversification and asset allocation across several types of investments and asset classes, primarily by investing in underlying funds. Therefore, a proportionate share of the fees and expenses of the underlying funds are indirectly borne by investors. Please refer to the prospectus for Nationwide NMF Investor Destinations Funds for more information.

Nationwide NMF Investor Destinations Moderately Aggressive Fund: Service Class

Investment Adviser: Nationwide Fund Advisors
Investment Objective: To maximize total investment return for a given level or risk by seeking growth of capital, as well as income.

The Nationwide NMF Investor Destinations Funds are designed to provide diversification and asset allocation across several types of investments and asset classes, primarily by investing in underlying funds. Therefore, a proportionate share of the fees and expenses of the underlying funds are indirectly borne by investors. Please refer to the prospectus for Nationwide NMF Investor Destinations Funds for more information.

Nationwide NMF Investor Destinations Moderately Conservative Fund: Service Class

Investment Adviser: Nationwide Fund Advisors
Investment Objective: To maximize total investment return for a given level of risk by seeking income and, secondarily, long-term growth of capital.

The Nationwide NMF Investor Destinations Funds are designed to provide diversification and asset allocation across several types of investments and asset classes, primarily by investing in underlying funds. Therefore, a proportionate share of the fees and expenses of the underlying funds are indirectly borne by investors. Please refer to the prospectus for Nationwide NMF Investor Destinations Funds for more information.

Nationwide S&P 500® Index Fund: Service Class

Investment Adviser: Nationwide Fund Advisors
Sub-adviser: BlackRock Investment Management, LLC
Investment Objective: Provide investment results that correspond to the price and yield performance of publicly traded common stocks as represented by the S&P 500 Composite Stock Price Index.

Nationwide Small Cap Fund: Class A

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2004

Investment Adviser: Nationwide Fund Advisors
Sub-adviser: Invesco Trimark Investment Management Inc.; Invesco Global Asset Management (N.A.), Inc.; Invesco Institutional (N.A.), Inc.; Invesco Senior Secured Management, Inc.; Invesco Hong Kong Limited; Invesco Asset Management Limited;
Investment Objective: Long-term capital appreciation.

Nationwide Small Cap Index Fund: Class A

Investment Adviser: Nationwide Fund Advisors
Sub-adviser: BlackRock Investment Management, LLC
Investment Objective: Match performance of the Russell 2000® Index.

Nationwide Value Opportunities Fund: Class A

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2004

Investment Adviser: Nationwide Fund Advisors
Sub-adviser: NorthPointe Capital, LLC
Investment Objective: Long-term capital appreciation.

Nationwide Variable Insurance Trust - JPMorgan NVIT Balanced Fund: Class I

Investment Adviser: Nationwide Fund Advisors
Sub-adviser: J.P. Morgan Investment Management Inc.
Investment Objective: High total return from a diversified portfolio of equity and fixed income securities.

Nationwide Variable Insurance Trust - NVIT Multi-Manager International Growth Fund: Class VI

Investment Adviser: Nationwide Fund Advisors
Sub-adviser: American Century Investment Management; AIM Capital Management, Inc.
Investment Objective: The fund seeks long-term capital growth.

This underlying mutual fund assesses a short-term trading fee (please see "Short-Term Trading Fees" earlier in this prospectus).

Neuberger Berman Genesis Fund: Trust Class

Investment Adviser: Neuberger Berman Management Inc.
Sub-adviser: Neuberger Berman, LLC
Investment Objective: Growth of capital.

Neuberger Berman Guardian Fund: Trust Class

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Adviser: Neuberger Berman Management Inc.
Sub-adviser: Neuberger Berman, LLC
Investment Objective: Long-term growth of capital and, secondarily, current income.

Neuberger Berman Partners Fund: Trust Class

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2003

Investment Adviser: Neuberger Berman Management Inc.
Sub-adviser: Neuberger Berman, LLC
Investment Objective: Growth of capital.

Neuberger Berman Socially Responsive Fund: Trust Class

Investment Adviser: Neuberger Berman Management Inc.
Sub-adviser: Neuberger Berman, LLC
Investment Objective: Long-term growth of capital by investing primarily in securities of companies that meet certain financial criteria and social policy.

Oppenheimer Capital Appreciation Fund: Class A

Investment Adviser: OppenheimerFunds, Inc.
Investment Objective: Capital appreciation.

Oppenheimer Champion Income Fund: Class A

Investment Adviser: OppenheimerFunds, Inc.
Investment Objective: High current income by investing in a diversified portfolio of high-yield, lower-rated, fixed-income securities that the fund's manager believes do not involve undue risk; its secondary objective is capital growth when consistent with its primary objective.

Oppenheimer Global Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Adviser: OppenheimerFunds, Inc.
Investment Objective: Capital appreciation.

Oppenheimer Strategic Income Fund: Class A

Investment Adviser: OppenheimerFunds, Inc.
Investment Objective: High current income by investing mainly in debt securities.

Oppenheimer Variable Account Funds - Oppenheimer Global Securities Fund/VA: Class 4

Investment Adviser: OppenheimerFunds, Inc.
Investment Objective: Long-term capital appreciation by investing a substantial portion of its assets in securities of foreign issuers, "growth-type" companies, cyclical industries and special situations that are considered to have appreciation

This underlying mutual fund assesses a short-term trading fee (please see "Short-Term Trading Fees" earlier in this prospectus).

PIMCO Total Return Fund: Class A

Investment Adviser: Pacific Investment Management Company LLC
Investment Objective: Maximum total return consistent with preservation of capital and prudent investment management.

Putnam International Equity Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Adviser: Putnam Investment Management, LLC
Investment Objective: Capital appreciation.

Putnam Voyager Fund: Class A

Investment Adviser: Putnam Investment Management, LLC
Investment Objective: Capital appreciation.

Templeton Foreign Fund: Class A

This underlying mutual fund is no longer available to receive transfers or new purchase payments effective May 1, 2004

Investment Adviser: Templeton Investment Counsel, LLC
Investment Objective: Long-term capital growth.

Van Kampen Growth & Income Fund: Class A

Investment Adviser: Van Kampen Asset Management
Investment Objective: To seek income and long-term growth of capital.

Van Kampen Mid Cap Growth Fund: Class A

Investment Adviser: Van Kampen Asset Management
Investment Objective: To seek capital growth.

Van Kampen Real Estate Securities Fund: Class A

This underlying mutual fund is only available in contracts for which good order applications were received before January 12, 2007

Investment Adviser: Van Kampen Asset Management
Investment Objective: To seek long-term growth of capital. Current income is the secondary investment objective.

Waddell & Reed Advisors Small Cap Fund: Class A

Investment Adviser: Waddell & Reed Investment Management Company
Investment Objective: Growth of capital.

Wells Fargo Advantage Common Stock Fund: Class Z

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2004

Investment Adviser: Wells Fargo Funds Management, LLC
Sub-adviser: Wells Capital Management Incorporated
Investment Objective: Long-term capital appreciation.

Wells Fargo Advantage Growth and Income Fund: Investor Class

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2004

Investment Adviser: Wells Fargo Funds Management, LLC
Sub-adviser: Matrix Asset Advisors, Inc.
Investment Objective: Total return.

Wells Fargo Advantage Growth Fund: Investor Class

Investment Adviser: Wells Fargo Funds Management, LLC
Sub-adviser: Wells Capital Management Incorporated
Investment Objective: Long-term capital appreciation.

Wells Fargo Advantage Mid Cap Growth Fund: Class Z

This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2004

Investment Adviser: Wells Fargo Funds Management, LLC
Sub-adviser: Wells Capital Management Incorporated
Investment Objective: Long-term capital appreciation.

Appendix B: Condensed Financial Information

The following tables list the Condensed Financial Information (the accumulation unit values for accumulation units outstanding) for contracts with optional benefits yielding the lowest variable account charges possible under the contract (0.95%) and contracts with the highest variable account charges possible under the contract as of December 31, 2007 (2.55%). The term "Period" is defined as a complete calendar year, unless otherwise noted. Those Periods with an asterisk (*) reflect accumulation unit information for a partial year only. Should the variable account charges applicable to your contract fall between the maximum and minimum charges, **AND** you wish to see a copy of the Condensed Financial Information applicable to your contract, such information can be obtained in the Statement of Additional Information **FREE OF CHARGE** by:

calling: 1-800-848-6331, TDD 1-800-238-3035

writing: Nationwide Life Insurance Company
5100 Rings Road, RR1-04-F4
Dublin, Ohio 43017-1522

checking on-line at: www.nationwide.com

The following underlying mutual funds were added to the variable account on May 1, 2008, therefore, no Condensed Financial Information is available:

American Century Life Sciences Fund: Investor Class

Nationwide Variable Insurance Trust ("NVIT")

- NVIT Multi-Manager International Growth Fund: Class VI

No Additional Contract Options Elected (Total 0.95%)

(Variable account charges of 0.95% of the daily net assets of the variable account)

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
AIM Basic Balanced Fund: Investor Class	11.271302	11.437635	1.48%	1,690	2007
	10.282345	11.271302	9.62%	5,948	2006
	10.000000	10.282345	2.82%	8,423	2005*
AIM Dynamics Fund: Investor Class	7.276062	8.096351	11.27%	78,869	2007
	6.303696	7.276062	15.43%	78,741	2006
	5.766363	6.303696	9.32%	77,106	2005
	5.200689	5.766363	10.88%	81,273	2004
	3.797162	5.200689	36.96%	119,796	2003
	5.728945	3.797162	-33.72%	92,435	2002
	8.618967	5.728945	-33.53%	109,091	2001
	10.000000	8.618967	-13.81%	64,128	2000*
AIM Small Cap Growth Fund: Investor Class	10.224424	11.279737	10.32%	16,865	2007
	10.000000	10.224424	2.24%	18,527	2006

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
American Century Growth: Investor Class	7.029318	8.283857	17.85%	13,237	2007
	6.574319	7.029318	6.92%	18,483	2006
	6.330750	6.574319	3.85%	14,128	2005
	5.815324	6.330750	8.86%	18,635	2004
	4.719072	5.815324	23.23%	26,286	2003
	6.449502	4.719072	-26.83%	27,964	2002
	8.006373	6.449502	-19.45%	24,480	2001
	10.000000	8.006373	-19.94%	18,894	2000*
American Century Income & Growth: Advisor Class	11.043112	10.878965	-1.49%	66,144	2007
	9.539887	11.043112	15.76%	76,976	2006
	9.213789	9.539887	3.54%	104,972	2005
	8.252939	9.213789	11.64%	92,082	2004
	6.442445	8.252939	28.10%	85,506	2003
	8.090015	6.442445	-20.37%	70,142	2002
	8.939837	8.090015	-9.51%	65,887	2001
	10.000000	8.939837	-10.60%	28,545	2000*
American Century International Growth Fund: Class A	9.805246	11.352951	15.78%	13,733	2007
	7.937506	9.805246	23.53%	15,823	2006
	7.087782	7.937506	11.99%	18,258	2005
	6.220231	7.087782	13.95%	18,371	2004
	5.019457	6.220231	23.92%	23,512	2003
	6.293419	5.019457	-20.24%	17,596	2002
	8.703964	6.293419	-27.69%	13,166	2001
	10.000000	8.703964	-12.96%	10,521	2000*
American Century Short Term Government: Investor Class	12.116892	12.765600	5.35%	39,313	2007
	11.761676	12.116892	3.02%	50,416	2006
	11.679853	11.761676	0.70%	57,900	2005
	11.714647	11.679853	-0.30%	58,233	2004
	11.696579	11.714647	0.15%	76,777	2003
	11.221121	11.696579	4.24%	65,399	2002
	10.573184	11.221121	6.13%	33,476	2001
	10.000000	10.573184	5.73%	8,134	2000*

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
American Century Ultra: Investor Class	6.830693	8.242085	20.66%	71,755	2007
	7.130149	6.830693	-4.20%	89,629	2006
	7.049066	7.130149	1.15%	126,831	2005
	6.429116	7.049066	9.64%	145,914	2004
	5.158453	6.429116	24.63%	186,939	2003
	6.776523	5.158453	-23.88%	131,889	2002
	8.012883	6.776523	-15.43%	150,587	2001
	10.000000	8.012883	-19.87%	141,363	2000*
American Century Variable Portfolios, Inc. - American Century VP International Fund: Class IV	15.623843	18.244654	16.77%	11,764	2007
	12.632342	15.623843	23.68%	5,705	2006
	11.288648	12.632342	11.90%	1,558	2005
	10.000000	11.288648	12.89%	0	2004*
Dreyfus Appreciation Fund, Inc.	10.736564	11.329846	5.53%	51,096	2007
	9.323169	10.736564	15.16%	70,298	2006
	9.038190	9.323169	3.15%	106,646	2005
	8.643389	9.038190	4.57%	115,254	2004
	7.248454	8.643389	19.24%	128,837	2003
	8.832242	7.248454	-17.93%	61,125	2002
	9.991471	8.832242	-11.60%	92,105	2001
	10.000000	9.991471	-0.09%	55,201	2000*
Dreyfus Emerging Leaders Fund	13.029176	11.493701	-11.78%	0	2007
	12.285418	13.029176	6.05%	747	2006
	11.360774	12.285418	8.14%	747	2005
	10.040845	11.360774	13.15%	747	2004
	7.267637	10.040845	38.16%	747	2003
	9.190358	7.267637	-20.92%	747	2002
	10.299752	9.190358	-10.77%	1,134	2001
	10.000000	10.299752	3.00%	1,282	2000*
Dreyfus Premier Balanced Opportunity Fund: Class Z	10.741459	11.182641	4.11%	13,427	2007
	9.900993	10.741459	8.49%	13,388	2006
	10.129497	9.900993	-2.26%	13,927	2005
	10.000000	10.129497	1.29%	14,979	2004*

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Dreyfus Premier Third Century Fund, Inc.: Class Z	6.621751	7.054108	6.53%	2,241	2007
	6.132711	6.621751	7.97%	3,727	2006
	5.983934	6.132711	2.49%	5,143	2005
	5.703293	5.983934	4.92%	3,548	2004
	4.574388	5.703293	24.68%	3,528	2003
	6.539025	4.574388	-30.04%	2,417	2002
	8.654874	6.539025	-24.45%	38,237	2001
	10.000000	8.654874	-13.45%	38,237	2000*
Federated Bond Fund: Class F Shares	14.711204	15.307006	4.05%	18,260	2007
	14.034544	14.711204	4.82%	6,668	2006
	13.906918	14.034544	0.92%	7,070	2005
	13.148666	13.906918	5.77%	7,861	2004
	11.761005	13.148666	11.80%	11,882	2003
	11.104428	11.761005	5.91%	13,937	2002
	10.446497	11.104428	6.30%	19,305	2001
	10.000000	10.446497	4.46%	6,543	2000*
Federated Equity Income Fund, Inc.: Class F Shares	10.376621	10.467758	0.88%	5,735	2007
	8.539330	10.376621	21.52%	5,735	2006
	8.368710	8.539330	2.04%	1,723	2005
	7.478763	8.368710	11.90%	1,723	2004
	6.092039	7.478763	22.76%	4,547	2003
	7.633153	6.092039	-20.19%	1,723	2002
	8.688905	7.633153	-12.15%	0	2001
	10.000000	8.688905	-13.11%	0	2000*
Federated High Yield Trust	13.402219	13.692751	2.17%	14,096	2007
	12.166491	13.402219	10.16%	14,384	2006
	11.991578	12.166491	1.46%	21,782	2005
	10.845246	11.991578	10.57%	19,097	2004
	8.915066	10.845246	21.65%	21,857	2003
	8.995104	8.915066	-0.89%	4,584	2002
	9.256360	8.995104	-2.82%	2,138	2001
	10.000000	9.256360	-7.44%	3,453	2000*

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Federated Income Securities Trust - Federated Intermediate Corporate Bond Fund: Institutional Service Shares	13.337735	13.970052	4.74%	17,635	2007
	12.910869	13.337735	3.31%	25,361	2006
	12.772047	12.910869	1.09%	28,659	2005
	12.492144	12.772047	2.24%	28,580	2004
	11.893675	12.492144	5.03%	12,521	2003
	11.025342	11.893675	7.88%	9,390	2002
	10.366304	11.025342	6.36%	8,072	2001
	10.000000	9.256360	3.66%	0	2000*
Fidelity Advisor Balanced Fund: Class A	11.749254	12.625429	7.46%	12,118	2007
	10.636564	11.749254	10.46%	13,792	2006
	10.199492	10.636564	4.29%	19,432	2005
	9.789230	10.199492	4.19%	30,864	2004
	8.384547	9.789230	16.75%	32,610	2003
	9.281568	8.384547	-9.66%	30,367	2002
	9.535378	9.281568	-2.66%	33,818	2001
	10.000000	9.535378	-4.65%	5,901	2000*
Fidelity Advisor Equity Growth Fund: Class A	7.207145	9.016501	25.11%	52,982	2007
	6.829165	7.207145	5.53%	67,450	2006
	6.542399	6.829165	4.38%	78,251	2005
	6.422366	6.542399	1.87%	107,995	2004
	4.909408	6.422366	30.82%	113,979	2003
	7.134728	4.909408	-31.19%	60,496	2002
	8.778524	7.134728	-18.73%	36,401	2001
	10.000000	8.778524	-12.21%	0	2000*
Fidelity Advisor Equity Income Fund: Class A	15.653430	16.057319	2.58%	92,326	2007
	13.498517	15.653430	15.96%	111,028	2006
	12.804867	13.498517	5.42%	142,354	2005
	11.530143	12.804867	11.06%	147,647	2004
	9.041160	11.530143	27.53%	156,130	2003
	10.802783	9.041160	-16.31%	96,630	2002
	11.153342	10.802783	-3.14%	65,679	2001
	10.000000	11.153342	11.53%	17,586	2000*

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Fidelity Advisor Growth Opportunities Fund: Class A	8.346614	10.173714	21.89%	3,949	2007
	8.022995	8.346614	4.03%	3,743	2006
	7.456168	8.022995	7.31%	5,193	2005
	7.029714	7.456168	6.07%	14,655	2004
	5.484944	7.029714	28.16%	14,208	2003
	7.130415	5.484944	-23.08%	10,343	2002
	8.471403	7.130415	-15.83%	10,871	2001
	10.000000	8.471403	-15.29%	9,358	2000*
Fidelity Advisor High Income Advantage Fund: Class T	16.178209	16.380381	1.25%	21,491	2007
	14.129484	16.178209	14.50%	31,947	2006
	13.635551	14.129484	3.62%	35,061	2005
	11.985781	13.635551	13.76%	42,539	2004
	8.424851	11.985781	42.27%	49,704	2003
	8.862640	8.424851	-4.94%	35,327	2002
	9.055246	8.862640	-2.13%	4,378	2001
	10.000000	9.055246	-9.45%	4,427	2000*
Fidelity Advisor Overseas Fund: Class A	12.262247	14.212532	15.90%	286	2007
	10.407163	12.262247	17.83%	286	2006
	9.191148	10.407163	13.23%	6,583	2005
	8.211656	9.191148	11.93%	11,161	2004
	5.744635	8.211656	42.94%	10,757	2003
	7.261801	5.744635	-20.89%	2,717	2002
	9.179810	7.261801	-20.89%	1,607	2001
	10.000000	9.179810	-8.20%	0	2000*
Fidelity Variable Insurance Products Fund - VIP Overseas Portfolio: Service Class 2R	15.183864	17.604506	15.94%	27,013	2007
	13.011372	15.183864	16.70%	19,446	2006
	11.062514	13.011372	17.62%	6,058	2005
	10.000000	11.062514	10.63%	8,053	2004*
Franklin Balance Sheet Investment Fund: Class A	23.426511	22.423698	-4.28%	73,267	2007
	20.326737	23.426511	15.25%	53,696	2006
	18.503384	20.326737	9.85%	41,829	2005
	14.908237	18.503384	24.12%	32,924	2004
	11.615476	14.908237	28.35%	27,343	2003
	12.470576	11.615476	-6.86%	11,907	2002
	10.697280	12.470576	16.58%	7,277	2001
	10.000000	10.697280	6.97%	0	2000*

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Franklin Mutual Series Fund, Inc. - Mutual Shares Fund: Class A	18.230359	18.592714	1.99%	115,639	2007
	15.600161	18.230359	16.86%	100,346	2006
	14.319913	15.600161	8.94%	108,577	2005
	12.739043	14.319913	12.42%	106,905	2004
	10.191797	12.738043	24.98%	104,730	2003
	11.587095	10.191797	-12.04%	73,324	2002
	11.043068	11.587095	4.93%	48,422	2001
	10.000000	11.043068	10.43%	0	2000*
Franklin Small-Mid Cap Growth Fund: Class A	8.349628	9.235000	10.60%	92,270	2007
	7.839882	8.349628	6.50%	152,694	2006
	7.159818	7.839882	9.50%	185,617	2005
	6.394733	7.159818	11.96%	188,534	2004
	4.689230	6.394733	36.37%	164,688	2003
	6.722932	4.689230	-30.25%	93,847	2002
	8.541275	6.722932	-21.29%	61,740	2001
	10.000000	8.541275	-14.59%	28,023	2000*
Franklin Templeton Variable Insurance Products Trust - Templeton Foreign Securities Fund: Class 3	15.161349	17.336028	14.34%	22,698	2007
	12.601840	15.161349	20.31%	24,629	2006
	11.551866	12.601840	9.09%	20,235	2005
	10.000000	11.551866	15.52%	12,056	2004*
Janus Adviser Balanced Fund: Class S	12.066887	13.128729	8.80%	33,310	2007
	11.035144	12.066887	9.35%	43,996	2006
	10.347445	11.035144	6.65%	44,172	2005
	9.635732	10.347445	7.39%	41,972	2004
	8.533019	9.635732	12.92%	79,916	2003
	9.220558	8.533019	-7.46%	68,954	2002
	9.783183	9.220558	-5.75%	20,609	2001
	10.000000	9.783183	-2.17%	350	2000*
Janus Adviser International Growth Fund: Class S	14.904449	18.621489	24.94%	0	2007
	10.403827	14.904449	43.26%	0	2006
	7.973365	10.403827	30.48%	0	2005
	6.716485	7.973365	18.71%	0	2004
	5.031164	6.716485	33.50%	0	2003
	6.829199	5.031164	-26.33%	0	2002
	8.929608	6.829199	-23.52%	0	2001
	10.000000	8.929608	-10.70%	0	2000*

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Janus Adviser Worldwide Fund: Class S	7.778184	8.390924	7.88%	12,965	2007
	6.715480	7.778184	15.82%	15,032	2006
	6.391797	6.715480	5.06%	21,646	2005
	6.161469	6.391797	3.74%	23,922	2004
	5.064214	6.161469	21.67%	44,551	2003
	6.909361	5.064214	-26.71%	42,954	2002
	8.838918	6.909361	-21.83%	39,243	2001
	10.000000	8.838918	-11.61%	17,539	2000*
Janus Fund	6.397286	7.300685	14.12%	61,560	2007
	5.840016	6.397286	9.54%	69,042	2006
	5.670205	5.840016	2.99%	84,641	2005
	5.468299	5.670205	3.69%	87,927	2004
	4.191664	5.468299	30.46%	98,325	2003
	5.842114	4.191664	-28.25%	101,949	2002
	7.982384	5.842114	-26.81%	131,732	2001
	10.000000	7.982384	-20.18%	50,813	2000*
Janus Twenty Fund	6.665904	8.975141	34.64%	63,845	2007
	5.992652	6.665904	11.23%	67,420	2006
	5.529139	5.992652	8.38%	70,772	2005
	4.505613	5.529139	22.72%	91,358	2004
	3.630109	4.505613	24.12%	140,909	2003
	4.823650	3.630109	-24.74%	164,145	2002
	6.879094	4.823650	-29.88%	255,259	2001
	10.000000	6.879094	-31.21%	181,852	2000*
Janus Worldwide Fund	6.940882	7.509235	8.19%	318	2007
	5.943464	6.940882	16.78%	318	2006
	5.669137	5.943464	4.84%	1,009	2005
	5.423269	5.669137	4.53%	1,009	2004
	4.407161	5.423269	23.06%	1,011	2003
	6.013992	4.407161	-26.72%	11,060	2002
	7.873214	6.013992	-23.61%	81,297	2001
	10.000000	7.873214	-21.27%	88,079	2000*

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Lazard U.S. Small Cap Equity Portfolio: Open Shares	19.003136	17.579114	-7.49%	5,504	2007
	16.429554	19.003136	15.66%	5,429	2006
	15.959931	16.429554	2.94%	4,663	2005
	14.023752	15.959931	13.81%	5,049	2004
	10.217966	14.023752	37.25%	7,527	2003
	12.553546	10.217966	-18.60%	9,038	2002
	10.769748	12.553546	16.56%	7,669	2001
	10.000000	10.769748	7.70%	1,762	2000*
Nationwide Bond Fund: Class D	14.437711	15.172558	5.09%	5,072	2007
	13.961832	14.437711	3.41%	13,639	2006
	13.668177	13.961832	2.15%	16,787	2005
	13.163690	13.668177	3.83%	17,890	2004
	12.491862	13.163690	5.38%	19,054	2003
	11.541979	12.491862	8.23%	19,274	2002
	10.608876	11.541979	8.80%	7,469	2001
	10.000000	10.608876	6.09%	392	2000*
Nationwide Bond Index Fund: Class A	13.159918	13.857261	5.30%	2,622	2007
	12.805853	13.159918	2.76%	3,485	2006
	12.691418	12.805853	0.90%	5,139	2005
	12.352129	12.691418	2.75%	4,428	2004
	12.086750	12.352129	2.20%	3,550	2003
	11.148665	12.086750	8.41%	1,369	2002
	10.504913	11.148665	6.13%	202	2001
	10.000000	10.504913	5.05%	0	2000*
Nationwide Government Bond Fund: Class D	13.990059	14.929079	6.71%	71,979	2007
	13.599104	13.990059	2.87%	82,419	2006
	13.358305	13.599104	1.80%	86,084	2005
	13.039627	13.358305	2.44%	134,110	2004
	12.919549	13.039627	0.93%	130,669	2003
	11.752975	12.919549	9.93%	139,705	2002
	10.987054	11.752975	6.97%	75,180	2001
	10.000000	10.987054	9.87%	5,241	2000*
Nationwide Growth Fund: Class A	11.988081	14.162984	18.14%	3,950	2007
	11.417691	11.988081	5.00%	4,148	2006
	10.862922	11.417691	5.11%	11,028	2005
	10.174135	10.862922	6.77%	12,049	2004
	10.000000	10.174135	1.74%	6,389	2003*

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Nationwide Growth Fund: Class D	5.836968	6.914254	18.46%	6,721	2007
	5.542961	5.836968	5.30%	6,721	2006
	5.251820	5.542961	5.54%	13,864	2005
	4.904327	5.251820	7.09%	13,864	2004
	3.722127	4.904327	31.76%	18,265	2003
	5.270727	3.722127	-29.38%	0	2002
	7.369169	5.270727	-28.48%	4,350	2001
	10.000000	7.369169	-26.31%	4,350	2000*
Nationwide International Index Fund: Class A	13.518873	14.749794	9.11%	0	2007
	10.863448	13.518873	24.44%	0	2006
	9.661542	10.863448	12.44%	0	2005
	8.187391	9.661542	18.01%	0	2004
	6.031974	8.187391	35.73%	0	2003
	7.399695	6.031974	-18.48%	0	2002
	9.642410	7.399695	-23.26%	0	2001
	10.000000	9.642410	-3.58%	0	2000*
Nationwide Large Cap Value Fund: Class A	16.836043	16.256693	-3.44%	25,618	2007
	14.042346	16.836043	19.89%	24,444	2006
	13.164273	14.042346	6.26%	11,597	2005
	11.468670	13.164273	14.78%	13,000	2004
	9.043656	11.468670	26.81%	18,984	2003
	10.590508	9.043656	-14.61%	7,275	2002
	11.229368	10.590508	-5.69%	7,889	2001
	10.000000	11.229368	12.29%	0	2000*
Nationwide Mid Cap Market Index Fund: Class A	14.634970	15.544935	6.22%	42,744	2007
	13.484055	14.634970	8.54%	51,159	2006
	12.173694	13.484055	10.76%	28,272	2005
	10.633602	12.173694	14.48%	23,073	2004
	7.988701	10.633602	33.11%	19,761	2003
	9.519402	7.988701	-16.08%	11,511	2002
	9.785451	9.519402	-2.72%	639	2001
	10.000000	9.785451	-2.15%	0	2000*

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Nationwide Money Market Fund: Service Class	11.037904	11.451798	3.75%	344,009	2007
	10.675956	11.037904	3.39%	269,533	2006
	10.508286	10.675956	1.60%	93,191	2005
	10.537802	10.508286	-0.28%	64,254	2004
	10.585603	10.537802	-0.45%	81,528	2003
	10.580827	10.585603	0.05%	141,507	2002
	10.332702	10.580827	2.40%	208,916	2001
	10.000000	10.332702	3.33%	15,275	2000*
Nationwide NMF Investor Destinations Conservative Fund: Service Class	12.020689	12.542316	4.34%	127,134	2007
	11.436384	12.020689	5.11%	91,657	2006
	11.188041	11.436384	2.22%	75,496	2005
	10.781041	11.188041	3.78%	66,831	2004
	10.110988	10.781041	6.63%	47,517	2003
	10.155205	10.110988	-0.44%	16,013	2002
	10.039080	10.155205	1.16%	0	2001
	10.000000	10.039080	0.39%	0	2000*
Nationwide NMF Investor Destinations Moderately Conservative Fund: Service Class	12.205179	12.788196	4.78%	80,997	2007
	11.356842	12.205179	7.47%	87,270	2006
	10.981815	11.356842	3.41%	75,762	2005
	10.355850	10.981815	6.04%	74,053	2004
	9.209082	10.355850	12.45%	53,427	2003
	9.709012	9.209082	-5.15%	0	2002
	9.917994	9.709012	-2.11%	0	2001
	10.000000	9.917994	-0.82%	0	2000*
Nationwide NMF Investor Destinations Moderate Fund: Service Class	12.184429	12.739403	4.55%	226,471	2007
	11.043561	12.184429	10.33%	344,991	2006
	10.577743	11.043561	4.40%	318,500	2005
	9.760110	10.577743	8.38%	153,858	2004
	8.231400	9.760110	18.57%	35,642	2003
	9.188044	8.231400	-10.41%	27,423	2002
	9.739100	9.188044	-5.66%	18,207	2001
	10.000000	9.739100	-2.61%	0	2000*

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Nationwide NMF Investor Destinations Moderately Aggressive Fund: Service Class	12.276640	12.910565	5.16%	69,008	2007
	10.829923	12.276640	13.36%	59,423	2006
	10.214734	10.829923	6.02%	59,022	2005
	9.199831	10.214734	11.03%	35,789	2004
	7.353261	9.199831	25.11%	25,892	2003
	8.676240	7.353261	-15.25%	3,932	2002
	9.603495	8.676240	-9.66%	0	2001
	10.000000	9.603495	-3.97%	0	2000*
Nationwide NMF Investor Destinations Aggressive Fund: Service Class	12.217348	12.813474	4.88%	33,011	2007
	10.557726	12.217348	15.72%	25,890	2006
	9.883275	10.557726	6.82%	21,823	2005
	8.752362	9.883275	12.92%	8,665	2004
	6.709728	8.752362	30.44%	1,428	2003
	8.301650	6.709728	-19.18%	162	2002
	9.465217	8.301650	-12.29%	0	2001
	10.000000	9.465217	-5.35%	0	2000*
Nationwide S&P 500® Index Fund: Service Class	9.716349	10.081233	3.76%	45,366	2007
	8.518302	9.716349	14.06%	57,930	2006
	8.249721	8.518302	3.26%	69,177	2005
	7.551419	8.249721	9.25%	67,839	2004
	5.965991	7.551419	26.57%	78,194	2003
	7.789303	5.965991	-23.41%	80,721	2002
	8.970533	7.789303	-13.17%	97,798	2001
	10.000000	8.970533	-10.29%	101,963	2000*
Nationwide Small Cap Fund: Class A	22.506446	20.945334	-6.94%	12,851	2007
	17.592080	22.506446	27.94%	16,358	2006
	14.496877	17.592080	21.35%	41,817	2005
	11.637303	14.496877	24.57%	31,040	2004
	7.937781	11.637303	46.61%	4,994	2003
	9.838784	7.937781	-19.32%	1,047	2002
	10.124691	9.838784	2.82%	925	2001
	10.000000	10.124691	1.25%	207	2000*
Nationwide Small Cap Index Fund: Class A	15.063831	14.558842	-3.35%	24,516	2007
	12.976481	15.063831	16.09%	43,023	2006
	12.555585	12.976481	3.35%	21,682	2005
	10.764301	12.555585	16.64%	323,271	2004
	7.472028	10.764301	44.06%	8,177	2003

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Nationwide Value Opportunities Fund: Class A	17.407005	15.923777	-8.52%	7,553	2007
	14.912772	17.407005	16.73%	8,473	2006
	13.953947	14.912772	6.87%	9,658	2005
	12.422556	13.953947	12.33%	29,505	2004
	9.174929	12.422556	35.40%	8,814	2003
	10.816539	9.174929	-15.18%	1,279	2002
	10.722700	10.816539	0.88%	0	2001
	10.000000	10.722700	7.23%	0	2000*
Nationwide Fund: Class D	11.228348	12.000360	6.88%	4,554	2007
	9.957292	11.228348	12.77%	4,676	2006
	9.363215	9.957292	6.34%	7,788	2005
	8.611505	9.363215	8.73%	10,035	2004
	6.840342	8.611505	25.89%	10,507	2003
	8.333346	6.840342	-17.92%	5,410	2002
	9.555125	8.333346	-12.79%	11,331	2001
	10.000000	9.555125	-4.45%	5,405	2000*
Nationwide Variable Insurance Trust - JPMorgan NVIT Balanced Fund: Class I	11.998637	12.433713	3.63%	3,527	2007
	10.791559	11.998637	11.19%	3,671	2006
	10.624628	10.791559	1.57%	5,146	2005
	9.886997	10.624628	7.46%	4,189	2004
	8.429538	9.886997	17.29%	3,048	2003
	9.705404	8.429538	-13.15%	0	2002
	10.000000	9.705404	-2.95%	0	2001
Neuberger Berman Genesis Fund: Trust Class	23.729433	28.627189	20.64%	77,928	2007
	22.335725	23.729433	6.24%	102,014	2006
	19.388793	22.335725	15.20%	126,995	2005
	16.493979	19.388793	17.55%	108,555	2004
	12.648346	16.493979	30.40%	96,867	2003
	13.163794	12.648346	-3.92%	58,565	2002
	11.858163	13.163794	11.01%	28,676	2001
	10.000000	11.858163	18.58%	4,295	2000*
Neuberger Berman Guardian Fund: Trust Class	12.363478	13.149624	6.36%	7,470	2007
	11.014951	12.363478	12.24%	3,195	2006
	10.272030	11.014951	7.23%	3,504	2005
	8.945111	10.272030	14.83%	8,033	2004
	6.689081	8.945111	33.73%	3,390	2003
	9.114549	6.689081	-26.61%	1,899	2002
	9.383282	9.114549	-2.86%	1,794	2001
	10.000000	9.383282	-6.17%	1,783	2000*

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Neuberger Berman Partners Fund: Trust Class	14.989423	16.307652	8.79%	11,159	2007
	13.387081	14.989423	11.97%	12,979	2006
	11.472148	13.387081	16.69%	13,054	2005
	9.731141	11.472148	17.89%	13,423	2004
	7.241845	9.731141	34.37%	9,649	2003
	9.736446	7.241845	-25.62%	4,765	2002
	10.160186	9.736446	-4.17%	5,642	2001
	10.000000	10.160186	1.60%	2,568	2000*
Neuberger Berman Socially Responsive Fund: Trust Class	13.621977	14.478389	6.29%	82,262	2007
	12.040681	13.621977	13.13%	67,708	2006
	11.312942	12.040681	6.43%	14,708	2005
	10.000000	11.312942	13.13%	1,827	2004*
Oppenheimer Capital Appreciation Fund: Class A	8.584447	9.672822	12.68%	101,415	2007
	8.061616	8.584447	6.49%	120,095	2006
	7.773689	8.061616	3.70%	183,516	2005
	7.372231	7.773689	5.45%	162,965	2004
	5.749369	7.372231	28.23%	129,435	2003
	7.871472	5.749369	-26.96%	45,178	2002
	9.103062	7.871472	-13.53%	29,728	2001
	10.000000	9.103062	-8.97%	0	2000*
Oppenheimer Champion Income Fund: Class A	13.377508	13.236149	-1.06%	5,219	2007
	12.368331	13.377508	8.16%	5,478	2006
	12.163533	12.368331	1.68%	13,364	2005
	11.244628	12.163533	8.17%	5,413	2004
	10.000000	11.244628	12.45%	4,429	2003*
Oppenheimer Global Fund: Class A	13.959492	14.651110	4.95%	59,294	2007
	12.006437	13.959492	16.27%	89,338	2006
	10.648319	12.006437	12.75%	132,167	2005
	9.058982	10.648319	17.54%	145,686	2004
	6.392280	9.058982	41.72%	185,527	2003
	8.321785	6.392280	-23.19%	121,801	2002
	9.525990	8.321785	-12.64%	92,334	2001
	10.000000	9.525990	-4.74%	49,595	2000*

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Oppenheimer Strategic Income Fund: Class A	15.225354	16.470906	8.18%	14,248	2007
	14.274679	15.225354	6.66%	11,873	2006
	13.836258	14.274679	3.17%	13,124	2005
	12.743478	13.836258	8.58%	9,902	2004
	10.757886	12.743478	18.46%	2,745	2003
	10.165191	10.757886	5.83%	0	2002
	9.909668	10.165191	2.58%	0	2001
	10.000000	9.909668	-0.90%	0	2000*
Oppenheimer Variable Account Funds - Oppenheimer Global Securities Fund/VA: Class 4	15.197654	15.964464	5.05%	101,567	2007
	13.069100	15.197654	16.29%	94,447	2006
	11.568978	13.069100	12.97%	70,596	2005
	10.000000	11.568978	15.69%	49,954	2004*
PIMCO Total Return Fund: Class A	13.716941	14.750276	7.53%	95,731	2007
	13.379020	13.716941	2.53%	101,608	2006
	13.190894	13.379020	1.43%	119,652	2005
	12.726708	13.190894	3.65%	104,965	2004
	12.229484	12.726708	4.07%	63,269	2003
	11.260935	12.229484	8.60%	35,184	2002
	10.433703	11.260935	7.93%	1,561	2001
	10.000000	10.433703	4.34%	328	2000*
Putnam International Equity Fund: Class A	20.687294	22.211781	7.37%	0	2007
	16.286296	20.687294	27.02%	0	2006
	14.605373	16.286296	11.51%	0	2005
	12.685958	14.605373	15.13%	0	2004
	10.000000	12.685958	26.86%	0	2003*
Putnam Voyager Fund: Class A	13.308009	13.879170	4.29%	791	2007
	12.767594	13.308009	4.23%	0	2006
	12.218073	12.767594	4.50%	6,924	2005
	11.770822	12.218073	3.80%	6,940	2004
	10.000000	11.770822	17.71%	6,007	2003*
Templeton Foreign Fund: Class A	17.029182	19.775178	16.13%	49,213	2007
	14.334958	17.029182	18.79%	60,806	2006
	13.081121	14.334958	9.59%	69,991	2005
	11.178641	13.081121	17.02%	82,323	2004
	8.647111	11.178641	29.28%	77,865	2003
	9.556122	8.647111	-9.51%	60,759	2002
	10.478436	9.556122	-8.80%	31,517	2001
	10.000000	10.478436	4.78%	1,691	2000*

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Van Kampen Growth and Income Fund: Class A	17.535509	17.811176	1.57%	98,126	2007
	15.260246	17.535509	14.91%	103,716	2006
	14.021655	15.260246	8.83%	82,082	2005
	12.424152	14.021655	12.86%	72,911	2004
	10.000000	12.424152	24.24%	34,131	2003*
Van Kampen Mid Cap Growth Fund: Class A	18.544142	22.474915	21.20%	36,804	2007
	17.174982	18.544142	7.97%	11,640	2006
	14.743094	17.174982	16.50%	17,663	2005
	12.298478	14.743094	19.88%	4,994	2004
	10.000000	12.298478	22.98%	737	2003*
Van Kampen Real Estate Securities Fund: Class A	27.180747	22.253654	-18.13%	29,413	2007
	19.964834	27.180747	36.14%	46,952	2006
	17.286156	19.964834	15.50%	22,087	2005
	12.768894	17.286156	35.38%	14,801	2004
	10.000000	12.768894	27.69%	1,941	2003*
Waddell & Reed Advisors Small Cap Fund: Class A	16.068360	17.138061	6.66%	4,119	2007
	15.280119	16.068360	5.16%	7,441	2006
	13.727916	15.280119	11.31%	5,690	2005
	12.236884	13.727916	12.18%	5,935	2004
	10.000000	12.236884	22.37%	0	2003*
Wells Fargo Advantage Common Stock Fund: Class Z	14.189798	15.451686	8.89%	49,340	2007
	12.423253	14.189798	14.22%	56,343	2006
	11.197476	12.423253	10.95%	57,277	2005
	10.281015	11.197476	8.91%	68,866	2004
	7.483525	10.281015	37.38%	85,580	2003
	9.357925	7.483525	-20.03%	61,205	2002
	9.611802	9.357925	-2.64%	48,212	2001
	10.000000	9.611802	-3.88%	14,905	2000*
Wells Fargo Advantage Growth Fund: Investor Class	12.750973	16.092289	26.20%	3,596	2007
	11.949424	12.750973	6.71%	2,439	2006
	11.068352	11.949424	7.96%	97	2005
	9.927100	11.068352	11.50%	97	2004
	10.000000	9.927100	-0.73%	0	2003*

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Wells Fargo Advantage Growth and Income Fund: Investor Class	7.903477	8.003436	1.26%	3,491	2007
	6.914977	7.903477	14.30%	3,467	2006
	7.110041	6.914977	-2.74%	17,262	2005
	6.592833	7.110041	7.85%	15,196	2004
	5.348645	6.592833	23.26%	14,961	2003
	6.908161	5.348645	-22.57%	1,352	2002
	8.725542	6.908161	-20.83%	1,349	2001
	10.000000	8.725542	-12.74%	0	2000*
Wells Fargo Advantage Mid Cap Growth Fund: Class Z	12.538687	14.732165	17.49%	11,677	2007
	11.125139	12.538687	12.71%	8,795	2006
	10.000000	11.125139	11.25%	15,110	2005*

Maximum Additional Contract Options Elected (Total 2.55%)
(Variable account charges of 2.55% of the daily net assets of the variable account)

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
AIM Basic Balanced Fund: Investor Class	11.006952	10.987982	-0.17%	0	2007
	10.205567	11.006952	7.85%	0	2006
	10.000000	10.205567	2.06%	0	2005*
AIM Dynamics Fund: Investor Class	9.275940	10.154062	9.47%	0	2007
	8.167890	9.275940	13.57%	0	2006
	7.593917	8.167890	7.56%	0	2005
	6.961397	7.593917	9.09%	0	2004
	5.166011	6.961397	34.75%	0	2003
AIM Small Cap Growth Fund: Investor Class	10.103720	10.965529	8.53%	0	2007
	10.000000	10.103720	1.04%	0	2006*
American Century Growth: Investor Class	8.911882	10.331932	15.93%	0	2007
	8.471499	8.911882	5.20%	0	2006
	8.291188	8.471499	2.17%	0	2005
	7.741169	8.291188	7.11%	0	2004
	6.384882	7.741169	21.24%	0	2003
American Century Income & Growth: Advisor Class	11.449913	11.096474	-3.09%	0	2007
	10.053180	11.449913	13.89%	0	2006
	9.868467	10.053180	1.87%	0	2005
	8.984408	9.868467	9.84%	0	2004
	7.128447	8.984408	26.04%	0	2003
American Century International Growth Fund: Class A	11.771841	13.408696	13.90%	0	2007
	9.685463	11.771841	21.54%	0	2006
	8.790187	9.685463	10.18%	0	2005
	7.840876	8.790187	12.11%	0	2004
	6.431029	7.840876	21.92%	0	2003
American Century Short Term Government: Investor Class	10.189174	10.559047	3.63%	0	2007
	10.053276	10.189174	1.35%	0	2006
	10.147043	10.053276	-0.92%	0	2005
	10.344421	10.147043	-1.91%	0	2004
	10.000000	10.344421	-1.46%	0	2003*

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
American Century Ultra: Investor Class	8.508179	10.099534	18.70%	0	2007
	9.026654	8.508179	-5.74%	0	2006
	9.070075	9.026654	-0.48%	0	2005
	8.408159	9.070075	7.87%	0	2004
	6.857001	8.408159	22.62%	0	2003
American Century Variable Portfolios, Inc. - American Century VP International Fund: Class IV	14.962699	17.188937	14.88%	0	2007
	12.295785	14.962699	21.69%	0	2006
	11.167726	12.295785	10.10%	0	2005
	10.000000	11.167726	11.68%	0	2004*
Dreyfus Appreciation Fund, Inc.	10.220545	10.610144	3.81%	0	2007
	9.020347	10.220545	13.31%	0	2006
	8.887752	9.020347	1.49%	0	2005
	8.639030	8.887752	2.88%	0	2004
	7.363631	8.639030	17.32%	0	2003
Dreyfus Emerging Leaders Fund	12.253546	10.633769	-13.22%	0	2007
	11.743297	12.253546	4.35%	0	2006
	11.037120	11.743297	6.40%	0	2005
	9.914895	11.037120	11.32%	0	2004
	7.294113	9.914895	35.93%	0	2003
Dreyfus Premier Balanced Opportunity Fund: Class Z	10.391751	10.642886	2.42%	0	2007
	9.735441	10.391751	6.74%	0	2006
	10.123193	9.735441	-3.83%	0	2005
	10.000000	10.123193	1.23%	0	2004*
Dreyfus Premier Third Century Fund, Inc.: Class Z	7.661993	8.029716	4.80%	0	2007
	7.212307	7.661993	6.23%	0	2006
	7.152550	7.212307	0.84%	0	2005
	6.929005	7.152550	3.23%	0	2004
	5.648617	6.929005	22.67%	0	2003
Federated Bond Fund: Class F Shares	12.500068	12.795135	2.36%	0	2007
	12.120335	12.500068	3.13%	0	2006
	12.206776	12.120335	-0.71%	0	2005
	11.730685	12.206776	4.06%	0	2004
	10.664913	11.730685	9.99%	0	2003

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Federated Equity Income Fund, Inc.: Class F Shares	11.298938	11.213028	-0.76%	0	2007
	9.450484	11.298938	19.56%	0	2006
	9.413263	9.450484	0.40%	0	2005
	8.550293	9.413263	10.09%	0	2004
	7.079111	8.550293	20.78%	0	2003
Federated High Yield Trust	13.005003	13.071127	0.51%	0	2007
	11.999202	13.005003	8.38%	0	2006
	12.020338	11.999202	-0.18%	0	2005
	11.049748	12.020338	8.78%	0	2004
	9.232305	11.049748	19.69%	0	2003
Federated Income Securities Trust - Federated Intermediate Corporate Bond Fund: Institutional Service Shares	11.495401	11.844824	3.04%	0	2007
	11.309689	11.495401	1.64%	0	2006
	11.371269	11.309689	-0.54%	0	2005
	11.304676	11.371269	0.59%	0	2004
	10.939811	11.304676	3.34%	0	2003
Fidelity Advisor Balanced Fund: Class A	11.270642	11.914469	5.71%	0	2007
	10.370320	11.270642	8.68%	0	2006
	10.106955	10.370320	2.61%	0	2005
	9.859666	10.106955	2.51%	0	2004
	8.583438	9.859666	14.87%	0	2003
Fidelity Advisor Equity Growth Fund: Class A	8.016072	9.865726	23.07%	0	2007
	7.720062	8.016072	3.83%	0	2006
	7.516942	7.720062	2.70%	0	2005
	7.500192	7.516942	0.22%	0	2004
	5.827329	7.500192	28.71%	0	2003
Fidelity Advisor Equity Income Fund: Class A	12.634326	12.749811	0.91%	0	2007
	11.073356	12.634326	14.10%	0	2006
	10.676247	11.073356	3.72%	0	2005
	9.771204	10.676247	9.26%	0	2004
	7.787572	9.771204	25.47%	0	2003
Fidelity Advisor Growth Opportunities Fund: Class A	9.733638	11.671694	19.91%	0	2007
	9.509498	9.733638	2.36%	0	2006
	8.982266	9.509498	5.59%	0	2005
	8.607539	8.982266	4.35%	0	2004
	6.826177	8.607539	26.10%	0	2003

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Fidelity Advisor High Income Advantage Fund: Class T	15.888855	15.826412	-0.39%	0	2007
	14.109387	15.888855	12.61%	0	2006
	13.841243	14.109387	1.94%	0	2005
	12.371687	13.841243	11.88%	0	2004
	8.845600	12.371687	39.86%	0	2003
Fidelity Advisor Overseas Fund: Class A	12.559171	14.320312	14.02%	0	2007
	10.833655	12.559171	15.93%	0	2006
	9.724377	10.833655	11.41%	0	2005
	8.830634	9.724377	10.12%	0	2004
	6.278923	8.830634	40.64%	0	2003
Fidelity Variable Insurance Products Fund - VIP Overseas Portfolio: Service Class 2R	14.541388	16.585835	14.06%	0	2007
	12.664802	14.541388	14.82%	0	2006
	10.944025	12.664802	15.72%	0	2005
	10.000000	10.944025	9.44%	0	2004*
Fidelity Franklin Balance Sheet Investment Fund: Class A	18.556303	17.473376	-5.84%	0	2007
	16.364492	18.556303	13.39%	0	2006
	15.140323	16.364492	8.09%	0	2005
	12.398742	15.140323	22.11%	0	2004
	9.818672	12.398742	26.28%	0	2003
Franklin Mutual Series Fund, Inc. - Mutual Shares Fund: Class A	13.995902	14.042264	0.33%	0	2007
	12.172651	13.995902	14.98%	0	2006
	11.356564	12.172651	7.19%	0	2005
	10.267844	11.356564	10.60%	0	2004
	8.350135	10.267844	22.97%	0	2003
Franklin Small-Mid Cap Growth Fund: Class A	10.183170	11.080061	8.81%	0	2007
	9.718094	10.183170	4.79%	0	2006
	9.020345	9.718094	7.74%	0	2005
	8.188701	9.020345	10.16%	0	2004
	6.103176	8.188701	34.17%	0	2003
Franklin Templeton Variable Insurance Products Trust - Templeton Foreign Securities Fund: Class 3	14.519847	16.332946	12.49%	0	2007
	12.266150	14.519847	18.37%	0	2006
	11.428183	12.266150	7.33%	0	2005
	10.000000	11.428183	14.28%	0	2004*

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Nationwide Variable Insurance Trust - JPMorgan NVIT Balanced Fund: Class I	10.986514	11.200011	1.94%	0	2007
	10.042997	10.986514	9.39%	0	2006
	10.049519	10.042997	-0.06%	0	2005
	9.505323	10.049519	5.73%	0	2004
	8.237094	9.505323	15.40%	0	2003
Janus Adviser Balanced Fund: I Shares	11.467970	12.274520	7.03%	0	2007
	10.659127	11.467970	7.59%	0	2006
	10.158457	10.659127	4.93%	0	2005
	9.615021	10.158457	5.65%	0	2004
	8.654408	9.615021	11.10%	0	2003
Janus Adviser International Growth Fund: I Shares	16.866566	20.730914	22.91%	0	2007
	11.966092	16.866566	40.95%	0	2006
	9.320623	11.966092	28.38%	0	2005
	7.980216	9.320623	16.80%	0	2004
	6.075810	7.980216	31.34%	0	2003
Janus Adviser Worldwide Fund: I Shares	8.715652	9.249552	6.13%	0	2007
	7.648042	8.715652	13.96%	0	2006
	7.398578	7.648042	3.37%	0	2005
	7.249070	7.398578	2.06%	0	2004
	6.055866	7.249070	19.70%	0	2003
Janus Fund	7.760361	8.712459	12.27%	0	2007
	7.200364	7.760361	7.78%	0	2006
	7.105441	7.200364	1.34%	0	2005
	6.964933	7.105441	2.02%	0	2004
	5.426426	6.964933	28.35%	0	2003
Janus Twenty Fund	10.074484	13.344391	32.46%	0	2007
	9.205252	10.074484	9.44%	0	2006
	8.632238	9.205252	6.64%	0	2005
	7.149705	8.632238	20.74%	0	2004
	5.854878	7.149705	22.12%	0	2003
Janus Worldwide Fund	8.803320	9.369509	6.43%	0	2007
	7.661648	8.803320	14.90%	0	2006
	7.427666	7.661648	3.15%	0	2005
	7.222194	7.427666	2.85%	0	2004
	5.965304	7.222194	21.07%	0	2003

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Lazard U.S. Small Cap Equity Portfolio: Open Shares	15.800760	14.379119	-9.00%	0	2007
	13.884510	15.800760	13.80%	0	2006
	13.708361	13.884510	1.28%	0	2005
	12.243066	13.708361	11.97%	0	2004
	9.066749	12.243066	35.03%	0	2003
Nationwide Bond Fund: Class D	12.075382	12.483890	3.38%	0	2007
	11.868565	12.075382	1.74%	0	2006
	11.809178	11.868565	0.50%	0	2005
	11.560040	11.809178	2.16%	0	2004
	11.150171	11.560040	3.68%	0	2003
Nationwide Bond Index Fund: Class A	11.219640	11.622291	3.59%	0	2007
	11.096539	11.219640	1.11%	0	2006
	11.177442	11.096539	-0.72%	0	2005
	11.057239	11.177442	1.09%	0	2004
	10.997324	11.057239	0.54%	0	2003
Nationwide Government Bond Fund: Class D	11.431206	11.998224	4.96%	0	2007
	11.294857	11.431206	1.21%	0	2006
	11.277297	11.294857	0.16%	0	2005
	11.189724	11.277297	0.78%	0	2004
	11.268892	11.189724	-0.70%	0	2003
Nationwide Growth Fund: Class A	11.411429	13.262832	16.22%	0	2007
	11.046471	11.411429	3.30%	0	2006
	10.681774	11.046471	3.41%	0	2005
	10.168711	10.681774	5.05%	0	2004
	10.000000	10.168711	1.69%	0	2003*
Nationwide Growth Fund: Class D	8.647659	10.077408	16.53%	0	2007
	8.346565	8.647659	3.61%	0	2006
	8.037615	8.346565	3.84%	0	2005
	7.629015	8.037615	5.36%	0	2004
	5.884937	7.629015	29.64%	0	2003*
Nationwide International Index Fund: Class A	13.756049	14.764809	7.33%	0	2007
	11.234926	13.756049	22.44%	0	2006
	10.155455	11.234926	10.63%	0	2005
	8.747133	10.155455	16.10%	0	2004
	6.550040	8.747133	33.54%	0	2003

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Nationwide Large Cap Value Fund: Class A	13.296029	12.629928	-5.01%	0	2007
	11.271231	13.296029	17.96%	0	2006
	10.739362	11.271231	4.55%	0	2005
	9.509628	10.739362	12.93%	0	2004
	7.621828	9.509628	54.77%	0	2003
Nationwide Mid Cap Market Index Fund: Class A	13.803980	14.424142	4.49%	0	2007
	12.926668	13.803980	6.79%	0	2006
	11.861414	12.926668	8.98%	0	2005
	10.530882	11.861414	12.63%	0	2004
	8.041239	10.530882	30.96%	0	2003
Nationwide Money Market Fund: Service Class	9.619195	9.817803	2.06%	0	2007
	9.456103	9.619195	1.72%	0	2006
	9.459988	9.456103	-0.04%	0	2005
	9.642318	9.459988	-1.89%	0	2004
	9.845088	9.642318	-2.06%	0	2003
Nationwide NMF Investor Destinations Conservative Fund: Service Class	10.822574	11.108847	2.65%	0	2007
	10.465062	10.822574	3.42%	0	2006
	10.405415	10.465062	0.57%	0	2005
	10.191495	10.405415	2.10%	0	2004
	9.714980	10.191495	4.90%	0	2003
Nationwide NMF Investor Destinations Moderately Conservative Fund: Service Class	11.239246	11.584908	3.08%	0	2007
	10.629253	11.239246	5.74%	0	2006
	10.446510	10.629253	1.75%	0	2005
	10.012777	10.446510	4.33%	0	2004
	9.050107	10.012777	10.64%	0	2003
Nationwide NMF Investor Destinations Moderate Fund: Service Class	11.554781	11.884883	2.86%	0	2007
	10.644307	11.554781	8.55%	0	2006
	10.362215	10.644307	2.72%	0	2005
	9.718168	10.362215	6.63%	0	2004
	8.330475	9.718168	16.66%	0	2003
Nationwide NMF Investor Destinations Moderately Aggressive Fund: Service Class	11.999057	12.413705	3.46%	0	2007
	10.758324	11.999057	11.53%	0	2006
	10.313285	10.758324	4.32%	0	2005
	9.441045	10.313285	9.24%	0	2004
	7.669800	9.441045	23.09%	0	2003

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Nationwide NMF Investor Destinations Aggressive Fund: Class A	12.215788	12.603754	3.18%	0	2007
	10.729182	12.215788	13.86%	0	2006
	10.208159	10.729182	5.10%	0	2005
	9.188431	10.208159	11.10%	0	2004
	7.159509	9.188431	28.34%	0	2003
Nationwide S&P 500® Index Fund: Service Class	10.303207	10.516500	2.07%	0	2007
	9.180662	10.303207	12.23%	0	2006
	9.036729	9.180662	1.59%	0	2005
	8.407565	9.036729	7.48%	0	2004
	6.751314	8.407565	24.53%	0	2003
Nationwide Small Cap Fund: Class A	14.316885	13.612086	-4.92%	0	2007
	12.534969	14.316885	14.22%	0	2006
	12.326852	12.534969	1.69%	0	2005
	10.741630	12.326852	14.76%	0	2004
	7.578453	10.741630	41.74%	0	2003
Nationwide Small Cap Index Fund: Class A	21.026149	19.249681	-8.45%	0	2007
	16.704020	21.026149	25.87%	0	2006
	13.990215	16.704020	19.40%	0	2005
	11.414844	13.990215	22.56%	0	2004
	7.913591	11.414844	44.24%	0	2003
Nationwide Value Opportunities Fund: Class A	14.430614	12.986440	-10.01%	0	2007
	12.565291	14.430614	14.85%	0	2006
	11.949797	12.565291	5.15%	0	2005
	10.812968	11.949797	10.51%	0	2004
	8.117052	10.812968	33.21%	0	2003
Nationwide Fund: Class D	11.426049	12.013333	5.14%	0	2007
	10.298479	11.426049	10.95%	0	2006
	9.842553	10.298479	4.63%	0	2005
	9.200939	9.842553	6.97%	0	2004
	7.428374	9.200939	23.86%	0	2003
Neuberger Berman Genesis Fund: Trust Class	17.189056	20.400136	18.68%	0	2007
	16.444448	17.189056	4.53%	0	2006
	14.508311	16.444448	13.35%	0	2005
	12.544711	14.508311	15.65%	0	2004
	9.777594	12.544711	28.30%	0	2003

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Neuberger Berman Guardian Fund: Trust Class	11.567895	12.103658	4.63%	0	2007
	10.474860	11.567895	10.43%	0	2006
	9.928236	10.474860	5.51%	0	2005
	8.787619	9.928236	12.98%	0	2004
	6.679060	8.787619	31.57%	0	2003
Neuberger Berman Partners Fund: Trust Class	13.354335	14.292704	7.03%	0	2007
	12.122041	13.354335	10.17%	0	2006
	10.557989	12.122041	14.81%	0	2005
	9.102701	10.557989	15.99%	0	2004
	6.885233	9.102701	32.21%	0	2003
Neuberger Berman Socially Responsive Fund: Trust Class	13.045572	13.640570	4.56%	0	2007
	11.719934	13.045572	11.31%	0	2006
	11.191807	11.719934	4.72%	0	2005
	10.000000	11.191807	11.92%	0	2004*
Oppenheimer Capital Appreciation Fund: Class A	8.657854	9.597121	10.85%	0	2007
	8.263691	8.657854	4.77%	0	2006
	8.098968	8.263691	2.03%	0	2005
	7.806794	8.098968	3.74%	0	2004
	6.188097	7.806794	26.16%	0	2003
Oppenheimer Champion Income Fund: Class A	12.602265	12.266581	-2.66%	0	2007
	11.842345	12.602265	6.42%	0	2006
	11.836948	11.842345	0.05%	0	2005
	11.122380	11.836948	6.42%	0	2004
	10.000000	11.122380	11.22%	0	2003*
Oppenheimer Global Fund: Class A	14.259341	14.722749	3.25%	0	2007
	12.465081	14.259341	14.39%	0	2006
	11.235995	12.465081	10.94%	0	2005
	9.715797	11.235995	15.65%	0	2004
	6.968131	9.715797	39.43%	0	2003
Oppenheimer Strategic Income Fund: Class A	13.956108	14.852617	6.42%	0	2007
	13.298925	13.956108	4.94%	0	2006
	13.101534	13.298925	1.51%	0	2005
	12.264902	13.101534	6.82%	0	2004
	10.523874	12.264902	16.54%	0	2003

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Oppenheimer Variable Account Funds - Oppenheimer Global Securities Fund/VA: Class 4	14.554628	15.040679	3.34%	0	2007
	12.721021	14.554628	14.41%	0	2006
	11.445101	12.721021	11.15%	0	2005
	10.000000	11.445101	14.45%	0	2004*
PIMCO Total Return Fund: Class A	11.818770	12.502698	5.79%	0	2007
	11.716355	11.818770	0.87%	0	2006
	11.740746	11.716355	-0.21%	0	2005
	11.513575	11.740746	1.97%	0	2004
	11.245397	11.513575	2.38%	0	2003
Putnam International Equity Fund: Class A	19.490098	20.586494	5.63%	0	2007
	15.594872	19.490098	24.98%	0	2006
	14.214232	15.594872	9.71%	0	2005
	12.548782	14.214232	13.27%	0	2004
	10.000000	12.548782	25.49%	0	2003*
Putnam Voyager Fund: Class A	12.537647	12.863359	2.60%	0	2007
	12.225496	12.537647	2.55%	0	2006
	11.890790	12.225496	2.81%	0	2005
	11.643580	11.890790	2.12%	0	2004
	10.000000	11.643580	16.44%	0	2003*
Templeton Foreign Fund: Class A	15.160968	17.319905	14.24%	0	2007
	12.971191	15.160968	16.88%	0	2006
	12.030363	12.971191	7.82%	0	2005
	10.449404	12.030363	15.13%	0	2004
	8.215573	10.449404	27.19%	0	2003
Van Kampen Growth and Income Fund: Class A	16.520665	16.507822	-0.08%	0	2007
	14.612404	16.520665	13.06%	0	2006
	13.646126	14.612404	7.08%	0	2005
	12.289850	13.646126	11.04%	0	2004
	10.000000	12.289850	22.90%	0	2003*
Van Kampen Mid Cap Growth Fund: Class A	17.470930	20.830414	19.23%	0	2007
	16.446025	17.470930	6.23%	0	2006
	14.348294	16.446025	14.62%	0	2005
	12.165559	14.348294	17.94%	0	2004
	10.000000	12.165559	21.66%	0	2003*

Sub-Account	Accumulation Unit Value at Beginning of Period	Accumulation Unit Value at End of Period	Percent Change in Accumulation Unit Value	Number of Accumulation Units at End of Period	Period
Van Kampen Real Estate Securities Fund: Class A	25.608320	20.625481	-19.46%	0	2007
	19.117432	25.608320	33.95%	0	2006
	16.823315	19.117432	13.64%	0	2005
	12.630884	16.823315	33.19%	0	2004
	10.000000	12.630884	26.31%	0	2003*
Waddell & Reed Advisors Small Cap Fund: Class A	15.138252	15.883771	4.92%	0	2007
	14.631420	15.138252	3.46%	0	2006
	13.360175	14.631420	9.52%	0	2005
	12.104591	13.360175	10.37%	0	2004
	10.000000	12.104591	21.05%	0	2003*
Wells Fargo Advantage Common Stock Fund: Class Z	13.083639	14.015757	7.12%	0	2007
	11.642325	13.083639	12.38%	0	2006
	10.665298	11.642325	9.16%	0	2005
	9.953173	10.665298	7.15%	0	2004
	7.363653	9.953173	35.17%	0	2003
Wells Fargo Advantage Growth Fund: Investor Class	12.112804	15.038747	24.16%	0	2007
	11.537297	12.112804	4.99%	0	2006
	10.861461	11.537297	6.22%	0	2005
	9.901456	10.861461	9.70%	0	2004
	10.000000	9.901456	-0.99%	0	2003*
Wells Fargo Advantage Growth and Income Fund: Investor Class	9.208271	9.173306	-0.38%	0	2007
	8.188460	9.208271	12.45%	0	2006
	8.557290	8.188460	-4.31%	0	2005
	8.065043	8.557290	6.10%	0	2004
	6.650315	8.065043	21.27%	0	2003
Wells Fargo Advantage Mid Cap Growth Fund: Class Z	12.191258	14.091381	15.59%	0	2007
	10.994020	12.191258	10.89%	0	2006
	10.000000	10.994020	9.94%	0	2005*

Appendix C: Contract Types and Tax Information

The contracts described in this prospectus are classified according to the tax treatment to which they are subject under the Internal Revenue Code. Following is a general description of the various contract types. Eligibility requirements, tax benefits (if any), limitations, and other features of the contracts will differ depending on contract type.

Individual Retirement Annuities (IRAs)

IRAs are contracts that satisfy the provisions of Section 408(b) of the Internal Revenue Code, including the following requirements:

- the contract is not transferable by the owner;
- the premiums are not fixed;
- if the contract owner is younger than age 50, the annual premium cannot exceed \$5,000; if the contract owner is age 50 or older, the annual premium cannot exceed \$6,000 (although rollovers of greater amounts from qualified plans, Tax Sheltered Annuities and other IRAs can be received);
- certain minimum distribution requirements must be satisfied after the owner attains the age of 70½;
- the entire interest of the owner in the contract is nonforfeitable; and
- after the death of the owner, additional distribution requirements may be imposed to ensure distribution of the entire balance in the contract within the statutory period of time.

Depending on the circumstance of the owner, all or a portion of the contributions made to the account may be deducted for federal income tax purposes.

IRAs may receive rollover contributions from other Individual Retirement Accounts, other Individual Retirement Annuities, Tax Sheltered Annuities, certain 457 governmental plans and qualified retirement plans (including 401(k) plans).

When the owner of an IRA attains the age of 70½, the Internal Revenue Code requires that certain minimum distributions be made. In addition, upon the death of the owner of an IRA, mandatory distribution requirements are imposed by the Internal Revenue Code to ensure distribution of the entire contract value within the required statutory period. Due to recent changes in Treasury Regulations, the amount used to compute the mandatory distributions may exceed the contract value.

Failure to make the mandatory distributions can result in an additional penalty tax of 50% of the excess of the amount required to be distributed over the amount that was actually distributed.

For further details regarding IRAs, please refer to the disclosure statement provided when the IRA was established and the annuity contract's IRA endorsement.

Roth IRAs

Roth IRA contracts are contracts that satisfy the provisions of Section 408A of the Internal Revenue Code, including the following requirements:

- the contract is not transferable by the owner;
- the premiums are not fixed;
- if the contract owner is younger than age 50, the annual premium cannot exceed \$5,000; if the contract owner is age 50 or older, the annual premium cannot exceed \$6,000 (although rollovers of greater amounts from other Roth IRAs and IRAs can be received);
- the entire interest of the owner in the contract is nonforfeitable; and
- after the death of the owner, certain distribution requirements may be imposed to ensure distribution of the entire balance in the contract within the statutory period of time.

A Roth IRA can receive a rollover from an IRA; however, the amount rolled over from the IRA to the Roth IRA is required to be included in the owner's federal gross income at the time of the rollover, and will be subject to federal income tax.

There are income limitations on eligibility to participate in a Roth IRA and additional income limitations for eligibility to rollover amounts from an IRA to a Roth IRA.

For further details regarding Roth IRAs, please refer to the disclosure statement provided when the Roth IRA was established and the annuity contract's IRA endorsement.

Simplified Employee Pension IRAs (SEP IRA)

A SEP IRA is a written plan established by an employer for the benefit of employees which permits the employer to make contributions to an IRA established for the benefit of each employee.

An employee may make deductible contributions to a SEP IRA subject to the same restrictions and limitations as an IRA. In addition, the employer may make contributions to the SEP IRA, subject to dollar and percentage limitations imposed by both the Internal Revenue Code and the written plan.

A SEP IRA plan must satisfy:

- minimum participation rules;
- top-heavy contribution rules;
- nondiscriminatory allocation rules; and
- requirements regarding a written allocation formula.

In addition, the plan cannot restrict withdrawals of non-elective contributions, and must restrict withdrawals of elective contributions before March 15th of the following year.

When the owner of a SEP IRA attains the age of 70½, the Internal Revenue Code requires that certain minimum distributions be made. Due to recent changes in Treasury Regulations, the amount used to compute the minimum distributions may exceed the contract value. In addition, upon the death of the owner of a SEP IRA, mandatory distribution requirements are imposed by the Internal Revenue Code to ensure distribution of the entire contract value within the required statutory period.

Simple IRAs

A Simple IRA is an individual retirement annuity that is funded exclusively by a qualified salary reduction arrangement and satisfies:

- vesting requirements;
- participation requirements; and
- administrative requirements.

The funds contributed to a Simple IRA cannot be commingled with funds in IRAs or SEP IRAs.

A Simple IRA cannot receive rollover distributions except from another Simple IRA.

When the owner of Simple IRA attains the age of 70½, the Internal Revenue Code requires that certain minimum distributions be made. Due to recent changes in Treasury Regulations, the amount used to compute the minimum distributions may exceed the contract value.

In addition, upon the death of the owner of a Simple IRA, mandatory distribution requirements are imposed by the Internal Revenue Code to ensure distribution of the entire contract value within the required statutory period.

Federal Tax Considerations

Federal Income Taxes

The tax consequences of purchasing a contract described in this prospectus will depend on:

- the type of contract purchased;
- the purposes for which the contract is purchased; and
- the personal circumstances of individual investors having interests in the contracts.

Existing tax rules are subject to change, and may affect individuals differently depending on their situation. Nationwide does not guarantee the tax status of any contracts or any transactions involving the contracts.

Representatives of the Internal Revenue Service have informally suggested, from time to time, that the number of underlying mutual funds available or the number of transfer opportunities available under a variable product may be relevant in determining whether the product qualifies for the desired tax treatment. In 2003, the Internal Revenue Service issued formal guidance, in Revenue Ruling 2003-91, that indicates that if the number of underlying mutual funds available in a variable insurance product does not exceed 20, the number of underlying mutual funds alone would not cause

the contract to not qualify for the desired tax treatment. The Internal Revenue Service has also indicated that exceeding 20 investment options may be considered a factor, along with other factors including the number of transfer opportunities available under the contract, when determining whether the contract qualifies for the desired tax treatment. The revenue ruling did not indicate the actual number of underlying mutual funds that would cause the contract to not provide the desired tax treatment. Should the U.S. Secretary of the Treasury issue additional rules or regulations limiting the number of underlying mutual funds, transfers between underlying mutual funds, exchanges of underlying mutual funds or changes in investment objectives of underlying mutual funds such that the contract would no longer qualify for tax deferred treatment under Section 72 of the Internal Revenue Code, Nationwide will take whatever steps are available to remain in compliance.

If the contract is purchased as an investment of certain retirement plans (such as qualified retirement plans, Individual Retirement Accounts, and custodial accounts as described in Sections 401 and 408(a) of the Internal Revenue Code), tax advantages enjoyed by the contract owner and/or annuitant may relate to participation in the plan rather than ownership of the annuity contract. Such plans are permitted to purchase investments other than annuities and retain tax-deferred status.

The following is a brief summary of some of the federal income tax considerations related to the contracts. In addition to the federal income tax, distributions from annuity contracts may be subject to state and local income taxes. The tax rules across all states and localities are not uniform and therefore will not be discussed in this prospectus. Tax rules that may apply to contracts issued in U.S. territories such as Puerto Rico and Guam are also not discussed. Nothing in this prospectus should be considered to be tax advice. Contract owners and prospective contract owners should consult a financial consultant, tax adviser or legal counsel to discuss the taxation and use of the contracts.

IRAs, SEP IRAs and Simple IRAs

Distributions from IRAs, SEP IRAs and Simple IRAs are generally taxed as ordinary income when received. If any of the amount contributed to the Individual Retirement Annuity was nondeductible for federal income tax purposes, then a portion of each distribution is excludable from income.

If distributions of income from an IRA are made prior to the date that the owner attains the age of 59½ years, the income is subject to the regular income tax, and an additional penalty tax of 10% is generally applicable. (For Simple IRAs, the 10% penalty is increased to 25% if the distribution is made during the 2-year period beginning on the date that the individual first participated in the Simple IRA.) The 10% penalty tax can be avoided if the distribution is:

- made to a beneficiary on or after the death of the owner;
- attributable to the owner becoming disabled (as defined in the Internal Revenue Code);
- part of a series of substantially equal periodic payments made not less frequently than annually for the life (or life

expectancy) of the owner, or the joint lives (or joint life expectancies) of the owner and his or her designated beneficiary;

- used for qualified higher education expenses; or
- used for expenses attributable to the purchase of a home for a qualified first-time buyer.

If the contract owner dies before the contract is completely distributed, the balance will be included in the contract owner's gross estate for tax purposes.

Roth IRAs

Distributions of earnings from Roth IRAs are taxable or nontaxable depending upon whether they are "qualified distributions" or "non-qualified distributions." A "qualified distribution" is one that satisfies the five-year rule and meets one of the following requirements:

- it is made on or after the date on which the contract owner attains age 59½;
- it is made to a beneficiary (or the contract owner's estate) on or after the death of the contract owner;
- it is attributable to the contract owner's disability; or
- it is used for expenses attributable to the purchase of a home for a qualified first-time buyer.

The five-year rule generally is satisfied if the distribution is not made within the five year period beginning with the first taxable year in which a contribution is made to any Roth IRA established for the owner.

A qualified distribution is not included in gross income for federal income tax purposes.

A non-qualified distribution is not includable in gross income to the extent that the distribution, when added to all previous distributions, does not exceed the total amount of contributions made to the Roth IRA. Any non-qualified distribution in excess of total contributions is includable in the contract owner's gross income as ordinary income in the year that it is distributed to the contract owner.

Special rules apply for Roth IRAs that have proceeds received from an IRA prior to January 1, 1999 if the owner elected the special 4-year income averaging provisions that were in effect for 1998.

If non-qualified distributions of income from a Roth IRA are made prior to the date that the owner attains the age of 59½ years, the income is subject to both the regular income tax and an additional penalty tax of 10%. The penalty tax can be avoided if the distribution is:

- made to a beneficiary on or after the death of the owner;
- attributable to the owner becoming disabled (as defined in the Internal Revenue Code);

- part of a series of substantially equal periodic payments made not less frequently than annually for the life (or life expectancy) of the owner, or the joint lives (or joint life expectancies) of the owner and his or her designated beneficiary;
- for qualified higher education expenses; or
- used for expenses attributable to the purchase of a home for a qualified first-time buyer.

If the contract owner dies before the contract is completely distributed, the balance will be included in the contract owner's gross estate for tax purposes.

Withholding

Pre-death distributions from the contracts are subject to federal income tax. Nationwide will withhold the tax from the distributions unless the contract owner requests otherwise. If the distribution is from a Tax Sheltered Annuity, it will be subject to a mandatory 20% withholding that cannot be waived, unless:

- the distribution is made directly to another Tax Sheltered Annuity, qualified pension or profit-sharing plan described in section 401(a), an eligible deferred compensation plan described in section 457(b) which is maintained by an eligible employer described in section 457(e)(1)(A) or IRA; or
- the distribution satisfies the minimum distribution requirements imposed by the Internal Revenue Code.

In addition, under some circumstances, the Internal Revenue Code will not permit contract owners to waive withholding. Such circumstances include:

- if the payee does not provide Nationwide with a taxpayer identification number; or
- if Nationwide receives notice from the Internal Revenue Service that the taxpayer identification number furnished by the payee is incorrect.

If a contract owner is prohibited from waiving withholding, as described above, the distribution will be subject to mandatory back-up withholding. The mandatory back-up withholding rate is established by Section 3406 of the Internal Revenue Code and is applied against the amount of income that is distributed.

Non-Resident Aliens

Generally, a pre-death distribution from a contract to a non-resident alien is subject to federal income tax at a rate of 30% of the amount of income that is distributed. Nationwide is required to withhold this amount and send it to the Internal Revenue Service. Some distributions to non-resident aliens may be subject to a lower (or no) tax if a treaty applies. In order to obtain the benefits of such a treaty, the non-resident alien must:

- (1) Provide Nationwide with a properly completed withholding certificate claiming the treaty benefit of a lower tax rate or exemption from tax; and

- (2) provide Nationwide with an individual taxpayer identification number.

If the non-resident alien does not meet the above conditions, Nationwide will withhold 30% of income from the distribution.

Another exemption from the 30% withholding is for the non-resident alien to provide Nationwide with sufficient evidence that:

- 1) the distribution is connected to the non-resident alien's conduct of business in the United States;
- 2) the distribution is includable in the non-resident alien's gross income for United States federal income tax purposes; and
- 3) provide Nationwide with a properly completed withholding certificate claiming the exemption.

Note that for the preceding exemption, the distributions would be subject to the same withholding rules that are applicable to payments to United States persons, including back-up withholding, which is currently at a rate of 28%, if a correct taxpayer identification number is not provided.

Federal Estate, Gift and Generation Skipping Transfer Taxes

The following transfers may be considered a gift for federal gift tax purposes:

- a transfer of the contract from one contract owner to another; or
- a distribution to someone other than a contract owner.

Upon the contract owner's death, the value of the contract may be subject to estate taxes, even if all or a portion of the value is also subject to federal income taxes.

Section 2612 of the Internal Revenue Code may require Nationwide to determine whether a death benefit or other distribution is a "direct skip" and the amount of the resulting generation skipping transfer tax, if any. A direct skip is when property is transferred to, or a death benefit or other distribution is made to:

- a) an individual who is two or more generations younger than the contract owner; or
- b) certain trusts, as described in Section 2613 of the Internal Revenue Code (generally, trusts that have no beneficiaries who are not 2 or more generations younger than the contract owner).

If the contract owner is not an individual, then for this purpose only, "contract owner" refers to any person:

- who would be required to include the contract, death benefit, distribution, or other payment in his or her federal gross estate at his or her death; or
- who is required to report the transfer of the contract, death benefit, distribution, or other payment for federal gift tax purposes.

If a transfer is a direct skip, Nationwide will deduct the amount of the transfer tax from the death benefit, distribution

or other payment, and remit it directly to the Internal Revenue Service.

Charge for Tax

Nationwide is not required to maintain a capital gain reserve liability on Non-Qualified Contracts. If tax laws change requiring a reserve, Nationwide may implement and adjust a tax charge.

Diversification

Internal Revenue Code Section 817(h) contains rules on diversification requirements for variable annuity contracts. A variable annuity contract that does not meet these diversification requirements will not be treated as an annuity, unless:

- the failure to diversify was accidental;
- the failure is corrected; and
- a fine is paid to the Internal Revenue Service.

The amount of the fine will be the amount of tax that would have been paid by the contract owner if the income, for the period the contract was not diversified, had been received by the contract owner.

If the violation is not corrected, the contract owner will be considered the owner of the underlying securities and will be taxed on the earnings of his or her contract. Nationwide believes that the investments underlying this contract meet these diversification requirements.

Tax Changes

The foregoing tax information is based on Nationwide's understanding of federal tax laws. It is NOT intended as tax advice. *All information is subject to change without notice.* You should consult with your personal tax and/or financial adviser for more information.

In 2001, the Economic Growth and Tax Relief Reconciliation Act (EGTRRA) was enacted. EGTRRA made numerous changes to the Internal Revenue Code, including the following:

- generally lowering federal income tax rates;
- increasing the amounts that may be contributed to various retirement plans, such as IRAs, Tax Sheltered Annuities and Qualified Plans;
- increasing the portability of various retirement plans by permitting IRAs, Tax Sheltered Annuities, Qualified Plans and certain governmental 457 plans to "roll" money from one plan to another;
- eliminating and/or reducing the highest federal estate tax rates;
- increasing the estate tax credit; and
- for persons dying after 2009, repealing the estate tax.

In 2006, the Pension Protection Act of 2006 made permanent the EGTRRA provisions noted above that increase the amounts that may be contributed to various retirement plans and that increase the portability of various retirement plans. However, all of the other changes resulting from EGTRRA are scheduled to "sunset," or become ineffective, after December 31, 2010 unless they are extended by additional legislation. If changes resulting from EGTRRA are not extended, beginning January 1, 2011, the Internal Revenue Code will be restored to its pre-EGTRRA form.

This creates uncertainty as to future tax requirements and implications. Please consult a qualified tax or financial adviser for further information relating to EGTRRA and other tax issues.

Required Distributions

Any distribution paid that is NOT due to payment of the death benefit may be subject to a CDSC.

The Internal Revenue Code requires that certain distributions be made from the contracts issued in conjunction with this prospectus. Following is an overview of the required distribution rules applicable to each type of contract. Please consult a qualified tax or financial adviser for more specific required distribution information.

Required Distributions – General Information

In general, a beneficiary is an individual or other entity that the contract owner designates to receive death proceeds upon the contract owner's death. The distribution rules in the Internal Revenue Code make a distinction between "beneficiary" and "designated beneficiary" when determining the life expectancy that may be used for payments that are made from IRAs, SEP IRAs, Simple IRAs, and Roth IRAs after the death of the annuitant, or that are made from Non-Qualified Contracts after the death of the contract owner. A designated beneficiary is a *natural person* who is designated by the contract owner as the beneficiary under the contract. Non-natural beneficiaries (e.g. charities or certain trusts) are not designated beneficiaries for the purpose of required distributions and the life expectancy of such a beneficiary is zero.

Life expectancies and joint life expectancies will be determined in accordance with the relevant guidance provided by the Internal Revenue Service and the Treasury Department, including but not limited to Treasury Regulation 1.72-9 and Treasury Regulation 1.401(a)(9)-9.

Required distributions paid upon the death of the contract owner are paid to the beneficiary or beneficiaries stipulated by the contract owner. How quickly the distributions must be made may be determined with respect to the life expectancies of the beneficiaries. For Non-Qualified Contracts, the beneficiaries used in the determination of the distribution period are those in effect on the date of the contract owner's death. For contracts other than Non-Qualified Contracts, the beneficiaries used in the determination of the distribution period do not have to be determined until September 30 of the year following the contract owner's death. If there is more than one beneficiary, the life expectancy of the beneficiary

with the shortest life expectancy is used to determine the distribution period. Any beneficiary that is not a designated beneficiary has a life expectancy of zero.

Required Distributions for IRAs, SEP IRAs, Simple IRAs and Roth IRAs

Distributions from an IRA, SEP IRA or Simple IRA must begin no later than April 1 of the calendar year following the calendar year in which the contract owner reaches age 70½. Distributions may be paid in a lump sum or in substantially equal payments over:

- (a) the life of the contract owner or the joint lives of the contract owner and the contract owner's designated beneficiary; or
- (b) a period not longer than the period determined under the table in Treasury Regulation 1.401(a)(9)-9, which is the deemed joint life expectancy of the contract owner and a person 10 years younger than the contract owner. If the designated beneficiary is the spouse of the contract owner, the period may not exceed the longer of the period determined under such table or the joint life expectancy of the contract owner and the contract owner's spouse, determined in accordance with Treasury Regulation 1.72-9, or such additional guidance as may be provided pursuant to Treasury Regulation 1.401(a)(9)-9.

For IRAs, SEP IRAs and Simple IRAs, required distributions do not have to be withdrawn from this contract if they are being withdrawn from another IRA, SEP IRA or Simple IRA of the contract owner.

If the contract owner's entire interest in an IRA, SEP IRA or Simple IRA will be distributed in equal or substantially equal payments over a period described in (a) or (b) above, the payments must begin on or before the required beginning date. The required beginning date is April 1 of the calendar year following the calendar year in which the contract owner reaches age 70½. The rules for Roth IRAs do not require distributions to begin during the contract owner's lifetime, therefore, the required beginning date is not applicable to Roth IRAs.

Due to recent changes in Treasury Regulations, the amount used to compute the minimum distribution requirement may exceed the contract value.

If the contract owner dies before the required beginning date (in the case of an IRA, SEP IRA or Simple IRA) or before the entire contract value is distributed (in the case of Roth IRAs), any remaining interest in the contract must be distributed over a period not exceeding the applicable distribution period, which is determined as follows:

- (a) if the designated beneficiary is the contract owner's spouse, the applicable distribution period is the surviving spouse's remaining life expectancy using the surviving spouse's birthday for each distribution calendar year after the calendar year of the contract owner's death. For calendar years after the death of the contract owner's surviving spouse, the applicable distribution period is the spouse's remaining life expectancy using the spouse's age

in the calendar year of the spouse's death, reduced by one for each calendar year that elapsed since the calendar year immediately following the calendar year of the spouse's death;

- (b) if the designated beneficiary is not the contract owner's surviving spouse, the applicable distribution period is the designated beneficiary's remaining life expectancy using the designated beneficiary's birthday in the calendar year immediately following the calendar year of the contract owner's death, reduced by one for each calendar year that elapsed thereafter; and
- (c) if there is no designated beneficiary, the entire balance of the contract must be distributed by December 31 of the fifth year following the contract owner's death.

If the contract owner dies on or after the required beginning date, the interest in the IRA, SEP IRA or Simple IRA must be distributed over a period not exceeding the applicable distribution period, which is determined as follows:

- (a) if the designated beneficiary is the contract owner's spouse, the applicable distribution period is the surviving spouse's remaining life expectancy using the surviving spouse's birthday for each distribution calendar year after the calendar year of the contract owner's death. For calendar years after the death of the contract owner's surviving spouse, the applicable distribution period is the greater of (a) the contract owner's remaining life expectancy using the contract owner's birthday in the calendar year of the contract owner's death, reduced by one for each year thereafter; or (b) the spouse's remaining life expectancy using the spouse's age in the calendar year of the spouse's death, reduced by one for each calendar year that elapsed since the calendar year immediately following the calendar year of the spouse's death;
- (b) if the designated beneficiary is not the contract owner's surviving spouse, the applicable distribution period is the greater of (a) the contract owner's remaining life expectancy; or using the contract owner's birthday in the calendar year of the contract owner's death, reduced by one for each year thereafter; or (b) the designated beneficiary's remaining life expectancy using the designated beneficiary's birthday in the calendar year immediately following the calendar year of the contract owner's death, reduced by one for each calendar year that elapsed thereafter; and
- (c) if there is no designated beneficiary, the applicable distribution period is the contract owner's remaining life expectancy using the contract owner's birthday in the calendar year of the contract owner's death, reduced by one for each year thereafter.

If distribution requirements are not met, a penalty tax of 50% is levied on the difference between the amount that should have been distributed for that year and the amount that actually was distributed for that year.

For IRAs, SEP IRAs and Simple IRAs, all or a portion of each distribution will be included in the recipient's gross income

and taxed at ordinary income tax rates. The portion of a distribution that is taxable is based on the ratio between the amount by which non-deductible purchase payments exceed prior non-taxable distributions and total account balances at the time of the distribution. The owner of an IRA, SEP IRA or Simple IRA must annually report the amount of non-deductible purchase payments, the amount of any distribution, the amount by which non-deductible purchase payments for all years exceed non taxable distributions for all years, and the total balance of all IRAs, SEP IRAs or Simple IRAs.

Distributions from Roth IRAs may be either taxable or nontaxable, depending upon whether they are "qualified distributions" or "non-qualified distributions."



Nationwide[®]
On Your SideSM

All individuals selling this product must be licensed insurance agents and registered representatives.

The Best of America[®] SuccessorSM is underwritten by Nationwide Life Insurance Company, Columbus, Ohio, member of Nationwide Financial[®]. The general distributor is Nationwide Investment Services Corporation, member FINRA. In Michigan only: Nationwide Investment Svcs. Corporation.

Nationwide, the Nationwide Framemark and Nationwide Financial are federally registered service marks of Nationwide Mutual Insurance Company. The Best of America is a federally registered service mark of Nationwide Life Insurance Company. Successor is a service mark of Nationwide Life Insurance Company. *On Your Side* is a service mark of Nationwide Mutual Insurance Company.