Nationwide®

Destination

[B]

Unlock your retirement income opportunities.

Your guide to the Nationwide Destination℠ [B] variable annuity.

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

Destination

[B]

It's your future. Invest in it.

Additional materials: The Nationwide Lifetime Income Rider® (Nationwide L.inc) core brochure, investment guide, application forms and prospectus located in back folder

* Definitions for bolded words are located at the bottom of each page.

Investing for retirement makes sense.

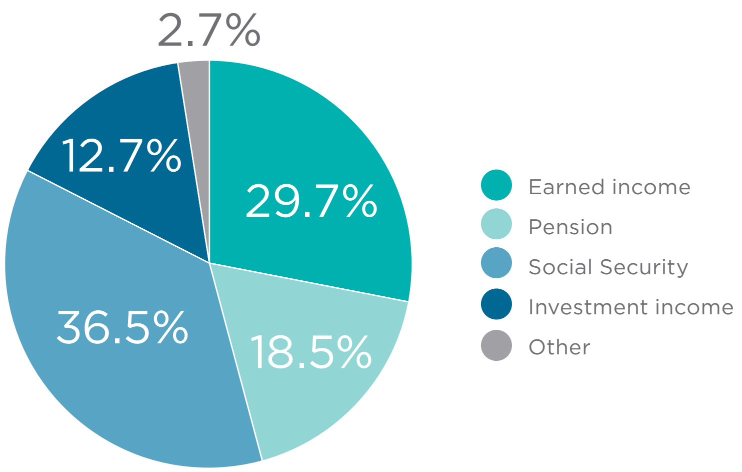
Today, people are retiring earlier and living longer than ever. Chances are, you'll spend as many years in retirement as you have working and raising your family. That can mean more time to savor life.

But you'll still have to pay the bills. And you'll need income to do it.

Savings and investment income are crucial, especially since traditional pension plans are getting harder to come by. According to a recent Towers Watson study, only 17 Fortune 100 companies now offer new employees a pension plan, down from 89 in 1985.[1]

The following chart represents the retirement income of a typical American. Note that Social Security accounts for about one-third of the total.

Sources of retirement income



Please keep in mind that investment involves risk including possible loss of principal.

[1] *Money Magazine: Ask the expert,* CNNMoney.com, (January 21, 2011).
Pension includes all defined benefit and defined contribution plans. Estimates are not guaranteed.
Income of the Aged Chartbook, 2008 Social Security Administration, Office of Research, Evaluation, and Statistics (April 2010).
For complete details, please see the enclosed prospectus.

It could be a smart decision for your future.

To keep up your standard of living, you need to stay ahead of inflation. One way to do that is to try to grow your investments over time.

Historically, we've seen the stock market outpace inflation and provide investors with higher long-term returns than either bonds or cash. For example, from 1926 – 2010 inflation averaged 3% per year. During that same period of time, the average compound annual growth for Large Company Stocks was 9.9%. Even though the market has its ups and downs, staying invested can pay off in the long run.

In the chart below, compare the value of $1 hypothetically invested invested in stocks, bonds and treasury bills from December 31, 1925 to December 31, 2010.

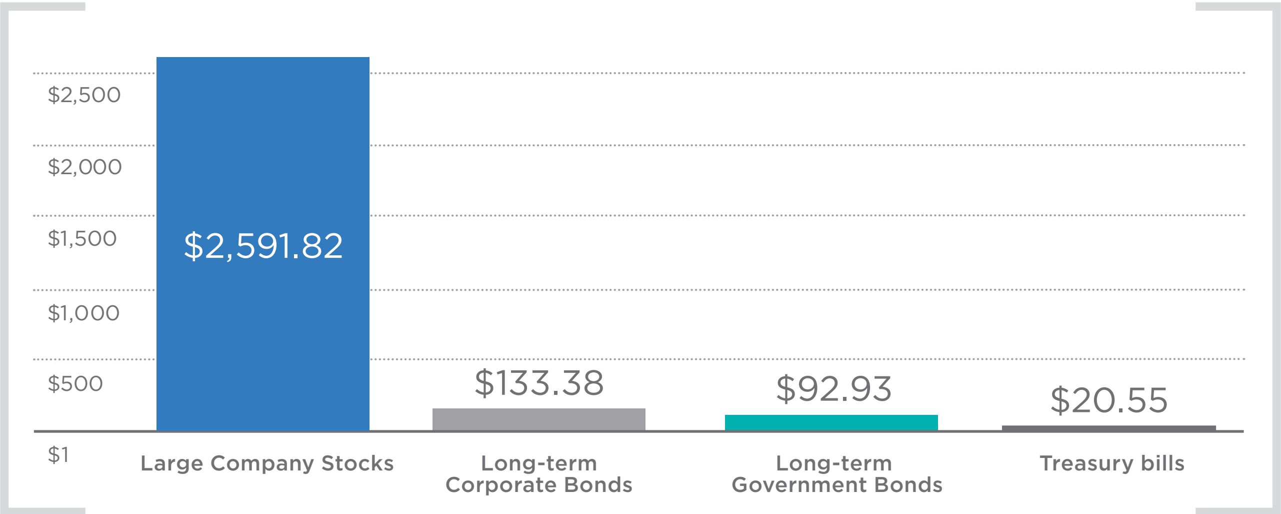
U.S. large company stocks: Large-capitalization funds generally invest in companies with market values of greater than $8 billion. Large-cap funds are less volatile than funds that invest in smaller companies. Chart assumes a hypothetical investment in the Standard and Poor's 500 Stock Composite Index®.

Long-term corporate bonds: Invests in debt issued by a corporation and are not secured by collateral. Investors of such bonds must assume not only interest rate risk but also the chance that the corporate issuer will default on its debt obligations. Therefore, it is important that investors of corporate bonds know how to assess credit risk and its potential payoffs. Chart assumes hypothetical investment in Citigroup long-term, high-grade corporate bond total return index.

Long-term government bonds: Invests in debt issued directly by the government in the form of long-term Treasuries. One of the main features of the fund are its long average duration, making it considerably more susceptible to changes in interest rates than funds with shorter average durations, and its reduced risk of default, since the bonds in the portfolio are backed by the full faith and credit of the U.S. government. Chart assumes hypothetical investment in a one-bond portfolio with a maturity near 20 years.

Treasury bills: Invests in debt issued directly by the government in the form of short-term Treasuries. T-bills have reduced risk of default, since the bonds in the portfolio are backed by the full faith and credit of the U.S. government. Chart assumes hypothetical investment in one-bill portfolio containing, at the beginning of each month, the bill having the shortest maturity not less than one month.

What $1 invested on December 31, 1925, could have grown to by December 31, 2010



All results assume reinvestment of dividends on stocks or coupons on bonds and no taxes. Transaction costs are not included.

Past performance is no guarantee of future results. This is for illustration purposes only and not indicative of any investment. Investing involves market risk including the possible loss of principal. You can not invest directly in an index. Unmanaged index returns do not reflect any fees, expenses or sales charges and the index performance is not indicative of the performance of any Nationwide investment.

Source: Ibboston® SBBI® 2011 Classic Yearbook, Market Results for Stocks, Bonds, Bills, and Inflation 1926 – 2010

Don’t let retirement risks interrupt your plans.

When you think about retirement, Nationwide® wants you to focus on the things you want to do — not a list of “what ifs.” To have the life you want in retirement, you’ll need help to protect your income from potential retirement risks.

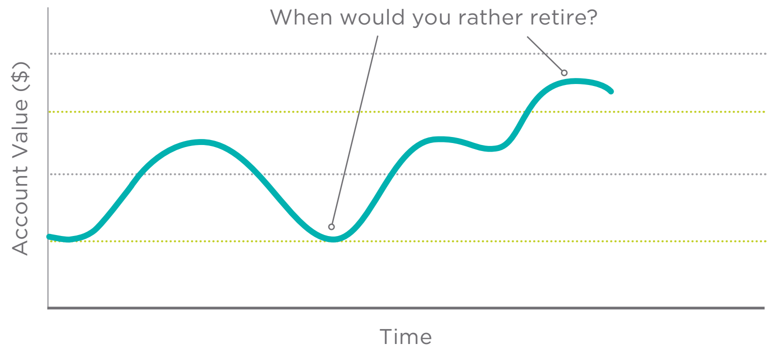
Market risk

Your investment value will rise and fall with the market.

You can’t predict or control equity values.

What happens to your money if the market is down when you invest or when you decide to retire?

Effect of market fluctuation



Income risk

Your yearly income may shrink if your investment value drops.

Imagine you’re retired. You withdraw 7% of your investment every year.

So if the market does poorly in a given year, how can you keep your income from taking a hit?

Investment value		Withdrawal %		Annual income
$100,000	x	7%	=	$7,000
$75,000	x	7%	=	$5,250

For complete details, please see the enclosed **prospectus.**

* DEFINITIONS

Prospectus
A legal document that contains the facts an investor needs to know before purchasing a variable annuity.

Inflation risk

The rising cost of living may offset your investment gains.

Each year, the same amount of money buys a little less. Between January 1990 and January 2010 — average inflation increased by 66.8% overall.[3] So basically, what you spent $1 on in 1990 would cost you $1.67 today.

How can you maintain the purchasing power of your hard-earned retirement dollars?

Medical care price increases over the past 20 years.[2]

physician's services	100%
prescription drugs & medical supplies	115%

Longevity risk

You may outlive your retirement savings.

According to a recent *Women in Retirement* report,[4] today:

- The average 65-year-old woman can expect to reach 85
- Of those women, one in four will reach age 94

But it's not just women who need to be concerned:

- The average 65-year-old man can expect to reach age 82[5]
- Of those men, one in four will reach age 92[5]

Once you stop working, how can you make sure you'll continue to have money for the rest of your life?

For complete details, please see the enclosed prospectus.

[2] Statistical Abstract of the United States: 2011, U.S. Census Bureau.

[3] Inflation calculator, usinflationcalculator.com.

[4] *Women in Retirement. From Need to Opportunity: Engaging this Growing and Powerful Investor Segment,* Insured Retirement Institute (January 2011).

[5] Annuity 2000 Mortality Table, Society of Actuaries.

A variable annuity could be the answer.

Variable annuities offer unique opportunities.

A variable **annuity** is a contract you buy from an insurance company to help you accumulate assets for retirement. They are called "variable" because their value will fluctuate based on the performance of the underlying investment options you and your advisor pick. In this brochure we'll share how a variable annuity can help offset these retirement risks.

It is important to note when discussing the guarantees with variable annuities that the guarantees are based on the policy terms and conditions and are also subject to the claims-paying ability of the issuing company.

Variable annuities offer you...	While helping to offset...
Income A stream of income, available to you for a specified amount of time or for life, accessed either through systematic withdrawal, annuitization (at no extra cost) or the purchase of an optional **rider**.	Market risk Longevity risk Income risk
Living benefits Optional **living benefits** for you, like guaranteed accumulation or guaranteed withdrawals, available at an additional cost.	Market risk Longevity risk Income risk
Death benefits Guarantees for your beneficiaries, like a level of protection from investment loss.	Market risk
Tax deferral The potential for your investment to accumulate faster than taxable investments because you don't pay taxes on gains until you take a withdrawal.	Market risk Income risk
Investment choices Access to a wide range of professionally managed investment options only available with annuities.	Market risk Inflation risk

For complete details, please see the enclosed prospectus.

* DEFINITIONS

Annuity
A contract issued by a life insurance company, it can help you accumulate assets for retirement income.

Living benefit
A guarantee that helps protect your annuity income from inflation and market volatility; available at an additional cost.

Rider
An option you can add to your annuity at an additional cost that gives you extra features or guarantees to fit your personal situation.

Adding an optional rider.

Variable annuities may offer optional benefits, called riders, for an additional cost. Riders let you add the features that are most important to you.

You get what you pay for.

Because of the unique features you select for your annuity, the fees and charges will vary. They may include mortality and expense risk fees, administrative fees, contract fees and the expense of your investment options.

More important information.

Variable annuities do have some limitations. For example, because they're designed for long-term investing, you may be charged penalties if you take your money out early. And if you take **withdrawals** before you're age 59½, you may have to pay a 10% tax penalty in addition to ordinary income taxes.

Early withdrawals may be subject to ordinary income taxes. They may trigger early surrender charges and reduce your death benefit and cash value.

All the guarantees and protections of variable annuities and riders are subject to the financial strength and claims-paying ability of the issuing insurance company. These guarantees don't apply to any variable accounts, which are subject to investment risk (including the possible loss of your **principal**).

For complete details, please see the enclosed prospectus.

Principal
The total amount of money you've invested in your variable annuity, including your initial investment and any ongoing contributions.

Withdrawal
Payments you take from an annuity while keeping the rest of your contract invested.

Choose an experienced ally.

Our risk management practices make us strong.

There's no way around it: investing involves risk. But insurance companies that issue annuities can take steps to manage that risk — and help protect their investors. Nationwide has diversified sources of earnings and cash flows, a strong balance sheet and a long history of maintaining a high-quality investment portfolio that's governed by a very sound and disciplined investment policy.

Our risk management capabilities have been rated as "strong" by third-party ratings agency Standard & Poor's, placing us in the top 15% of insurers[6].

To learn more about Nationwide's solid ratings, see the Strength and Stability brochure included in your kit.

For complete details, please see the enclosed prospectus.

[6]Enterprise Risk Management Continues To Show Its Value For North American And Bermudan Insurers, RatingsDirect Report, Standard & Poor's (2/1/10).

Put Nationwide Destination℠ [B] in your corner.

This variable annuity could give you tax-deferred growth, investment choices and many other options you need to feel confident about your retirement. Your advisor can help you decide if Nationwide Destination [B] could be a good addition to your investment strategy.

The basics.

What kinds of fees are involved?

The cost for the annuity is 1.30%, which is comprised of a 1.10% mortality and expense charge and a 0.20% administration charge.

There are no front-end sales charges, but if you take your money out early, you may have to pay a **contingent deferred sales charge*** (CDSC). This charge applies to each purchase payment you make into your annuity, but it decreases the longer that payment remains invested. There is no CDSC on purchase payments invested for seven years or more.

YEARS AFTER DEPOSIT	0	1	2	3	4	5	6	7
CHARGE	7%	7%	6%	5%	4%	3%	2%	0%

There is a separate fee for each investment option within the annuity. See the individual fund prospectuses for details. If you add an optional benefit to this annuity there will be an additional charge. See pages 11–14 to learn about these benefits.

Are there any age limits?

You can be a contract owner at any age, and you can be an **annuitant** through age 85. If you choose any of this product's optional benefits, there may be additional age restrictions. See Pages 11–15 to learn more.

What's the minimum amount I can invest?

Minimum initial investment: $10,000. Minimum subsequent investments: $1,000; $150 via automatic electronic payment (ACH).

*In CA, CDSC is called a surrender charge.
For complete details, please see the enclosed prospectus.

DEFINITIONS

Annuitant
The person whose life is insured by an annuity.

Contingent deferred sales charge (CDSC)
A fee you may be charged if you take money from your contract before a specified time.

Do I get anything extra for making a larger investment?

For cumulative household **purchase payments** of $500,000 or more, you get an additional credit of 0.50%. For cumulative household purchase payments of $1 million or more, you get a 1.0% credit.

What if I need access to my money?

As a contract owner there may be times when you need to access your money. Taking withdrawals from your annuity will reduce your **contract value** and your **death benefit**. However, you will NOT receive a withdrawal penalty if you meet any of the following criteria.

- Annual withdrawals a maximum of up to 10% on any purchase payments are still subject to CDSC; withdrawn amounts that exceed 10% may be subject to a CDSC; distributions made prior to age 59½ may be subject to a 10% tax penalty; ordinary income taxes may apply
- Systematic withdrawals of a specified percentage of the annuity value based on the owner's age (may not be available in all states)

OWNER'S AGE	under 59½	59½ – 61	62 – 64	64 – 74	75+
% AVAILABLE	5%	7%	8%	10%	13%

- Amounts withdrawn to meet minimum distribution requirements under the Internal Revenue Code
- Excess annual withdrawals due to:

1. Confinement in a long-term care facility or hospital for a continuous 90-day period (beginning on or after the third contract anniversary date); may not be available in all states
2. Terminal illness, provided the illness was diagnosed after the contract was issued; may not be available in all states

For complete details, please see the enclosed prospectus.

DEFINITIONS

Contract value
The value of your contract, it does not reflect CDSC.

Death benefit
The payment that the investor's beneficiaries or estate receives when the annuitant dies.

Purchase payment
The money you pay into an annuity.

What are the features?

Death Benefit

Should the annuitant die before taking regular income payments through annuitization, the beneficiary will receive either:

- The greater of the contract value as of the date we receive all required paperwork in good order
- Or the total of all purchase payments made to the annuity, less adjustments for surrenders

Note: all death benefits are only available prior to annuitization.

Spousal Protection Feature

The spousal protection feature (SPF) helps you and your spouse provide for each other no matter who dies first — even if only one spouse owns the contract. It's available with IRA and non-IRA variable annuities.

Here's an example of how it works.

Thomas bought a Nationwide variable annuity for $100,000. He named his wife, Jean, as co-annuitant and primary beneficiary.

After the first year, his contract value fell to $75,000. Thomas died shortly after that. With SPF, the contract value was stepped up to its original purchase payment of $100,000. If the contract did not have SPF, the contract value would have stayed at the lower $75,000.

Death benefit **without SPF**	Death benefit **with SPF**
$75,000	$100,000

Jean can continue the contract at $100,000 as the new owner or walk away without any surrender charges.

It doesn't matter who dies first. The surviving spouse can always continue the contract at the value of the death benefit with no current tax consequence. And, since Jean continued the contract, she can name a new beneficiary.

This example is hypothetical. It does not reflect the performance of any investment. If the owner takes a withdrawal, the death benefit and cash value will be reduced.

Q

How can I personalize this annuity to meet my needs?

By choosing an optional death benefit or living benefit rider that helps protect your income and your beneficiaries.

By giving you more chances to lock in your gains, these optional riders (available for an additional cost) can give your investments protection against volatility by potentially increasing the value of the variable annuity for your beneficiaries. This could be especially important if you should die during a market downturn. Let's take a look at death benefit riders first.

If you opt for a death benefit rider, your investment professional can help you decide which one is best for you. Note: death benefits are only available prior to annuitization.

Death Benefit Rider 1

One-year Enhanced Death Benefit // Cost: 0.20%

If the annuitant dies, the beneficiary will receive the greatest of:

- The value of the annuity at the time we receive all required paperwork in good order
- The total purchase payments made to the annuity, less adjustments or amounts **surrendered**
- The highest contract value on any contract anniversary prior to the annuitant's 86th birthday

This death benefit option is only available for annuitants through age 80.

Death Benefit Rider 2

One-month Enhanced Death Benefit // Cost: 0.35%

If the annuitant dies, the beneficiary will receive the greatest of:

- The value of the annuity at the time we receive all required paperwork in good order
- The total purchase payments made to the annuity, less adjustments for amounts surrendered
- The highest contract value on any monthly contract anniversary prior to the annuitant's 81st birthday

This optional death benefit is only available for annuitants through age 75.

For complete details, please see the enclosed prospectus.

*DEFINITIONS

Surrender
A full or partial withdrawal from your annuity.

Death Benefit Rider 3

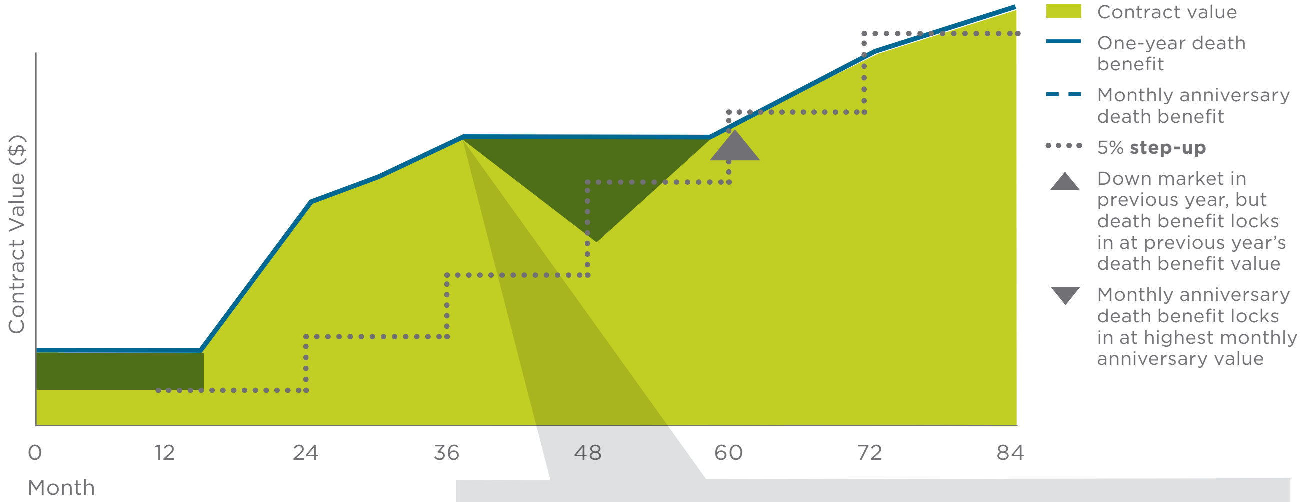
Combination Enhanced Death Benefit // Cost: 0.45%

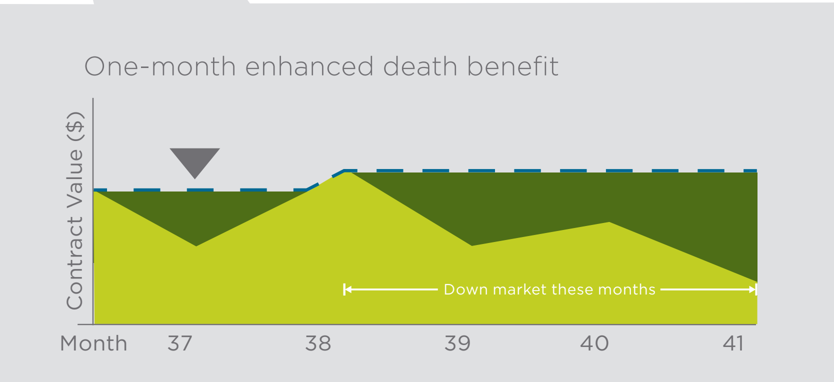
If the annuitant dies, the beneficiary will receive the greatest of:

- The value of the annuity at the time we receive all required paperwork in good order
- The total for all purchase payments made to the annuity, less adjustments for amounts surrendered
- The highest contract value on any contract anniversary prior to the annuitant's 81st birthday
- Purchase payments accumulated at 5.0% compound interest (maximum benefit of 200% of net purchase payments) until the most recent contract anniversary prior to your 81st birthday, adjusted for each amount surrendered

This optional death benefit is only available for annuitants through age 75. It is not available in New York or Washington.

Combination enhanced death benefit option





This chart represents a 5-month time period from the chart above. Here we see how the death benefit is still locked in (dark green) even in a down market (dips in light green).

This is a hypothetical illustration to show how the death benefit options work in a fluctuating market and is not indicative of the performance of any investment. Variable annuities fluctuate in value and your beneficiaries may receive more or less than the principal amount invested at redemption. These are optional riders and are not required to purchase an annuity investment. Optional features and benefits are available at an additional cost and may not be available in all states.

The dark green areas in the preceding charts represent times when the market is down. The dark lines above them represent the death benefit values, which are protected by the rider's guarantees, no matter how the market performs.

For complete details, please see the enclosed prospectus.

Step-up
A feature that allows you to periodically increase and "lock in" your death benefit or income benefit base if the annuity's account value has grown.

How can I personalize this annuity to meet my needs? (cont'd)

Death Benefit Rider 4

Beneficiary Protector® II // Cost: 0.35%

Beneficiary Protector® II was designed to help your beneficiaries with the expenses they'll face when they inherit the annuity. When the annuitant dies, we will add a percentage of the contract earnings to the contract value.

This percentage is age-based, as shown in the following table:

annuitant's age at contract issue	amount added upon death
UP TO 70 YRS	40% of adjusted contract earnings
71–75 YRS	25% of adjusted contract earnings

The amount of earnings payable is capped at 200% of all purchase payments greater than 12 months old. This optional death benefit is only available for annuitants through age 75. It is not available in New Jersey or Washington.

Now, let's look at how choosing an optional living benefit rider may help protect what you'll live on in retirement.

You've worked hard for the money you invest. By adding a living benefit rider for an additional cost, you can help ensure that you'll never outlive your income. Is a living benefit rider the right choice for you? Your advisor can help you decide.

The Nationwide Lifetime Income Rider®

The Nationwide Lifetime Income Rider® (Nationwide L.inc) combines the guarantee of lifetime income (subject to the claims-paying ability of Nationwide; certain limitations and restrictions exist) with the potential to beat inflation. It's designed for people who know they'll need the investment for retirement income, but aren't sure when. To learn more, review the enclosed Nationwide L.inc brochure.

This optional benefit is only available for annuitants ages 45–85.

When I decide to start receiving income, what are my options?

Nationwide Destination [B] offers several ways to generate guaranteed lifetime income, through **annuitization**. Your advisor can help you decide which of these options will best meet your needs:

Single life

Provides lifetime income, regardless of how long you live or the amount of the investment.

Lifetime with period certain

Provides monthly payments for your lifetime (or the annuitant's, if you name someone other than yourself). If you die before the end of the minimum guarantee period, your named beneficiary will receive the payments.

Joint and last survivor

Provides lifetime income for you or the annuitant (if you name someone other than yourself) and the joint annuitant. Payments will continue for the life of the survivor, no matter how long he or she lives.

The guarantees and protections discussed in this material are subject to the claims-paying ability of Nationwide Life Insurance Company. They do not apply to the investment performance of the fund options within the variable annuity.

Do I get to pick my own investments?

Yes.

You may create your **portfolio** from a diversified lineup of underlying investment options offered by world-class money managers.

You can also choose from a variety of asset **allocation** funds that range from passive to actively managed. The investment options in a variable annuity are not publicly traded mutual funds and cannot be purchased directly by the public. They are only available through variable insurance policies issued by insurance companies.

If you decide to add Nationwide L.inc, at an additional cost, you'll have a more streamlined list of underlying investment options to choose from. See the Investment Choices Guide in the back pocket for detailed information.

For complete details, please see the enclosed prospectus.

DEFINITIONS

Allocation
Distributing your money among various investments that reflect your risk tolerance and retirement income goals.

Annuitization
A contract phase where you convert accumulated value into a guaranteed stream of income; it is irrevocable once payments begin.

Portfolio
A collection of investments held by a firm or individual.

Your next steps.

In the pocket to the right, you'll find all the forms you need to add Nationwide Destination [B] to your retirement investment strategy. Your advisor will walk you through the process.

With Nationwide's free eDelivery service, you don't have to rely on the post office to get quarterly statements and other key documents. Once your account is created, follow the steps below to sign up:

1. Visit nationwide.com/login

2. Click on Manage Profile

3. In Mailing Preferences, enter your email address

4. Select "email" as your document mailing preference

Keeping track of your investments has never been easier.

Nationwide®
On Your Side

Variable products are sold by prospectus. Both the product prospectus and underlying fund prospectuses can be obtained from your investment professional or by writing to Nationwide Life Insurance Company, P.O. Box 182021, Columbus, OH 43218-2021. Before investing, carefully consider the fund's investment objectives, risks, charges and expenses. The product prospectus and underlying fund prospectus contain this and other important information. Read the prospectuses carefully before investing.

Not all optional features are available in all states or in combination with other features.

Nationwide Destination [B] is a variable annuity issued by Nationwide Life Insurance Company, Columbus, Ohio, a member of Nationwide Financial. The general distributor is Nationwide Investment Services Corporation, member FINRA. In MI only: Nationwide Investment Svcs. Corporation.

Nationwide, the Nationwide framemark, On Your Side, The Nationwide Lifetime Income Rider and Nationwide Destination are service marks of Nationwide Mutual Insurance Company. Beneficiary Protector is a service mark of Nationwide Life Insurance Company.

Contract/certificate: VAC-0117AOCV, VAR-0144AO, VAR-0146AO, VAR-0147AO, VAR-0145AO, APO-6284, VAC-0117ORPP, VAR-0144OR.1, VAR-0146OR, VAR-0147OR, VAR-0145OR, APO-6284

Oklahoma Contract/certificate: VAC-0117OKPP, VAR-0144AO, VAR-0146AO, VAR-0147AO, VAR-0145AO, APO-6284

VAM-1468M1.1 (11/11)