

**Prospectus supplement dated September 9, 2020  
to the following prospectus(es):**

Key Future and America's Future Horizon Annuity prospectuses dated May 1, 2020

Key Choice prospectus dated May 1, 2013

BOA InvestCare, BOA SPVL, BOA Last Survivor FPVUL and Multi-Flex FPVUL prospectuses 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.**

(1) The Board of Trustees of Nationwide Variable Insurance Trust (the "Board"), on behalf of NVIT Multi-Manager Large Cap Value Fund, approved the merger of the NVIT Multi-Manager Large Cap Value Fund (the "Target Fund") into the NVIT Mellon Dynamic U.S. Equity Income Fund (the "Surviving Fund"). The merger will be effective on or about September 11, 2020 (the "Effective Date").

As of the Effective Date, the following changes apply to the contract/policy:

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

**Accordingly, the following changes apply to the prospectus:**

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

**Nationwide Variable Insurance Trust - NVIT Mellon Dynamic U.S. Equity Income: Class X**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Mellon Investments Corporation  
Investment Objective: The fund seeks capital appreciation, and secondarily current income.

- (2) All references in the prospectus to the Target Fund are deleted and replaced with the Surviving Fund.
- (3) Appendix A: Underlying Mutual Funds is amended to remove the following underlying mutual fund as an investment option under the contract/policy:

**Nationwide Variable Insurance Trust - NVIT Mellon Dynamic U.S. Equity Income: Class I (formerly, Nationwide Variable Insurance Trust - American Century NVIT Multi Cap Value Fund: Class I)**

*This underlying mutual fund is no longer available to receive transfers or new purchase payments effective September 11, 2020*

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Mellon Investments Corporation  
Investment Objective: The Fund seeks capital appreciation, and secondarily current income.

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

BOA IV, BOA America's Vision Annuity, America's marketFLEX Advisor Annuity, America's marketFLEX II Annuity, America's marketFlex Edge Annuity, BOA V, NEA Valuebuilder Select, BOA America's Future Annuity, Key Future, NEA Valuebuilder Future, America's Future Horizon Annuity, NEA Valuebuilder, Monument Advisor, Monument Advisor Select, Monument Advisor New York, Monument Advisor Select New York, BOA FPVUL, BOA CVUL Future (NWL), BAE Future Corporate FPVUL, BOA Next Generation FPVUL, BOA ChoiceLife FPVUL, NLIC Options Plus and NLIC Options Premier prospectuses dated May 1, 2020

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

BOA America's Income Annuity and BOA Advisor Variable Annuity prospectuses dated May 1, 2014  
BOA Choice Annuity and Key Choice prospectuses dated May 1, 2013

BOA Last Survivorship II, BOA ChoiceLife Survivorship, BOA ChoiceLife Survivorship II, Next Generation Survivorship Life, BOA Protection Survivorship Life and BOA ChoiceLife Protection Survivorship prospectuses dated May 1, 2009

Nationwide Enterprise The Best of America Annuity, BOA MSPVL, BOA MSPVL II (BOA MSPVL Future), BOA Protection FPVUL, BOA ChoiceLife Protection FPVUL, Survivor Options Premier (NLIC), Options Elite (NLIC), Survivor Options Elite (NLIC), BOA CVUL Future (NLAIC), BOA CVUL (NLAIC), Survivor Options Premier (NLAIC), Options Premier (NLAIC) and Options Elite (NLAIC) prospectuses dated May 1, 2008

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

ElitePRO LTD and ElitePRO Classic prospectuses dated May 1, 2003

BOA InvestCare, BOA SPVL, BOA Multiple Pay, BOA Last Survivor FPVUL, Multi-Flex FPVUL and Options VL (NLAIC) prospectuses dated May 1, 2002

Survivor Options Plus (NLIC), Special Product (NLIC) and Survivor Options VL (NLAIC) prospectuses 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.**

**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 Variable Portfolios, Inc. - American Century VP Income & Growth Fund: Class I	American Century Variable Portfolios, Inc. - American Century VP Disciplined Core Value Fund: Class I

**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  
BOA InvestCare prospectus dated May 1, 2002**

**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.

<b>Total Annual Mutual Fund Operating Expenses</b>		
	<b>Minimum</b>	<b>Maximum</b>
<b>Total Annual Mutual Fund Operating Expenses</b> (expenses that are deducted from the mutual fund assets, including management fees, distribution (12b-1) fees, and other expenses)	0.27%	1.37%

## **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.

### **American Century Variable Portfolios, Inc. - American Century VP Income & Growth Fund: Class I**

Investment Advisor: American Century Investment Management, Inc.  
Investment Objective: Capital growth by investing in common stocks. Income is a secondary objective.

### **American Century Variable Portfolios, Inc. - American Century VP International Fund: Class I**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

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

### **American Century Variable Portfolios, Inc. - American Century VP Ultra® Fund: Class I**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

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

**BNY Mellon Investment Portfolios - Small Cap Stock Index Portfolio: Service Shares**

Investment Advisor: BNY Mellon Investment Adviser, Inc.  
Investment Objective: The fund seeks to match the performance of the Standard & Poor's® SmallCap 600 Index (S&P SmallCap 600 Index).

**BNY Mellon Stock Index Fund, Inc.: Initial Shares**

Investment Advisor: BNY Mellon Investment Adviser, Inc.  
Sub-advisor: Mellon Investments Corporation  
Investment Objective: The fund seeks to match the total return of the S&P 500® Index.

**BNY Mellon Sustainable U.S. Equity Portfolio, Inc.: Initial Shares**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

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

**BNY Mellon Variable Investment Fund - Appreciation Portfolio: Initial Shares**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2016*

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.

**Federated Hermes Insurance Series - Federated Hermes Quality Bond Fund II: Primary Shares (formerly, Federated Insurance Series - Federated Quality Bond Fund II: Primary Shares)**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

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

**Fidelity Variable Insurance Products Fund - VIP Equity-Income Portfolio: Service Class**

Investment Advisor: Fidelity Management & Research Company  
Investment Objective: Reasonable income.

**Fidelity Variable Insurance Products Fund - VIP Growth Portfolio: Service Class**

Investment Advisor: Fidelity Management & Research Company  
Investment Objective: Capital appreciation.

**Fidelity Variable Insurance Products Fund - VIP High Income Portfolio: Service Class**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2016*

Investment Advisor: Fidelity Management & Research Company  
Investment Objective: High level of current income while also considering growth of capital.

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

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.

**Fidelity Variable Insurance Products Fund - VIP Value Strategies Portfolio: Service Class**

Investment Advisor: Fidelity Management & Research Company  
Investment Objective: Capital appreciation.

**Invesco Oppenheimer V.I. Discovery Mid Cap Growth Fund: Series I**

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

**Invesco Oppenheimer V.I. Global Fund: Series I**

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

**Invesco Oppenheimer V.I. Main Street Fund: Series I**

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

**Janus Aspen Series - Janus Henderson Forty Portfolio: Service Shares (formerly, Janus Henderson VIT Forty Portfolio: Service Shares)**

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

**Janus Aspen Series - Janus Henderson Global Technology and Innovation Portfolio: Service Shares (formerly, Janus Henderson VIT Global Technology Portfolio: Service Shares)**

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

**Janus Aspen Series - Janus Henderson Overseas Portfolio: Service Shares (formerly, Janus Henderson VIT Overseas Portfolio: Service Shares)**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2016*

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

**Morgan Stanley Variable Insurance Fund, Inc. - Discovery Portfolio: Class I**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2002*

Investment Advisor: Morgan Stanley Investment Management Inc.  
Investment Objective: The Fund seeks long-term capital growth by investing primarily in common stocks and other equity securities.

**Morgan Stanley Variable Insurance Fund, Inc. - Emerging Markets Debt Portfolio: Class I**

Investment Advisor: Morgan Stanley Investment Management Inc.  
Investment Objective: High total return by investing primarily in fixed income securities of government and government-related issuers and, to a lesser extent, of corporate issuers in emerging market countries.

**Morgan Stanley Variable Insurance Fund, Inc. - U.S. Real Estate Portfolio: Class I**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

Investment Advisor: Morgan Stanley Investment Management Inc.  
Investment Objective: The Fund seeks to provide above average current income and long-term capital appreciation by investing primarily in equity securities of companies in the U.S. real estate industry, including real estate investment trusts.

**Nationwide Variable Insurance Trust - Amundi NVIT Multi Sector Bond Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Amundi Pioneer Institutional Asset Management, Inc.  
Investment Objective: The Fund seeks to provide above average total return over a market cycle of three to five years.

**Nationwide Variable Insurance Trust - BlackRock NVIT Equity Dividend Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: BlackRock Investment Management, LLC  
Investment Objective: The Fund seeks capital growth and income through investments in equity securities, including common stocks and securities convertible into common stocks.

**Nationwide Variable Insurance Trust - Federated NVIT High Income Bond Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Federated Investment Management Company  
Investment Objective: The Fund seeks to provide high current income.



**Nationwide Variable Insurance Trust - NVIT AQR Large Cap Defensive Style Fund: Class I (formerly, Nationwide Variable Insurance Trust - NVIT Nationwide Fund: Class I)**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: AQR Capital Management, LLC  
Investment Objective: The Fund seeks total return through a flexible combination of capital appreciation and current income.

**Nationwide Variable Insurance Trust - NVIT Emerging Markets Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Lazard Asset Management LLC and Standard Life Investments (Corporate Funds) Limited  
Investment Objective: The Fund seeks long-term capital growth by investing primarily in equity securities of companies located in emerging market countries.

**Nationwide Variable Insurance Trust - NVIT Government Bond Fund: Class I**

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.

**Nationwide Variable Insurance Trust - NVIT Government Money Market Fund: Class I**

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

**Nationwide Variable Insurance Trust - NVIT International Equity 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: Lazard Asset Management LLC  
Investment Objective: The Fund seeks long-term capital growth by investing primarily in equity securities of companies in Europe, Australasia, the Far East and other regions, including developing countries.

**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 Jacobs Levy Large Cap Growth Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Jacobs Levy Equity Management, Inc.  
Investment Objective: The fund seeks long-term capital growth.

**Nationwide Variable Insurance Trust - NVIT Mellon Dynamic U.S. Core Fund: Class I (formerly, Nationwide Variable Insurance Trust - NVIT Dynamic U.S. Growth Fund: Class I)**

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

**Nationwide Variable Insurance Trust - NVIT Mellon Dynamic U.S. Equity Income: Class I (formerly, Nationwide Variable Insurance Trust - American Century NVIT Multi Cap Value Fund: Class I)**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Mellon Investments Corporation  
Investment Objective: The Fund seeks capital appreciation, and secondarily current income.

**Nationwide Variable Insurance Trust - NVIT Mid Cap Index Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: BlackRock Investment Management, LLC  
Investment Objective: The Fund seeks capital appreciation.

**Nationwide Variable Insurance Trust - NVIT Multi-Manager Large Cap Value Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Massachusetts Financial Services Company; Mellon Investments Corporation; and Wellington Capital Management LLP  
Investment Objective: The fund seeks long-term capital growth.

**Nationwide Variable Insurance Trust - NVIT Multi-Manager Small Cap Growth Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Invesco Advisers, Inc. and Wellington Management Company, LLP  
Investment Objective: The Fund seeks capital growth.

**Nationwide Variable Insurance Trust - NVIT Multi-Manager Small Cap Value Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Jacobs Levy Equity Management, Inc. and WCM Investment Management, LLC  
Investment Objective: The Fund seeks capital appreciation.

**Nationwide Variable Insurance Trust - NVIT Multi-Manager Small Company Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Jacobs Levy Equity Management, Inc. and Invesco Advisers, Inc.  
Investment Objective: The Fund seeks long-term growth of capital.

**Nationwide Variable Insurance Trust - NVIT Newton Sustainable U.S. Equity Fund: Class I (formerly, Nationwide Variable Insurance Trust - Neuberger Berman NVIT Socially Responsible Fund: Class I)**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Newton Investment Management Limited  
Investment Objective: The Fund seeks long-term growth of capital by investing primarily in securities of companies that meet the fund's financial criteria and social policy.

**Nationwide Variable Insurance Trust - NVIT S&P 500® Index Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: BlackRock Investment Management, LLC  
Investment Objective: The Fund seeks long-term capital appreciation.

**Nationwide Variable Insurance Trust - NVIT Wells Fargo Discovery Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Wells Capital Management, Inc.  
Investment Objective: The Fund seeks long-term capital growth. The fund invests at least 80% of its net assets in equity securities issued by small- and medium-sized companies with market capitalization similar to those of companies included in the Russell 2500 index.

**Neuberger Berman Advisers Management Trust - Mid-Cap Growth Portfolio: Class I**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

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

**Neuberger Berman Advisers Management Trust - Sustainable Equity Portfolio: Class I**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2019*

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.

**VanEck VIP Trust - VanEck VIP Emerging Markets Fund: Initial Class**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2002*

Investment Advisor: Van Eck Associates Corporation  
Investment Objective: Seeks long-term capital appreciation by investing primarily in equity securities in emerging markets around the world.

**VanEck VIP Trust - VanEck VIP Global Hard Assets Fund: Initial Class**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2002*

Investment Advisor: Van Eck Associates Corporation  
Investment Objective: Seeks long-term capital appreciation by investing primarily in hard asset securities. Income is a secondary consideration.

**Wells Fargo Variable Trust - VT Opportunity Fund: Class 2**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

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

**Prospectus supplement dated December 16, 2019  
to the following prospectus(es):**

BOA IV , Nationwide Destination B (2.0), Nationwide Destination B NY (2.0), Nationwide Destination Navigator (2.0), Nationwide Destination Navigator NY (2.0), Nationwide Destination All American Gold (2.0), Nationwide Destination All American Gold NY (2.0), Nationwide Destination Architect 2.0, Nationwide Destination Freedom+ Variable Annuity, BOA CVUL Future, Next Generation Corporate Variable Universal Life, Future Executive VUL, Nationwide Innovator VUL, Nationwide YourLife Protection VUL - New York, Nationwide YourLife Accumulation VUL - New York, Nationwide YourLife Survivorship VUL - New York , Nationwide YourLife Protection VUL, Marathon Performance VUL, Nationwide YourLife Accumulation VUL , Nationwide YourLife Survivorship VUL, Nationwide Destination B , Nationwide Destination L , Nationwide Destination EV (2.0), Nationwide Destination EV NY (2.0), Nationwide Destination L (2.0), Nationwide Destination L NY (2.0), BOA America's VISION Annuity , BOA America's FUTURE Annuity II, Nationwide Destination All American Gold, Compass All American Gold, Key All American Gold, M&T All American Gold, Wells Fargo Gold Variable Annuity, BOA Achiever Annuity, America's Horizon Annuity, BOA Future Venue Annuity, Nationwide Heritage Annuity, Nationwide Destination C, BOA Elite Venue Annuity, America's marketFLEX II Annuity, America's marketFlex Edge Annuity, America's marketFLEX Advisor Annuity , BOA The Next Generation II FFPVUL, BOA All American Annuity, M&T All American, BOA America's Future Annuity, Key Future, NEA Valuebuilder Future, America's Future Horizon Annuity, BOA V, NEA Valuebuilder Select, NEA Valuebuilder , BOA FFPVUL, BOA TNG, BOA ChoiceLife FFPVUL, NLIC Options Plus , and NLIC Options Premier dated May 1, 2019

BAE Future Corporate FFPVUL dated May 1, 2019, as amended September 17, 2019

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, 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

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

NLIC Survivor Options Premier , NLIC Survivor Options Elite, NLAIC Survivor Options Premier , NLAIC Options Premier, Nationwide Enterprise The Best of America Annuity, BOA MSPVL, BOA MSPVL II, BOA Protection FFPVUL, BOA ChoiceLife Protection FFPVUL, Nationwide Options Select - New York, BOA CVUL Future, BOA CVUL, and Nationwide Options Select - NLAIC dated May 1, 2008

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

ElitePRO LTD and ElitePRO Classic dated May 1, 2003

NLAIC Options VL , BOA InvestCare , BOA SPVL, BOA Multiple Pay, BOA Last Survivor FFPVUL, and Multi-Flex FFPVUL 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.**

At a meeting of the Board of Trustees (the "Board") of Nationwide Variable Insurance Trust (the "Trust") held on December 4, 2019 (the "Meeting"), the Board approved the following actions:

1. The Board approved the termination of Loomis, Sayles & Company, L.P. ("Loomis Sayles"), Massachusetts Financial Services Company d/b/a MFS Investment Management ("MFS") and Smith Asset Group ("Smith Group"), as the subadvisers to the NVIT Multi-Manager Large Cap Growth Fund and the appointment of Jacobs Levy Equity Management, Inc. ("Jacobs Levy") as the new subadviser to the NVIT Multi Manager Large Cap Growth Fund. All references to, and information regarding Loomis Sayles, MFS and Smith Group are deleted in their entirety and the fund is renamed the "NVIT Jacobs Levy Large Cap Growth Fund." All references to the fund's former name are replaced accordingly.
2. The Board approved the termination of Neuberger Berman Investment Advisers LLC ("Neuberger Berman") as the subadviser to the NVIT Multi-Manager Mid Cap Growth Fund. Wells Capital Management, Inc. will continue to subadvise the fund. All references to, and information regarding Neuberger Berman are deleted in their entirety and the fund is renamed the "NVIT Wells Fargo Discovery Fund." All references to the fund's former name are replaced accordingly.

The changes are anticipated to take effect on or about January 20, 2020.

**Prospectus supplement dated October 7, 2019  
to the following prospectus(es):**

BOA IV, Nationwide Destination B (2.0), Nationwide Destination B NY (2.0), Nationwide Destination Navigator (2.0), Nationwide Destination Navigator NY (2.0), Nationwide Destination All American Gold (2.0), Nationwide Destination All American Gold NY (2.0), Nationwide Destination Architect 2.0, Nationwide Destination Freedom+ Variable 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 , Nationwide YourLife Protection VUL, Marathon Performance VUL, Nationwide YourLife Accumulation VUL , Nationwide YourLife Survivorship VUL, Nationwide Marathon VUL Ultra, BOA America's VISION Annuity , BOA America's FUTURE Annuity II , Nationwide Destination All American Gold (formerly, BOA All American Gold), Compass All American Gold, Key All American Gold, M&T All American Gold (Variable Annuity Portfolio II), Wells Fargo Gold Variable Annuity, BOA Achiever Annuity, America's Horizon Annuity (1st Tennessee Achiever), BOA Future Venue Annuity, Nationwide Heritage Annuity (Wells Fargo Venue), BOA Elite Venue Annuity, Nationwide Destination B , Nationwide Destination L , BOA All American Annuity, Sun Trust All American, M&T All American (M&T Variable Annuity Portfolio), Compass All American, BOA America's Future Annuity, Key Future, America's Future Horizon Annuity, The BB&T Future Annuity, BOA V, BOA FPVUL, BOA Next Generation FPVUL, BOA ChoiceLife FPVUL, BOA The Next Generation II FPVUL, NLIC Options Plus , NLIC Options Premier , NLIC Options , Nationwide Destination C, Nationwide Destination EV (2.0), Nationwide Destination EV NY (2.0), Nationwide Destination L (2.0), Nationwide Destination L NY (2.0), America's marketFLEX II Annuity, America's marketFlex Edge Annuity, and America's marketFLEX Advisor Annuity prospectuses dated May 1, 2019

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

BOA America's Income Annuity and BOA Advisor Variable Annuity prospectuses 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 Venue Annuity, BOA Choice Annuity, and Paine Webber Choice Annuity prospectuses dated May 1, 2013

Schwab Income Choice Variable Annuity prospectus dated May 1, 2012

Schwab Custom Solutions Variable Annuity prospectus dated May 1, 2010

BOA Last Survivorship II, BOA ChoiceLife Survivorship, BOA ChoiceLife Survivorship II, Next Generation Survivorship Life, and BOA Protection Survivorship Life prospectuses dated May 1, 2009

Nationwide Enterprise The Best of America Annuity, BOA TruAccord Variable Annuity, BOA MSPVL, BOA MSPVL II, BOA Protection FPVUL, BOA ChoiceLife Protection FPVUL, Nationwide Options Select - New York, BOA CVUL Future, BOA CVUL, INVESCO PCVUL, Nationwide Options Select - NLAIC , NLAIC Market Street VIP/2 , NLIC Survivor Options Premier , NLIC Survivor Options Elite, NLAIC Survivor Options Premier , NLAIC Options Premier, and America's marketFLEX VUL prospectuses dated May 1, 2008

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

ElitePRO LTD and ElitePRO Classic prospectuses dated May 1, 2003

BOA InvestCare, BOA SPVL, BOA Multiple Pay, BOA Last Survivor FPVUL, Multi-Flex FPVUL, NLIC VIP Extra Credit , NLIC Market Street VIP/2 , NLAIC VIP Extra Credit , and NLAIC Options VL prospectuses dated May 1, 2002

NLIC VIP Premier DCA and NLAIC VIP Premier DCA prospectuses dated November 1, 2001

NLAIC Options VIP prospectus dated May 1, 2001

NLIC Survivor Options Plus , NLIC Special Product , and NLAIC Survivor Options VL prospectuses 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.**

At a meeting of the Board of Trustees (the "Board") of Nationwide Variable Insurance Trust (the "Trust") held on September 11, 2019, the Board approved the termination of Epoch Investment Partners, Inc. and J.P. Morgan Investment Management Inc. as the subadvisers to the NVIT Multi-Manager Small Cap Value Fund (the "Fund"), and the appointment of Jacobs Levy Equity Management, Inc. and WCM Investment Management, LLC as the Fund's new subadvisers. This change is anticipated to take effect on or before November 1, 2019 (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 FPVUL, BAE Future Corporate FPVUL, 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 FPVUL, BOA ChoiceLife FPVUL, BOA Next Generation FPVUL, 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 FPVUL, BOA ChoiceLife Protection FPVUL, 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 FPVUL, BOA SPVL, BOA InvestCare, Multi-Flex FPVUL, 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):**

ElitePRO LTD and ElitePRO Classic dated May 1, 2003

BOA InvestCare 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:**

- (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 Investment Portfolios – Small Cap Stock Index Portfolio	BNY Mellon Investment Portfolios – Small Cap Stock Index Portfolio
Dreyfus Stock Index Fund, Inc.	BNY Mellon Stock Index Fund, Inc.
Dreyfus Variable Investment Fund – Appreciation Portfolio	BNY Mellon Variable Investment Fund – Appreciation Portfolio
The Dreyfus Sustainable U.S. Equity Portfolio, Inc.	BNY Mellon Sustainable U.S. Equity Portfolio, 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 Capital Appreciation Fund/VA	Invesco Oppenheimer V.I. Capital Appreciation Fund
Oppenheimer Variable Account Funds – Oppenheimer Discovery Mid Cap Growth Fund/VA	Invesco Oppenheimer V.I. Discovery Mid Cap Growth Fund
Oppenheimer Variable Account Funds – Oppenheimer Global Fund/VA	Invesco Oppenheimer V.I. Global Fund

CURRENT NAME	UPDATED NAME
Oppenheimer Variable Account Funds – Oppenheimer Main Street Fund®/VA	Invesco Oppenheimer V.I. Main Street Fund

**Supplement dated May 1, 2019  
to the  
BOA InvestCare prospectus dated May 1, 2002**

**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.

<b>Total Annual Mutual Fund Operating Expenses</b>		
	<u>Minimum</u>	<u>Maximum</u>
<b>Total Annual Mutual Fund Operating Expenses</b> (expenses that are deducted from the mutual fund assets, including management fees, distribution (12b-1) fees, and other expenses)	0.27%	1.37%

## 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.

### American Century Variable Portfolios, Inc. - American Century VP Income & Growth Fund: Class I

Investment Advisor: American Century Investment Management, Inc.  
Investment Objective: Capital growth by investing in common stocks. Income is a secondary objective.

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

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

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

### American Century Variable Portfolios, Inc. - American Century VP Ultra® Fund: Class I

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

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

### Dreyfus Investment Portfolios - Small Cap Stock Index Portfolio: Service Shares

Investment Advisor: The Dreyfus Corporation  
Investment Objective: The fund seeks to match the performance of the Standard & Poor's® SmallCap 600 Index (S&P SmallCap 600 Index).

**Dreyfus Stock Index Fund, Inc.: Initial Shares**

Investment Advisor: The Dreyfus Corporation  
Sub-advisor: Mellon Investments Corporation  
Investment Objective: The fund seeks to match the total return of the S&P 500® Index.

**Dreyfus Sustainable U.S. Equity Portfolio, Inc. (The): Initial Shares**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

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

**Dreyfus Variable Investment Fund - Appreciation Portfolio: Initial Shares**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2016*

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.

**Federated Insurance Series - Federated Quality Bond Fund II: Primary Shares**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

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

**Fidelity Variable Insurance Products Fund - VIP Equity-Income Portfolio: Service Class**

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

**Fidelity Variable Insurance Products Fund - VIP Growth Portfolio: Service Class**

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: Capital appreciation.

**Fidelity Variable Insurance Products Fund - VIP High Income Portfolio: Service Class**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2016*

Investment Advisor: Fidelity Management & Research Company  
Sub-advisor: FMR Co., Inc., Fidelity Research & Analysis Company, Fidelity Investments Japan Limited, Fidelity International Investment Advisors, Fidelity International Investment Advisors (U.K.) Limited  
Investment Objective: High level of current income while also considering growth of capital.

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

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.

**Fidelity Variable Insurance Products Fund - VIP Value Strategies Portfolio: Service Class**

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

**Janus Henderson VIT Forty Portfolio: Service Shares**

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

**Janus Henderson VIT Global Technology Portfolio: Service Shares**

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

**Janus Henderson VIT Overseas Portfolio: Service Shares**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2016*

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

**Morgan Stanley Variable Insurance Fund, Inc. - Discovery Portfolio: Class I (formerly, Morgan Stanley Variable Insurance Fund, Inc. - Mid Cap Growth Portfolio: Class I)**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2002*

Investment Advisor: Morgan Stanley Investment Management Inc.  
Investment Objective: The Fund seeks long-term capital growth by investing primarily in common stocks and other equity securities.

**Morgan Stanley Variable Insurance Fund, Inc. - Emerging Markets Debt Portfolio: Class I**

Investment Advisor: Morgan Stanley Investment Management Inc.  
Investment Objective: High total return by investing primarily in fixed income securities of government and government-related issuers and, to a lesser extent, of corporate issuers in emerging market countries.

**Morgan Stanley Variable Insurance Fund, Inc. - U.S. Real Estate Portfolio: Class I**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

Investment Advisor: Morgan Stanley Investment Management Inc.  
Investment Objective: The Fund seeks to provide above average current income and long-term capital appreciation by investing primarily in equity securities of companies in the U.S. real estate industry, including real estate investment trusts.

**Nationwide Variable Insurance Trust - American Century NVIT Multi Cap Value Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: American Century Investment Management, Inc.  
Investment Objective: The Fund seeks capital appreciation, and secondarily current income.

**Nationwide Variable Insurance Trust - Amundi NVIT Multi Sector Bond Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Amundi Pioneer Institutional Asset Management, Inc.  
Investment Objective: The Fund seeks to provide above average total return over a market cycle of three to five years.

**Nationwide Variable Insurance Trust - BlackRock NVIT Equity Dividend Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: BlackRock Investment Management, LLC  
Investment Objective: The Fund seeks capital growth and income through investments in equity securities, including common stocks and securities convertible into common stocks.

**Nationwide Variable Insurance Trust - Federated NVIT High Income Bond Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Federated Investment Management Company  
Investment Objective: The Fund seeks to provide high current income.

**Nationwide Variable Insurance Trust - NVIT Dynamic U.S. Growth Fund: Class I**

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

**Nationwide Variable Insurance Trust - NVIT Emerging Markets Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Lazard Asset Management LLC and Standard Life Investments (Corporate Funds) Limited  
Investment Objective: The Fund seeks long-term capital growth by investing primarily in equity securities of companies located in emerging market countries.

**Nationwide Variable Insurance Trust - NVIT Government Bond Fund: Class I**

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.

**Nationwide Variable Insurance Trust - NVIT Government Money Market Fund: Class I**

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

**Nationwide Variable Insurance Trust - NVIT International Equity Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Lazard Asset Management LLC  
Investment Objective: The Fund seeks long-term capital growth by investing primarily in equity securities of companies in Europe, Australasia, the Far East and other regions, including developing countries.

**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 Mid Cap Index Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: BlackRock Investment Management, LLC  
Investment Objective: The Fund seeks capital appreciation.

**Nationwide Variable Insurance Trust - NVIT Multi-Manager Large Cap Growth Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Massachusetts Financial Services Company; Smith Asset Management Group; and Loomis, Sayles & Company L.P.  
Investment Objective: The fund seeks long-term capital growth.

**Nationwide Variable Insurance Trust - NVIT Multi-Manager Large Cap Value Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Massachusetts Financial Services Company; Mellon Investments Corporation; and Wellington Capital Management LLP  
Investment Objective: The fund seeks long-term capital growth.

**Nationwide Variable Insurance Trust - NVIT Multi-Manager Mid Cap Growth Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Neuberger Berman Investment Advisers LLC and Wells Capital Management, Inc.  
Investment Objective: The fund seeks long-term capital growth.

**Nationwide Variable Insurance Trust - NVIT Multi-Manager Small Cap Growth Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: OppenheimerFunds, Inc. and Wellington Management Company, LLP  
Investment Objective: The Fund seeks capital growth.



**Nationwide Variable Insurance Trust - NVIT Multi-Manager Small Cap Value Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Epoch Investment Partners, Inc. and J.P. Morgan Investment Management Inc.  
Investment Objective: The Fund seeks capital appreciation.

**Nationwide Variable Insurance Trust - NVIT Multi-Manager Small Company Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Jacobs Levy Equity Management, Inc. and OppenheimerFunds, Inc.  
Investment Objective: The Fund seeks long-term growth of capital.

**Nationwide Variable Insurance Trust - NVIT Nationwide Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: AQR Capital Management, LLC  
Investment Objective: The Fund seeks total return through a flexible combination of capital appreciation and current income.

**Neuberger Berman Advisers Management Trust - Mid-Cap Growth Portfolio: Class I**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

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

**Neuberger Berman Advisers Management Trust - Sustainable Equity Portfolio: Class I**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2019*

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 Variable Account Funds - Oppenheimer Discovery Mid Cap Growth Fund/VA: Non-Service Shares**

Investment Advisor: OFI Global Asset Management, Inc.  
Sub-advisor: OppenheimerFunds, Inc.  
Investment Objective: Capital appreciation.

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

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

**Oppenheimer Variable Account Funds - Oppenheimer Main Street Fund®/VA: Non-Service Shares**

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

**VanEck VIP Trust - VanEck VIP Emerging Markets Fund: Initial Class**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2002*

Investment Advisor: Van Eck Associates Corporation  
Investment Objective: Seeks long-term capital appreciation by investing primarily in equity securities in emerging markets around the world.

**VanEck VIP Trust - VanEck VIP Global Hard Assets Fund: Initial Class**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2002*

Investment Advisor: Van Eck Associates Corporation  
Investment Objective: Seeks long-term capital appreciation by investing primarily in hard asset securities. Income is a secondary consideration.

**Wells Fargo Variable Trust - VT Opportunity Fund: Class 2**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

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

**Prospectus supplement dated December 10, 2018  
to the following prospectus(es):**

BOA IV, Nationwide Destination B (2.0), Nationwide Destination B NY (2.0), Nationwide Destination Navigator (2.0), Nationwide Destination Navigator NY (2.0), Nationwide Destination All American Gold (2.0), Nationwide Destination All American Gold NY (2.0), Nationwide Destination Architect 2.0, Nationwide Destination Freedom+ Variable Annuity, BOA CVUL Future, BAE Future Corporate FPVUL, 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 , Nationwide YourLife Protection VUL, Marathon Performance VUL, Nationwide YourLife Accumulation VUL, Nationwide YourLife Survivorship VUL, BOA America's VISION Annuity , BOA America's FUTURE Annuity II , Nationwide Destination All American Gold, Compass All American Gold, Key All American Gold, M&T All American Gold, Wells Fargo Gold Variable Annuity, BOA Achiever Annuity, America's Horizon Annuity, BOA Future Venue Annuity, Nationwide Heritage Annuity, BOA Elite Venue Annuity, Nationwide Destination B , Nationwide Destination L , BOA America's Future Annuity, Key Future, NEA Valuebuilder Future, America's Future Horizon Annuity, BOA V, NEA Valuebuilder Select, BOA FPVUL, BOA TNG, BOA ChoiceLife FPVUL, BOA The Next Generation II FPVUL, NLIC Options Plus, NLIC Options Premier, Nationwide Destination C, Nationwide Destination EV (2.0), Nationwide Destination EV NY (2.0), Nationwide Destination L (2.0), Nationwide Destination L NY (2.0), America's marketFLEX II Annuity, America's marketFlex Edge Annuity, and America's marketFLEX Advisor Annuity dated May 1, 2018

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

BOA America's Income 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 Venue Annuity, BOA Choice 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

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

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

BOA Exclusive dated May 1, 2004

ElitePRO LTD and ElitePRO Classic dated May 1, 2003

NLAIC Options VL, BOA InvestCare, BOA SPVL, and BOA Last Survivor FPVUL dated May 1, 2002

NLIC Survivor Options Plus, NLIC Special Product, and NLAIC Survivor Options VL 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.**

- On December 5, 2018, at a meeting of the Board of Trustees (the "Board") of Nationwide Variable Insurance Trust (the "Trust"), the Board approved the termination of Logan Circle Partners, L.P. as the subadviser to the Nationwide Variable Insurance Trust – NVIT Multi Sector Bond Fund (the "Fund") and approved the appointment of Amundi Pioneer Institutional Asset Management, Inc. as the Fund's new subadviser.
- The Fund is renamed "Amundi NVIT Multi Sector Bond Fund" and all references in the prospectus to the Fund's former name are replaced accordingly.
- These changes are anticipated to take effect before the end of January 2019.

**Prospectus supplement dated June 28, 2018**

**to the following prospectus(es):**

Nationwide Destination Architect 2.0, Nationwide YourLife Protection VUL - NLAIC, Marathon Performance VUL, Nationwide YourLife Accumulation VUL - NLAIC, Nationwide YourLife Survivorship VUL, Nationwide Protector IVUL, Nationwide Accumulator IVUL, Nationwide YourLife Protection VUL - New York, Nationwide YourLife Accumulation VUL - New York, Nationwide YourLife Survivorship VUL - New York, BOA CVUL Future (NWL), BAE Future Corporate FPVUL, BOA Next Generation FPVUL, BOA ChoiceLife FPVUL, BOA IV, BOA America's Vision Annuity, BOA America's Future Annuity, Key Future, NEA Valuebuilder Future, America's Future Horizon Annuity, BOA V, NEA Valuebuilder Select, M&T All American, BOA Next Generation II FPVUL, BOA FPVUL, NLIC Options, NLIC Options Plus, NLIC Options Premier and NEA Valuebuilder dated May 1, 2018

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

BOA America's Income Annuity dated May 1, 2014

BOA Choice Annuity and Key Choice dated May 1, 2013

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

Multi-Flex Annuity, Market Street VIP/2 Annuity (NLAIC), Options Elite (NLIC), Survivor Options Elite (NLIC), Survivor Options Premier (NLIC), Options Elite (NLAIC), Options Premier (NLAIC), Survivor Options Premier (NLAIC), Nationwide Select Annuity, Nationwide Enterprise The Best of America Annuity, BOA CVUL Future (NLAIC), BOA CVUL (NLAIC), INVESCO PCVUL, Nationwide Options Select AO, BOA MSPVL, BOA MSPVL II (BOA MSPVL Future), BOA Protection FPVUL, BOA ChoiceLife Protection FPVUL, and Nationwide Options Select - New York dated May 1, 2008  
BOA Exclusive Annuity, America's Vision Plus Annuity, and America's Vision Annuity dated May 1, 2004

Evergreen Ultra Advantage dated November 25, 2003

Nationwide Classic Annuity, ElitePRO LTD, and ElitePRO Classic dated May 1, 2003

Market Street VIP/2 Annuity (NLIC), Options VL (NLAIC), BOA InvestCare, BOA SPVL, BOA Multiple Pay, BOA Last Survivor FPVUL, and Multi-Flex FPVUL dated May 1, 2002

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

Special Product (NLIC), Survivor Options Plus (NLIC), and Survivor Options VL (NLAIC) 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.**

- On June 13, 2018, at a meeting of the Board of Trustees (the "Board") of Nationwide Variable Insurance Trust (the "Trust"), the Board approved the termination of Boston Advisors, LLC as the subadviser to the Nationwide Variable Insurance Trust – NVIT Large Cap Growth Fund: Class I (the "Fund") and approved the appointment of BNY Mellon Asset Management 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").
- As of the Effective Date, the Fund is renamed "Nationwide Variable Insurance Trust – NVIT Dynamic U.S. Growth Fund: Class I." All references in the prospectus to the Fund's former name are replaced accordingly.

**Supplement dated May 1, 2018  
to the  
BOA InvestCare prospectus dated May 1, 2002**

**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.

<b>Total Annual Mutual Fund Operating Expenses</b>		
	<b>Minimum</b>	<b>Maximum</b>
<b>Total Annual Mutual Fund Operating Expenses</b> (expenses that are deducted from the mutual fund assets, including management fees, distribution (12b-1) fees, and other expenses)	0.27%	1.35%

## 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.

### **American Century Variable Portfolios, Inc. - American Century VP Income & Growth Fund: Class I**

Investment Advisor: American Century Investment Management, Inc.  
Investment Objective: Capital growth by investing in common stocks. Income is a secondary objective.

### **American Century Variable Portfolios, Inc. - American Century VP International Fund: Class I**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

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

### **American Century Variable Portfolios, Inc. - American Century VP Ultra® Fund: Class I**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

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

### **Dreyfus Investment Portfolios - Small Cap Stock Index Portfolio: Service Shares**

Investment Advisor: The Dreyfus Corporation  
Investment Objective: The fund seeks to match the performance of the Standard & Poor's® SmallCap 600 Index (S&P SmallCap 600 Index).

### **Dreyfus Stock Index Fund, Inc.: Initial Shares**

Investment Advisor: The Dreyfus Corporation  
Investment Objective: The fund seeks to match the total return of the Standard & Poor's® 500 Composite Stock Price Index (S&P 500® Index).

**Dreyfus Sustainable U.S. Equity Portfolio, Inc. (The): Initial Shares**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

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

**Dreyfus Variable Investment Fund - Appreciation Portfolio: Initial Shares**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2016*

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.

**Federated Insurance Series - Federated Quality Bond Fund II: Primary Shares**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

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

**Fidelity Variable Insurance Products Fund - VIP Equity-Income Portfolio: Service Class**

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

**Fidelity Variable Insurance Products Fund - VIP Growth Portfolio: Service Class**

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: Capital appreciation.

**Fidelity Variable Insurance Products Fund - VIP High Income Portfolio: Service Class**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2016*

Investment Advisor: Fidelity Management & Research Company  
Sub-advisor: FMR Co., Inc., Fidelity Research & Analysis Company, Fidelity Investments Japan Limited, Fidelity International Investment Advisors, Fidelity International Investment Advisors (U.K.) Limited  
Investment Objective: High level of current income while also considering growth of capital.

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

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.

**Fidelity Variable Insurance Products Fund - VIP Value Strategies Portfolio: Service Class**

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

**Janus Henderson VIT Forty Portfolio: Service Shares**

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

**Janus Henderson VIT Global Technology Portfolio: Service Shares**

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

**Janus Henderson VIT Overseas Portfolio: Service Shares**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2016*

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

**Morgan Stanley Variable Insurance Fund, Inc. - Emerging Markets Debt Portfolio: Class I**

Investment Advisor: Morgan Stanley Investment Management Inc.  
Investment Objective: High total return by investing primarily in fixed income securities of government and government-related issuers and, to a lesser extent, of corporate issuers in emerging market countries.

**Morgan Stanley Variable Insurance Fund, Inc. - Mid Cap Growth Portfolio: Class I**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2002*

Investment Advisor: Morgan Stanley Investment Management Inc.  
Investment Objective: Long-term capital growth by investing primarily in common stocks and other equity securities.

**Morgan Stanley Variable Insurance Fund, Inc. - U.S. Real Estate Portfolio: Class I**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

Investment Advisor: Morgan Stanley Investment Management Inc.  
Investment Objective: Above average current income and long-term capital appreciation by investing primarily in equity securities of companies in the U.S. real estate industry, including real estate investment trusts.

**Nationwide Variable Insurance Trust - American Century NVIT Multi Cap Value Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: American Century Investment Management, Inc.  
Investment Objective: The Fund seeks capital appreciation, and secondarily current income.

**Nationwide Variable Insurance Trust - BlackRock NVIT Equity Dividend Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: BlackRock Investment Management, LLC  
Investment Objective: The Fund's investment objective is to seek capital growth and income through investments in equity securities, including common stocks, preferred stocks, and convertible securities.

**Nationwide Variable Insurance Trust - Federated NVIT High Income Bond Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Federated Investment Management Company  
Investment Objective: The Fund seeks to provide high current income.

**Nationwide Variable Insurance Trust - NVIT Emerging Markets Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Lazard Asset Management, LLC and Standard Life Investments (Corporate Funds) Limited  
Investment Objective: The Fund seeks long-term capital growth by investing primarily in equity securities of companies located in emerging market countries.

**Nationwide Variable Insurance Trust - NVIT Government Bond Fund: Class I**

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 the preservation of capital.



**Nationwide Variable Insurance Trust - NVIT Government Money Market Fund: Class I**

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

**Nationwide Variable Insurance Trust - NVIT International Equity Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Lazard Asset Management LLC  
Investment Objective: The Fund seeks long-term capital growth by investing primarily in equity securities of companies in Europe, Australasia, the Far East and other regions, including developing countries.

**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 Large Cap Growth Fund: Class I**

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

**Nationwide Variable Insurance Trust - NVIT Mid Cap Index Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: BlackRock Investment Management, LLC  
Investment Objective: The Fund seeks capital appreciation.

**Nationwide Variable Insurance Trust - NVIT Multi Sector Bond Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Logan Circle Partners, L.P.  
Investment Objective: The Fund seeks to provide above average total return over a market cycle of three to five years.

**Nationwide Variable Insurance Trust - NVIT Multi-Manager Large Cap Growth Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Massachusetts Financial Services Company; Smith Asset Management Group; and Loomis, Sayles & Company L.P.  
Investment Objective: The fund seeks long-term capital growth.

**Nationwide Variable Insurance Trust - NVIT Multi-Manager Large Cap Value Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Massachusetts Financial Services Company; The Boston Company Asset Management, LLC; Wellington Management Company, LLP  
Investment Objective: The fund seeks long-term capital growth.

**Nationwide Variable Insurance Trust - NVIT Multi-Manager Mid Cap Growth Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Neuberger Berman Investment Advisers LLC; Wells Capital Management, Inc.  
Investment Objective: The fund seeks long-term capital growth.

**Nationwide Variable Insurance Trust - NVIT Multi-Manager Small Cap Growth Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: OppenheimerFunds, Inc.; Wellington Management Company, LLP  
Investment Objective: The Fund seeks capital growth.

**Nationwide Variable Insurance Trust - NVIT Multi-Manager Small Cap Value Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Epoch Investment Partners, Inc.; JPMorgan Investment Management Inc.  
Investment Objective: The Fund seeks capital appreciation.

**Nationwide Variable Insurance Trust - NVIT Multi-Manager Small Company Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: Jacobs Levy Equity Management, Inc.; OppenheimerFunds, Inc.  
Investment Objective: The Fund seeks long-term growth of capital.

**Nationwide Variable Insurance Trust - NVIT Nationwide Fund: Class I**

Investment Advisor: Nationwide Fund Advisors  
Sub-advisor: AQR Capital Management, LLC  
Investment Objective: The Fund seeks total return through a flexible combination of capital appreciation and current income.

**Neuberger Berman Advisers Management Trust - Guardian Portfolio: Class I**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

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 Advisers Management Trust - Large Cap Value Portfolio: Class I**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

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

**Neuberger Berman Advisers Management Trust - Mid-Cap Growth Portfolio: Class I**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

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

**Oppenheimer Variable Account Funds - Oppenheimer Discovery Mid Cap Growth Fund/VA: Non-Service Shares**

Investment Advisor: OFI Global Asset Management, Inc.  
Sub-advisor: OppenheimerFunds, Inc.  
Investment Objective: Capital appreciation.

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

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

**Oppenheimer Variable Account Funds - Oppenheimer Main Street Fund®/VA: Non-Service Shares**

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

**VanEck VIP Trust - VanEck VIP Emerging Markets Fund: Initial Class**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2002*

Investment Advisor: Van Eck Associates Corporation  
Investment Objective: Long-term capital appreciation by investing primarily in equity securities in emerging markets around the world.

**VanEck VIP Trust - VanEck VIP Global Hard Assets Fund: Initial Class**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2002*

Investment Advisor: Van Eck Associates Corporation  
Investment Objective: Long-term capital appreciation by investing primarily in hard asset securities. Income is a secondary consideration.

**Wells Fargo Variable Trust - VT Opportunity Fund: Class 2**

*This underlying mutual fund is only available in contracts for which good order applications were received before May 1, 2008*

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

**Prospectus supplement dated March 12, 2018**

**to the following prospectus(es):**

Nationwide Destination Architect 2.0, Nationwide Destination All American Gold 2.0, Nationwide Destination All American Gold NY 2.0, Nationwide Destination B 2.0, Nationwide Destination B NY 2.0, Nationwide Destination EV NY 2.0, Nationwide Destination L NY 2.0, Nationwide Destination Navigator 2.0, Nationwide Destination Navigator NY 2.0, Nationwide Destination Freedom+, BOA CVUL Future (NWL), BAE Future Corporate FPVUL, 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, Nationwide YourLife Protection VUL - NLAIC, Marathon Performance VUL, Nationwide YourLife Accumulation VUL - NLAIC, Nationwide YourLife Survivorship VUL, 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 B, Nationwide Destination C, Nationwide Destination EV 2.0, Nationwide Destination L, Nationwide Destination L 2.0, America's marketFLEX Advisor Annuity, America's marketFLEX II Annuity, America's marketFLEX Edge Annuity, 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, The BB&T Future Annuity, BOA V, NEA Valuebuilder Select, BOA FPVUL, BOA Next Generation FPVUL, BOA ChoiceLife FPVUL, BOA Next Generation II FPVUL, NLIC Options Plus, NLIC Options Premier, and NLIC Options dated May 1, 2017

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 Venue Annuity, BOA Choice 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

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

Nationwide Enterprise The Best of America Annuity, BOA TruAccord Variable Annuity, Market Street VIP/2 Annuity (NLAIC), BOA MSPVL, BOA MSPVL II (BOA MSPVL Future), BOA Protection FPVUL, BOA ChoiceLife Protection FPVUL, America's marketFLEX VUL, Nationwide Options Select - New York, Survivor Options Premier (NLIC), Survivor Options Elite (NLIC), BOA CVUL Future (NLAIC), BOA CVUL (NLAIC), INVESCO PCVUL, 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 InvestCare, VIP Extra Credit Annuity (NLIC), Market Street VIP/2 Annuity (NLIC), VIP Extra Credit Annuity (NLAIC), BOA SPVL, BOA Last Survivor FPVUL, Multi-Flex FPVUL, and Options VL (NLAIC) dated May 1, 2002

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

Eagle Choice Annuity and Options VIP Annuity (NLAIC) dated May 1, 2001  
Survivor Options Plus (NLIC), Special Product (NLIC), and Survivor Options VL (NLAIC) 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.**

At a meeting held on or about March 7, 2018, the Board of Trustees of Nationwide Variable Insurance Trust (the "Trust") approved the termination of Putnam Investment Management, LLC ("Putnam") as a subadvisor to the NVIT Multi-Manager Small Company Fund (the "Fund"). This change is anticipated to take effect on or about April 27, 2018 (the "Effective Date").

**Prospectus supplement dated November 15, 2017  
to the following prospectus(es):**

Nationwide Destination EV NY 2.0, Nationwide Destination B 2.0, Nationwide Destination B NY 2.0, Nationwide Destination L NY 2.0, Nationwide Destination All American Gold 2.0, Nationwide Destination All American Gold NY 2.0, Nationwide Destination Navigator 2.0, Nationwide Destination Navigator NY 2.0, Nationwide YourLife Protection VUL - NLAIC, Marathon Performance VUL, Nationwide YourLife Accumulation VUL - NLAIC, Nationwide YourLife Survivorship VUL, Future Executive VUL, BOA CVUL Future (NWL), BAE Future Corporate FPVUL, Next Generation Corporate Variable Universal Life, Nationwide YourLife Protection VUL - New York, Nationwide YourLife Accumulation VUL - New York, Nationwide YourLife Survivorship VUL - New York, Nationwide Destination Freedom+, NEA Valuebuilder, America's marketFLEX II Annuity, America's marketFLEX Edge Annuity, America's marketFLEX Advisor Annuity, 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, BOA All American Annuity, M&T All American, BOA IV, BOA America's Vision Annuity, BOA America's Future Annuity II, Nationwide Destination All American Gold, Compass All American Gold, Key All American Gold, M&T All American Gold, Wells Fargo Gold Variable Annuity, BOA Achiever Annuity, America's Horizon Annuity, Nationwide Destination C, BOA Elite Venue Annuity, BOA Future Venue Annuity, Nationwide Heritage Annuity, Nationwide Destination L, Nationwide Destination B, Nationwide Destination EV 2.0, Nationwide Destination L 2.0, NLIC Options, NLIC Options Plus, and NLIC Options Premier dated May 1, 2017

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

BOA America's Income Annuity dated May 1, 2014

BOA Choice Annuity, Key Choice, Paine Webber Choice Annuity, BOA Choice Venue Annuity, BOA Choice Venue Annuity II, Nationwide Income Architect Annuity, Nationwide Destination EV, Nationwide Destination Navigator, and Nationwide Destination Navigator (New York) 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, BOA Protection Survivorship Life, BOA ChoiceLife Protection, Next Generation Survivorship Life, and BOA ChoiceLife Survivorship II dated May 1, 2009

Multi-Flex Annuity, BOA TruAccord Variable Annuity, Nationwide Enterprise The Best of America Annuity, BOA CVUL Future (NLAIC), BOA CVUL (NLAIC), INVESCO PCVUL, Nationwide Options Select AO, BOA MSPVL, BOA MSPVL II (BOA MSPVL Future), BOA Protection FPVUL, BOA ChoiceLife Protection FPVUL, America's marketFLEX VUL, Nationwide Options Select - New York, Survivor Options Elite (NLIC), Survivor Options Premier (NLIC), Market Street VIP/2 Annuity (NLAIC), Options Premier (NLAIC), and Survivor Options Premier (NLAIC) dated May 1, 2008

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

ElitePRO LTD and ElitePRO Classic dated May 1, 2003

BOA InvestCare, BOA SPVL, BOA Multiple Pay, BOA Last Survivor FPVUL, Multi-Flex FPVUL, Market Street VIP/2 Annuity (NLIC), VIP Extra Credit Annuity (NLIC), VIP Extra Credit Annuity (NLAIC), and Options VL (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  
Citibank Annuity, Special Product (NLIC), Survivor Options Plus (NLIC), and Survivor Options VL  
(NLAIC) dated May 1, 2000

VIP Annuity (NLIC) and NLAIC VIP Annuity dated May 2, 1994  
SPVL and VLI (NLIC) dated May 1, 1987

**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 November 13, 2017 (the "Effective Date"), HighMark Capital Management, Inc. ("HighMark") will no longer serve as subadviser to the Nationwide Variable Insurance Trust – Nationwide Fund (the "Fund").

At a special meeting on November 8, 2017, the Board of Trustees (the "Board") of the Nationwide Variable Insurance Trust (the "Trust") approved the appointment of AQR Capital Management, LLC (AQR) as the new subadviser to the Fund. This change is anticipated to be implemented on or about the Effective Date.

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

America's Future Horizon Annuity, BOA Choice Annuity, ElitePRO Classic, ElitePRO LTD, Key Future, NEA Valuebuilder Future, NEA Valuebuilder Select, Paine Webber Choice Annuity, America's Vision Annuity, America's Vision Plus Annuity, BOA InvestCare, Nationwide Enterprise The Best of America Annuity, BOA Exclusive Annuity, BOA Last Survivor FPVUL, and BOA SPVL

**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) Effective May 1, 2017, the Sub-Advisor for the following underlying mutual funds are updated as indicated below:

**Dreyfus Sustainable U.S. Equity Portfolio, Inc. (The): Initial Shares (formerly, Dreyfus Socially Responsible Growth Fund, Inc. (The): Initial Shares)**

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

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

CURRENT NAME	UPDATED NAME
Janus Aspen Series - Forty Portfolio: Service Shares	Janus Henderson VIT Forty Portfolio: Service Shares
Janus Aspen Series - Global Technology Portfolio: Service Shares	Janus Henderson VIT Global Technology Portfolio: Service Shares
Janus Aspen Series - Overseas Portfolio: Service Shares	Janus Henderson VIT Overseas Portfolio: Service Shares

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

BOA InvestCare dated May 1, 2002

<b>This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.</b>
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**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/policy. Effective May 1, 2017, the name of the investment option(s) are updated as indicated below:

CURRENT NAME	UPDATED NAME
The Universal Institutional Funds, Inc. - Emerging Markets Debt Portfolio: Class I	Morgan Stanley Variable Insurance Fund, Inc. - Emerging Markets Debt Portfolio: Class I
The Universal Institutional Funds, Inc. - Mid Cap Growth Portfolio: Class I	Morgan Stanley Variable Insurance Fund, Inc. - Mid Cap Growth Portfolio: Class I
The Universal Institutional Funds, Inc. - U.S. Real Estate Portfolio: Class I	Morgan Stanley Variable Insurance Fund, Inc. - U.S. Real Estate Portfolio: Class I
Nationwide Variable Insurance Trust - NVIT Money Market Fund: Class I	Nationwide Variable Insurance Trust - NVIT Government Money Market Fund: Class I

**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 March 14, 2017**

**to the following prospectus(es):**

BOA IV, BOA America's Vision Annuity, BOA America's Future Annuity II, Nationwide Destination Architect 2.0, 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, The BB&T Future Annuity, BOA V, NEA Valuebuilder Select, NEA Valuebuilder, BOA FPVUL, BOA Next Generation FPVUL, BOA ChoiceLife FPVUL, BOA CVUL Future (NWL), BAE Future Corporate FPVUL, Next Generation Corporate Variable Universal Life, Future Executive VUL, 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, Nationwide YourLife Survivorship VUL, America's marketFLEX Annuity, and BOA America's Exclusive Annuity II prospectus dated May 1, 2016

BOA America's Income Annuity and BOA Advisor Variable Annuity prospectus 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 Venue Annuity, BOA Choice Annuity, and Key Choice prospectus dated May 1, 2013

Schwab Income Choice Variable Annuity prospectus dated May 1, 2012

Schwab Custom Solutions Variable Annuity prospectus dated May 1, 2010

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

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, Options Elite (NLIC), Survivor Options Elite (NLIC), BOA CVUL Future (NLAIC), BOA CVUL (NLAIC), Nationwide Options Select AO, Survivor Options Premier (NLAIC), Options Premier (NLAIC), and Options Elite (NLAIC) prospectus dated May 1, 2008

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

ElitePRO LTD and ElitePRO Classic prospectus dated May 1, 2003

BOA InvestCare, BOA SPVL, BOA Multiple Pay, BOA Last Survivor FPVUL, Multi-Flex FPVUL, Options VL (NLAIC) prospectus dated May 1, 2002

Survivor Options Plus (NLIC), Special Product (NLIC), and Survivor Options VL (NLAIC)  
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.**

On March 8, 2017, the Board of Trustees of Nationwide Variable Insurance Trust (the "Trust") approved the termination of Winslow Capital Management, LLC ("Winslow") as subadviser to the NVIT Multi-Manager Large Cap Growth Fund (the "Fund") and approved the appointment of Loomis, Sayles & Company, L.P. ("Loomis Sayles") to subadvise the Fund. This change is anticipated to take effect on or about March 31, 2017 (the "Effective Date").

**Prospectus supplement dated December 20, 2016**

**to the following prospectus(es):**

Nationwide Destination Architect 2.0, Nationwide Destination All American Gold 2.0, Nationwide Destination All American Gold NY 2.0, 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 2.0, Nationwide Destination L NY 2.0, Nationwide Destination Navigator 2.0, Nationwide Destination Navigator NY 2.0, Nationwide Destination Freedom+, BOA CVUL Future (NWL), BAE Future Corporate FPVUL, Nationwide YourLife Protection VUL - New York, Nationwide YourLife Accumulation VUL - New York, Nationwide YourLife Survivorship VUL - New York, Nationwide YourLife Protection VUL - NLAIC, Marathon Performance VUL, Nationwide YourLife Accumulation VUL - NLAIC, and Nationwide YourLife Survivorship VUL prospectus dated May 1, 2016

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 B, Nationwide Destination L, BOA America's Future Annuity, Key Future, NEA Valuebuilder Future, America's Future Horizon Annuity, The BB&T Future Annuity, BOA America's Exclusive Annuity II, BOA V, NEA Valuebuilder Select, BOA FPVUL, BOA Next Generation FPVUL, BOA ChoiceLife FPVUL, BOA Next Generation II FPVUL, NLIC Options Plus, NLIC Options Premier, and NLIC Options prospectus dated May 1, 2015

BOA America's Income Annuity prospectus dated May 1, 2014

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

Schwab Income Choice Variable Annuity prospectus dated May 1, 2012

Schwab Custom Solutions Variable Annuity prospectus dated May 1, 2010

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

Nationwide Enterprise The Best of America Annuity, Market Street VIP/2 Annuity (NLAIC), 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), BOA CVUL Future (NLAIC), BOA CVUL (NLAIC), INVESCO PCVUL, Nationwide Options Select AO, Survivor Options Premier (NLAIC), and Options Premier (NLAIC) prospectus dated May 1, 2008

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

ElitePRO LTD and ElitePRO Classic prospectus dated May 1, 2003

BOA InvestCare, VIP Extra Credit Annuity (NLIC), Market Street VIP/2 Annuity (NLIC), VIP Extra Credit Annuity (NLAIC), and Options VL (NLAIC) 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

Survivor Options Plus (NLIC), Special Product (NLIC), and Survivor Options VL (NLAIC)  
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.**

- On December 7, 2016, the Board of Trustees of Nationwide Variable Insurance Trust (the "Trust") approved the termination of Invesco Advisers, Inc. ("Invesco") as subadviser to the Invesco NVIT Comstock Value Fund (the "Fund") and approved the appointment of BlackRock Investment Management, LLC ("BlackRock") to subadvise the Fund. This change is anticipated to take effect on or before January 31, 2017 (the "Effective Date").
- As of the Effective Date, the Fund is renamed "BlackRock NVIT Equity Dividend Fund." All references in the prospectus to the Fund are updated accordingly.

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

BOA InvestCare prospectus 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 purpose of this supplement is to correct the numbering sequence of the supplement dated August 3, 2016.

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:**

- Nationwide Variable Insurance Trust – NVIT Multi-Manager Mid Cap Growth Fund
- Neuberger Berman Advisers Management Trust – Mid-Cap Growth Portfolio

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

BOA InvestCare prospectus 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 changes are made to the prospectus:**

**2) 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:**

- Nationwide Variable Insurance Trust – NVIT Multi-Manager Mid Cap Growth Fund
- Neuberger Berman Advisers Management Trust – Mid-Cap Growth Portfolio

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

**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 following investment option(s) are only available to contracts/policies for which good order applications were received prior to May 1, 2016:**

- Dreyfus Variable Investment Fund – Appreciation Portfolio: Initial Shares
- Fidelity Variable Insurance Products Fund – VIP High Income Portfolio: Service Class
- Janus Aspen Series – Overseas Portfolio: Service Shares

**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
Van Eck VIP Trust – Emerging Markets Fund: Initial Class	VanEck VIP Trust – Emerging Markets Fund: Initial Class
Van Eck VIP Trust – Global Hard Assets Fund: Initial Class	VanEck VIP Trust – Global Hard Assets Fund: Initial Class
Wells Fargo Advantage Variable Trust – VT Opportunity Fund: Class 2	Wells Fargo Variable Trust – VT Opportunity Fund: Class 2



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 February 11, 2016  
to the following prospectus(es):**

BOA IV, BOA America's Vision Annuity, BOA America's Future Annuity, Key Future, NEA Valuebuilder Future, America's Future Horizon Annuity, BOA America's Exclusive Annuity II, 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, 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

BOA America's Income Annuity prospectus dated May 1, 2014

Marathon VUL (NLAIC), BOA Choice Annuity, and Paine Webber Choice Annuity prospectus dated May 1, 2013

BOA Last Survivorship II, BOA ChoiceLife Survivorship, Next Generation Survivorship Life, BOA Protection Survivorship Life, BOA ChoiceLife Protection, and BOA ChoiceLife Survivorship II prospectus dated May 1, 2009

Nationwide Enterprise The Best of America Annuity, Market Street VIP/2 Annuity (NLAIC), BOA MSPVL, BOA MSPVL II (BOA MSPVL Future), BOA Protection FPVUL, BOA ChoiceLife Protection FPVUL, Survivor Options Premier (NLIC), NLIC Survivor Options Elite, Survivor Options Premier (NLAIC), and Options Premier (NLAIC) prospectus dated May 1, 2008

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

ElitePRO LTD and ElitePRO Classic prospectus dated May 1, 2003

BOA InvestCare, BOA SPVL, BOA Last Survivor FPVUL, Options VL (NLAIC), Market Street VIP/2 Annuity (NLIC), and Multi-Flex FPVUL prospectus dated May 1, 2002

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

Survivor Options Plus (NLIC), Special Product (NLIC), and Survivor Options VL (NLAIC) prospectus dated May 1, 2000

<p><b>This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.</b></p>
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In December, 2015, the Board of Trustees (the "Board") of the Nationwide Variable Insurance Trust (the "Trust"), on behalf of the Nationwide Variable Insurance Trust – NVIT Growth Fund: Class I and the Nationwide Variable Insurance Trust – NVIT Growth Fund: Class IV (collectively, the "Target Fund") and the Nationwide Variable Insurance Trust – NVIT Large Cap Growth Fund: Class I ("Acquiring Fund"), approved the Plan of Reorganization whereby all of the Target Fund's assets will be transferred to the Acquiring Fund (the "Transaction"). The Transaction will result in Class I and Class IV shares of the Target Fund being exchanged for Class I shares of the Acquiring Fund equal in value to (but having a different price per share than) shares of the Target Fund.

The proposed Transaction is subject to approval by the shareholders of the Target Fund at a shareholders' meeting expected to be held on or about March 29, 2016. If approved, the Transaction is expected to occur at the close of business on April 22, 2016. Therefore, effective on or about April 23, 2016, any allocations to the Target Fund are transferred to the Acquiring Fund.

**Prospectus supplement dated December 28, 2015**

**to the following prospectus(es):**

Nationwide Destination All American Gold 2.0, Nationwide Destination All American Gold NY 2.0, 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 2.0, Nationwide Destination L NY 2.0, Nationwide Destination Navigator 2.0, Nationwide Destination Navigator NY 2.0, Marathon Performance VUL, Nationwide YourLife Accumulation VUL - NLAIC, Nationwide YourLife Protection VUL - NLAIC, Nationwide YourLife Survivorship VUL, Nationwide YourLife Accumulation VUL - New York, Nationwide YourLife Protection VUL - New York, Nationwide YourLife Survivorship VUL - New York, NLIC Options Plus, NLIC Options Premier, BOA America's Future Annuity, America's Future Horizon Annuity, Key Future, NEA Valuebuilder Future, BOA America's Exclusive Annuity II, BOA V, NEA Valuebuilder Select, BOA Achiever Annuity, BOA America's Future Annuity II, BOA America's Vision Annuity, BOA Elite Venue Annuity, BOA Future Venue Annuity, Nationwide Heritage Annuity, BOA IV, 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 B, Nationwide Destination L, BOA FFPVUL, BOA Next Generation FFPVUL, BOA ChoiceLife FFPVUL, and BOA Next Generation II FFPVUL prospectuses dated May 1, 2015

BOA America's Income Annuity prospectus dated May 1, 2014

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

Schwab Income Choice Variable Annuity prospectus dated May 1, 2012

Schwab Custom Solutions Variable Annuity prospectus dated May 1, 2010

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

Survivor Options Elite (NLIC), Survivor Options Premier (NLIC), Options Premier (NLAIC), Survivor Options Premier (NLAIC), Nationwide Enterprise The Best of America Annuity, BOA MSPVL, BOA MSPVL II (BOA MSPVL Future), BOA Protection FFPVUL, and BOA ChoiceLife Protection FFPVUL prospectuses dated May 1, 2008

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

ElitePRO Classic and ElitePRO LTD prospectuses dated May 1, 2003

Options VL (NLAIC), BOA InvestCare, BOA Last Survivor FFPVUL, and BOA SPVL prospectuses dated May 1, 2002

Special Product (NLIC), Survivor Options Plus (NLIC), and Survivor Options VL (NLAIC) prospectuses 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.**

- Effectively immediately, the American Century NVIT Growth Fund is renamed "NVIT Growth Fund." All references in the prospectus to the American Century NVIT Growth Fund are updated accordingly.
- On December 9, 2015, the Board of Trustees of the Trust approved the termination of American Century Investment Management, Inc. ("American Century") as subadviser to the NVIT Growth Fund (the "Fund"), and approved the appointment of Boston Advisors, LLC ("Boston Advisors") to subadvise the Fund. This change is anticipated to take effect on or before December 31, 2015 (the "Effective Date").

- On December 9, 2015, the Board of Trustees of Nationwide Variable Insurance Trust (the "Trust") approved the termination of The Boston Company Asset Management, LLC ("The Boston Company") as subadviser to the NVIT Large Cap Growth Fund (the "Fund"), and approved the appointment of Boston Advisors, LLC ("Boston Advisors") to subadvise the Fund. This change is anticipated to take effect on or before December 31, 2015 (the "Effective Date").
- On December 9, 2015, the Board of Trustees of Nationwide Variable Insurance Trust (the "Trust") approved the termination of The Boston Company Asset Management, LLC ("The Boston Company") as subadviser to the NVIT Emerging Markets Fund (the "Fund"), and approved the appointment of Lazard Asset Management LLC ("Lazard") to subadvise the Fund. This change is anticipated to take effect on or about February 1, 2016 (the "Effective Date").
- At a meeting of the Board of Trustees (the "Board") of Nationwide Variable Insurance Trust (the "Trust") held on December 9, 2015, the Board approved the termination of Pyramis Global Advisors, LLC ("Pyramis") as subadviser to the NVIT Multi-Manager Large Cap Growth Fund (the "Fund"), and approved the appointment of Smith Asset Management Group L.P. ("Smith Group") as a new subadviser to the Fund. This change is anticipated to take effect on or before December 31, 2015 (the "Effective Date").
- At a meeting of the Board of Trustees (the "Board") of Nationwide Variable Insurance Trust (the "Trust") held on December 9, 2015, the Board approved the termination of Neuberger Berman Management LLC ("Neuberger Berman") as subadviser to the NVIT Multi-Manager Small Company Fund (the "Fund"), and approved the appointment of Jacobs Levy Equity Management, Inc. ("Jacobs Levy") as a new subadviser to the Fund. This change is anticipated to take effect on or before December 31, 2015 (the "Effective Date").

**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

<p><b>This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.</b></p>
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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 subadvisor.

**Prospectus supplement dated May 1, 2015**

**to the following prospectus(es):**

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

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

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

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

American Capital AO, American Capital NY, Smith Barney AO, Smith Barney NY, Citibank Annuity, American Capital SPVL, American Capital FPVUL, American Capital Multiple Pay, NLAIC SPVL, and NLAIC Multiple Pay prospectus dated May 1, 2000

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

SPVL and VLI (NLIC) prospectus dated May 1, 1987

**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.

## **Underlying Mutual Fund Payments**

### **Types of Payments Nationwide Receives**

The underlying mutual funds and their affiliates make certain payments to Nationwide or its affiliates. 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.

### **Amount of Payments Nationwide Receives**

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) 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):**

Key Future and America's Future Horizon Annuity prospectus dated May 1, 2014  
BOA InvestCare, BOA Last Survivor FPVUL, and Multi-Flex FPVUL prospectus dated May 1, 2002

<b>This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.</b>
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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
Nationwide Variable Insurance Trust - NVIT Multi-Manager Large Cap Growth Fund	Sub-advisor: Massachusetts Financial Services Company; Pyramis Global Advisors LLC; and Winslow Capital Management, LLC
Nationwide Variable Insurance Trust - NVIT Multi-Manager Large Cap Value Fund	Sub-advisor: Massachusetts Financial Services Company; Wellington Management Company, LLP; The Boston Company Asset Management, LLC
Nationwide Variable Insurance Trust - NVIT Multi-Manager Small Cap Value Fund	Sub-advisor: Epoch Investment Partners, Inc.; JPMorgan Investment Management Inc.
Nationwide Variable Insurance Trust - NVIT Multi-Manager Small Company Fund	Sub-advisor: Morgan Stanley Investment Management Inc.; Neuberger Berman Management LLC; OppenheimerFunds, Inc.; Putnam Investment Management, LLC

**Prospectus supplement dated May 1, 2014  
to the following prospectus(es):**

Key Choice prospectus dated May 1, 2013

Evergreen Ultra Advantage Plus, Nationwide Select Annuity, Multi-Flex Annuity, Waddell & Reed Advisors Select Annuity and Market Street VIP/2 Annuity (NLAIC) prospectus dated May 1, 2008  
America's Vision Plus Annuity, America's Vision Annuity, and BOA Exclusive Annuity prospectus dated May 1, 2004

Evergreen Ultra Advantage prospectus dated November 25, 2003

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

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

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

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

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

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

<p><b>This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.</b></p>
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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, 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 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

<p><b>This supplement updates certain information contained in your prospectus. Please read it and keep it with your prospectus for future reference.</b></p>
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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 June 14, 2013**

**to the following prospectus(es):**

BOA America's VISION Annuity, BOA America's FUTURE Annuity II, Nationwide Destination All American Gold, Compass All American Gold, Key All American Gold, M&T All American Gold, Wells Fargo Gold Variable Annuity, BOA Achiever Annuity, America's Horizon Annuity, BOA Future Venue Annuity, Nationwide Heritage Annuity, BOA Elite Venue Annuity, BOA Choice Venue Annuity II, Nationwide Destination L, Nationwide Income Architect Annuity, Nationwide Destination B, Nationwide Destination EV, Nationwide Destination Navigator, Nationwide Destination Navigator New York, BOA All American Annuity, M&T All American, BOA America's Future Annuity, Key Future, NEA Valuebuilder Future, America's Future Horizon Annuity, BOA America's Exclusive Annuity II, BOA V, NEA Valuebuilder Select, BOA Choice Annuity, Key Choice, BOA America's Income Annuity, BOA IV, BOA FPVUL, BOA Next Generation FPVUL, BOA ChoiceLife FPVUL, BOA CVUL Future (NWL), BAE Future Corporate FPVUL, Next Generation Corporate Variable Universal Life, Marathon Corporate VUL, Future Executive VUL, 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 prospectus dated May 1, 2013

Schwab Income Choice Variable Annuity prospectus dated May 1, 2012

Schwab Custom Solutions Variable Annuity prospectus dated May 1, 2010

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

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

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

Elite Pro LTD, Elite Pro Classic prospectus dated May 1, 2003

BOA InvestCare, BOA SPVL, BOA Multiple Pay, BOA Last Survivor FPVUL, and Multi-Flex FPVUL, prospectus 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.**

Effective on or about June 17, 2013, Invesco Advisers, Inc. will no longer be a sub-adviser for the Nationwide Variable Insurance Trust – NVIT International Equity Fund and will be replaced by Lazard Asset Management LLC.



**Prospectus supplement dated May 9, 2013**

**to the following prospectus(es):**

BOA IV, BOA America's VISION Annuity, BOA America's FUTURE Annuity II, Nationwide Destination All American Gold, Compass All American Gold, Key All American Gold, M&T All American Gold (Variable Annuity Portfolio II), Wells Fargo Gold Variable Annuity, BOA Achiever Annuity, America's Horizon Annuity, BOA Future Venue Annuity, Nationwide Heritage Annuity, BOA Elite Venue Annuity, BOA Choice Venue Annuity II, Nationwide Destination L, Nationwide Destination B, Nationwide Destination EV, Nationwide Destination Navigator, Nationwide Destination Navigator (New York), America's marketFLEX Annuity, America's marketFLEX II Annuity, America's marketFLEX Advisor Annuity, BOA All American Annuity, M&T All American, BOA America's Future Annuity, Key Future, America's Future Horizon Annuity, BOA America's Exclusive Annuity II, BOA V, BOA Choice Venue Annuity, BOA Choice Annuity, Key Choice, Paine Webber Choice Annuity, BOA America's Income Annuity, The One Investor Annuity, NLAIC FPVUL, BOA CVUL Future (NWL), BAE Future Corporate FPVUL, Next Generation Corporate Variable Universal Life, Future Executive VUL, NLIC Options Plus, NLIC Options Premier, and NLIC Options prospectus dated May 1, 2013

Schwab Income Choice Variable Annuity prospectus dated May 1, 2012

Schwab Custom Solutions Variable Annuity prospectus dated May 1, 2010

BOA Last Survivorship II, BOA ChoiceLife Survivorship, BOA ChoiceLife Survivorship II, Next Generation Survivorship Life, BOA Protection Survivorship Life, and BOA ChoiceLife Protection, prospectus dated May 1, 2009

Nationwide Enterprise The Best of America Annuity, BOA TruAccord Variable Annuity, Multi-Flex Annuity, Market Street VIP/2 Annuity (NLAIC), BOA MSPVL, BOA MSPVL II, BOA Protection FPVUL, BOA ChoiceLife Protection FPVUL, America's marketFLEX VUL, Nationwide Options Select (AO and NY), Survivor Options Premier (NLIC and NLAIC), Survivor Options Elite (NLIC), BOA CVUL Future (NLAIC), BOA CVUL (NLAIC),

INVESCO PCVUL, and Options Premier (NLAIC) prospectus dated May 1, 2008

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

Elite Pro LTD, Elite Pro Classic, dated May 1, 2003

BOA InvestCare, VIP Extra Credit Annuity (NLIC and NLAIC), Market Street VIP/2 Annuity (NLIC), BOA SPVL, BOA Multiple Pay, BOA Last Survivor FPVUL, Multi-Flex FPVUL, and Options VL (NLAIC) prospectus dated May 1, 2002

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

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

Citibank Annuity, Survivor Options Plus (NLIC), Special Product (NLIC), NLAIC SPVL, NLAIC Multiple Pay, and Survivor Options VL (NLAIC) prospectus dated May 1, 2000

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

SPVL and VLI (NLIC) prospectus dated May 1, 1987

**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 June 17, 2013, Aberdeen Asset Management Inc. and Diamond Hill Capital Management, Inc. will no longer be sub-advisers for the Nationwide Variable Insurance Trust – NVIT Nationwide Fund and will be replaced by Highmark Capital Management, Inc.

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

- (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 Variable Insurance Trust - Van Kampen NVIT  
Comstock Value Fund: Class I  
Oppenheimer Variable Account Funds - Oppenheimer Global Securities Fund/VA: Non-Service Shares  
Oppenheimer Variable Account Funds - Oppenheimer Small- & Mid-Cap Growth Fund/VA: Non-Service Shares

**UPDATED NAME**

Nationwide Variable Insurance Trust - Invesco NVIT  
Comstock Value Fund: Class I  
Oppenheimer Variable Account Funds – Oppenheimer Global Fund/VA: Non-Service Shares  
Oppenheimer Variable Account Funds – Oppenheimer Discovery Mid Cap Growth Fund/VA: Non-Service Shares

- (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-II
- Nationwide Variable Account-4
- Nationwide Variable Account-7
- Nationwide Variable Account-10
- Nationwide Variable Account-13
- Nationwide VLI Separate Account-6
- Nationwide Provident VLI Separate Account 1

Nationwide Life and Annuity Insurance Company

- Nationwide VL Separate Account-D
- Nationwide Provident VLI Separate Account A

Prospectus supplement dated March 15, 2013 to

NLAIC Survivor Options VL, NLIC Special Product, and NLIC Survivor Options Plus prospectus dated May 1, 2000;

BOA InvestCare and NLAIC Options VL prospectus dated May 1, 2002;

America's marketFLEX VUL and INVESCO PCVUL prospectus dated May 1, 2008; and

America's marketFLEX Annuity, America's marketFLEX II Annuity, America's marketFLEX Advisor Annuity, BOA Advisor Variable Annuity, Compass All American, Nationwide Income Architect Annuity, and Sun Trust All American 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.**

Effective on or about April 1, 2013, Waddell & Reed Investment Management Company will no longer be a sub-adviser for the Nationwide Variable Insurance Trust – NVIT Multi-Manager Small Cap Growth Fund and will be replaced by Wellington Management Company, LLP. OppenheimerFunds, Inc. will continue to be a sub-adviser to the Fund.

Nationwide Life Insurance Company

- Nationwide Variable Account-II
- Nationwide Variable Account-8
- Nationwide Variable Account-9

Nationwide Life and Annuity Insurance Company

- Nationwide VA Separate Account-B

Prospectus supplement dated June 14, 2012 to  
VIP (NLIC & NLAIC) prospectus dated May 2, 1994;  
Options VIP (NLAIC) prospectus dated May 1, 2001;  
VIP Premier DCA (NLIC & NLAIC) prospectus dated November 1, 2001;  
BOA InvestCare and VIP Extra Credit (NLIC & NLAIC) prospectus dated May 1, 2002;  
BOA ElitePro Classic and BOA ElitePro LTD prospectus dated May 1, 2003;  
BOA Exclusive, Vision Plus, and Vision Plus NY prospectus dated May 1, 2004;  
NEBA prospectus dated May 1, 2008; and  
Schwab Custom Solutions prospectus dated May 1, 2010

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

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Effective on or about June 30, 2012, American Century Investment Management, Inc. will no longer be a sub-adviser for the Nationwide Variable Insurance Trust – NVIT Multi-Manager Mid Cap Growth Fund. Fund assets will be reallocated between the two remaining sub-advisers: Neuberger Berman Management LLC and Wells Capital Management, Inc.

Nationwide Life Insurance Company:

- Nationwide Variable Account - 10

Prospectus supplement dated May 1, 2012

to Prospectus dated May 1, 2002

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

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- 1. Your prospectus offers the following underlying mutual fund as an investment option under your contract. Effective May 1, 2012, this underlying mutual fund changed its name as indicated below:**

Old Name	New Name
Neuberger Berman Advisers Management Trust – AMT Partners Portfolio: I Class Shares	Neuberger Berman Advisers Management Trust – Large Cap Value Portfolio: Class I

- 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](http://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-II
- Nationwide Variable Account-7
- Nationwide Variable Account-8
- Nationwide Variable Account-9
- Nationwide Variable Account-10
- Nationwide Variable Account-14
- Nationwide VLI Separate Account-2
- Nationwide VLI Separate Account-4
- Nationwide VLI Separate Account-7
- Nationwide Provident VL Separate Account 1

Nationwide Life and Annuity Insurance Company

- Nationwide VA Separate Account-B
- Nationwide Provident VA Separate Account A
- Nationwide VL Separate Account-G
- Nationwide Provident VL Separate Account A

Prospectus supplement dated September 12, 2011 to

NLIC Special Product, Survivor Options Plus (NLIC), and Survivor Options VL (NLAIC) prospectus dated May 1, 2000; Options Variable Life (NLAIC), BOA InvestCare, BOA Last Survivor FFPVUL, and BOA SPVL prospectus dated May 1, 2002; ElitePRO Classic and Elite Pro LTD prospectus dated May 1, 2003;

America's Vision Plus Annuity, America's Vision Plus Annuity NY, and BOA Exclusive prospectus dated May 1, 2004; Market Street VIP/2 Annuity (NLAIC), Survivor Options Elite (NLIC), Survivor Options Premier (NLIC, NLAIC), Options Premier (NLAIC), BOA TruAccord Annuity, NEBA, BOA MSPVL, BOA ChoiceLife Protection FFPVUL, BOA Protection FFPVUL, and Nationwide Options Select (NY) prospectus dated May 1, 2008;

Marathon VUL, BOA ChoiceLife Survivorship, BOA ChoiceLife Protection Survivorship Life, BOA ChoiceLife Survivorship II, BOA Last Survivorship II, BOA Next Generation Survivorship Life, and BOA Protection Survivorship Life prospectus dated May 1, 2009;

Schwab Custom Solutions prospectus dated May 1, 2010;

Options (NLIC), Options Plus (NLIC), Options Premier (NLIC), BOA All American Annuity, Sun Trust All American Annuity, America's Future Horizon Annuity, America's Income Annuity, BOA Choice, BOA Choice Venue, BOA Exclusive II, BOA Future, BOA V, Key Choice, Key Future, NEA Valuebuilder Future, NEA Valuebuilder Select, Paine Webber Choice, America's Horizon Annuity, BOA Achiever, BOA Choice Venue II, BOA Elite Venue, BOA Future II, BOA Future Venue, BOA IV, BOA Vision, Compass All American Gold, Key All American Gold, M&T All American Gold, Destination All American Gold, Destination B, Destination C, Destination EV, Destination L, Nationwide Heritage Annuity, Schwab Income Choice, Wells Fargo Gold, Marathon Performance, YourLife Accumulation VUL (NLAIC), YourLife Protection VUL (NLAIC), YourLife Survivorship VUL (NLAIC), BOA FFPVUL, BOA ChoiceLife FFPVUL, BOA The Next Generation FFPVUL, YourLife Accumulation VUL (NY), and YourLife Survivorship VUL (NY) prospectus dated May 1, 2011; Destination Navigator and Destination Navigator NY prospectus dated June 23, 2011

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

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1. Effective on or about September 30, 2011, Baring International Investment Limited will no longer be the subadviser for the Nationwide Variable Insurance Trust – NVIT Emerging Markets Fund. The new subadviser to that fund will be The Boston Company Asset management, LLC.
2. Effective on or about September 30, 2011, OppenheimerFunds, Inc. will no longer be the subadviser for the Nationwide Variable Insurance Trust – Oppenheimer NVIT Large Cap Growth Fund. The new subadviser for that fund will be The Boston Company Asset management, LLC. Additionally, the fund's name will change to Nationwide Variable Insurance Trust –NVIT Large Cap Growth Fund.

Nationwide Life Insurance Company

- Nationwide Variable Account –II
- Nationwide Variable Account –7
- Nationwide Variable Account –8
- Nationwide Variable Account –9
- Nationwide Variable Account –10
- Nationwide Variable Account –14
- Nationwide VLI Separate Account –2
- Nationwide VLI Separate Account –3
- Nationwide VLI Separate Account –4
- Nationwide VLI Separate Account –7

Nationwide Life and Annuity Insurance Company

- Nationwide VA Separate Account –B
- Nationwide VL Separate Account –C
- Nationwide VL Separate Account –D
- Nationwide VL Separate Account –G

Prospectus supplement dated July 12, 2011

to Prospectus dated May 1, 2011;

Prospectus dated May 1, 2002 (InvestCare, BOA Last Survivor FPVUL, BOA Multiple Pay, BOA SPVL, Multi-Flex FPVUL);

Prospectus dated May 1, 2003 (BOA ElitePRO Classic, BOA ElitePro LTD);

Prospectus dated May 1, 2004 (BOA Exclusive, BOA Vision/NY, BOA VisionPlus);

Prospectus dated May 1, 2008 (BOA CVUL Future NLAIC, Private Client CVUL, BOA Options Select NLAIC, BOA MSPVL, BOA Protection FPVUL, BOA Options Select NWL – NY); and

Prospectus dated May 1, 2009 (Nationwide Marathon VUL, BOA Last Survivor Choice/BOA Choice Survivorship, BOA Last Survivor II/BOA Choice Survivorship, BOA Next Generation Survivorship Life/BOA ChoiceLife Survivorship II, BOA Protection Survivorship Life/BOA ChoiceLife Protection Survivorship Life)

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

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1. On or about July 20, 2011, or as soon thereafter as reasonably practicable, the Nationwide Variable Account Trust ("NVIT") – NVIT Multi-Manager Small Cap Value Fund: Class I will remove Aberdeen Asset Manager, Inc. as a sub-advisor. After the change is effective, the sub-advisors for the NVIT – NVIT Multi-Manager Small Cap Value Fund: Class I will be Epoch Investment Partners, Inc. and J.P. Morgan Investment Management Inc.
2. On or about July 20, 2011, or as soon thereafter as reasonably practicable, the Nationwide Variable Account Trust ("NVIT") – NVIT Multi-Manager Small Company Fund: Class I will remove Aberdeen Asset Manager, Inc., and Waddell & Reed Investment Management Company as sub-advisors and add OppenheimerFunds Inc. will be added as a sub-advisor. After the change is effective, the sub-advisors for the NVIT – NVIT Multi-Manager Small Company Fund: Class I will be Morgan Stanley Investment Management, Neuberger Berman Management, Inc., OppenheimerFunds, Inc. and Putnam Investment Management, LLC.

Nationwide Life Insurance Company

- Nationwide Variable Account – 9
- Nationwide Variable Account - 10
- Nationwide VLI Separate Account - 4

Nationwide Life and Annuity Insurance Company

- Nationwide VL Separate Account – C
- Nationwide VL Separate Account - D

Prospectus supplement dated June 24, 2011

to Prospectus dated May 1, 2011;

Prospectus dated May 1, 2008 (BOA CVUL Future NLAIC, BOA CVUL NLAIC, INVESCO PCVUL); and

Prospectus dated May 1, 2002 (BOA InvestCare)

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

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**Effective June 24, 2011, the following underlying mutual fund will liquidate and will merge into the new underlying mutual fund as indicated below:**

<b>Liquidated Underlying Mutual Fund</b>	<b>Merged Underlying Mutual Fund</b>
Nationwide Variable Insurance Trust: NVIT Worldwide Leaders Fund – Class I	Nationwide Variable Insurance Trust: NVIT International Equity Fund – Class I

Nationwide Life Insurance Company:

- Nationwide Variable Account - 10

Prospectus supplement dated May 1, 2011

to Prospectus dated May 1, 2002

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

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**1. The following sub-account is only available in contracts for which good order applications were received before May 1, 2011:**

- Nationwide Variable Insurance Trust – NVIT Worldwide Leaders Fund: Class I (*formerly, Nationwide Variable Insurance Trust – Gartmore NVIT Worldwide Leaders Fund: Class I*)

**2. Your prospectus offers the following underlying mutual funds as investment options under your contract. Effective May 1, 2011, these underlying mutual funds changed names as indicated below:**

<b>Old Name</b>	<b>New Name</b>
Nationwide Variable Insurance Trust - Gartmore NVIT International Equity Fund: Class I	Nationwide Variable Insurance Trust – NVIT International Equity Fund: Class I
Nationwide Variable Insurance Trust - Gartmore NVIT Worldwide Leaders Fund: Class I	Nationwide Variable Insurance Trust – NVIT Worldwide Leaders Fund: Class I
Nationwide Variable Insurance Trust - NVIT Growth Fund: Class I	Nationwide Variable Insurance Trust – American Century NVIT Growth Fund: Class I
Wells Fargo Advantage VT Opportunity Fund	Wells Fargo Advantage VT Opportunity Fund – Class 2

**3. 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 GWP-0271

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-II
- Nationwide Variable Account-7
- Nationwide Variable Account-8
- Nationwide Variable Account-9
- Nationwide Variable Account-10
- Nationwide VLI Separate Account-2
- Nationwide VLI Separate Account-4
- Nationwide VLI Separate Account-7
- Nationwide Provident VLI Separate Account 1

Nationwide Life and Annuity Insurance Company

- Nationwide VA Separate Account-B
- Nationwide VL Separate Account-C
- Nationwide VL Separate Account-G
- Nationwide Provident VLI Separate Account A

Prospectus supplement dated March 14, 2011 to  
 BOA InvestCare prospectus dated May 1, 2002,  
 BOA ElitePRO Classic and BOA ElitePRO LTD prospectus dated May 1, 2003,  
 BOA Exclusive, BOA Vision/NY, and BOA VisionPlus prospectus dated May 1, 2004,  
 BOA CVUL Future (NLAIC), BOA MSPVL, BOA MSPVL Future, BOA Options Select (NWL and NLAIC),  
 BOA Protection FPVUL, BOA ChoiceLife Protection FPVUL, NEBA, BOA CVUL, Options Premier (NLAIC),  
 Survivor Options Elite (NWL), and Survivor Options Premier (NWL and NLAIC) prospectus dated May 1, 2008,  
 BOA Last Survivorship II, BOA ChoiceLife Survivorship, BOA Next Generation Survivorship Life, BOA ChoiceLife Survivorship II,  
 BOA Protection Survivorship Life, BOA ChoiceLife Protection Survivorship Life, and Nationwide Marathon VUL  
 prospectus dated May 1, 2009,  
 America's Future Horizon Annuity, BOA Achiever, BOA All American, BOA America's Income Annuity, BOA Choice,  
 BOA Choice Venue II, BOA Elite Venue, BOA Exclusive II, BOA FPVUL, BOA Future II, BOA Future Venue, BOA Future,  
 BOA IV, BOA Next Generation FPVUL, BOA ChoiceLife FPVUL, BOA Next Generation II FPVUL, BOA V, BOA Vision,  
 Compass All American Gold, Key All American Gold, Key Future, M&T All American Gold, M&T All American,  
 Nationwide Destination All American Gold, Nationwide Destination B, Nationwide Destination C, Nationwide Destination L,  
 Nationwide Heritage Annuity, Nationwide Income Architect Annuity, Nationwide Marathon Performance VUL,  
 Nationwide YourLife Accumulation VUL (NWL and NLAIC), Nationwide YourLife Protection VUL (NWL and NLAIC),  
 Nationwide YourLife Survivorship VUL (NWL and NLAIC), NEA Valuebuilder Future, NEA Valuebuilder Select,  
 Options Premier (NWL), Paine Webber Choice, Schwab Custom Solutions Annuity, Schwab Income Choice Annuity,  
 Wells Fargo Gold prospectus dated May 1, 2010,  
 Nationwide Destination EV prospectus dated November 1, 2010

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

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1. Effective immediately, the following underlying mutual funds have changed names, as follows:

Previous Name	New Name
Nationwide Variable Insurance Trust – Gartmore NVIT International Equity Fund	Nationwide Variable Insurance Trust –NVIT International Equity Fund
Nationwide Variable Insurance Trust – Gartmore NVIT Worldwide Leaders Fund	Nationwide Variable Insurance Trust –NVIT Worldwide Leaders Fund

2. Effective on or before March 31, 2011, Gartmore Global Partners will no longer be a sub-adviser to the Nationwide Variable Account – NVIT Multi-Manager Small Company Fund. The fund's remaining sub-advisers will be: Aberdeen Asset Management, Inc.; Morgan Stanley Investment Management; Neuberger Berman Management, Inc.; Putnam Investment Management, LLC; and Waddell & Reed Investment Management Company

3. On or about April 15, 2011, Invesco Advisers, Inc. will replace Gartmore Global Partners as the sub-adviser for the Nationwide Variable Insurance Trust – NVIT International Equity Fund (formerly, Nationwide Variable Insurance Trust – Gartmore NVIT International Equity Fund) and the Nationwide Variable Insurance Trust – NVIT Worldwide Leaders Fund (formerly, Nationwide Variable Insurance Trust – Gartmore NVIT Worldwide Leaders Fund).

Nationwide Life Insurance Company

- Nationwide Provident VA Separate Account 1
- Nationwide Multi-Flex Variable Account
- Nationwide Variable Account-II
- Nationwide Variable Account-8
- Nationwide Variable Account-9
- Nationwide Variable Account-10
- Nationwide Provident VL Separate Account 1
- Nationwide VLI Separate Account-2
- Nationwide VLI Separate Account-3
- Nationwide VLI Separate Account-4
- Nationwide VLI Separate Account-6
- Nationwide VLI Separate Account-7

Nationwide Life and Annuity Insurance Company

- Nationwide Provident VA Separate Account A
- Nationwide VA Separate Account-B
- Nationwide Provident VL Separate Account A
- Nationwide VL Separate Account-C
- Nationwide VL Separate Account-D
- Nationwide VL Separate Account-G

Prospectus supplement dated December 17, 2010 to:

VIP Annuity (NLIC and NLAIC) prospectus dated May 2, 1994;  
Special Product (NLIC), Survivor Options Plus (NLIC), and Survivor Options VL (NLAIC) prospectuses dated May 1, 2000;  
Options VIP (NLAIC) prospectus dated May 1, 2001;  
VIP Premier DCA (NLIC and NLAIC) prospectuses dated November 1, 2001;  
BOA Survivorship Life, BOA Multiple Pay, BOA SPVL, BOA InvestCare, Market Street VIP/2 Annuity (NLIC), Multi-Flex FFPVUL, Options Variable Life (NLAIC), and VIP Extra Credit Annuity (NLIC and NLAIC) prospectuses dated May 1, 2002;  
BOA ElitePRO Classic and BOA ElitePRO LTD prospectuses dated May 1, 2003;  
BOA Exclusive, BOA Vision NY, and BOA Vision Plus prospectuses dated May 1, 2004;  
America's marketFLEX VUL, BOA ChoiceLife Protection FFPVUL, BOA COLI Future (NLAIC), BOA MSPVL Future, BOA MSPVL, BOA Options Select (NLIC and NLAIC), BOA Protection FFPVUL, Invesco PCVUL, Market Street VIP/2 Annuity (NLAIC), NEBA, BOA CVUL, Options Premier (NLAIC), Scudder/Deutsche PCVUL, Survivor Options Elite (NLIC), and Survivor Options Premier (NLIC and NLAIC) prospectuses dated May 1, 2008;  
BOA Choice Survivorship, BOA ChoiceLife Protection Survivorship Life; BOA ChoiceLife Survivorship II, BOA Last Survivorship II, BOA Next Generation Survivorship Life, BOA Protection Survivorship Life, and Nationwide Marathon VUL prospectuses dated May 1, 2009; and  
America's Future Horizon Annuity, BAE Future Corporate FFPVUL, BOA America's Income Annuity, BOA Choice, BOA ChoiceLife FFPVUL, BOA COLI Future (NLIC), BOA FFPVUL, BOA Future, BOA IV, BOA Next Generation FFPVUL, BOA Next Generation II FFPVUL, BOA V, BOA Vision, Key Choice, Key Future, Marathon CVUL, Nationwide Marathon Performance VUL, Nationwide YourLife Accumulation VUL (NLIC and NLAIC), Nationwide YourLife Protection VUL (NLIC and NLAIC), Nationwide YourLife Survivorship VUL (NLIC and NLAIC), NEA Valuebuilder Future, NEA Valuebuilder Select, NEA Valuebuilder, Next Generation Corporate FFPVUL, Options (NLIC), Options Plus (NLIC), Options Premier (NLIC), and Paine Webber Choice/Vision II prospectuses dated May 1, 2010

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

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On or about January 18, 2011, or as soon thereafter as reasonably practicable, the Nationwide Variable Account Trust ("NVIT") – NVIT Multi-Manager Mid Cap Growth Fund: Class I will add Wells Capital Management, Inc. as an additional sub-adviser. After the change is effective, the sub-advisers for NVIT – NVIT Multi-Manager Mid Cap Growth Fund: Class I will be American Century Investment Management, Inc., Neuberger Berman Management LLC, and Wells Capital Management, Inc.

Nationwide Life Insurance Company

- Nationwide Variable Account-8
- Nationwide Variable Account-9
- Nationwide Variable Account-10

Prospectus supplement dated November 8, 2010 to  
BOA InvestCare prospectus dated May 1, 2002; and  
Vision Plus and Vision Plus NY prospectus dated May 1, 2004; and  
Key Future and America's Future Horizon Annuity prospectus dated May 1, 2010

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

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The Securities and Exchange Commission (the "SEC") issued a public notice of Nationwide's application for an Order permitting the substitution of shares of sub-accounts corresponding to the underlying mutual funds in Column A ("Existing Funds") below with shares of sub-accounts corresponding to the underlying mutual funds in Column B ("Replacement Funds") below.

<b>Column A Existing Funds</b>	<b>Column B Replacement Funds</b>
American Century Variable Portfolios, Inc. – American Century VP Value Fund: Class I	NVIT – American Century NVIT Multi Cap Value Fund: Class I
Fidelity Variable Insurance Products Fund – VIP Contrafund Portfolio: Service Class	NVIT – Oppenheimer NVIT Large Cap Growth Fund: Class I
Fidelity Variable Insurance Products Fund – VIP Growth Opportunities Portfolio: Service Class	NVIT – Oppenheimer NVIT Large Cap Growth Fund: Class I
Oppenheimer Variable Account Funds – Oppenheimer Capital Appreciation Fund/VA: Non-Service Shares	NVIT – Oppenheimer NVIT Large Cap Growth Fund: Class I

Nationwide anticipates that the SEC will issue the Order in late November, 2010. The Exchange Date established for the substitution will be December 10, 2010.

**Prior to the Exchange Date.** From the current date until the Exchange Date, investors with allocations in the Existing Funds may transfer allocations to any other available investment option in accordance with the contract or policy. During this period, any transfers from an Existing Fund will not be treated as a transfer for purposes of transfer limitations and short-term trading fees that would otherwise be applicable under the terms of the contract or policy.

**On the Exchange Date.** At the close of business on the Exchange Date, any allocations that remain in the Existing Funds will be redeemed. Those redemptions will then be used to purchase accumulation units/annuity units in the corresponding Replacement Funds. All contract owners and policyholders affected by the substitution will receive a written confirmation of the transaction. The redemption/repurchase to effectuate the substitution will not be treated as a transfer for the purposes of daily transfer limitations.

**After the Exchange Date.** Effective immediately following the Exchange Date, the Existing Funds will no longer be available as investment options in the contract or policy. Additionally, from the Exchange Date through January 10, 2011, contract owners and policyholders may reallocate amounts that were substituted into the Replacement Funds to any other available investment option without the transfer being treated as a transfer for purposes of transfer limitations and short-term trading fees that would otherwise be applicable under the terms of the contract or policy.

Nationwide Life Insurance Company

- Nationwide Variable Account-II
- Nationwide Variable Account-8
- Nationwide Variable Account-9
- Nationwide Variable Account-10
- Multi-Flex Variable Account
- Nationwide VLI Separate Account-2
- Nationwide VLI Separate Account-3
- Nationwide VLI Separate Account-4

Nationwide Life and Annuity Insurance Company

- Nationwide VA Separate Account-A
- Nationwide VA Separate Account-B
- Nationwide VL Separate Account-A
- Nationwide VL Separate Account-C
- Nationwide VL Separate Account-D

Prospectus supplement dated September 25, 2010 to  
NLAIC SPVL and NLAIC Multiple Pay prospectus dated May 1, 2000; and  
NLAIC Annuity prospectus dated May 1, 2001; and

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

ElitePRO LTD and Elite PRO Classic prospectus dated May 1, 2003; and

America's Vision Plus Annuity, America's Vision NY Annuity, and BOA Exclusive prospectus dated May 1, 2004; and  
Nationwide Enterprise The Best of America Annuity, Multi-Flex Annuity, BOA MSPVL, BOA MSPVL II, BOA Protection FPVUL,  
BOA ChoiceLife Protection FPVUL, BOA CVUL Future (NLAIC), BOA CVUL, Fidelity PCVUL, INVESCO PCVUL, and  
Scudder Deutsche PCVUL prospectus dated May 1, 2008; and

BOA Last Survivorship II, BOA ChoiceLife Survivorship, BOA ChoiceLife Survivorship II, BOA Next Generation Survivorship Life,  
BOA Protection Survivorship Life, and BOA ChoiceLife Protection prospectus dated May 1, 2009; and

BOA IV, BOA America's Vision Annuity, BOA America's Future Annuity, Key Future, NEA Valuebuilder Future,  
America's Future Horizon Annuity, BOA America's Exclusive Annuity II, BOA V, NEA Valuebuilder Select, BOA Choice Annuity,  
Paine Webber Choice Annuity, BOA America's Income Annuity, BOA FPVUL, NLAIC FPVUL, BOA Next Generation FPVUL,  
BOA ChoiceLife FPVUL, BOA CVUL Future (NWL), and BAE Future Corporate FPVUL prospectus dated May 1, 2010

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

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1. On or about October 18, 2010, or as soon thereafter as reasonably practicable, the Nationwide Variable Account Trust ("NVIT") – NVIT Nationwide Fund: Class I will add Diamond Hill Capital Management, Inc. as an additional sub-adviser. After the change is effective, the sub-advisers for NVIT – NVIT Nationwide Fund: Class I will be Aberdeen Asset Management, Inc. and Diamond Hill Capital Management, Inc.
2. On or about October 18, 2010, the NVIT – NVIT Growth Fund: Class I will change sub-advisers. After the change is effective, the sole sub-adviser for the NVIT – NVIT Growth Fund: Class I will be American Century Investment Management, Inc.

Nationwide Life Insurance Company:

- Nationwide Variable Account – 10
- MFS Variable Account
- Nationwide Provident VA Separate Account – 1
- Nationwide VLI Separate Account – 2
- Nationwide VLI Separate Account – 3

Prospectus supplement dated July 26, 2010  
to Prospectus dated May 1, 2002

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

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**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 – 9
- Nationwide VLI Separate Account – 4
- Nationwide VLI Separate Account – 2
- Nationwide VLI Separate Account – 7
- Nationwide Variable Account – 14
- Nationwide Variable Account – 10
- Nationwide Provident VLI Separate Account 1
- Nationwide VLI Separate Account – 3

Nationwide Life and Annuity Insurance Company

- Nationwide VA Separate Account – B
- Nationwide VL Separate Account – C
- Nationwide VL Separate Account – G
- Nationwide Provident VLI Separate Account A

Prospectus supplement dated June 24, 2010

to Prospectus dated May 1, 2010

and to Prospectus dated May 1, 2009

and to Prospectus dated May 1, 2008

and to Prospectus dated May 1, 2004

and to Prospectus dated May 1, 2003

and to Prospectus dated May 1, 2002

and to Prospectus dated May 1, 2000

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

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**On or about July 30, 2010 the following underlying mutual funds have changed their subadviser as indicated below:**

<b>Underlying Mutual Fund</b>	<b>Old Subadviser</b>	<b>New Subadviser</b>
Nationwide Variable Insurance Trust - NVIT Multi-Manager Large Cap Value Fund: Class I	Deutsche Investment Management America Inc.	The Boston Company Asset Management, LLC
Nationwide Variable Insurance Trust – NVIT Multi-Manager Large Cap Growth Fund: Class I	Goldman Sachs Asset Management, L.P.	Winslow Capital Management, Inc.

Nationwide Life Insurance Company:

- Nationwide Variable Account - 10

Prospectus supplement dated May 1, 2010  
to Prospectus dated May 1, 2002

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

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**1. Effective May 1, 2010, the following underlying mutual funds are available as investment options under your contract:**

- Nationwide Variable Insurance Trust - NVIT Multi-Manager Large Cap Growth Fund: Class I
- Nationwide Variable Insurance Trust - NVIT Multi-Manager Large Cap Value Fund: Class I

**2. Effective May 1, 2010, the "Appendix A" is amended to include the following:**

**Nationwide Variable Insurance Trust - NVIT Multi-Manager Large Cap Growth Fund: Class I**

Investment Adviser: Nationwide Fund Advisors

Sub-adviser: Goldman Sachs Asset Management, L.P.; Neuberger Berman Management Inc.; Wells Capital Management, Inc.

Investment Objective: The fund seeks long-term capital growth.

**Nationwide Variable Insurance Trust - NVIT Multi-Manager Large Cap Value Fund: Class I**

Investment Adviser: Nationwide Fund Advisors

Sub-adviser: Goldman Sachs Asset Management, L.P.; Neuberger Berman Management Inc.; Wells Capital Management, Inc.

Investment Objective: The fund seeks long-term capital growth.

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

<b>Old Name</b>	<b>New Name</b>
Nationwide Variable Insurance Trust - Gartmore NVIT Emerging Markets Fund: Class I	Nationwide Variable Insurance Trust: NVIT Emerging Markets Fund-Class I
Oppenheimer Variable Account Funds - Oppenheimer MidCap Fund/VA: Non-Service Shares	Oppenheimer Variable Account Funds - Oppenheimer Small- & Mid-Cap Growth Fund/VA: Non-Service Shares
Van Eck Worldwide Insurance Trust - Worldwide Emerging Markets Fund: Initial Class	Van Eck Variable Insurance Products Trust - Van Eck VIP Emerging Markets Fund: Initial Class
Van Eck Worldwide Insurance Trust - Worldwide Hard Assets Fund: Initial Class	Van Eck Variable Insurance Products Trust - Van Eck VIP Global Hard Assets Fund: Initial Class
Wells Fargo Advantage Variable Trust - Wells Fargo Advantage VT Opportunity Fund: Investor Class	Wells Fargo Advantage Funds - Wells Fargo Advantage VT Opportunity Fund



**4. Effective May 1, 2010, the following underlying mutual funds liquidated and have merged into a new underlying mutual fund as indicated below:**

<b>Liquidated Underlying mutual fund</b>	<b>Merged Underlying Mutual Fund</b>
Nationwide Variable Insurance Trust - Gartmore NVIT Global Utilities Fund: Class I	Nationwide Variable Insurance Trust - NVIT Multi-Manager Large Cap Value Fund: Class I
Nationwide Variable Insurance Trust - NVIT Global Financial Services Fund: Class I	Nationwide Variable Insurance Trust - NVIT Multi-Manager Large Cap Value Fund: Class I
Nationwide Variable Insurance Trust - NVIT Health Sciences Fund: Class I	Nationwide Variable Insurance Trust - NVIT Multi-Manager Large Cap Growth Fund: Class I
Nationwide Variable Insurance Trust - NVIT Nationwide Leaders Fund: Class I	Nationwide Variable Insurance Trust - NVIT Nationwide Fund: Class I
Nationwide Variable Insurance Trust - NVIT Technology and Communications Fund: Class I	Nationwide Variable Insurance Trust - NVIT Multi-Manager Large Cap Growth Fund: Class I
Nationwide Variable Insurance Trust - NVIT U.S. Growth Leaders Fund: Class I	Nationwide Variable Insurance Trust - NVIT Multi-Manager Large Cap Growth Fund: Class I

**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 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.

Prospectus supplement dated October 2, 2009

To Prospectus dated May 1, 2002

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1. Effective October 2, 2009, the Credit Suisse Trust – U.S. Equity Flex II Portfolio underlying mutual fund merged into the Credit Suisse Trust – U.S. Equity Flex I Portfolio underlying mutual fund. As a result, if any of your contract value was invested in the Credit Suisse Trust – U.S. Equity Flex II Portfolio underlying mutual fund, the contract value will be merged into the Credit Suisse Trust – U.S. Equity Flex I Portfolio underlying mutual fund. If any portion of your future purchase payment is allocated to the Credit Suisse Trust – U.S. Equity Flex II Portfolio underlying mutual fund, you should re-direct that allocation to another underlying mutual fund available under your contract.

Effective as of the close of trading of the New York Stock Exchange on October 2, 2009, any Dollar Cost Averaging, Systematic Withdrawals, Asset Rebalancing or other administrative program that includes transfers of contract value or allocations to the Credit Suisse Trust – U.S. Equity Flex II Portfolio underlying mutual fund will be updated to reflect the Credit Suisse Trust – U.S. Equity Flex I Portfolio underlying mutual fund.

Effective immediately, all references and information contained in the prospectus for your contract related to the Credit Suisse Trust – U.S. Equity Flex II Portfolio underlying mutual fund are deleted.

2. Effective October 2, 2009, the Credit Suisse Trust – U.S. Equity Flex I Portfolio underlying mutual fund is added as an investment option to your contract; however, it is not available for new transfers or new purchase payments.
3. Effective October 2, 2009, “Appendix A: Underlying Mutual Funds” is amended to include the following:

**Credit Suisse Trust – U.S. Equity Flex I Portfolio**

*This investment option is only available in policies issued before May 1, 2000*

Investment Adviser:	Credit Suisse Asset Management, LLC
Sub-adviser:	Credit Suisse Asset Management Limited
Investment Objective:	Long-term capital appreciation

Nationwide Life Insurance Company:

- Multi-Flex Variable Account

Prospectus supplement dated June 9, 2009

to Prospectus dated May 1, 2008

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

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**1. The following underlying mutual fund has changed its subadviser:**

<b>Underlying Mutual Fund</b>	<b>Old Subadviser</b>	<b>New Subadviser</b>
Nationwide Variable Insurance Trust - NVIT Money Market Fund: Class I	Nationwide Asset Management, LLC	Federated Investment Management Company

**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), 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 - II
- Nationwide Variable Account – 9
- Nationwide Variable Account - 10
- Nationwide Variable Account - 14
- Nationwide VLI Separate Account – 2
- Nationwide VLI Separate Account - 4
- Nationwide VLI Separate Account - 7

**Nationwide Life and Annuity Insurance Company:**

- Nationwide VL Separate Account - C
- Nationwide VL Separate Account – D
- Nationwide VA Separate Account – B

**Nationwide Life Insurance Company of America:**

- Nationwide Provident VLI Separate Account 1

**Nationwide Life and Annuity Insurance Company of America:**

- Nationwide Provident VLI Separate Account A

Prospectus supplement dated December 31, 2008 to  
Prospectus dated May 1, 2008

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

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**Your prospectus offers the following underlying mutual fund as an investment option under your contract. Effective December 31, 2008, this investment option changed its name as indicated below.**

<b>OLD NAME</b>	<b>NEW NAME</b>
Nationwide Variable Insurance Trust – Van Kampen NVIT Multi Sector Bond Fund - Class I	Nationwide Variable Insurance Trust – NVIT Multi Sector Bond Fund - Class I

**Nationwide Life Insurance Company:**

- Nationwide Variable Account - II
- Nationwide Variable Account - 4
- Nationwide Variable Account - 7
- Nationwide Variable Account - 8
- Nationwide Variable Account - 9
- Nationwide Variable Account - 10
- Nationwide Variable Account - 14
- Nationwide VLI Separate Account - 2
- Nationwide VLI Separate Account - 4
- Nationwide VLI Separate Account - 6
- Nationwide VLI Separate Account - 7

**Nationwide Life and Annuity Insurance Company:**

- Nationwide VL Separate Account - C
- Nationwide VL Separate Account - D
- Nationwide VL Separate Account – G
- Nationwide VA Separate Account – B

**Nationwide Life Insurance Company of America:**

- Nationwide Provident VLI Separate Account 1

**Nationwide Life and annuity Insurance Company of America:**

- Nationwide Provident VLI Separate Account A

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

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

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Effective October 1, 2008, “Appendix A: Underlying Mutual Funds” is amended by adding Oppenheimer Funds, Inc. as an additional Sub-adviser for the Nationwide Variable Insurance Trust - NVIT Multi-Manager Small Cap Growth Fund.

Nationwide Life Insurance Company:

- Nationwide Variable Account –3
- Nationwide Variable Account –4
- Nationwide Variable Account –5
- Nationwide Variable Account –6
- Nationwide Variable Account –7
- Nationwide Variable Account –8
- Nationwide Variable Account –9
- Nationwide Variable Account –10
- Nationwide Variable Account –11
- MFS Variable Account

Prospectus supplement dated September 1, 2008 to:

<b>Product</b>	<b>Prospectus Dated</b>
American Capital	5/1/2000
American Capital NY	5/1/2000
Smith Barney	5/1/2000
Smith Barney NY	5/1/2000
Citibank	5/1/2000
Evergreen Ultra Advantage	11/25/2003
Nationwide Classic	5/1/2003
Vision Plus	5/1/2004
Vision Plus NY	5/1/2004
Elite Pro LTD	5/1/2003
Elite Pro Classic	5/1/2003
BOA InvestCare	5/1/2002
Retirement Ally A	5/1/2003
Retirement Ally B	5/1/2003
MFS Annuity	5/1/2002

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

**A “Tax Treatment of a Partial 1035 Exchange With Subsequent Withdrawal” subsection of the “Federal Tax Considerations” section is added immediately after the “Non-Qualified Contracts – Non-Natural Persons as Contract Owners” subsection as follows:**

In March 2008, the IRS issued Rev. Proc. 2008-24, which addresses the income tax consequences of the direct transfer of a portion of the cash value of an annuity contract in exchange for the issuance of a second annuity contract. A direct transfer that satisfies the revenue procedure will be treated as a tax-free exchange under section 1035 of the Internal Revenue Code if, for a period of at least 12 months from the date of the direct transfer, there are no distributions or surrenders from either annuity contract involved in the exchange. In addition, the tax-free status of the exchange may still be preserved despite a distribution or surrender from either contract if the contract owner can show that between the date of the direct transfer and the distribution or surrender, one of the conditions described under section 72(q)(2) of the Internal Revenue Code that would exempt the distribution from the 10% early distribution penalty (such as turning age 59½, or becoming disabled; but not a series of substantially equal periodic payments or an immediate annuity) or “other similar life event” such as divorce or loss of employment occurred. Absent a showing of such an occurrence, Rev. Proc. 2008-24 concludes that the direct transfer would fail to qualify as a tax-free 1035 exchange, and the full amount transferred from the original contract would be treated as a taxable distribution, followed by the purchase of a new annuity contract. Rev. Proc. 2008-24 applies to direct transfers completed on or after June 30, 2008. Please discuss any tax consequences concerning any contemplated or completed transactions with a professional tax advisor.

**Nationwide Life Insurance Company:**

- Nationwide Variable Account - II
- Nationwide Variable Account - 4
- Nationwide Variable Account - 6
- Nationwide Variable Account - 7
- Nationwide Variable Account - 8
- Nationwide Variable Account - 9
- Nationwide Variable Account - 10
- Nationwide Variable Account - 13
- Nationwide Variable Account - 14
- Nationwide VLI Separate Account - 2
- Nationwide VLI Separate Account - 3
- Nationwide VLI Separate Account - 4
- Nationwide VLI Separate Account - 6
- Nationwide VLI Separate Account - 7

**Nationwide Life and Annuity Insurance Company:**

- Nationwide VA Separate Account - B
- Nationwide VL Separate Account - C
- Nationwide VL Separate Account - D
- Nationwide VL Separate Account - G

**Nationwide Life Insurance Company of America**

- Nationwide Provident VLI Separate Account 1

**Nationwide Life and Annuity Company of America**

- Nationwide Provident VA Separate Account A
- Nationwide Provident VLI Separate Account A

Prospectus supplement dated July 12, 2007 to  
Prospectus dated May 1, 2007

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

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Effective July 19, 2007, all references in your prospectus to Fidelity Variable Insurance Products Fund II, Fidelity Variable Insurance Products Fund III and/or Fidelity Variable Insurance Products Fund IV are hereby removed. References to Fidelity Variable Insurance Products Fund II, Fidelity Variable Insurance Products Fund III and/or Fidelity Variable Insurance Products Fund IV shall mean Fidelity Variable Insurance Products Fund.

Supplement Dated May 1, 2006 to Prospectus Dated May 1, 2002 for The Best of America InvestCare Annuity  
Issued by Nationwide Life Insurance Company through its Nationwide Variable Account-10

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

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**Effective May 1, 2006, the following underlying mutual funds changed their name, investment adviser/sub-adviser, and/or investment objective:**

1. Gartmore Variable Insurance Trust – Dreyfus GVIT Mid Cap Index Fund: Class I changed to:

**Gartmore Variable Insurance Trust – GVIT Mid Cap Index Fund: Class I**

Investment Adviser:	Gartmore Mutual Fund Capital Trust, an indirect subsidiary of Nationwide Mutual Insurance Company.
Sub-adviser:	Fund Asset Management LP
Investment Objective:	Capital appreciation.

2. Oppenheimer Variable Account Funds – Oppenheimer Aggressive Growth Fund/VA: Non-Service Shares changed to:

**Oppenheimer Variable Account Funds - Oppenheimer MidCap Fund/VA: Non-Service Shares**

Investment Adviser:	OppenheimerFunds, Inc.
Investment Objective:	Capital appreciation by investing in “growth type” companies.

Nationwide Life Insurance Company:

- Nationwide Variable Account - II
- Nationwide Variable Account - 7
- Nationwide Variable Account - 8
- Nationwide Variable Account - 9
- Nationwide Variable Account - 10
- Nationwide Variable Account - 14
- Nationwide VLI Separate Account - 2
- Nationwide VLI Separate Account - 3
- Nationwide VLI Separate Account - 4
- Nationwide VLI Separate Account - 7

Nationwide Life and Annuity Insurance Company:

- Nationwide VA Separate Account - B
- Nationwide VL Separate Account - C
- Nationwide VL Separate Account - D
- Nationwide VL Separate Account - G

Prospectus supplement dated September 22, 2005 to  
Prospectus dated May 1, 2005

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

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Effective September 19, 2005, the sub-adviser information relating to the Gartmore – GVIT Small Cap Value Fund: Class I is amended as follows:

**Gartmore Variable Insurance Trust – GVIT Small Cap Value Fund: Class I**

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<b>Sub-adviser:</b>	<b>Epoch Investment Partners, Inc.; J.P. Morgan Investment Management Inc.</b>
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**Elite Pro Classic Annuity**  
**Elite Pro LTD Annuity**

Nationwide Life Insurance Company  
Nationwide Variable Account-9

Prospectus Supplement dated April 8, 2005 to Prospectus dated May 1, 2003

**Best of America InvestCare Annuity**

Nationwide Life Insurance Company  
Nationwide Variable Account-10

Prospectus Supplement dated April 8, 2005 to Prospectus dated May 1, 2002

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

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**1. Effective April 8, 2005, the Strong Opportunity Fund II, Inc.: Investor Class will change its name, investment adviser, and sub-adviser as follows:**

**Wells Fargo Variable Trust Funds – Wells Fargo Advantage Opportunity Fund VT: Investor Class (formerly, Strong Opportunity Fund II, Inc.: Investor Class)**

Investment Adviser:	Wells Fargo Funds Management, LLC
Sub-adviser:	Wells Capital Management, Inc.
Investment Objective:	Capital growth.

**2. Effective May 1, 2005, the following underlying mutual funds will change names. The original underlying mutual fund name is hereby replaced with the new underlying mutual fund name, as reflected in the following table:**

<b>Original Underlying Mutual Fund Name</b>	<b>New Underlying Mutual Fund Name</b>
Gartmore Variable Insurance Trust – Comstock GVIT Value Fund: Class I	Gartmore Variable Insurance Trust – Van Kampen GVIT Comstock Value Fund: Class I
Janus Aspen Series – Capital Appreciation Portfolio: Service Shares	Janus Aspen Series – Forty Portfolio: Service Shares

**3. Effective May 1, 2005, the "Legal Proceedings" provision of your prospectus is replaced with the following:**

**Legal Proceedings**

Nationwide is a party to litigation and arbitration proceedings in the ordinary course of its business. It is not possible to determine the ultimate outcome of the pending investigations and legal proceedings or to provide reasonable ranges of potential losses. Some of the matters referred to below are in very preliminary stages, and Nationwide does not have sufficient information to make an assessment of 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, plaintiffs are seeking undefined amounts of damages or other relief, including punitive damages and equitable remedies, that are difficult to quantify and cannot be defined based on the information currently available. Nationwide does not believe, based on information currently known by Nationwide's 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.

The financial services industry, including mutual fund, variable annuity, life insurance and distribution companies, has also been the subject of increasing scrutiny by regulators, legislators and the media over the past two years. Numerous regulatory agencies, including the SEC, the NASD 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 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 is cooperating with this investigation and is responding to information requests.

In addition, state and federal regulators have commenced investigations or other proceedings relating to compensation and bidding arrangements and possible anti-competitive activities between insurance producers and brokers and issuers of insurance products, and unsuitable sales by producers on behalf of either the issuer or the purchaser. Also under investigation are compensation arrangements between the issuers of variable insurance contracts and mutual funds or their affiliates. Related investigations and proceedings may be



commenced in the future. Nationwide has been contacted by regulatory agencies and state attorneys general for information relating to these investigations into compensation and bidding arrangements, anti-competitive activities and unsuitable sales practices. Nationwide is cooperating with regulators in connection with these inquiries. Nationwide Mutual Insurance Company (“NMIC”), Nationwide’s ultimate parent, has been contacted by certain regulators for information on these issues with respect to its operations and the operations of its subsidiaries, including Nationwide. Nationwide will cooperate with NMIC in responding to these inquiries to the extent that any inquiries encompass its 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 life insurance and annuity companies. These proceedings could also affect the outcome of one or more of Nationwide’s litigation matters.

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*. The plaintiff purports to represent a class of persons in the United States who, through their ownership of a Nationwide annuity or insurance product, held units of any Nationwide sub-account invested in mutual funds which included foreign securities in their portfolios and which allegedly experienced market timing trading activity. The complaint contains allegations of negligence, reckless indifference and breach of fiduciary duty. The plaintiff seeks to recover compensatory and punitive damages in an amount not to exceed \$75,000 per plaintiff or class member. Nationwide removed this case to the United States District Court for the Southern District of Illinois on June 1, 2004. The plaintiffs moved to remand on June 28, 2004. On July 12, 2004, Nationwide filed a memorandum opposing remand and requesting a stay pending the resolution of an unrelated case covering similar issues, which is an appeal from a decision of the same District Court remanding a removed market timing case to an Illinois state court. On July 30, 2004, the U.S. District Court granted Nationwide’s request for a stay pending a decision by the Seventh Circuit on the unrelated case mentioned above. 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 there entitled *In Re Mutual Funds Investment Litigation*. This lawsuit is in a preliminary stage, and Nationwide intends to defend it vigorously.

On January 21, 2004, Nationwide was named in a lawsuit filed in the United States District Court for the Northern District of Mississippi entitled *United Investors Life Insurance Company v. Nationwide Life Insurance Company and/or Nationwide Life Insurance Company of America and/or Nationwide Life and Annuity Insurance Company and/or Nationwide Life and Annuity Company of America and/or Nationwide Financial Services, Inc. and/or Nationwide Financial Corporation, and John Does A-Z*. In its complaint, plaintiff United Investors alleges that Nationwide and/or its affiliated life insurance companies caused the replacement of variable insurance policies and other financial products issued by United Investors with policies issued by the Nationwide defendants. The plaintiff raises claims for (1) violations of the Federal Lanham Act, and common law unfair competition and defamation, (2) tortious interference with the plaintiff’s contractual relationship with Waddell & Reed, Inc. and/or its affiliates, Waddell & Reed Financial, Inc., Waddell & Reed Financial Services, Inc. and W&R Insurance Agency, Inc., or with the plaintiff’s contractual relationships with its variable policyholders, (3) civil conspiracy, and (4) breach of fiduciary duty. The complaint seeks compensatory damages, punitive damages, pre- and post-judgment interest, a full accounting, a constructive trust, and costs and disbursements, including attorneys’ fees. Nationwide filed a motion to dismiss the complaint on June 1, 2004. On February 8, 2005 the court denied the motion to dismiss. Nationwide intends to defend this lawsuit vigorously.

On October 31, 2003, Nationwide was named in a lawsuit seeking class action status filed in the United States District Court for the District of Arizona entitled *Robert Helman et al v. Nationwide Life Insurance Company et al*. The suit challenges the sale of deferred annuity products for use as investments in tax-deferred contributory retirement plans. On April 8, 2004, the plaintiff filed an amended class action complaint on behalf of all persons who purchased an individual variable deferred annuity contract or a certificate to a group variable annuity contract issued by Nationwide or Nationwide Life and Annuity Insurance Company which were allegedly used to fund certain tax-deferred retirement plans. The amended class action complaint seeks unspecified compensatory damages. Nationwide filed a motion to dismiss the complaint on May 24, 2004. On July 27, 2004, the court granted Nationwide’s motion to dismiss. The plaintiff has appealed that dismissal to the United States Court of Appeals for the Ninth Circuit. Nationwide intends to defend this lawsuit vigorously.

On May 1, 2003, Nationwide was named in a class action lawsuit filed in the United States District Court for the Eastern District of Louisiana entitled *Edward Miller, Individually, and on behalf of all others similarly situated, v. Nationwide Life Insurance Company*. The complaint alleges that in 2001, plaintiff Edward Miller purchased three group modified single premium variable annuities issued by Nationwide. The plaintiff alleges that Nationwide represented in its prospectus and promised in its annuity contracts that contract holders could transfer assets without charge among the various funds available through the contracts, that the transfer rights of contract holders could not be modified and that Nationwide’s expense charges under the contracts were fixed. The plaintiff claims that Nationwide has breached the contracts and violated federal securities laws by imposing trading fees on transfers that were supposed to have been without charge. The plaintiff seeks compensatory damages and rescission on behalf of himself and a class of persons who purchased this type of annuity or similar contracts issued by Nationwide between May 1, 2001 and April 30, 2002 inclusive and were allegedly damaged by paying transfer fees. Nationwide’s motion to dismiss the complaint was granted by the District Court on October 28, 2003. The plaintiff appealed that dismissal to the United States Court of Appeals for the Fifth Circuit. On November 22, 2004, the Fifth Circuit Court of Appeals affirmed the judgment of the District Court dismissing the complaint. The time for further appeal by the plaintiff has expired.

On August 15, 2001, Nationwide was 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*. The plaintiffs first amended their complaint on September 5, 2001 to include class action allegations and have subsequently amended their complaint three times. As amended, in the current complaint the plaintiffs seek to represent a class of ERISA qualified retirement plans that purchased variable annuities from Nationwide. The plaintiffs allege that they invested ERISA plan assets in their variable annuity contracts and that Nationwide 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 Nationwide, other unspecified relief for restitution, declaratory and injunctive relief, and attorneys' fees. On December 13, 2001, the plaintiffs filed a motion for class certification. The plaintiffs filed a supplement to that motion on September 19, 2003. Nationwide opposed that motion on December 24, 2003. On July 6, 2004, Nationwide filed a Revised Memorandum in Support of Summary Judgment. The plaintiffs have opposed that motion. Nationwide intends 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 – II
- Nationwide Variable Account – 8
- Nationwide Variable Account – 9
- Nationwide Variable Account – 10
- Nationwide Variable Account – 13

Prospectus supplement dated October 25, 2004 to  
Prospectus dated May 1, 2004

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

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**1. The "Guaranteed Term Options" section of your prospectus is amended to replace the first paragraph with the following:**

Guaranteed Term Options ("GTOs") are separate investment options under the contract. Allocations to Guaranteed Term Options are not subject to variable account charges. 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.

**2. The "Transfers after Annuitization" section of your prospectus is amended to add the following to the last paragraph:**

Guaranteed Term Options are not available after annuitization.

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

Nationwide is a party to litigation and arbitration proceedings and inquiries from regulatory bodies in the ordinary course of its business.

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.

On October 29, 1998, Nationwide was named in a lawsuit filed in Ohio state court by plaintiff Mercedes Castillo that challenged the sale of deferred annuity products for use as investments in tax-deferred contributory retirement plans (*Mercedes Castillo v. Nationwide Financial Services, Inc., Nationwide Life Insurance Company and Nationwide Life and Annuity Insurance Company*). On May 3, 1999, the complaint was amended to, among other things, add Marcus Shore as a second plaintiff. The amended complaint was brought as a class action on behalf of all persons who purchased individual deferred annuity contracts or participated in group annuity contracts sold by Nationwide and the other named defendants, which were allegedly used to fund certain tax-deferred retirement plans. The amended complaint seeks unspecified compensatory and punitive damages. On May 28, 2002, the Court granted the motion of Marcus Shore to withdraw as a named plaintiff and denied plaintiffs' motion to add new persons as named plaintiffs. On November 4, 2002, the Court issued a decision granting Nationwide's motion for summary judgment on all of plaintiff Mercedes Castillo's individual claims, and ruling that plaintiff's motion for class certification was moot. Following appeal by the plaintiff, both of those decisions were affirmed by the Ohio Court of Appeals on September 9, 2003. The plaintiff filed a notice of appeal of the decision by the Ohio Court of Appeals on October 24, 2003. The Ohio Supreme Court announced on January 21, 2004 that the appeal was not accepted and the time for reconsideration has expired.

GTO Only

On October 31, 2003, a lawsuit seeking class action status containing allegations similar to those made in the Castillo case was filed against Nationwide in Arizona federal court by plaintiff Robert Helman (*Robert Helman et al v. Nationwide Life Insurance Company et al*). This lawsuit is in a very preliminary stage and Nationwide is evaluating its merits. Nationwide intends to defend this lawsuit vigorously.

On August 15, 2001, Nationwide was named in a lawsuit filed in Connecticut federal court (*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*). The plaintiffs first amended their complaint on September 6, 2001 to include class action allegations, and have subsequently amended their complaint twice. As amended, in the current complaint, the plaintiffs seek to represent a class of ERISA qualified retirement plans that purchased variable annuities from Nationwide. Plaintiffs allege that they invested ERISA plan assets in their variable annuity contracts, and that Nationwide acquired and breached ERISA fiduciary duties by accepting service payments from certain mutual funds that allegedly consisted of or diminished those ERISA plan assets. The complaint seeks disgorgement of some or all of the fees allegedly received by Nationwide and other unspecified relief for restitution, along with declaratory and injunctive relief and attorneys' fees. On December 3, 2001, the plaintiffs filed a motion for class certification. Plaintiffs filed a supplement to that motion on September 19, 2003. Nationwide opposed that motion on December 24, 2003. On January 30, 2004, Nationwide filed its Revised Memorandum in Support of Summary Judgment and a Motion Requesting that the Court Decide Summary Judgment before Class Certification. Plaintiffs are opposing that motion. Nationwide intends to defend this lawsuit vigorously.

On May 1, 2003, a class action was filed against Nationwide in the United States District Court for the Eastern District of Louisiana (*Edward Miller, Individually, and on behalf of all others similarly situated, v. Nationwide Life Insurance Company*). The complaint alleges that in 2001, plaintiff Edward Miller purchased three group modified single premium variable annuities issued by Nationwide. Plaintiff alleges that Nationwide represented in its prospectus and promised in its annuity contracts that contract holders could transfer assets without charge among the various funds available through the contracts, that the transfer rights of contract holders could not be modified and that NLIC's expense charges under the contracts were fixed. Plaintiff claims that Nationwide has breached the contracts and violated federal securities laws by imposing trading fees on transfers that were supposed to have been without charge. Plaintiff seeks compensatory damages and rescission on behalf of himself and a class of persons who purchased this type of annuity or similar contracts issued by Nationwide between May 1, 2001 and April 30, 2002 inclusive and were allegedly damaged by paying transfer fees. Nationwide's motion to dismiss the complaint was granted by the Court on October 28, 2003. Plaintiff has appealed that dismissal.

On January 21, 2004, Nationwide was named in a lawsuit filed in the U.S. District Court for the Northern District of Mississippi (*United Investors Life Insurance Company v. Nationwide Life Insurance Company and/or Nationwide Life Insurance Company of America and/or Nationwide Life and Annuity Insurance Company and/or Nationwide Life and Annuity Company of America and/or Nationwide Financial Services, Inc. and/or Nationwide Financial Corporation, and John Does A-Z*). In its complaint, the plaintiff alleges that Nationwide and/or its affiliated life insurance companies (1) tortiously interfered with the plaintiff's contractual and fiduciary relationship with Waddell & Reed, Inc. and/or its affiliates, Waddell & Reed Financial, Inc., Waddell & Reed Financial Services, Inc. and W & R Insurance Agency, Inc. (collectively, "Waddell & Reed"), (2) conspired with and otherwise caused Waddell & Reed to breach its contractual and fiduciary obligations to the plaintiff, and (3) tortiously interfered with the plaintiff's contractual relationship with policyholders of insurance policies issued by the plaintiff. The complaint seeks compensatory damages, punitive damages, pre- and post-judgment interest, a full accounting, and costs and disbursements, including attorneys' fees. The plaintiff seeks to have each defendant judged jointly and severally liable for all damages. This lawsuit is in a very preliminary stage, and Nationwide intends to defend it vigorously.

The financial services industry, including mutual fund, variable annuity and distribution companies have been the subject of increasing scrutiny by regulators, legislators, and the media over the past year. Numerous regulatory agencies, including the SEC and the New York 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 companies on those issues. Investigations and enforcement actions have also been commenced, on a smaller scale, regarding the sales practices of mutual fund and variable annuity distributors. These legal proceedings are expected to continue in the future. These investigations and proceedings could result in legal precedents, as well as new industry-wide legislation, rules, or regulations, that could significantly affect the financial services industry, including variable annuity companies. Nationwide has been contacted by regulatory agencies for

information relating to market timing, late trading, and sales practices. Nationwide is cooperating with these regulatory agencies and is responding to those information requests.

There can be no assurance that any such litigation or regulatory actions will not have a material adverse effect on Nationwide in the future.

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

Nationwide Life Insurance Company:

- Nationwide Variable Account-II
- Nationwide Variable Account-8
- Nationwide Variable Account-9
- Nationwide Variable Account-10
- Nationwide Variable Account-14
- Nationwide VLI Separate Account-2
- Nationwide VLI Separate Account-4

Nationwide Life and Annuity Insurance Company:

- Nationwide VA Separate Account-B
- Nationwide VL Separate Account-C
- Nationwide VL Separate Account-D

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Prospectus supplement dated August 20, 2004

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

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The sub-adviser information relating to the Gartmore Variable Insurance Trust - GVIT Small Cap Growth Fund: Class I and Gartmore Variable Insurance Trust - GVIT Small Company Fund: Class I is amended as follows:

**Gartmore Variable Insurance Trust – GVIT Small Cap Growth Fund: Class I**

Sub-advisers:	Oberweis Asset Management, Inc.; Waddell & Reed Investment Management Company
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**Gartmore Variable Insurance Trust – GVIT Small Company Fund: Class I**

Sub-advisers:	American Century Investment Management, Inc.; The Dreyfus Corporation; Gartmore Global Partners, an indirect subsidiary of Nationwide Mutual Insurance Company; Morgan Stanley Investment Management Inc.; Neuberger Berman, LLC; Waddell & Reed Investment Management Company
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Nationwide Life Insurance Company  
Nationwide Variable Account-10

Prospectus supplement dated May 1, 2004

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

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- 1. The Van Eck Worldwide Trust funds have added a share class designation. The Van Eck Worldwide Trust funds available in your contract are Initial Class.**
- 2. Pursuant to shareholder approval, on April 23, 2004, the following underlying mutual funds liquidated and are no longer available as investment options under the contract:**

Gartmore Variable Insurance Trust - Nationwide® GVIT Strategic Value Fund  
Gartmore Variable Insurance Trust – Turner GVIT Growth Focus Fund

- 3. The provisions relating to transfers among and between the sub-accounts are amended to reflect the following:**

The contracts sold with this prospectus are not 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 wishes 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 attempts 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.

*U.S. Mail Restrictions*

Nationwide monitors exchange activity in order to identify those engaged in harmful trading practices. On a daily basis, Nationwide examines transaction reports that identify contracts that could be engaging in harmful trading practices. A contract will appear on these reports if the contract owner (or a third party acting on their behalf) executes a certain number of "transfer events" in a given period. A "transfer event" is any valuation period on which allocations are moved between investment options, regardless of the quantity of reallocations. For example, if a contract owner moves contract value between 10 underlying mutual funds in one day, the entire reallocation only counts as one transfer event.

Nationwide's response to frequent trading activity depends on the contract's calendar year history of transfer events, as described in the following table:

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: (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 1<sup>st</sup>, Nationwide will start the monitoring anew, so that each contract starts with 0 transfer events each January 1. Transfer events that were "unused" in previous calendar years may not be carried over into subsequent calendar years.

Nationwide may, at a later date, permit contract owners required to submit transfer requests via U.S. mail to submit transfer requests via the internet and/or telephone with a one-day delay. The result of the one-day delay is that the transfer will be priced at approximately the same time as if the transfer had been submitted by U.S. mail. Transfers submitted with a one-day delay are irrevocable.

*Managers of Multiple Contracts*

Some third-party investment advisers manage the assets of multiple Nationwide contracts pursuant to trading authority granted or conveyed by multiple contract owners. These third-party advisers will automatically be required by Nationwide to submit all transfer requests via U.S. mail. Brokers of record who are granted authority to execute transfers in multiple contracts do not fall within Nationwide's definition of third-party advisers.

Nationwide may, at a later date, permit third-party advisers to submit transfer requests via the internet and/or telephone with a one-day delay, as described above.

*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).

Any restrictions that Nationwide implements will be applied consistently and uniformly.



**SUPPLEMENT DATED OCTOBER 1, 2003**  
**FOR**  
**MODIFIED SINGLE PREMIUM DEFERRED VARIABLE ANNUITY CONTRACTS**  
**ISSUED BY**  
**NATIONWIDE LIFE INSURANCE COMPANY THROUGH ITS**  
**NATIONWIDE VARIABLE ACCOUNT – 10**

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

Effective October 1, 2003, the Gartmore Variable Insurance Trust – GVIT Small Cap Value Fund has added J.P. Morgan Investment Management Inc. as a sub-adviser.

**SUPPLEMENT DATED MAY 1, 2003 TO  
PROSPECTUS DATED MAY 1, 2002 FOR  
MODIFIED SINGLE PREMIUM DEFERRED VARIABLE  
ANNUITY CONTRACTS  
ISSUED BY  
NATIONWIDE LIFE INSURANCE COMPANY  
THROUGH ITS  
NATIONWIDE VARIABLE ACCOUNT-10**

**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, 2003, the following underlying mutual funds changed names:**

<b>Old Underlying Mutual Fund Name</b>	<b>New Underlying Mutual Fund Name</b>
Gartmore Variable Insurance Trust ("GVIT") – Gartmore GVIT Total Return Fund: Class I (formerly, Total Return Fund)	GVIT – Gartmore GVIT Nationwide® Fund: Class I
GVIT – MAS GVIT Multi Sector Bond Fund: Class I (formerly, MAS NSAT Multi Sector Bond Fund)	GVIT – Van Kampen GVIT Multi Sector Bond Fund: Class I
GVIT – Strong GVIT Mid Cap Growth Fund: Class I (formerly, Strong NSAT Mid Cap Growth Fund)	GVIT – Gartmore GVIT Mid Cap Growth Fund: Class I
Neuberger Berman Advisers Management Trust – AMT Mid Cap Growth Portfolio	Neuberger Berman Advisers Management Trust – AMT Mid Cap Growth Portfolio: Class I
Oppenheimer Variable Account Funds – Oppenheimer Main Street® Growth & Income Fund/VA: Initial Class	Oppenheimer Variable Account Funds – Oppenheimer Main Street® Fund/VA: Initial Class
Strong Opportunity Fund II, Inc.	Strong Opportunity Fund II, Inc.: Investor Class
The Universal Institutional Funds, Inc. – Emerging Markets Debt Portfolio	The Universal Institutional Funds, Inc. – Emerging Markets Debt Portfolio: Class I
The Universal Institutional Funds, Inc. – U.S. Real Estate Portfolio	The Universal Institutional Funds, Inc. – U.S. Real Estate Portfolio: Class I

**2. The following underlying mutual funds have changed Subadvisers:**

<b>Underlying Mutual Fund</b>	<b>Old Subadviser</b>	<b>New Subadviser</b>
GVIT – Van Kampen GVIT Multi Sector Bond Fund: Class I	Miller, Anderson & Sherrerd, LLP	Van Kampen Asset Management, Inc.
The Dreyfus Socially Responsible Growth Fund, Inc.: Initial Shares	NCM Capital Management Group, Inc.	The Dreyfus Corporation

- 3. All references to Dreyfus Investment Portfolios – European Equity Portfolio: Initial Shares are removed in light of the liquidation that occurred on October 21, 2002.**

**NATIONWIDE VARIABLE ACCOUNT-10  
SUPPLEMENT TO MAY 1, 2002 PROSPECTUS**

Effective October 21, 2002, the Dreyfus Investment Portfolios – European Equity Portfolio: Initial Class liquidated. The Board of Trustees of the Dreyfus Investment Portfolios approved the proposal to liquidate this portfolio at a meeting on July 11, 2002.

Concurrently, Nationwide eliminated this portfolio as an investment option under the contract.

**The date of this supplement is October 21, 2002. Please keep it with the prospectus for future reference.**

**SUPPLEMENT DATED MAY 22, 2002 TO  
PROSPECTUS DATED MAY 1, 2002 FOR  
MODIFIED SINGLE PREMIUM DEFERRED VARIABLE  
ANNUITY CONTRACTS  
ISSUED BY  
NATIONWIDE LIFE INSURANCE COMPANY  
THROUGH ITS  
NATIONWIDE VARIABLE ACCOUNT - 10**

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

**1. Effective May 22, 2002, the list of underlying mutual funds at the beginning of your prospectus is modified as follows:**

The following underlying mutual funds are not available for policies issued on or after September 27, 1999:

**Credit Suisse Trust (formerly, Credit Suisse Warburg Pincus Trust)**

- Global Post-Venture Capital Portfolio (formerly, Post-Venture Capital Portfolio)
- International Focus Portfolio (formerly, International Equity Portfolio)

The following underlying mutual fund is not available for policies issued on or after January 25, 2002:

**Dreyfus**

- Dreyfus Investment Portfolios – European Equity Portfolio: Initial Shares

**2. “Appendix A: Objectives for Underlying Mutual Funds” is amended as follows:**

**Credit Suisse Trust**

The Credit Suisse Trust is an open-end management investment company organized in March 1995 as a business trust under the laws of The Commonwealth of Massachusetts. The Trust offers its shares to insurance companies for allocation to separate accounts for the purpose of funding variable annuity and variable life contracts. The Portfolios are managed by Credit Suisse Asset Management, LLC (“Credit Suisse”).

**Global Post-Venture Capital Portfolio (Not available for policies issued on or after September 27, 1999)**

*Investment Objective:* Long-term growth of capital by investing primarily in equity securities of U.S. and foreign companies considered to be in their post-venture capital stage of development. Under normal market conditions, the Portfolio will invest at least 65% of its total assets in equity securities of “post-venture capital companies.” A post-venture capital company is one that has received venture capital financing either: (a) during the early stages of the company’s existence or the early stages of the development of a new product or service; or (b) as part of a restructuring or recapitalization of the company. The Portfolio will invest in at least three countries including the United States.

**International Focus Portfolio (Not available for policies issued on or after September 27, 1999)**

*Investment Objective:* Long-term capital appreciation by investing primarily in a broadly diversified portfolio of equity securities of companies, wherever organized, that in the judgment of Credit Suisse have their principal business activities and interests outside the United States. The Portfolio will ordinarily invest substantially all of its assets, but no less than 65% of its total assets, in common stocks, warrants and securities convertible into or exchangeable for common stocks. The Portfolio intends to invest principally in the securities of financially strong companies with opportunities for growth within growing international economies and markets through increased earning power and improved utilization or recognition of assets.

## **Dreyfus Investment Portfolios**

Dreyfus Investment Portfolios (the "Fund") is an open-end, management investment company known as a mutual fund. Shares are offered only to variable annuity and variable life insurance separate accounts established by insurance companies to fund variable annuity contracts and variable life insurance policies and to qualified pension and retirement plans. Individuals may not purchase shares directly from the Fund. The Dreyfus Corporation serves as the Fund's investment adviser.

### **European Equity Portfolio: Initial Shares (Not available for policies issued on or after January 25, 2002)**

*Investment Objective:* Long-term capital growth. To pursue this goal, the Portfolio generally invests at least 80% of its total assets in stocks included within the universe of the 300 largest European companies. The Portfolio may invest up to 10% of its total assets in the stocks of non-European companies. The Portfolio's stock investments may include common stocks, preferred stocks and convertible securities.

# NATIONWIDE LIFE INSURANCE COMPANY

## Modified Single Premium Deferred Variable Annuity Contracts

Issued by Nationwide Life Insurance Company through its Nationwide Variable Account -10

The date of this prospectus is May 1, 2002.

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.

**This prospectus contains basic information you should understand about the contracts before investing – the annuity contract is the legally binding instrument governing the relationship between you and Nationwide should you choose to invest. Please read this prospectus carefully and keep it for future reference.**

Not all benefits, programs, features and investment options described in this prospectus are available or approved for use in every state.

The contracts described in this prospectus offer a combination of variable annuity and long-term care insurance benefits. The contracts are intended to:

1. serve the long-term savings needs of investors; **and**
2. provide specific insurance protection against financial loss caused by confinement in a nursing home or other long-term care facility.

**Because the contract is specifically designed for investors also seeking long-term care insurance benefits, the contract may not be appropriate for investors solely interested in a variable annuity. Investors should carefully consider the costs and benefits of the contract with their investment or financial adviser before purchasing the contract.**

The contract issued with this prospectus consists of two components: variable annuity benefits and long-term care/disability insurance benefits. *The information in this prospectus describes only information you should know about the variable annuity provisions of the contract unless stated otherwise.* Investors should read this prospectus in conjunction with the contract and other material provided which discusses the long-term care/disability insurance benefits of the contract before purchasing the contract.

The following is a list of the underlying mutual funds available under the contract. 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 listed below are available in every state.

### **American Century Variable Portfolios, Inc., a member of the American Century<sup>sm</sup> Family of Investments**

- American Century VP Income & Growth Fund: Class I
- American Century VP International Fund: Class I
- American Century VP Ultra Fund: Class I
- American Century VP Value Fund: Class I

### **Dreyfus**

- Dreyfus Investment Portfolios – Small Cap Stock Index Portfolio: Service Shares
- The Dreyfus Socially Responsible Growth Fund, Inc.: Initial Shares
- Dreyfus Stock Index Fund, Inc.: Initial Shares
- Dreyfus Variable Investment Fund – Appreciation Portfolio: Initial Shares (formerly, Dreyfus Variable Investment Fund – Capital Appreciation Portfolio)

### **Federated Insurance Series**

- Federated Quality Bond Fund II: Primary Shares

### **Fidelity Variable Insurance Products Fund**

- VIP Equity-Income Portfolio: Service Class
- VIP Growth Portfolio: Service Class
- VIP High Income Portfolio: Service Class\*
- VIP Overseas Portfolio: Service Class

### **Fidelity Variable Insurance Products Fund II**

- VIP II Contrafund® Portfolio: Service Class

### **Fidelity Variable Insurance Products Fund III**

- VIP III Value Strategies Portfolio: Service Class

### **Gartmore Variable Insurance Trust (“GVIT”) (formerly, Nationwide Separate Account Trust)**

- Comstock GVIT Value Fund: Class I (formerly, Federated GVIT Equity Income Fund) (subadviser: Van Kampen Asset Management Inc.)
- Dreyfus GVIT Mid Cap Index Fund: Class I (formerly, Dreyfus NSAT Mid Cap Index Fund)
- Federated GVIT High Income Bond Fund: Class I\* (formerly, Federated NSAT High Income Bond Fund)
- Gartmore GVIT Emerging Markets Fund: Class I (formerly, Gartmore NSAT Emerging Markets Fund)
- Gartmore GVIT Global Financial Services Fund: Class I
- Gartmore GVIT Global Health Sciences Fund: Class I
- Gartmore GVIT Global Technology and Communications Fund: Class I (formerly, Gartmore NSAT Global Technology and Communications Fund)
- Gartmore GVIT Global Utilities Fund: Class I
- Gartmore GVIT Government Bond Fund: Class I (formerly, Government Bond Fund)
- Gartmore GVIT Growth Fund: Class I (formerly, Capital Appreciation Fund)
- Gartmore GVIT International Growth Fund: Class I (formerly, Gartmore NSAT International Growth Fund)
- Gartmore GVIT Money Market Fund: Class I (formerly, Money Market Fund)
- Gartmore GVIT Nationwide Leaders Fund: Class I
- Gartmore GVIT Total Return Fund: Class I (formerly, Total Return Fund)
- Gartmore GVIT U.S. Growth Leaders Fund: Class I
- Gartmore GVIT Worldwide Leaders Fund: Class I (formerly, Nationwide® Global 50 Fund) (subadviser: J.P. Morgan Investment Management Inc.)
- GVIT Small Cap Growth Fund: Class I (formerly, Nationwide® Small Cap Growth Fund) (subadvisers: Neuberger Berman, LLC and Waddell & Reed Investment Management Company)

- GVIT Small Cap Value Fund: Class I (formerly, Nationwide® Small Cap Value Fund) (subadviser: The Dreyfus Corporation)
- GVIT Small Company Fund: Class I (formerly, Nationwide® Small Company Fund) (subadvisers: The Dreyfus Corporation, Neuberger Berman, LLC, Strong Capital Management, Inc., Waddell & Reed Investment Management Company, and Gartmore Global Partners)
- J.P. Morgan GVIT Balanced Fund: Class I (formerly, J.P. Morgan NSAT Balanced Fund)
- MAS GVIT Multi Sector Bond Fund: Class I\* (formerly, MAS NSAT Multi Sector Bond Fund)
- Strong GVIT Mid Cap Growth Fund: Class I (formerly, Strong NSAT Mid Cap Growth Fund)

### **Janus Aspen Series**

- Capital Appreciation Portfolio: Service Shares
- Global Technology Portfolio: Service Shares
- International Growth Portfolio: Service Shares

### **Neuberger Berman Advisers Management Trust**

- AMT Guardian Portfolio
- AMT Mid-Cap Growth Portfolio
- AMT Partners Portfolio

### **Oppenheimer Variable Account Funds**

- Oppenheimer Aggressive Growth Fund/VA: Initial Class
- Oppenheimer Capital Appreciation Fund/VA: Initial Class
- Oppenheimer Global Securities Fund/VA: Initial Class
- Oppenheimer Main Street Growth & Income Fund/VA: Initial Class

### **Strong Opportunity Fund II, Inc.**

### **Van Kampen**

#### **The Universal Institutional Funds, Inc. (formerly, Morgan Stanley Dean Witter Universal Funds, Inc.)**

- Emerging Markets Debt Portfolio
- U.S. Real Estate Portfolio

**The following underlying mutual funds are not available in connection with contracts for which good order applications are (or were) received on or after May 1, 2000:**

### **Credit Suisse Trust (formerly, Credit Suisse Warburg Pincus Trust)**

- Large Cap Value Portfolio (formerly, Value Portfolio)



**Gartmore Variable Insurance Trust (formerly, Nationwide Separate Account Trust)**

- Nationwide® GVIT Strategic Value Fund: Class I (formerly, Nationwide® Strategic Value Fund) (subadviser: Strong Capital Management, Inc.)

**The following underlying mutual fund is not available in connection with contracts for which good order applications are (or were) received on or after January 25, 2002:**

**Gartmore Variable Insurance Trust (formerly, Nationwide Separate Account Trust)**

- Turner GVIT Growth Focus Fund: Class I (formerly, Turner NSAT Growth Focus Fund: Class I)

**The following underlying mutual funds are not available in connection with contracts for which good order applications are (or were) received on or after May 1, 2002:**

**Fidelity Variable Insurance Products Fund III**

- VIP III Growth Opportunities Portfolio: Service Class

**Van Eck Worldwide Insurance Trust**

- Worldwide Emerging Markets Fund
- Worldwide Hard Assets Fund

**Van Kampen**

**The Universal Institutional Funds, Inc. (formerly, Morgan Stanley Dean Witter Universal Funds, Inc.)**

- Mid Cap Growth Portfolio

**Effective May 1, 2002, the following underlying mutual fund is no longer available to receive transfers or new purchase payments:**

**Dreyfus**

- Dreyfus Investment Portfolios – European Equity Portfolio: Initial Shares

\*These underlying mutual funds may invest in lower quality debt securities commonly referred to as junk bonds.

Purchase payments may also be allocated to the fixed account or Guaranteed Term Options. (Guaranteed Term Options may not be available in every jurisdiction – refer to your contract for specific information).

The Statement of Additional Information (dated May 1, 2002) which contains additional information about the variable annuity portion of the contract 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 33.

For general information, information relating to the long-term care/disability insurance benefits offered by the contract, or to obtain FREE copies of the:

- Statement of Additional Information;
- prospectus, annual report or semi-annual report for any underlying mutual fund;
- prospectus for Guaranteed Term Options;
- required Nationwide forms; or
- Nationwide’s privacy statement,

call: **1-800-848-6331**  
**TDD 1-800-238-3035**

or write:

***Nationwide Life Insurance Company***  
***One Nationwide Plaza, RRI-04-F4***  
***Columbus, Ohio 43215***

The Statement of Additional Information and other material incorporated by reference may be found on the SEC website at:

**[www.sec.gov](http://www.sec.gov)**

Information about this and other Best of America® products may be found at:

**[www.bestofamerica.com](http://www.bestofamerica.com)**

**This annuity:**

- **is NOT a bank deposit**
- **is NOT FDIC insured**
- **is NOT insured or endorsed by a bank or any federal government agency**
- **is NOT available in every state**
- **MAY go down in value**

Investors assume certain risks when investing in the contracts, including the possibility of losing money.

These contracts are offered to customers of various financial institutions and brokerage firms. No financial institution or brokerage firm is responsible for the guarantees under the contracts. *Guarantees under the contracts are the sole responsibility of Nationwide.*

In the future, additional underlying mutual funds managed by certain financial institutions or brokerage firms may be added to the variable account. These additional underlying mutual funds may be offered exclusively to purchasing customers of the particular financial institution or brokerage firm, or through other exclusive distribution arrangements.

**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.**

## 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 variable annuity payments.

**Contract value-** The total value of all accumulation units in a contract plus any amount held in the fixed account and any amount held under Guaranteed Term Options. The premium amount paid for the long-term care insurance portion of the contract does not contribute to the annuity contract value.

**Contract year-** Each year the contract is in force beginning with the date the contract is issued.

**ERISA-** The Employee Retirement Income Security Act of 1974, as amended.

**Fixed account-** An investment option that is funded by the general account of Nationwide.

**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.

**Nationwide-** Nationwide Life Insurance Company.

**Non-Qualified Contract-** A contract which does not qualify for favorable tax treatment as a Qualified Plan, Individual Retirement Annuity, Roth IRA, SEP IRA, Simple IRA, or Tax Sheltered Annuity.

**Sub-accounts-** Divisions of the variable account for which accumulation units and annuity units are separately maintained – each sub-account corresponds to a single underlying mutual fund.

**Valuation period-** Each day the New York Stock Exchange is open for business.

**Variable account-** Nationwide Variable Account -10, 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.

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## Summary of Contract Expenses

The expenses listed below are charged to all contracts, unless the contract owner meets an available exception under the contract.

### Contract Owner Transaction Expenses

Maximum Contingent Deferred Sales Charge (“CDSC”) (as a percentage of purchase payments surrendered) ..... 8%<sup>1</sup>

Range of CDSC over time:

Number of Completed Years from Date of Purchase Payment	CDSC Percentage
1	8%
2	8%
3	8%
4	8%
5	8%
6	7%
7	6%
8	5%
9	4%
10	3%
11	2%
12	1%
13+	0%

<sup>1</sup>Each contract year, the contract owner may withdraw without a CDSC the lesser of:

- 1) 10% of all purchase payments made to the annuity portion of the contract (less any purchase payments previously withdrawn from the annuity portion of the contract); or
- 2) 10% of the value of the annuity portion of the contract.

This free withdrawal privilege is non-cumulative. Free amounts not taken during any given contract year cannot be taken as free amounts in a subsequent contract year (see “Contingent Deferred Sales Charge”).

### Variable Account Charges<sup>2</sup>

(annualized rate of variable account charges as a percentage of the daily net assets)

Mortality and Expense Risk Charge ..... 1.40%  
 Total Variable Account Annual Expenses ..... 1.40%

<sup>2</sup>These charges apply only to sub-account allocations. They do not apply to allocations made to the fixed account, the Guaranteed Term Options, or to the amount paid as premium for the long-term care/disability insurance benefits offered by the contract. They are charged on a daily basis at the annualized rate noted above.

## Underlying Mutual Fund Annual Expenses

*(as a percentage of underlying mutual fund net assets, after expense reimbursement)*

	Management Fees	Other Expenses	12b-1 Fees	Total Underlying Mutual Fund Expenses
American Century Variable Portfolios, Inc. – American Century VP Income & Growth Fund: Class I	0.70%	0.00%	0.00%	0.70%
American Century Variable Portfolios, Inc. – American Century VP International Fund: Class I	1.26%	0.00%	0.00%	1.26%
American Century Variable Portfolios, Inc. – American Century VP Ultra Fund: Class I	1.00%	0.00%	0.00%	1.00%
American Century Variable Portfolios, Inc. – American Century VP Value Fund: Class I	0.97%	0.00%	0.00%	0.97%
Credit Suisse Trust – Large Cap Value Portfolio	0.51%	0.49%	0.00%	1.00%
Dreyfus Investment Portfolios – European Equity Portfolio: Initial Shares	0.81%	0.44%	0.00%	1.25%
Dreyfus Investment Portfolios – Small Cap Stock Index Portfolio: Service Shares	0.35%	0.00%	0.25%	0.60%
The Dreyfus Socially Responsible Growth Fund, Inc.: Initial Shares	0.75%	0.03%	0.00%	0.78%
Dreyfus Stock Index Fund, Inc.: Initial Shares	0.25%	0.01%	0.00%	0.26%
Dreyfus Variable Investment Fund – Appreciation Portfolio: Initial Shares	0.75%	0.03%	0.00%	0.78%
Federated Insurance Series – Federated Quality Bond Fund II: Primary Shares	0.55%	0.15%	0.00%	0.70%
Fidelity VIP Equity-Income Portfolio: Service Class*	0.48%	0.10%	0.10%	0.68%
Fidelity VIP Growth Portfolio: Service Class*	0.58%	0.10%	0.10%	0.78%
Fidelity VIP High Income Portfolio: Service Class	0.58%	0.13%	0.10%	0.81%
Fidelity VIP Overseas Portfolio: Service Class*	0.73%	0.20%	0.10%	1.03%
Fidelity VIP II Contrafund® Portfolio: Service Class*	0.58%	0.10%	0.10%	0.78%
Fidelity VIP III Growth Opportunities Portfolio: Service Class*	0.58%	0.11%	0.10%	0.79%
Fidelity VIP III Value Strategies Portfolio: Service Class	0.58%	0.26%	0.10%	0.94%
GVIT Comstock GVIT Value Fund: Class I	0.79%	0.28%	0.00%	1.07%
GVIT Dreyfus GVIT Mid Cap Index Fund: Class I	0.50%	0.26%	0.00%	0.76%
GVIT Federated GVIT High Income Bond Fund: Class I	0.75%	0.28%	0.00%	1.03%
GVIT Gartmore GVIT Emerging Markets Fund: Class I	1.15%	0.21%	0.00%	1.36%
GVIT Gartmore GVIT Global Financial Services Fund: Class I	1.00%	0.26%	0.00%	1.26%
GVIT Gartmore GVIT Global Health Sciences Fund: Class I	1.00%	0.32%	0.00%	1.32%
GVIT Gartmore GVIT Global Technology and Communications Fund: Class I	0.98%	0.26%	0.00%	1.24%
GVIT Gartmore GVIT Global Utilities Fund: Class I	0.80%	0.28%	0.00%	1.08%
GVIT Gartmore GVIT Government Bond Fund: Class I	0.50%	0.25%	0.00%	0.75%
GVIT Gartmore GVIT Growth Fund: Class I	0.59%	0.25%	0.00%	0.84%
GVIT Gartmore GVIT International Growth Fund: Class I	1.00%	0.33%	0.00%	1.33%
GVIT Gartmore GVIT Money Market Fund: Class I	0.38%	0.25%	0.00%	0.63%
GVIT Gartmore GVIT Nationwide Leaders Fund: Class I	0.84%	0.41%	0.00%	1.25%
GVIT Gartmore GVIT Total Return Fund: Class I	0.59%	0.25%	0.00%	0.84%
GVIT Gartmore GVIT U.S. Growth Leaders Fund: Class I	0.90%	0.22%	0.00%	1.12%
GVIT Gartmore GVIT Worldwide Leaders Fund: Class I	0.99%	0.26%	0.00%	1.25%
GVIT GVIT Small Cap Growth Fund: Class I	1.10%	0.28%	0.00%	1.38%
GVIT GVIT Small Cap Value Fund: Class I	0.86%	0.22%	0.00%	1.08%
GVIT GVIT Small Company Fund: Class I	0.93%	0.26%	0.00%	1.19%
GVIT J.P. Morgan GVIT Balanced Fund: Class I	0.74%	0.27%	0.00%	1.01%
GVIT MAS GVIT Multi Sector Bond Fund: Class I	0.75%	0.27%	0.00%	1.02%
GVIT Nationwide GVIT Strategic Value Fund: Class I	0.66%	0.34%	0.00%	1.00%

	Management Fees	Other Expenses	12b-1 Fees	Total Underlying Mutual Fund Expenses
GVIT Strong GVIT Mid Cap Growth Fund: Class I	0.90%	0.27%	0.00%	1.17%
GVIT Turner GVIT Growth Focus Fund: Class I	0.85%	0.43%	0.00%	1.28%
Janus Aspen Series – Capital Appreciation Portfolio: Service Shares	0.65%	0.01%	0.25%	0.91%
Janus Aspen Series – Global Technology Portfolio: Service Shares	0.65%	0.05%	0.25%	0.95%
Janus Aspen Series – International Growth Portfolio: Service Shares	0.65%	0.06%	0.25%	0.96%
Neuberger Berman AMT Guardian Portfolio	0.85%	0.14%	0.00%	0.99%
Neuberger Berman AMT Mid-Cap Growth Portfolio	0.84%	0.07%	0.00%	0.91%
Neuberger Berman AMT Partners Portfolio	0.82%	0.05%	0.00%	0.87%
Oppenheimer Variable Account Funds – Oppenheimer Aggressive Growth Fund/VA: Initial Class	0.64%	0.04%	0.00%	0.68%
Oppenheimer Variable Account Funds – Oppenheimer Capital Appreciation Fund/VA: Initial Class	0.64%	0.04%	0.00%	0.68%
Oppenheimer Variable Accounts Funds – Oppenheimer Global Securities Fund/VA: Initial Class	0.64%	0.06%	0.00%	0.70%
Oppenheimer Variable Account Funds – Oppenheimer Main Street Growth & Income Fund/VA: Initial Class	0.68%	0.05%	0.00%	0.73%
Strong Opportunity Fund II, Inc.	0.75%	0.35%	0.00%	1.10%
The Universal Institutional Funds, Inc. – Emerging Markets Debt Portfolio	0.80%	0.37%	0.00%	1.17%
The Universal Institutional Funds, Inc. – Mid Cap Growth Portfolio	0.41%	0.64%	0.00%	1.05%
The Universal Institutional Funds, Inc. – U.S. Real Estate Portfolio	0.75%	0.35%	0.00%	1.10%
Van Eck Worldwide Insurance Trust – Worldwide Emerging Markets Fund	1.00%	0.28%	0.00%	1.28%
Van Eck Worldwide Insurance Trust – Worldwide Hard Assets Fund	1.00%	0.15%	0.00%	1.15%

\*Actual annual class operating expenses were lower because a portion of the brokerage commissions that the fund paid was used to reduce the fund's expenses. In addition, through arrangements with the fund's custodian, credits realized as a result of uninvested cash balances are used to reduce a portion of the fund's custodian expenses. These offsets may be discontinued at any time.

The expenses shown above are deducted by the underlying mutual fund before it provides Nationwide with the daily net asset value. Nationwide then deducts applicable variable account charges from the net asset value in calculating the unit value of the corresponding sub-account. The management fees and other expenses are more fully described in the prospectus for each underlying mutual fund. Information relating to the underlying mutual funds was provided by the underlying mutual funds and not independently verified by Nationwide.

Some underlying mutual funds are subject to fee waivers and expense reimbursements. The following chart shows what the expenses would have been for such funds without fee waivers and expense reimbursements.

### **Underlying Mutual Fund Annual Expenses**

*(as a percentage of underlying mutual fund net assets, before expense reimbursement)*

	Management Fees	Other Expenses	12b-1 Fees	Total Underlying Mutual Fund Expenses
Credit Suisse Trust – Large Cap Value Portfolio	0.75%	0.49%	0.00%	1.24%
Federated Insurance Series – Federated Quality Bond Fund II: Primary Shares	0.60%	0.40%	0.25%	1.25%
GVIT Gartmore GVIT Nationwide Leaders Fund: Class I	0.90%	0.41%	0.00%	1.31%
GVIT Nationwide GVIT Strategic Value Fund: Class I	0.90%	0.34%	0.00%	1.24%
Strong Opportunity Fund II, Inc.	0.75%	0.65%	0.00%	1.40%
The Universal Institutional Funds, Inc. – Mid Cap Growth Portfolio	0.75%	0.64%	0.00%	1.39%
The Universal Institutional Funds, Inc. – U.S. Real Estate Portfolio	0.80%	0.35%	0.00%	1.15%
Van Eck Worldwide Insurance Trust – Worldwide Emerging Markets Fund	1.00%	0.30%	0.00%	1.30%
Van Eck Worldwide Insurance Trust: Worldwide Hard Assets Fund	1.00%	1.18%	0.00%	1.18%

Some underlying mutual funds assess (or reserve the right to assess) a short-term trading fee in connection with transfers from an underlying mutual fund sub-account that occur within 60 days after the date of allocation to that sub-account. Currently, none of the underlying mutual funds assess a short-term trading fee.

## Example

The following chart shows the amount of expenses (in dollars) that would be incurred under the annuity provisions of this contract assuming a \$1,000 investment, 5% annual return, and no change in expenses.

The underlying mutual fund information is for the period ended December 31, 2001 and reflects any reimbursements and/or waivers in effect at that time. If the underlying mutual fund expenses did not reflect the reimbursements and/or waivers, the expenses reflected in the table below would be higher.

These dollar figures are illustrative only and should not be considered a representation of past or future expenses. Actual expenses may be greater or less than those shown below.

The example reflects expenses of both the variable account and the underlying mutual funds. The example reflects the CDSC schedule and variable account expenses of 1.40%. Deductions for premium taxes are not reflected but may apply.

	If you surrender your contract at the end of the applicable time period				If you do not surrender your contract at the end of the applicable time period				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.
American Century Variable Portfolios, Inc. – American Century VP Income & Growth Fund: Class I	94	140	189	277	22	68	117	250	*	68	117	250
American Century Variable Portfolios, Inc. – American Century VP International Fund: Class I	100	158	218	336	28	86	146	309	*	86	146	309
American Century Variable Portfolios, Inc. – American Century VP Ultra Fund: Class I	97	149	204	309	25	77	132	282	*	77	132	282
American Century Variable Portfolios, Inc. – American Century VP Value Fund: Class I	97	149	203	306	25	77	131	279	*	77	131	279
Credit Suisse Trust – Large Cap Value Portfolio	97	149	204	309	25	77	132	282	*	77	132	282
Dreyfus Investment Portfolios – European Equity Portfolio: Initial Shares	100	157	217	335	28	85	145	308	*	85	145	308
Dreyfus Investment Portfolios – Small Cap Stock Index Portfolio: Service Shares	93	137	183	267	21	65	111	240	*	65	111	240
The Dreyfus Socially Responsible Growth Fund, Inc.: Initial Shares	95	143	193	286	23	71	121	259	*	71	121	259
Dreyfus Stock Index Fund, Inc.: Initial Shares	89	126	165	229	17	54	93	202	*	54	93	202
Dreyfus Variable Investment Fund – Appreciation Portfolio: Initial Shares	95	143	193	286	23	71	121	259	*	71	121	259
Federated Insurance Series – Federated Quality Bond Fund II: Primary Shares	94	140	189	277	22	68	117	250	*	68	117	250
Fidelity VIP Equity-Income Portfolio: Service Class	94	139	188	275	22	67	116	248	*	67	116	248
Fidelity VIP Growth Portfolio: Service Class	95	143	193	286	23	71	121	259	*	71	121	259

	If you surrender your contract at the end of the applicable time period				If you do not surrender your contract at the end of the applicable time period				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.
Fidelity VIP High Income Portfolio: Service Class	95	143	194	289	23	71	122	262	*	71	122	262
Fidelity VIP Overseas Portfolio: Service Class	98	150	206	312	26	78	134	285	*	78	134	285
Fidelity VIP II Contrafund® Portfolio: Service Class	95	143	193	286	23	71	121	259	*	71	121	259
Fidelity VIP III Growth Opportunities Portfolio: Service Class	95	143	193	287	23	71	121	260	*	71	121	260
Fidelity VIP III Value Strategies Portfolio: Service Class	97	148	202	304	25	76	130	277	*	76	130	277
GVIT Comstock GVIT Value Fund: Class I	98	152	208	316	26	80	136	289	*	80	136	289
GVIT Dreyfus GVIT Mid Cap Index Fund: Class I	95	142	192	284	23	70	120	257	*	70	120	257
GVIT Federated GVIT High Income Bond Fund: Class I	98	150	206	312	26	78	134	285	*	78	134	285
GVIT Gartmore GVIT Emerging Markets Fund: Class I	101	161	223	346	29	89	151	319	*	89	151	319
GVIT Gartmore GVIT Global Financial Services Fund: Class I	100	158	218	336	28	86	146	309	*	86	146	309
GVIT Gartmore GVIT Global Health Sciences Fund: Class I	101	160	221	342	29	88	149	315	*	88	149	315
GVIT Gartmore GVIT Global Technology and Communications Fund: Class I	100	157	217	334	28	85	145	307	*	85	145	307
GVIT Gartmore GVIT Global Utilities Fund: Class I	98	152	209	317	26	80	137	290	*	80	137	290
GVIT Gartmore GVIT Government Bond Fund: Class I	95	142	191	283	23	70	119	256	*	70	119	256
GVIT Gartmore GVIT Growth Fund: Class I	96	144	196	292	24	72	124	265	*	72	124	265
GVIT Gartmore GVIT International Growth Fund: Class I	101	160	222	343	29	88	150	316	*	88	150	316
GVIT Gartmore GVIT Money Market Fund: Class I	93	138	185	270	21	66	113	243	*	66	113	243
GVIT Gartmore GVIT Nationwide Leaders Fund: Class I	100	157	217	335	28	85	145	308	*	85	145	308
GVIT Gartmore GVIT Total Return Fund: Class I	96	144	196	292	24	72	124	265	*	72	124	265
GVIT Gartmore GVIT U.S. Growth Leaders Fund: Class I	98	153	211	321	26	81	139	294	*	81	139	294
GVIT Gartmore GVIT Worldwide Leaders Fund: Class I	100	157	217	335	28	85	145	308	*	85	145	308
GVIT GVIT Small Cap Growth Fund: Class I	101	161	224	348	29	89	152	321	*	89	152	321
GVIT GVIT Small Cap Value Fund: Class I	98	152	209	317	26	80	137	290	*	80	137	290



	If you surrender your contract at the end of the applicable time period				If you do not surrender your contract at the end of the applicable time period				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.
GVIT GVIT Small Company Fund: Class I	99	155	214	329	27	83	142	302	*	83	142	302
GVIT J.P. Morgan GVIT Balanced Fund: Class I	97	150	205	310	25	78	133	283	*	78	133	283
GVIT MAS GVIT Multi Sector Bond Fund: Class I	97	150	205	311	25	78	133	284	*	78	133	284
GVIT Nationwide® GVIT Strategic Value Fund: Class I	97	149	204	309	25	77	132	282	*	77	132	282
GVIT Strong GVIT Mid Cap Growth Fund: Class I	99	155	213	327	27	83	141	300	*	83	141	300
GVIT Turner GVIT Growth Focus Fund: Class I	100	158	219	338	28	86	147	311	*	86	147	311
Janus Aspen Series – Capital Appreciation Portfolio: Service Shares	96	147	200	300	24	75	128	273	*	75	128	273
Janus Aspen Series – Global Technology Portfolio: Service Shares	97	148	202	304	25	76	130	277	*	76	130	277
Janus Aspen Series – International Growth Portfolio: Service Shares	97	148	202	305	25	76	130	278	*	76	130	278
Neuberger Berman AMT Guardian Portfolio	97	149	204	308	25	77	132	281	*	77	132	281
Neuberger Berman AMT Mid-Cap Growth Portfolio	96	147	200	300	24	75	128	273	*	75	128	273
Neuberger Berman AMT Partners Portfolio	96	145	198	295	24	73	126	268	*	73	126	268
Oppenheimer Variable Account Funds – Oppenheimer Aggressive Growth Fund/VA: Initial Class	94	139	188	275	22	67	116	248	*	67	116	248
Oppenheimer Variable Account Funds – Oppenheimer Capital Appreciation Fund/VA: Initial Class	94	139	188	275	22	67	116	248	*	67	116	248
Oppenheimer Variable Accounts Funds – Oppenheimer Global Securities Fund/VA: Initial Class	94	140	189	277	22	68	117	250	*	68	117	250
Oppenheimer Variable Account Funds – Oppenheimer Main Street Growth & Income Fund/VA: Initial Class	94	141	190	281	22	69	118	254	*	69	118	254
Strong Opportunity Fund II, Inc.	98	153	210	320	26	81	138	293	*	81	138	293
The Universal Institutional Funds, Inc. – Emerging Markets Debt Portfolio	99	155	213	327	27	83	141	300	*	83	141	300
The Universal Institutional Funds, Inc. – Mid Cap Growth Portfolio	98	151	207	314	26	79	135	287	*	79	135	287

	If you surrender your contract at the end of the applicable time period				If you do not surrender your contract at the end of the applicable time period				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.
The Universal Institutional Funds, Inc. – U.S. Real Estate Portfolio	98	153	210	319	26	81	138	292	*	81	138	292
Van Eck Worldwide Insurance Trust – Worldwide Emerging Markets Fund	100	158	219	338	28	86	147	311	*	86	147	311
Van Eck Worldwide Insurance Trust – Worldwide Hard Assets Fund	99	154	212	325	27	82	140	298	*	82	140	298

\*The contracts sold under this prospectus do not permit annuitization during the first two contract years.

## Synopsis of the Contracts

The contract issued with this prospectus consists of two components: variable annuity benefits and long-term care/disability insurance benefits. *The information in this prospectus describes only the annuity provisions of the contract unless otherwise stated.*

The contract described in this prospectus is a modified single purchase payment contract. The contract is issued as an individual, Non-Qualified Contract.

Upon the death of the owner of a Non-Qualified Contract, mandatory distribution requirements are imposed to ensure distribution of the entire balance in the contract within a required statutory period.

Non-Qualified Contracts that are owned by natural persons allow for the deferral of taxation on the income earned in the contract until it is distributed or deemed to be distributed.

### Minimum Initial and Subsequent Purchase Payments

The minimum payment for the contract differs depending upon the gender of the contract owner and the age of the contract owner at the time the contract is issued. The following charts reflect the minimum purchase payment amount for the annuity portion of the contract, the minimum premium required for the long term care insurance, and the total minimum payment required based on the contract owners gender and age:

**Male Contract Owners**

Age	Annuity Minimum	Long Term Care Minimum	Total Minimum Payment for Contract
18-62	\$20,000	\$5,000	\$25,000
63	20,000	5,184	25,184
64	20,000	5,471	25,471
65	20,000	5,759	25,759
66	20,000	6,046	26,046
67	20,000	6,333	26,333
68	20,000	6,698	26,698
69	20,000	7,063	27,063
70	20,000	7,427	27,427
71	20,000	7,792	27,792
72	20,000	8,157	28,157
73	20,000	8,617	28,617
74	20,000	9,078	29,078
75	20,000	9,539	29,539
76	20,000	10,000	30,000
77	20,000	10,460	30,460
78	20,000	10,683	30,683
79	20,000	10,905	30,905
80	20,000	11,128	31,128
81	20,000	11,351	31,351
82	20,000	11,573	31,573

**Female Contract Owners**

Age	Annuity Minimum	Long Term Care Minimum	Total Minimum Payment for Contract
18-43	\$20,000	\$5,000	\$25,000
44	20,000	5,064	25,064
45	20,000	5,204	25,204
46	20,000	5,344	25,344
47	20,000	5,484	25,484
48	20,000	5,685	25,685
49	20,000	5,887	25,887
50	20,000	6,089	26,089
51	20,000	6,290	26,290
52	20,000	6,492	26,492
53	20,000	6,686	26,686
54	20,000	6,879	26,879
55	20,000	7,073	27,073
56	20,000	7,266	27,266
57	20,000	7,460	27,460
58	20,000	7,950	27,950
59	20,000	8,441	28,441
60	20,000	8,931	28,931
61	20,000	9,422	29,422
62	20,000	9,912	29,912
63	20,000	10,550	30,550
64	20,000	11,187	31,187
65	20,000	11,824	31,824
66	20,000	12,462	32,462
67	20,000	13,099	33,099
68	20,000	13,850	33,850
69	20,000	14,600	34,600

(continued)

### Female Contract Owners (continued)

Age	Annuity Minimum	Long Term Care Minimum	Total Minimum Payment for Contract
70	20,000	15,350	35,350
71	20,000	16,100	36,100
72	20,000	16,850	36,850
73	20,000	17,802	37,802
74	20,000	18,754	38,754
75	20,000	19,706	39,706
76	20,000	20,658	40,658
77	20,000	21,610	41,610
78	20,000	21,923	41,923
79	20,000	22,236	42,236
80	20,000	22,549	42,549
81	20,000	22,861	42,861
82	20,000	23,174	43,174

Minimum subsequent purchase payments to the annuity portion of the contract must be at least \$1,000 (see “Operation of the Contract”).

#### *Guaranteed Term Options*

Guaranteed Term Options are separate investment options under the contract. The minimum amount that may be allocated to any Guaranteed Term Option is \$1,000.

#### **Charges and Expenses**

Nationwide deducts a Mortality and Expense Risk Charge equal to an annual rate of 1.40% of the daily net assets of the variable account. Nationwide assesses this charge in return for bearing certain mortality and expense risks.

Nationwide does not deduct a sales charge from purchase payments upon allocation into the annuity portion of the contract. However, Nationwide may deduct a CDSC if any amount is withdrawn from the annuity portion of the contract. The CDSC reimburses Nationwide for sales expenses incurred in the sale of the contracts. The amount of the CDSC will not exceed 8% of purchase payments surrendered.

#### **Annuity Payments**

Annuity payments begin on the annuitization date. The payments will be based on the annuity payment option chosen prior to annuitization (see “Annuity Payment Options”).

#### **Taxation**

Nationwide will charge against the contract any premium taxes levied by any governmental authority (see “Federal Tax Considerations” and “Premium Taxes”).

#### **Right To Revoke/Free Look Period**

Contract owners may return the contract for any reason during the underwriting and free look periods (which may be as long as 120 days after receipt of a completed application). All revocation requests must be in writing and sent to Nationwide’s home office. Upon receipt of a valid revocation request, Nationwide will refund the contract value and the premium paid for long-term care/disability insurance benefits without deduction for any sales charges or administration fees as of the date of cancellation.

#### **Financial Statements**

Financial statements for Nationwide and the variable account 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 3 of this prospectus.

#### **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 a variable account charge (for more information on the calculation of accumulation unit values, see “Determining Variable Account Value”). Please refer to Appendix B for information regarding each class of accumulation units.

#### **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 Investment Services Corporation**

The policies are distributed by Nationwide Investment Services Corporation (“NISC”), Two Nationwide Plaza, Columbus, Ohio 43215. (For contracts issued in the State of Michigan, all references to NISC shall mean Nationwide Investment Svcs. Corporation.) NISC is a wholly owned subsidiary of Nationwide.

## Investing in the Contract

### The Variable Account and Underlying Mutual Funds

Nationwide Variable Account -10 is a variable account that invests in the underlying mutual funds listed in Appendix A. Nationwide established the variable account on March 31, 1999 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 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 sub-account corresponds 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.

Each underlying mutual fund’s prospectus contains more detailed information about that fund. Prospectuses for the underlying mutual funds should be read in conjunction with this prospectus.

*Underlying mutual funds in the variable account are NOT publicly traded mutual funds.* They are only available as investment options in variable life insurance policies or variable annuity contracts issued by life insurance companies, or in some cases, through participation in certain qualified pension or retirement plans.

The investment advisers of the underlying mutual funds may manage publicly traded mutual funds with similar names and investment objectives. However, the underlying mutual funds are NOT directly related to any publicly traded mutual fund. Contract owners should not compare the performance of a publicly traded fund with the performance of underlying mutual funds participating in the variable account. The performance of the underlying mutual funds could differ substantially from that of any publicly traded funds.

### *Voting Rights*

Contract owners who have allocated assets to the underlying mutual funds are entitled to certain voting rights. Nationwide will vote contract owner 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.

Contract owners with voting interests in an underlying mutual fund will be notified of issues requiring the 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 separate 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.

### **Guaranteed Term Options**

Guaranteed Term Options are separate investment options under the contract. A Guaranteed Term Option prospectus should be read along with this prospectus. The minimum amount that may be allocated to a Guaranteed Term Option is \$1,000. Allocations to the Guaranteed Term Options are held in Nationwide's general account and thus are not subject to variable account charges.

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. That 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.

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 Fixed Account**

The fixed account is an investment option that is funded by assets of Nationwide's general account. The general account contains all of Nationwide's assets other than those in other Nationwide separate accounts. It is used to support Nationwide's annuity and insurance obligations and may contain compensation for mortality risks. The general account is not subject to the same laws as the variable account and the SEC has not

reviewed material in this prospectus relating to the fixed account. However, information relating to the fixed account is subject to federal securities laws relating to accuracy and completeness of prospectus disclosure.

Purchase payments will be allocated to the fixed account by election of the contract owner.

The investment income earned by the fixed account will be allocated to the contracts at varying guaranteed interest rate(s) depending on the following categories of fixed account allocations:

- *New Money Rate* – The rate credited on the fixed account allocation when the contract is purchased or when subsequent purchase payments are made. Subsequent purchase payments may receive different *New Money Rates* than the rate when the contract was issued, since the *New Money Rate* is subject to change based on market conditions.
- *Variable Account to Fixed Rate* – Allocations transferred from any of the underlying investment options in the variable account to the fixed account may receive a different rate. The rate may be lower than the *New Money Rate*. There may be limits on the amount and frequency of movements from the variable account to the fixed account.
- *Renewal Rate* – The rate available for maturing fixed account allocations which are entering a new guarantee period. The contract owner will be notified of this rate in a letter issued with the quarterly statements when any of the money in the contract owner's fixed account matures. At that time, the contract owner will have an opportunity to leave the money in the fixed account and receive the *Renewal Rate* or the contract owner can move the money to any of the other underlying mutual fund options.
- *Dollar Cost Averaging Rate* – From time to time, Nationwide may offer a more favorable rate for an initial purchase payment into a new contract when used in conjunction with a Dollar Cost Averaging program.

All of these rates are subject to change on a daily basis; however, once money is allocated to the fixed account, the interest rate assigned is guaranteed until the end of the calendar quarter during the 12 month anniversary in which the fixed account allocation occurs.

Credited interest rates are annualized rates – the effective yield of interest over a one-year period. Interest is credited to each contract on a daily basis. As a result, the credited interest rate is compounded daily to achieve the stated effective yield.

The guaranteed rate for any purchase payment will be effective for not less than twelve months. Nationwide guarantees that the rate will not be less than 3.0% per year.

*Any interest in excess of 3.0% will be credited to fixed account allocations at Nationwide's sole discretion. The contract owner assumes the risk that interest credited to fixed account allocations may not exceed the minimum guarantee of 3.0% for any given year.*

Nationwide guarantees that the fixed account contract value will not be less than the amount of the purchase payments allocated to the fixed account, plus interest credited as described above, less any surrenders and any applicable charges including CDSC.

## 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 1.40% of the daily net assets of the variable account.

The Mortality Risk Charge 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 Expense Risk Charge compensates Nationwide for guaranteeing that administration charges will not increase regardless of actual expenses.

If the Mortality and Expense Risk Charge is insufficient to cover actual expenses, the loss is borne by Nationwide.

### Contingent Deferred Sales Charge

No sales charge deduction is made from the purchase payments when amounts are allocated into the contract. However, if any part of the annuity portion of the contract is surrendered, Nationwide will deduct a CDSC. The CDSC will not exceed 8% of purchase payments surrendered.

The CDSC is calculated by multiplying the applicable CDSC percentage (noted below) 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.

The CDSC applies as follows:

Number of Completed Years from Date of Purchase Payment	CDSC Percentage
1	8%
2	8%
3	8%
4	8%
5	8%
6	7%
7	6%
8	5%
9	4%
10	3%
11	2%
12	1%
13+	0%

The CDSC is used to cover sales expenses, including commissions paid (maximum of 8.5% of purchase payments), production of sales material, and other promotional expenses. If expenses are greater than the CDSC, the shortfall will be made up from Nationwide's general assets, which may indirectly include portions of the variable account charges, since Nationwide may generate a profit from these charges.

All or a portion of any withdrawal may be subject to federal income taxes. Contract owners taking withdrawals before age 59½ may be subject to a 10% penalty tax.

### Waiver of Contingent Deferred Sales Charge

Each contract year, the contract owner may withdraw without a CDSC the lesser of:

- 1) 10% of purchase payments made to the annuity portion of the contract (less any purchase payment previously withdrawn from the annuity portion of the contract); or
- 2) 10% of the value of the annuity portion of the contract.

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 annuitization;
- 2) upon payment of a death benefit; or
- 3) from any values which have been held under a contract for at least 13 years.

No CDSC applies to transfers among sub-accounts or between or among the Guaranteed Term Options, the fixed account, or the variable account.

The CDSC will not be eliminated if to do so would be unfairly discriminatory or prohibited by state law.

### **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.

Currently, none of the underlying mutual funds offered as investment options under the contract assess a short-term trading fee.

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 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;
- contract surrenders, including CDSC-free withdrawals; 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.

### **Contract Ownership**

The contract owner has all rights under the contract. *Purchasers who name someone other than themselves as the contract owner will have no rights under the contract.*

Contract owners may name a new contract owner at any time before the annuitization date. Any change of contract owner automatically revokes any prior contract owner designation. Changes in contract ownership may result in federal income taxation and may be subject to state and federal gift taxes.

A change in contract ownership must be submitted in writing, signed by the contract owner and the person designated as the new contract owner, and recorded at Nationwide's home office. Nationwide may require a signature guarantee. Once recorded, the change will be effective as of the date signed. However, the change will not affect any payments made or actions taken by Nationwide before it was recorded.



The contract owner may also request a change in the annuitant, joint owner, 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. Any change of the annuitant is subject to underwriting and approval by Nationwide. If the contract owner is not a natural person and there is a change of the annuitant, distributions will be made as if the contract owner died at the time of the change.

On the annuitization date, the annuitant will become the contract owner.

### **Joint Ownership**

Joint owners each own an undivided interest in the contract. Contract owners can name a joint owner at any time before annuitization subject to the following conditions:

- joint owners must be spouses at the time joint ownership is requested, unless state law requires Nationwide to allow non-spousal joint owners.
- the exercise of any ownership right in the contract will generally require a written request signed by both joint owners.
- an election in writing signed by both contract owners must be made to authorize Nationwide to allow the exercise of ownership rights independently by either joint owner.
- Nationwide will not be liable for any loss, liability, cost, or expense for acting in accordance with the instructions of either joint owner.

### **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. The annuitant may be changed before the annuitization date subject to underwriting and approval by Nationwide.

### **Beneficiary and Contingent Beneficiary**

The beneficiary is the person who is entitled to the death benefit if the annuitant dies before the annuitization date and there is no joint owner. The contingent beneficiary is the person who is entitled to the death benefit if there

is no surviving joint owner and no beneficiary survives the annuitant. If no contingent beneficiary survives the annuitant, all rights and interests will vest in the last surviving contract owner's estate.

The contract owner can name more than one beneficiary or contingent beneficiary. Multiple beneficiaries or contingent beneficiaries will share the death benefit equally, unless otherwise specified.

The contract owner may change the beneficiary or contingent beneficiary during the annuitant's lifetime by submitting a written request to Nationwide. Once recorded, the change will be effective as of the date it was signed, whether or not the annuitant was living at the time it was recorded. The change will not affect any action taken by Nationwide before the change was recorded.

## **Operation of the Contract**

### **Pricing of the Minimum Initial Purchase Payment**

The minimum initial annuity purchase payment allocated to the sub-accounts as shown on the completed application will be transferred to the GVIT Gartmore GVIT Money Market Fund: Class I within 2 business days of receipt until the end of the period in which the contract owner may cancel the contract (the underwriting and free look periods). Such a period may last up to 120 days after receipt of a completed application (a maximum of 90 days for the underwriting period and a 30 day free look period). In addition, if the underwriting period cannot be completed within 90 days for any reason, the annuity contract value, plus premium paid for the long-term care insurance benefits will be returned to the purchaser.

While attempting to complete an incomplete application, Nationwide may retain the initial purchase payment for up to 5 business days. If the application is not completed within 5 business days, the prospective purchaser will be informed of the reason for the delay. All purchase payments, including premium for the long-term care insurance will be returned unless the prospective purchaser specifically allows Nationwide to hold the purchase payment until the application is completed.

Upon the expiration of the underwriting and free look periods, the initial purchase payment allocated to the GVIT Gartmore GVIT Money Market Fund: Class I will be transferred, the same business day, to sub-accounts indicated on the application and purchased at net asset value.

### **Pricing of Subsequent Purchase Payments**

Minimum subsequent purchase payments may only be made to the annuity portion of the contract and must be at least \$1,000. Subsequent purchase payments will be

priced based on the next available accumulation unit value calculated after the payment is received. The cumulative total of all purchase payments under contracts issued by Nationwide on the life of any one annuitant cannot exceed \$1,000,000 without Nationwide's prior consent.

Subsequent purchase payments may not be made during the underwriting and free look periods. In addition, subsequent purchase payments are not permitted for contracts issued in the State of Oregon and may not be permitted in other states under certain circumstances.

#### *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.

#### **When Purchase Payments Will Not Be Priced**

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 be affected since the contract owner will not have access to their account.

#### **Allocation of Purchase Payments**

Nationwide allocates purchase payments to sub-accounts (after the expiration of the underwriting and free look periods), the fixed account 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 (as of the date the purchase payments are applied to the sub-accounts), then converted into accumulation units.

#### **Determining the Value of the Annuity Portion of the Contract**

The value of the annuity portion of the contract is the sum of:

- 1) the value of amounts allocated to the sub-accounts of the variable account;
- 2) amounts allocated to the fixed account; and
- 3) amounts allocated to a Guaranteed Term Option.

If part or all of the value of the annuity portion of the contract is surrendered, or charges are assessed against the value of the annuity portion of the contract, Nationwide will deduct a proportionate amount from each sub-account, the fixed account and any Guaranteed Term Option based on current cash values.

#### *Determining Variable Account Value – Valuing an Accumulation Unit*

Purchase payments or transfers allocated to sub-accounts 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 funds 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 for any particular sub-account 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.
- c) is a factor representing the daily variable account charges. The factor is equal to an annualized rate

of 1.40% of the daily net assets of the variable account.

Based on the change in 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 Fixed Account Value*

Nationwide determines the value of the fixed account by:

- 1) adding all amounts allocated to the fixed account, minus amounts previously transferred or withdrawn; and
- 2) adding any interest earned on the amounts allocated.

#### *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 annuity portion of the contract.

### **Transfers Prior to Annuitization**

***No transfer requests of any kind will be allowed during the underwriting and free look periods.***

#### *Transfers from the Fixed Account to the Variable Account or a Guaranteed Term Option*

Fixed account allocations may be transferred to the variable account or to a Guaranteed Term Option only upon reaching the end of an interest rate guarantee period. Normally, Nationwide will permit 100% of such fixed account allocations to be transferred to the variable account or to a Guaranteed Term Option; however Nationwide may, under certain economic conditions and at its discretion, limit the maximum transferable amount. Under no circumstances will the maximum transferable amount be less than 10% of the fixed account allocation reaching the end of an interest rate guarantee period. Transfers of the fixed account allocations must be made

within 45 days after reaching the end of an interest rate guarantee period.

Contract owners who use Dollar Cost Averaging may transfer from the fixed account to the variable account (but not to Guaranteed Term Options) under the terms of that program (see “Dollar Cost Averaging”).

#### *Transfers to the Fixed Account*

Variable account allocations may be transferred to the fixed account at any time. Normally, Nationwide will not restrict transfers from the variable account to the fixed account; however, Nationwide may establish a maximum transfer limit from the variable account to the fixed account. Except as noted below, under no circumstances will the transfer limit be less than 10% of the current value of the variable account, less any transfers made in the 12 months preceding the date the transfer is requested, but not including transfers made prior to the imposition of the transfer limit. However, where permitted by state law, Nationwide reserves the right to refuse transfers or purchase payments to the fixed account (whether from the variable account or a Guaranteed Term Option) when the fixed account value is greater than or equal to 30% of the value of the annuity portion of the contract at the time the purchase payment is made or the transfer is requested.

#### *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*

Transfers may be made among the sub-accounts. 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.

Transfers involving sub-accounts may be subject to restrictions or requirements imposed by the underlying mutual fund. Such restrictions or requirements may include the assessment of short-term trading fees in connection with transfers from a sub-account that occur within 60 days following the date of allocation to the sub-account. These short-term trading fees will equal 1% of the amount determined to be engaged in short-term trading and will be deducted from the contract owner’s sub-account value. Short-term trading fees will only apply to those sub-accounts corresponding to the underlying mutual funds that explicitly require the assessment of such fees. Refer to the prospectus for the underlying mutual funds for more information.

Additionally, 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 that are employed by some contract owners (or third parties acting on their behalf).

If Nationwide determines that a contract owner (or a third party acting on the contract owner's behalf) is engaging in harmful short-term trading, Nationwide reserves the right to take actions to protect investors, including exercising its right to terminate the ability of specified contract owners to submit transfer requests via telephone, facsimile, or over the internet. If Nationwide exercises this right, affected contract owners would be limited to submitting transfer requests via U.S. mail. Any action taken by Nationwide pursuant to this provision will be preceded by a 30 day written notice to the affected contract owner.

### **Transfers After Annuitization**

After annuitization, transfers may only be made on an anniversary of the annuitization date.

### **Transfer Requests**

After the expiration of the underwriting and free look periods, Nationwide will accept transfer requests in writing or, 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 determines to be genuine. Nationwide may withdraw the telephone and/or internet exchange privilege upon 30 days written notice to contract owners.

Amounts transferred to the variable account will receive the accumulation unit value next determined after the transfer request is received.

### *Interest Rate Guarantee Period*

The interest rate guarantee period is the period of time that the fixed account interest rate is guaranteed to remain the same. Within 45 days of the end of an interest rate guarantee period, transfers may be made from the fixed account to the variable account or to the Guaranteed Term Options. Nationwide will determine the amount that may be transferred and will declare this amount at the end of the guarantee period. This amount will not be less than 10% of the amount in the fixed account that is maturing.

For new purchase payments allocated to the fixed account, or transfers to the fixed account from the variable account or to a Guaranteed Term Option, this period begins on the date of deposit or transfer and ends on the one year anniversary of the deposit or transfer. The guaranteed interest rate period may last for up to 3 months beyond the 1 year anniversary because guaranteed terms end on the last day of a calendar quarter.

The interest rate guarantee period does not in any way refer to interest rate crediting practices connected with Guaranteed Term Options.

During an interest rate guarantee period, transfers cannot be made from the fixed account, and amounts transferred to the fixed account must remain on deposit.

## **Surrender (Redemption)**

Contract owners may surrender some or all of the contract value in the annuity portion of the contract before the earlier of the annuitization date or the annuitant's death. Surrender requests must be in writing and Nationwide may require additional information. 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.

Nationwide is required by state law to reserve the right to postpone payment of assets in the fixed account for a period of up to six months from the date of the surrender request.

### **Partial Surrenders (Partial Redemptions)**

Nationwide will surrender accumulation units from the sub-accounts and an amount from the fixed account and 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. The contract owner may take the CDSC from either:

- a) the amount requested; or
- b) the value of the annuity portion of the contract 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 value in the annuity portion of the contract remaining after the contract owner has received the amount requested.

The CDSC deducted is a percentage of the amount requested by the contract owner. Amounts deducted for CDSC are not subject to subsequent CDSC.

### **Full Surrenders (Full Redemptions)**

The contract value in the annuity portion of the contract upon full surrender may be more or less than the total of all purchase payments made to the contract. The value in the annuity portion of the contract will reflect variable account charges, underlying mutual fund charges and the

investment performance of the underlying mutual funds. A CDSC may apply.

## **Assignment**

Contract rights are personal to the contract owner and may not be assigned without Nationwide's written consent.

A contract owner may assign some or all rights under the contract. An assignment must occur before annuitization while the annuitant is alive. Once proper notice of assignment is recorded by Nationwide's home office, the assignment will become effective as of the date the written request was signed.

Nationwide is not responsible for the validity or tax consequences of any assignment. Nationwide is not liable for any payment or settlement made before the assignment is recorded. Assignments will not be recorded until Nationwide receives sufficient direction from the contract owner and the assignee regarding the proper allocation of contract rights.

Amounts pledged or assigned under the annuity provisions of the contract will be treated as distributions and will be included in gross income to the extent that the cash value exceeds the investment in the annuity portion of the contract for the taxable year in which it was pledged or assigned. Amounts assigned may be subject to a tax penalty equal to 10% of the amount included in gross income.

Assignment of the entire contract value may cause the portion of the contract value exceeding the total investment in the contract and previously taxed amounts to be included in gross income for federal income tax purposes each year that the assignment is in effect.

## **Contract Owner Services**

*Asset Rebalancing, Dollar Cost Averaging and Systematic Withdrawals are not available during the underwriting and free look periods.*

### **Asset Rebalancing**

Asset Rebalancing is the automatic reallocation of values to the sub-accounts on a predetermined percentage basis. Asset Rebalancing is not available for assets held in the fixed account or the Guaranteed Term Options. Requests for Asset Rebalancing must be on a Nationwide form.

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.

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 you to make regular, level investments over time. It involves the automatic transfer of a specified amount from the fixed account and/or certain sub-accounts into other sub-accounts. Nationwide does not guarantee that this program will result in profit or protect contract owners from loss.

Contract owners direct Nationwide to automatically transfer specified amounts from the fixed account and the Federated Insurance Series – Federated Quality Bond Fund II: Primary Shares, Fidelity VIP High Income Portfolio, GVIT Gartmore GVIT Government Bond Fund: Class I, GVIT Federated GVIT High Income Bond Fund: Class I, and GVIT Gartmore GVIT Money Market Fund: Class I 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. 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 reserves the right to stop establishing new Dollar Cost Averaging programs. Nationwide also reserves the right to assess a processing fee for this service.

Nationwide is required by state law to reserve the right to postpone payment of assets in the fixed account for a period of up to six months from the date of the surrender request.

#### *Dollar Cost Averaging from the Fixed Account*

Transfers from the fixed account must be equal to or less than 1/30<sup>th</sup> of the fixed account value at the time the program is requested. A Dollar Cost Averaging program which transfers amounts from the fixed account to the variable account is not the same as an Enhanced Rate Dollar Cost Averaging program. Contract owners that wish to utilize Dollar Cost Averaging from the fixed account should first inquire whether any Enhanced Rate Dollar Cost Averaging programs are available.

#### *Enhanced Rate Dollar Cost Averaging*

Nationwide may, from time to time, offer Enhanced Rate Dollar Cost Averaging programs in which contract owners may allocate all or a portion of their fixed account assets. Enhanced Rate Dollar Cost Averaging

programs allow the contract owner to earn a higher rate of interest on assets allocated to the program than would be earned on assets in the fixed account. Each enhanced interest rate is guaranteed for as long as the corresponding program is in effect and applies only to the assets within that program. Nationwide will process transfers until either amounts in the Enhanced Rate Dollar Cost Averaging program are exhausted, or the contract owner instructs Nationwide in writing to stop the transfers. *For these programs only*, when a written request to discontinue transfers is received, Nationwide will automatically transfer the remaining amount in the program to the GVIT Gartmore GVIT Money Market Fund: Class I.

### 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 and the fixed account proportionately unless Nationwide is instructed otherwise. Systematic Withdrawals are not available from the Guaranteed Term Options.

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.

If the contract owner takes Systematic Withdrawals, the maximum amount that can be withdrawn annually without a CDSC is the greater of:

- 1) 10% of the total of all purchase payments made to the annuity portion of the contract as of the withdrawal date;
- 2) any amount withdrawn to meet minimum distribution requirements under the Internal Revenue Code; or
- 3) a percentage of the value of the annuity portion of the contract based on the contract owner's age, as shown in the table below:

Contract Owner's Age	Percentage of Value in the Annuity Portion of the Contract
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%

The value of the annuity portion of the contract and contract owner's age are determined as of the date the request for the withdrawal program is recorded by Nationwide's home office. For joint owners, the older joint owner's age will be used.

If total amounts withdrawn in any contract year exceed the CDSC-free amount described above, those amounts will only be eligible for the 10% of purchase payment CDSC-free withdrawal privilege described in the "Waiver of Contingent Deferred Sales Charge" section. The total amount of CDSC for that contract year will be determined in accordance with that provision.

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 period that a contract owner can cancel the contract (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. It will be the first day of a calendar month unless otherwise agreed, and 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”).

### **Annuitization**

Annuitization is the period during which annuity payments are received. It is irrevocable once payments have begun. Upon arrival of the annuitization date, the annuitant 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 with 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 annuity contract value; then
- 2) applying the amount of the value of the annuity portion of the contract 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.

### **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.

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 annuity contract value; then
- 2) applying the amount of the value of the annuity portion of the contract 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 in writing. Exchanges will occur on each anniversary of the annuitization date.

### **Frequency and Amount of Annuity Payments**

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.

### **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. As is the case under option 1, there is no guaranteed number of payments. Payments end upon the death of the last surviving party, regardless of the number of payments received.
- 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.

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.

No distribution for the contracts will be made until an annuity payment option has been elected.

## **Death Benefits**

### **Death of Contract Owner**

If a contract owner who is not the annuitant dies before the annuitization date, the joint owner becomes the contract owner. If no joint owner is named, the annuitant becomes the contract owner.

Distributions under the contracts will be made pursuant to the "Required Distributions" provision.

### **Death of Annuitant**

If the annuitant who is not a contract owner dies before the annuitization date, a death benefit is payable to the beneficiary.

If no beneficiary survives the annuitant, the contingent beneficiary receives the death benefit. Contingent beneficiaries will share the death benefit equally, unless otherwise specified.

If no beneficiary or contingent beneficiary survives the annuitant, the contract owner or the last surviving contract owner's estate will receive the death benefit.

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 of Contract Owner/Annuitant**

If a contract owner who is also the annuitant dies before the annuitization date, a death benefit is payable according to the "Death of the Annuitant" provision.

A joint owner will receive a death benefit if a contract owner/annuitant dies before the annuitization date.

If the contract owner/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**

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).

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 annuitant dies at any time prior to the annuitization date, the dollar amount of the annuity death benefit will be the greater of:

- 1) the value of the annuity portion of the contract; or
- 2) the sum of all purchase payments made to the annuity portion of the contract, less an adjustment for amounts surrendered.

The adjustment for amounts surrendered will reduce item (2) above in the same proportion that the value of the annuity portion of the contract was reduced on the date of the partial surrender.

## 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. Please consult a qualified tax or financial adviser for more specific required distribution information.

### Required Distributions – General Information

In general, a beneficiary is an entity or person 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 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 pursuant to Treasury Regulation 1.72-9, or such additional guidance as may be provided pursuant to Proposed Treasury Regulation 1.401(a)(9)-5, Q&A 7.

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. The beneficiaries used in the determination of the distribution period are those in effect on the date of 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 Non-Qualified Contracts

Internal Revenue Code Section 72(s) requires Nationwide to make certain distributions when a contract owner dies. The following distributions will be made in accordance with the following requirements:

- 1) If any contract owner dies on or after the annuitization date and before the entire interest in the contract has been distributed, then the remaining interest must be distributed at least as rapidly as the distribution method in effect on the contract owner's death.
- 2) If any contract owner dies before the annuitization date, then the entire interest in the contract (consisting of either the death benefit or the contract value reduced by charges set forth elsewhere in the contract) will be distributed within 5 years of the contract owner's death, provided however:
  - a) any interest payable to or for the benefit of a designated beneficiary may be distributed over the life of the designated beneficiary or over a period not longer than the life expectancy of the designated beneficiary. Payments must begin within one year of the contract owner's death unless otherwise permitted by federal income tax regulations; and
  - b) if the designated beneficiary is the surviving spouse of the deceased contract owner, the spouse can choose to become the contract owner instead of receiving a death benefit. Any distributions required under these distribution rules will be made upon that spouse's death.

In the event that the contract owner is **not** a natural person (e.g., a trust or corporation), for purposes of these distribution provisions:

- a) the death of the annuitant will be treated as the death of a contract owner;
- b) any change of annuitant will be treated as the death of a contract owner; and
- c) in either case, the appropriate distribution will be made upon the death or change, as the case may be.

These distribution provisions do not apply to any contract exempt from Section 72(s) of the Internal Revenue Code by reason of Section 72(s)(5) or any other law or rule.

The designated beneficiary must elect a method of distribution and notify Nationwide of this election within 60 days of the contract owner's death.

## 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.

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 are encouraged to consult a financial consultant, tax advisor or legal counsel to discuss the taxation and use of the contracts.

#### *Natural Persons as Contract Owners*

Generally, the income earned inside a Non-Qualified Annuity Contract that is owned by a natural person is not taxable until it is distributed from the contract.

Distributions before the annuitization date are taxable to the contract owner to the extent that the cash value of the contract exceeds the contract owner's investment at the time of the distribution. Distributions, for this purpose, include partial surrenders, any portion of the contract that is assigned or pledged; or any portion of the contract that is transferred by gift. For these purposes, a transfer by gift may occur upon annuitization if the contract owner and the annuitant are not the same individual.

With respect to annuity distributions on or after the annuitization date, a portion of each annuity payment is excludable from taxable income. The amount excludable is based on the ratio between the contract owner's investment in the contract and the expected return on the contract. Once the entire investment in the contract is recovered, all distributions are fully includable in income. The maximum amount excludable from income is the investment in the contract. If the annuitant dies before the entire investment in the contract has been excluded from income, and as a result

of the annuitant's death no more payments are due under the contract, then the unrecovered investment in the contract may be deducted on his or her final tax return.

In determining the taxable amount of a distribution, all annuity contracts issued after October 21, 1988 by the same company to the same contract owner during the same calendar year will be treated as one annuity contract.

A special rule applies to distributions from contracts that have investments that were made prior to August 14, 1982. For those contracts, distributions that are made prior to the annuitization date are treated first as a recovery of the investment in the contract as of that date. A distribution in excess of the amount of the investment in the contract as of August 14, 1982, will be treated as taxable income.

The Internal Revenue Code imposes a penalty tax if a distribution is made before the contract owner reaches age 59½. The amount of the penalty is 10% of the portion of any distribution that is includable in gross income. The penalty tax does not apply if the distribution is:

- the result of a contract owner's death;
- the result of a contract owner's disability, as defined in the Internal Revenue Code;
- one of a series of substantially equal periodic payments made over the life (or life expectancy) of the contract owner or the joint lives (or joint life expectancies) of the contract owner and the beneficiary selected by the contract owner to receive payment under the annuity payment option selected by the contract owner; or
- is allocable to an investment in the contract before August 14, 1982.

#### *Non-Natural Persons as Contract Owners*

The previous discussion related to the taxation of Non-Qualified Contracts owned by individuals. Different rules (the so-called "non-natural person" rules) apply if the contract owner is not a natural person.

Generally, contracts owned by corporations, partnerships, trusts, and similar entities are not treated as annuity contracts under the Internal Revenue Code. Therefore, income earned under a Non-Qualified Contract that is owned by a non-natural person is taxed as ordinary income during the taxable year that it is earned. Taxation is not deferred, even if the income is not distributed out of the contract. The income is taxable as ordinary income, not capital gain.

The non-natural person rules do not apply to all entity-owned contracts. A contract that is owned by a *non-*

*natural person as an agent of an individual* is treated as owned by the individual. This would cause the contract to be treated as an annuity under the Internal Revenue Code, allowing tax deferral. However, this exception does not apply when the non-natural person is an employer that holds the contract under a non-qualified deferred compensation arrangement for one or more employees.

The non-natural person rules also do not apply to contracts that are:

- acquired by the estate of a decedent by reason of the death of the decedent;
- issued in connection with certain qualified retirement plans and individual retirement plans;
- purchased by an employer upon the termination of certain qualified retirement plans; or
- immediate annuities within the meaning of Section 72(u) of the Internal Revenue Code.

### **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.

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 proof of residency and citizenship (in accordance with Internal Revenue Service requirements); 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 way to avoid 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; and
- 2) the distribution is includible in the non-resident alien's gross income for United States federal income tax purposes.

Note that these distributions may be subject to back-up withholding, currently 31%, 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.* For more details, contact your personal tax and/or financial adviser.

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.

All of the 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 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.

### **Statements and Reports**

Nationwide will mail to contract owners all 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;
- semi-annual reports as of June 30 containing financial statements for the variable account; and
- annual reports as of December 31 containing financial statements for the variable account.

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.

### **Legal Proceedings**

Nationwide is a party to litigation and arbitration proceedings in the ordinary course of its business, none of which is expected to have a material adverse effect on Nationwide.

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.

On October 29, 1998, Nationwide was named in a lawsuit filed in Ohio state court related to the sale of deferred annuity products for use as investments in tax-deferred contributory retirement plans (*Mercedes Castillo v. Nationwide Financial Services, Inc., Nationwide Life Insurance Company and Nationwide Life and Annuity Insurance Company*). On May 3, 1999, the complaint was amended to, among other things, add Marcus Shore as a second plaintiff. The amended complaint is brought as a class action on behalf of all persons who purchased individual deferred annuity contracts or participated in group annuity contracts sold by Nationwide and the other named Nationwide affiliates which were used to fund certain tax-deferred retirement plans. The amended complaint seeks unspecified compensatory and punitive damages. On June 11, 1999, Nationwide and the other named defendants filed a motion to dismiss the amended complaint. On March 8, 2000, the court denied the motion to dismiss the amended complaint filed by Nationwide and the other named defendants. On January 25, 2002, the plaintiffs filed a motion for leave to amend their complaint to add three new named plaintiffs. On February 9, 2002, the plaintiffs filed a motion for class certification. The class has not been certified. Nationwide intends to defend this lawsuit vigorously.

On August 15, 2001, Nationwide was named in a lawsuit filed in Connecticut federal court titled *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 September 5, 2001, the plaintiffs amended their complaint to include class action allegations. The plaintiffs seek to represent a class of plan trustees who purchased variable annuities to fund qualified ERISA retirement plans. The amended complaint alleges that the retirement plans purchased variable annuity contracts from Nationwide which invested in mutual funds that were offered by separate mutual fund companies; that Nationwide was a fiduciary under ERISA and that Nationwide breached its fiduciary duty when it accepted certain fees from the mutual fund companies that purportedly were never disclosed by Nationwide; and that Nationwide violated ERISA by replacing many of the mutual funds originally included in the plaintiffs' annuities with "inferior" funds because the new funds purportedly paid more in revenue sharing. The amended complaint seeks disgorgement of fees by Nationwide and other unspecified compensatory damages. On November 15, 2001, Nationwide filed a motion to dismiss the amended complaint, which has not been decided. On December 3, 2001, the plaintiffs filed a

motion for class certification. On January 15, 2002, the plaintiffs filed a response to Nationwide's motion to dismiss the amended complaint. On February 22, 2002, Nationwide filed a reply in support of its motion to dismiss. The class has not been certified. Nationwide intends to defend this lawsuit vigorously.

There can be no assurance that any such litigation will not have a material adverse effect on Nationwide in the future.

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

## Advertising

A "yield" and "effective yield" may be advertised for the GVIT Gartmore GVIT Money Market Fund: Class I. "Yield" is a measure of the net dividend and interest income earned over a specific seven-day period (which period will be stated in the advertisement) expressed as a percentage of the offering price of the GVIT Gartmore GVIT Money Market Fund: Class I's units. Yield is an annualized figure, which means that it is assumed that the GVIT Gartmore GVIT Money Market Fund: Class I generates the same level of net income over a 52-week period. The "effective yield" is calculated similarly but includes the effect of assumed compounding, calculated under rules prescribed by the SEC. The effective yield will be slightly higher than yield due to this compounding effect.

Nationwide may advertise the performance of a sub-account in relation to the performance of other variable annuity sub-accounts, underlying mutual fund options with similar or different objectives, or the investment industry as a whole. Other investments to which the sub-accounts may be compared include, but are not limited to:

- precious metals;
- real estate;
- stocks and bonds;
- closed-end funds;
- bank money market deposit accounts and passbook savings;
- CDs; and
- the Consumer Price Index.

## Market Indexes

The sub-accounts will be compared to certain market indexes, such as:

- S&P 500;
- Shearson/Lehman Intermediate Government/Corporate Bond Index;
- Shearson/Lehman Long-Term Government/Corporate Bond Index;

- Donoghue Money Fund Average;
- U.S. Treasury Note Index;
- Bank Rate Monitor National Index of 2½ Year CD Rates; and
- Dow Jones Industrial Average.

#### *Tracking & Rating Services; Publications*

Nationwide's rankings and ratings are sometimes published by other services, such as:

- Lipper Analytical Services, Inc.;
- CDA/Wiesenberger;
- Morningstar;
- Donoghue's;
- magazines such as:
  - ⇒ *Money*;
  - ⇒ *Forbes*;
  - ⇒ *Kiplinger's Personal Finance Magazine*;
  - ⇒ *Financial World*;
  - ⇒ *Consumer Reports*;
  - ⇒ *Business Week*;
  - ⇒ *Time*;
  - ⇒ *Newsweek*;
  - ⇒ *National Underwriter*; and
  - ⇒ *News and World Report*;
- LIMRA;
- Value;
- Best's Agent Guide;
- Western Annuity Guide;
- Comparative Annuity Reports;
- *Wall Street Journal*;
- *Barron's*;
- *Investor's Daily*;
- *Standard & Poor's Outlook*; and
- Variable Annuity Research & Data Service (*The VARDS Report*).

These rating services and publications rank the underlying mutual funds' performance against other funds. These rankings may or may not include the effects of sales charges or other fees.

#### *Financial Rating Services*

Nationwide is also ranked and rated by independent financial rating services, among which are Moody's, Standard & Poor's and A.M. Best Company. Nationwide may advertise these ratings. These ratings reflect Nationwide's financial strength or claims-paying ability. *The ratings are not intended to reflect the investment experience or financial strength of the variable account.*

Some Nationwide advertisements and endorsements may include lists of organizations, individuals or other parties

that recommend Nationwide or the contract. Furthermore, Nationwide may occasionally advertise comparisons of currently taxable and tax deferred investment programs, based on selected tax brackets, or discussions of alternative investment vehicles and general economic conditions.

#### *Historical Performance of the Sub-Accounts*

Nationwide will advertise historical performance of the sub-accounts. Nationwide may advertise the sub-account's standardized average total return ("standardized return") calculated in a manner prescribed by the SEC, and non-standardized average annual total return ("non-standardized return").

Standardized return shows the percentage rate of return of a hypothetical initial investment of \$1,000 for the most recent one, five and ten year periods (or for a period covering the time the underlying mutual fund has been available in the variable account if it has not been available for one of the prescribed periods). *This calculation reflects the 13 year CDSC schedule and variable account charges of 1.40%.* Standardized return does not reflect the deduction of state premium taxes, which may be imposed by certain states.

Non-standardized return is calculated similarly to standardized return except non-standardized return assumes an initial investment of \$25,000, and no CDSC. An assumed initial investment of \$25,000 is used because that amount more accurately reflects the average contract size.

Both methods of calculation reflect total return for the most recent one, five and ten year periods (or for a period covering the time the underlying mutual fund has been in existence). For those underlying mutual funds which have not been available for one of the prescribed periods, the non-standardized return illustrations will show the investment performance the underlying mutual funds would have achieved had they been available in the variable account for one of the periods. If the underlying mutual fund has been effective for less than one year (or if the underlying mutual fund has been effective for less than one year) standardized and non-standardized performance is not annualized.

The standardized average annual total return and non-standardized total return quotations are calculated using underlying mutual fund expense data for the period ended December 31, 2001. However, Nationwide generally provides performance information more frequently. Information relating to performance of the sub-accounts is based on historical earnings and does not represent or guarantee future results.

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## Appendix A: Objectives for 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.*

### **American Century Variable Portfolios, Inc., a member of the American Century<sup>SM</sup> Family of Investments**

American Century Variable Portfolios, Inc. was organized as a Maryland corporation in 1987. It is a diversified, open-end investment management company that offers its shares only as investment vehicles for variable annuity and variable life insurance products of insurance companies. American Century Variable Portfolios, Inc. is managed by American Century Investment Management, Inc.

#### **American Century VP Income & Growth Fund: Class I**

*Investment Objective:* Capital growth. The Fund seeks to achieve its investment objective by investing in common stocks. Income is a secondary objective. The investment manager constructs the portfolio to match the risk characteristics of the S&P 500 Stock Index and then optimizes each portfolio to achieve the desired balance of risk and return potential. This includes targeting a dividend yield that exceeds that of the S&P 500. The Fund may not invest more than 25% of its total assets in companies whose principal business activities are in the same industry.

#### **American Century VP International Fund: Class I**

*Investment Objective:* Capital growth. The Fund will seek to achieve its investment objective by investing primarily in securities of foreign companies that meet certain fundamental and technical standards of selection and, in the opinion of the investment manager, have potential for appreciation. Under normal conditions, the Fund managers intend to keep the Fund essentially fully invested regardless of the movement of the market generally.

#### **American Century VP Ultra Fund: Class I**

*Investment Objective:* Capital growth by investing in common stocks of growing companies. The basis of the strategy used by the Fund is that, over the long term, stocks of companies with earnings and revenue growth have a greater than average chance to increase in value over time. This strategy looks for stocks of large companies with earnings and

revenues that are not only growing, but growing at a successively faster or accelerating pace. Although most of the Fund's assets will be invested in U.S. companies, there is no limit on the amount of assets the Fund can invest in foreign companies. Most of the Fund's foreign investments are in companies located and doing business in developed countries.

#### **American Century VP Value Fund: Class I**

*Investment Objective:* Long-term capital growth; income is a secondary objective. The managers look for companies whose stock prices are less than they believe the company is worth. The managers attempt to purchase the stock of these undervalued companies and hold them until their stock price has increased to, or is higher than, a level the managers believe more accurately reflects the fair value of the company. Under normal market conditions, the Fund expects to invest at least 80% of the value of its total assets in stocks regardless of the movement of stock prices generally. When the managers believe it is prudent, the Fund may invest a portion of its assets in equity securities, including common and preferred stock, convertible preferred stock and convertible debt securities.

#### **Credit Suisse Trust**

The Credit Suisse Trust is an open-end management investment company organized in March 1995 as a business trust under the laws of The Commonwealth of Massachusetts. The Trust offers its shares to insurance companies for allocation to separate accounts for the purpose of funding variable annuity and variable life contracts. Portfolios are managed by Credit Suisse Asset Management, LLC ("Credit Suisse").

#### **Large Cap Value Portfolio Not available in connection with contracts for which good order applications are (or were) received on or after May 1, 2000)**

*Investment Objective:* Seeks total return by investing primarily in equity securities of value companies that may or may not pay dividends.

#### **Dreyfus Investment Portfolios**

Dreyfus Investment Portfolios (the "Fund") is an open-end, management investment company known as a mutual fund. Shares are offered only to variable annuity and variable life insurance separate accounts established by insurance companies to fund variable annuity contracts and variable life insurance policies and to qualified pension and retirement plans. Individuals may not purchase shares directly from the Fund. The Dreyfus Corporation serves as the Fund's investment adviser.



**European Equity Portfolio: Initial Shares (Not available to receive transfers or purchase payments as of May 1, 2002)**

*Investment Objective:* The Portfolio seeks long-term capital growth. To pursue this goal, the Portfolio generally invests at least 80% of its total assets in stocks included within the universe of the 300 largest European companies. The Portfolio may invest up to 10% of its total assets in the stocks of non-European companies. The Portfolio's stock investments may include common stocks, preferred stocks and convertible securities.

**Small Cap Stock Index Portfolio: Service Shares**

*Investment Objective:* Seeks to match the performance of the Standard & Poor's SmallCap 600 Index. To pursue this goal, the Portfolio invests in a representative sample of stocks included in the S&P SmallCap 600 Index, and in futures whose performance is related to the Index, rather than attempt to replicate the Index. The Portfolio attempts to have a correlation between its performance and that of the Index of at least .95, before expenses. The Portfolio's investments are selected by a "sampling" process based on market capitalization, industry representation and other means. By using this sampling process, the Portfolio typically will not invest in all 600 stocks in the S&P SmallCap 600 Index.

**The Dreyfus Socially Responsible Growth Fund, Inc.: Initial Shares**

The Dreyfus Socially Responsible Growth Fund, Inc. is an open-end, diversified, management investment company incorporated under Maryland law on July 20, 1992 and commenced operations on October 7, 1993. The Fund offers its share only as investment vehicles for variable annuity and variable life insurance products of insurance companies. Dreyfus serves as the Fund's investment adviser. NCM Capital Management Group, Inc. serves as the Fund's sub-investment adviser and provides day-to-day management of the Fund's portfolio.

*Investment Objective:* Capital growth through equity investment in companies that, in the opinion of the Fund's advisers, not only meet traditional investment standards, but which also show evidence that they conduct their business in a manner that contributes to the enhancement of the quality of life in America. Current income is secondary to the primary goal.

**Dreyfus Stock Index Fund, Inc.: Initial Shares**

The Dreyfus Stock Index Fund, Inc. is an open-end, non-diversified, management investment company incorporated under Maryland law on January 24, 1989 and commenced operations on September 29, 1989. The Fund offers its shares only as investment vehicles for

variable annuity and variable life insurance products of insurance companies. The Dreyfus Corporation ("Dreyfus") serves as the Fund's manager, while Mellon Equity Associates, an affiliate of Dreyfus, serves as the Fund's index manager. Dreyfus is a wholly owned subsidiary of Mellon Bank, N.A., which is a wholly owned subsidiary of Mellon Bank Corporation.

*Investment Objective:* To provide investment results that correspond to the price and yield performance of publicly traded common stocks in the aggregate, as represented by the Standard & Poor's 500 Composite Stock Price Index. The Fund is neither sponsored by nor affiliated with Standard & Poor's Corporation.

**Dreyfus Variable Investment Fund**

Dreyfus Variable Investment Fund is an open-end, management investment company. It was organized as an unincorporated business trust under the laws of the Commonwealth of Massachusetts on October 29, 1986 and commenced operations on August 31, 1990. The Fund offers its shares only as investment vehicles for variable annuity and variable life insurance products of insurance companies. Dreyfus serves as the Fund's manager. Fayez Sarofim & Company serves as the sub-adviser and provides day-to-day management of the Portfolio.

**Appreciation Portfolio: Initial Shares**

*Investment Objective:* The Portfolio's primary investment objective is to provide long-term capital growth consistent with the preservation of capital; current income is a secondary investment objective. This Portfolio invests primarily in the common stocks of domestic and foreign issuers.

**Federated Insurance Series**

Federated Insurance Series (the "Trust"), an Open-End Management Investment Company, was established as a Massachusetts business trust, under a Declaration of Trust dated September 15, 1993. The Trust offers its shares only as investment vehicles for variable annuity and variable life insurance products of insurance companies. Federated Investment Management Company serves as the investment adviser.

**Federated Quality Bond Fund II: Primary Shares**

*Investment Objective:* Current income by investing in investment grade fixed income securities.

**Fidelity Variable Insurance Products Fund**

The Fidelity Variable Insurance Products Fund (VIP) is an open-end, diversified, management investment company organized as a Massachusetts business trust on November 13, 1981. Shares of VIP are purchased by insurance companies to fund benefits under variable life insurance policies and variable annuity contracts. Fidelity Management & Research Company ("FMR") is the manager for VIP and its portfolios.

**VIP Equity-Income Portfolio: Service Class**

*Investment Objective:* Reasonable income. Also considers the potential for capital appreciation. Seeks to achieve a yield which exceeds the composite yield on the securities comprising the Standard & Poor's 500 Composite Stock Price Index. Normally invests at least 65% of total assets in income-producing equity securities, which tends to lead to investments in large cap "value" stocks.

**VIP Growth Portfolio: Service Class**

*Investment Objective:* Capital appreciation. Normally invests primarily in common stocks of companies the investment adviser believes have above-average growth potential (often called "growth" stocks).

**VIP High Income Portfolio: Service Class**

*Investment Objective:* A high level of current income while also considering growth of capital. Normally invests at least 65% of total assets in income-producing debt securities, preferred stocks and convertible securities, with an emphasis on lower-quality debt securities.

**VIP Overseas Portfolio: Service Class**

*Investment Objective:* Long-term capital growth. Normally invests at least 65% of total assets in foreign securities, primarily in common stocks.

**Fidelity Variable Insurance Products Fund II**

The Fidelity Variable Insurance Products Fund II (VIP II) is an open-end, diversified, management investment company organized as a Massachusetts business trust on March 21, 1988. VIP II's shares are purchased by insurance companies to fund benefits under variable life insurance policies and variable annuity contracts. FMR is the manager of VIP II and its portfolios.

**VIP II Contrafund® Portfolio: Service Class**

*Investment Objective:* Long-term capital appreciation. Normally invests primarily in common stocks of companies whose value the Portfolio's investment adviser believes is not fully recognized by the public.

**Fidelity Variable Insurance Products Fund III**

The Fidelity Variable Insurance Products Fund III (VIP III) is an open-end, diversified, management investment company organized as a Massachusetts business trust on July 14, 1994. VIP III's shares are purchased by insurance companies to fund benefits under variable life insurance policies and variable annuity contracts. FMR is the manager of VIP III and its portfolios.

**VIP III Growth Opportunities Portfolio: Service Class (Not available in connection with contracts for which good order applications are (or were) received on or after May 1, 2002)**

*Investment Objective:* Capital growth. Normally invests primarily in common stocks, investing in both domestic and foreign issuers. Invests in either "growth" stocks or "value" stocks or both.

**VIP III Value Strategies Portfolio: Service Class**

*Investment Objective:* Capital appreciation. The Portfolio pursues its objective by investing primarily in common stocks.

**Gartmore Variable Insurance Trust**

Gartmore Variable Insurance Trust (formerly, Nationwide Separate Account Trust) ("GVIT") is an open-end management investment company created under the laws of Massachusetts. GVIT offers shares in the mutual funds listed below, each with its own investment objectives. Shares of GVIT will be sold primarily to separate accounts to fund the benefits under variable life insurance policies and variable annuity contracts issued by life insurance companies. Gartmore Global Asset Management Trust, an indirect subsidiary of Nationwide Mutual Insurance Company, manages the assets of the Gartmore GVIT Emerging Markets Fund and Gartmore GVIT International Growth Fund. The remaining assets of GVIT are managed by Gartmore Mutual Fund Capital Trust ("GMF"), an indirect subsidiary of Nationwide Financial Services, Inc.

**Comstock GVIT Value Fund: Class I**

*Subadviser:* Van Kampen Asset Management Inc.

*Investment Objective:* Capital growth and income through investments in equity securities, including common stocks, preferred stocks and securities convertible into common and preferred stocks.

Under normal market conditions, Van Kampen Asset Management Inc. seeks to achieve the Fund's investment objective by investing in a portfolio of equity securities, consisting principally of common stocks.

**Dreyfus GVIT Mid Cap Index Fund: Class I**

*Subadviser:* The Dreyfus Corporation

*Investment Objective:* Capital appreciation. Under normal conditions, the Fund invests at least 80% of its net assets in equity securities of companies included in the Standard & Poor's MidCap 400 Index and in derivative instruments linked to the S&P 400. The Fund is neither sponsored by nor affiliated with Standard & Poor's Corporation.

**Federated GVIT High Income Bond Fund: Class I**

*Subadviser: Federated Investment Counseling*  
*Investment Objective:* To provide high current income. Under normal conditions, the Fund invests at least 80% of the Fund's net assets in corporate bonds that are rated BBB or lower by a rating agency or that are unrated but of comparable quality. Such funds are commonly referred to as "junk bonds."

**Gartmore GVIT Emerging Markets Fund: Class I**

*Subadviser: Gartmore Global Partners*  
*Investment Objective:* Long term capital growth. Under normal conditions, the Fund invests at least 80% of its net assets in equity securities of companies located in emerging market or developing countries or that derive a significant portion of their earnings or revenue from emerging market countries.

**Gartmore GVIT Global Financial Services Fund: Class I**

*Subadviser: Gartmore Global Partners*  
*Investment Objective:* Long-term capital growth. To achieve its objective, the Fund normally invests at least 80% of its net assets in equity securities issued by U.S. and foreign companies with business operations in the financial services sector. These companies will be economically tied to a number of countries throughout the world, including the United States.

**Gartmore GVIT Global Health Sciences Fund: Class I**

*Investment Objective:* Long-term capital appreciation. To achieve its objective, the Fund normally invests at least 80% of its assets in equity securities issued by U.S. and foreign companies engaged in the development, production, or distribution of products and services that have a health sciences orientation (those that focus on maintaining or improving one's quality of life). These companies will be economically tied to a number of countries throughout the world, including the United States.

**Gartmore GVIT Global Technology and Communications Fund: Class I**

*Investment Objective:* Long term capital appreciation by investing under normal conditions at least 80% of its net assets in equity securities issued by companies with business operations in technology and communications and/or technology and communication related industries. These companies will be tied economically to a number of

countries throughout the world, including the United States.

**Gartmore GVIT Global Utilities Fund: Class I**

*Subadviser: Gartmore Global Partners*  
*Investment Objective:* Long-term capital growth. To achieve its objective, the Fund normally invests at least 80% of its net assets in equity securities issued by U.S. and foreign companies with business operations in the utilities sector. These companies will be economically tied to a number of countries throughout the world, including the United States.

**Gartmore GVIT Government Bond Fund: Class I**

*Investment Objective:* Seeks as high a level of income as is consistent with the preservation of capital. Under normal conditions, the Fund invests at least 80% of its net assets in U.S. government and agency bonds, bills and notes. The duration of the Fund will typically be four to six years.

**Gartmore GVIT Growth Fund: Class I**

*Investment Objective:* Long-term capital appreciation. The Fund invests primarily in large capitalization companies. The Fund looks for companies whose earnings are expected to grow faster than other companies in the market.

**Gartmore GVIT International Growth Fund: Class I**

*Subadviser: Gartmore Global Partners*  
*Investment Objective:* Long term capital growth by investing primarily in equity securities of companies in Europe, Australia, the Far East and other regions, including developing countries.

**Gartmore GVIT Money Market Fund: Class I**

*Investment Objective:* As high a level of current income as is consistent with the preservation of capital and maintenance of liquidity. The Fund invests in high-quality money market obligations maturing in 397 days or less.

**Gartmore GVIT Nationwide Leaders Fund: Class I**

*Investment Objective:* High total return from a concentrated portfolio of U.S. securities. To achieve its objective, the Fund typically invests at least 80% of its net assets in equity securities, primarily in common stocks and convertible securities of U.S. leaders. A U.S. leader is a company with a strong and improving franchise that is well positioned to take advantage of opportunities in the marketplace. The Fund typically invests in a core group of 20 to 30 common stocks of large capitalization companies.

**Gartmore GVIT Total Return Fund: Class I**

*Investment Objective:* Seeks total return through a flexible combination of capital appreciation and current income. The Fund invests primarily in common stocks and convertible securities.

**Gartmore GVIT U.S. Growth Leaders Fund: Class I**

*Investment Objective:* Long-term capital growth. To achieve its objective, the Fund normally invests at least 80% of its net assets in equity securities of U.S. growth leaders. The Fund will invest in companies whose earnings are expected to grow faster than other companies in the market. The Fund typically invests in a core group of 20 to 30 common stocks of large capitalization companies.

**Gartmore GVIT Worldwide Leaders Fund: Class I**

*Subadviser:* Gartmore Global Partners

*Investment Objective:* Long-term capital growth. Under normal conditions, the Fund invests at least 80% of its net assets in equity securities of companies located throughout the world considered to be leaders.

**GVIT Small Cap Growth Fund: Class I**

*Subadvisers:* Neuberger Berman, LLC and Waddell & Reed Investment Management Company

*Investment Objective:* Seeks capital growth by investing in a broadly diversified portfolio of equity securities issued by U.S. and foreign companies with market capitalizations in the range of companies represented by the Russell 2000, known as small cap companies. Under normal conditions, the Fund will invest at least 80% of its net assets in the equity securities of small cap companies.

**GVIT Small Cap Value Fund: Class I**

*Subadviser:* The Dreyfus Corporation

*Investment Objective:* Capital appreciation. Under normal conditions, the Fund invests at least 80% of its net assets in equity securities of small capitalization companies. These are companies whose equity market capitalizations at the time of investment are similar to the market capitalizations of companies in the Russell 2000 Index. The Fund will invest in stocks of U.S. and foreign companies which the portfolio managers believe qualify as “value” companies.

**GVIT Small Company Fund: Class I**

*Subadvisers:* The Dreyfus Corporation, Neuberger Berman, LLC, Gartmore Global Partners, Strong Capital Management, Inc. and Waddell & Reed Investment Management Company

*Investment Objective:* Long-term growth of capital. Under normal conditions, the Fund will invest at

least 80% of its net assets in equity securities issued by small capitalization companies. These are companies whose equity market capitalizations at the time of investment are similar to the market capitalizations of companies in the Russell 2000 Index.

**J.P. Morgan GVIT Balanced Fund: Class I**

*Subadviser:* J.P. Morgan Investment Management, Inc.

*Investment Objective:* A high total return from a diversified portfolio of equity and fixed income securities. Under normal conditions, the Fund invests approximately 50% of its net assets in equity securities and 30% of its net assets in fixed income securities (including U.S. government corporate, mortgage-backed and asset-backed securities). The equity securities held by the Fund generally are common stocks of large and medium sized companies included in the Standard & Poor’s 500 Index.

**MAS GVIT Multi Sector Bond Fund: Class I**

*Subadviser:* Miller, Anderson & Sherrerd, LLP

*Investment Objective:* Primarily seeks above average total return over a market cycle of three to five years. The Fund invests in a diversified portfolio of U.S. and foreign fixed income securities, including high yield securities (commonly referred to as “junk bonds”) and emerging markets securities.

**Nationwide GVIT Strategic Value Fund: Class I (Not available in connection with contracts for which good order applications are (or were) received on or after May 1, 2000)**

*Subadviser:* Strong Capital Management Inc.

*Investment Objective:* Primarily long-term capital appreciation. The Fund invests primarily in common stocks of medium and large-size companies. The subadviser selects stocks of companies that have attractive growth prospects, but are believed to be underpriced. To a limited extent, the Fund may also invest in foreign securities.

**Strong GVIT Mid Cap Growth Fund: Class I**

*Subadviser:* Strong Capital Management Inc.

*Investment Objective:* Capital growth by focusing on common stocks of U.S. and foreign companies that the subadviser believes are reasonably priced and have above-average growth potential. Under normal conditions, the Fund invests at least 80% of its net assets in equity securities issued by mid capitalization companies.

**Turner GVIT Growth Focus Fund: Class I (Not available in connection with contracts for which good order applications are (or were) received on or after January 25, 2002)**

*Subadviser: Turner Investment Partners, Inc.*

*Investment Objective:* Long term capital appreciation by investing primarily in U.S. common stocks, ADRs and foreign companies that demonstrate strong earnings growth potential. The Fund is non-diversified and typically focuses its investments in a core group of 15 to 30 common stocks.

**Janus Aspen Series**

The Janus Aspen Series is an open-end management investment company whose shares are offered in connection with investment in and payments under variable annuity contracts and variable life insurance policies, as well as certain qualified retirement plans. Janus Capital Corporation serves as investment adviser to each Portfolio.

**Capital Appreciation Portfolio: Service Shares**

*Investment Objective:* Seeks long-term growth of capital by investing primarily in common stocks selected for their growth potential. The Portfolio may invest in companies of any size, from larger, well-established companies to smaller, emerging growth companies.

**Global Technology Portfolio: Service Shares**

*Investment Objective:* Long-term growth of capital. Under normal circumstances, the portfolio invests at least 80% of its net assets in securities of companies that the portfolio manager believes will benefit significantly from advances or improvements in technology. It implements this policy by investing primarily

**International Growth Portfolio: Service Shares**

*Investment Objective:* Long-term growth of capital by investing, under normal circumstances, at least 80% of its net assets in securities of issuers from at least five different countries, excluding the United States. Although the Portfolio intends to invest substantially all of its assets in issuers located outside the United States, it may invest in U.S. issuers and it may at times invest all of its assets in fewer than five countries, or even a single country.

**Neuberger Berman Advisers Management Trust (“AMT”)**

Neuberger Berman AMT is an open-end, diversified management investment company that offers its portfolios in connection with variable annuity contracts and variable life insurance policies, and certain qualified plans. Prior to May 1, 2000, the portfolios invested through a two-tier master/feeder structure, whereby each portfolio invested its assets in another fund that served

as a corresponding “master series;” the master series invested in securities. Effective May 1, 2000, the portfolios converted to a conventional one-tier structure, whereby each portfolio holds its securities directly. Neuberger Berman Management Inc. is the investment adviser.

**Guardian Portfolio**

*Investment Objective:* Long-term capital growth, with current income as a secondary objective. The portfolio pursues these goals by investing mainly in common stocks of large-capitalization companies.

**Mid-Cap Growth Portfolio**

*Investment Objective:* Capital growth. The portfolio pursues this goal by investing mainly in common stocks of mid-capitalization companies. The managers look for fast-growing companies that are in new or rapidly evolving industries and seek to reduce risk by diversifying among many companies, industries and sectors.

**Partners Portfolio**

*Investment Objective:* Capital growth. The portfolio pursues its goal by investing mainly in common stocks of mid- to large-capitalization companies.

**Oppenheimer Variable Account Funds**

The Oppenheimer variable account Funds are an open-end, diversified management investment company organized as a Massachusetts business trust in 1984. Shares of the Funds are sold to provide benefits under variable life insurance policies and variable annuity contracts. OppenheimerFunds, Inc. is the investment adviser.

**Oppenheimer Aggressive Growth Fund/VA: Initial Class**

*Investment Objective:* Capital appreciation by investing in “growth type” companies. Such companies are believed to have relatively favorable long-term prospects for increasing demand for their goods or services, or to be developing new products, services or markets and normally retain a relatively larger portion of their earnings for research, development and investment in capital assets. The Fund may also invest in cyclical industries in “special situations” that OppenheimerFunds, Inc. believes present opportunities for capital growth.

**Oppenheimer Capital Appreciation Fund/VA: Initial Class**

*Investment Objective:* Capital appreciation by investing in securities of well-known established companies. Such securities generally have a history of earnings and dividends and are issued by seasoned companies (companies which have an operating history of at least five years including predecessors). Current income is a secondary

consideration in the selection of the Fund's portfolio securities.

**Oppenheimer Global Securities Fund/VA: Initial Class**

*Investment Objective:* To seek long-term capital appreciation by investing a substantial portion of assets in securities of foreign issuers, "growth-type" companies, cyclical industries and special appreciation possibilities. These securities may be considered speculative.

**Oppenheimer Main Street Growth & Income Fund/VA: Initial Class**

*Investment Objective:* High total return, which stocks, preferred stocks, convertible securities and warrants. Debt investments will include bonds, participation includes growth in the value of its shares as well as current income from quality and debt securities. In seeking its investment objectives, the Fund may invest in equity and debt securities. Equity investments will include common interests, asset-backed securities, private-label mortgage-backed securities and CMOs, zero coupon securities and U.S. debt obligations, and cash and cash equivalents. From time to time, the Fund may focus on small to medium capitalization issuers, the securities of which may be subject to greater price volatility than those of larger capitalized issuers.

**Strong Opportunity Fund II, Inc.**

The Strong Opportunity Fund II, Inc. is a diversified, open-end management company commonly called a mutual fund. The Strong Opportunity Fund II, Inc. was incorporated in Wisconsin and may be purchased by the separate accounts of insurance companies for the purpose of funding variable annuity contracts and variable life insurance policies. Strong Capital Management Inc. is the investment adviser for the Fund.

*Investment Objective:* To seek capital appreciation through investments in a diversified portfolio of equity securities.

**The Universal Institutional Funds, Inc.**

The Universal Institutional Funds, Inc. is a mutual fund designed to provide investment vehicles for variable annuity contracts and variable life insurance policies and for certain tax-qualified investors.

**Emerging Markets Debt Portfolio**

*Investment Objective:* High total return by investing primarily in fixed income securities of government and government-related issuers and, to a lesser extent, of corporate issuers in emerging market countries. Morgan Stanley Investment Management Inc., which does business in certain instances using the name Van Kampen, is the Portfolio's investment adviser.

**Mid Cap Growth Portfolio (Not available in connection with contracts for which good order applications are (or were) received on or after May 1, 2002)**

*Investment Objective:* Long-term capital growth by investing primarily in common stocks and other equity securities of U.S. mid cap companies and, to a limited extent, foreign companies. The adviser selects issues from a universe comprised of mid-cap companies, most with market capitalizations of generally less than \$35 billion Morgan Stanley Investment Management Inc., which does business in certain instances using the name Van Kampen, is the Portfolio's investment adviser.

**U. S. Real Estate Portfolio**

*Investment Objective:* Above average current income and long-term capital appreciation by investing primarily in equity securities of companies in the U.S. real estate industry, including real estate investment trusts. Morgan Stanley Investment Management Inc., which does business in certain instances using the name Van Kampen, is the Portfolio's investment adviser.

**Van Eck Worldwide Insurance Trust**

Van Eck Worldwide Insurance Trust is an open-end management investment company organized as a business trust under the laws of the Commonwealth of Massachusetts on January 7, 1987. Shares of Van Eck Trust are offered only to separate accounts of insurance companies to fund the benefits of variable life insurance policies and variable annuity contracts. The investment advisor and manager is Van Eck Associates Corporation.

**Worldwide Emerging Markets Fund (Not available in connection with contracts for which good order applications are (or were) received on or after May 1, 2002)**

*Investment Objective:* Seeks long-term capital appreciation by investing primarily in equity securities in emerging markets around the world. The Fund emphasizes investment in countries that, compared to the world's major economies, exhibit relatively low gross national product per capita, as well as the potential for rapid economic growth.

**Worldwide Hard Assets Fund (Not available in connection with contracts for which good order applications are (or were) received on or after May 1, 2002)**

*Investment Objective:* Long-term capital appreciation by investing primarily in "Hard Asset Securities." For the Fund's purpose, "Hard Assets" are real estate, energy, timber, and industrial and precious metals. Income is a secondary consideration.

## Appendix B: Condensed Financial Information

Accumulation unit values for accumulation units outstanding throughout the period.

Underlying Mutual Fund	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	Year
American Century Variable Portfolios, Inc. – American Century VP Income & Growth Fund: Class I – NQ	9.994986	9.031047	-9.64%	9,269	2001
	11.339911	9.994986	-11.86%	8,026	2000
	10.000000	11.339911	13.40%	0	1999
American Century Variable Portfolios, Inc. – American Century VP International Fund: Class I – NQ	12.004879	8.382669	-30.17%	12,788	2001
	14.637401	12.004879	-17.98%	9,575	2000
	10.000000	14.637401	46.37%	0	1999
American Century Variable Portfolios, Inc. – American Century VP Value Fund: Class I – NQ	11.473893	12.762833	11.23%	3,962	2001
	9.849004	11.473893	16.50%	0	2000
	10.000000	9.849004	-1.51%	0	1999
Credit Suisse Trust – Large Cap Value Portfolio – NQ	10.734004	10.682924	-0.48%	419	2001
	9.994949	10.734004	7.39%	419	2000
	10.000000	9.994949	-0.05%	0	1999
Dreyfus Investment Portfolios – European Equity Portfolio: Initial Shares – NQ	12.394036	8.783001	-29.14%	523	2001
	12.824168	12.394036	-3.35%	436	2000
	10.000000	12.824168	28.24%	0	1999
The Dreyfus Socially Responsible Growth Fund, Inc.: Initial Shares – NQ	10.525008	8.034090	-23.67%	13,983	2001
	11.997336	10.525008	-12.27%	10,077	2000
	10.000000	11.997336	19.97%	0	1999
Dreyfus Stock Index Fund, Inc.: Initial Shares – NQ	10.230170	8.857475	-13.42%	30,781	2001
	11.436031	10.230170	-10.54%	12,219	2000
	10.000000	11.436031	14.36%	0	1999
Dreyfus Variable Investment Fund – Appreciation Portfolio: Initial Shares – NQ	10.769627	9.629488	-10.59%	4,671	2001
	10.993278	10.769627	-2.03%	3,423	2000
	10.000000	10.993278	9.93%	0	1999

<b>Underlying Mutual Fund</b>	<b>Accumulation Unit Value at Beginning of Period</b>	<b>Accumulation Unit Value at End of Period</b>	<b>Percent Change in Accumulation Unit Value</b>	<b>Number of Accumulation Units at End of Period</b>	<b>Year</b>
Federated Insurance Series – Federated Quality Bond Fund II: Primary Shares – NQ	10.852961	11.557776	6.49%	9,786	2001
	9.964904	10.852961	8.91%	10,066	2000
	10.000000	9.964904	-0.35%	0	1999
Fidelity VIP Equity – Income Portfolio: Service Class – NQ	11.060358	10.349678	-6.43%	7,182	2001
	10.356381	11.060358	6.80%	4,066	2000
	10.000000	10.356381	3.56%	0	1999
Fidelity VIP Growth Portfolio: Service Class – NQ	10.749298	8.719157	-18.89%	22,131	2001
	12.257729	10.749298	-12.31%	12,108	2000
	10.000000	12.257729	22.58%	0	1999
Fidelity VIP High Income Portfolio: Service Class – NQ	7.912811	6.873318	-13.14%	1,699	2001
	10.369409	7.912811	-23.69%	447	2000
	10.000000	10.369409	3.69%	0	1999
Fidelity VIP Overseas Portfolio: Service Class – NQ	9.878160	7.667226	-22.38%	4,667	2001
	12.390673	9.878160	-20.28%	3,434	2000
	10.000000	12.390673	23.91%	0	1999
Fidelity VIP II Contrafund® Portfolio: Service Class – NQ	10.825529	9.353696	-13.60%	9,921	2001
	11.768698	10.825529	-8.01%	6,693	2000
	10.000000	11.768698	17.69%	0	1999
Fidelity VIP III Growth Opportunities Portfolio: Service Class – NQ	8.670739	7.314276	-15.64%	3,807	2001
	10.616993	8.670739	-18.33%	3,324	2000
	10.000000	10.616993	6.17%	0	1999
GVIT Comstock GVIT Value Fund: Class I – NQ	10.043488	8.698632	-13.39%	839	2001
	11.395844	10.043488	-11.87%	489	2000
	10.000000	11.395844	13.96%	0	1999
GVIT Dreyfus GVIT Mid Cap Index Fund: Class I – NQ	13.284119	12.926038	-2.70%	4,929	2001
	11.693496	13.284119	13.60%	0	2000
	10.000000	11.693496	16.93%	0	1999
GVIT Federated GVIT High Income Bond Fund: Class I – NQ	9.273545	9.528493	2.75%	1,489	2001
	10.253125	9.273545	-9.55%	461	2000
	10.000000	10.253125	2.53%	0	1999
GVIT Gartmore GVIT Emerging Markets Fund: Class I – NQ	8.682706	8.116661	-6.52%	1,004	2001
	10.000000	8.682706	-13.13%	0	2000



<b>Underlying Mutual Fund</b>	<b>Accumulation Unit Value at Beginning of Period</b>	<b>Accumulation Unit Value at End of Period</b>	<b>Percent Change in Accumulation Unit Value</b>	<b>Number of Accumulation Units at End of Period</b>	<b>Year</b>
GVIT Gartmore GVIT Global Technology and Communications Fund: Class I – NQ	5.997100	3.386452	-43.53%	1,514	2001
	10.000000	5.997100	-40.01%	0	2000
GVIT Gartmore GVIT Government Bond Fund: Class I – NQ	11.023698	11.657054	5.75%	14,698	2001
	9.93375	11.023698	10.97%	9,659	2000
	10.000000	9.933775	-0.66%	0	1999
GVIT Gartmore GVIT Growth Fund: Class I – NQ	7.570947	5.364127	-29.15%	10,377	2001
	10.450957	7.570947	-27.56%	4,555	2000
	10.000000	10.450957	4.51%	0	1999
GVIT Gartmore GVIT International Growth Fund: Class I – NQ	9.218392	6.484565	-29.66%	0	2001
	10.000000	9.218392	-7.82%	0	2000
GVIT Gartmore GVIT Money Market Fund: Class I – NQ*	10.550029	10.776329	2.15%	37,457	2001
	10.090878	10.550029	4.55%	117,676	2000
	10.000000	10.090878	0.91%	6,004	1999
GVIT Gartmore GVIT Total Return Fund: Class I – NQ	10.431879	9.069269	-13.06%	12,848	2001
	10.808344	10.431879	-3.48%	7,311	2000
	10.000000	10.808344	8.08%	0	1999
GVIT Gartmore GVIT Worldwide Leaders Fund: Class I – NQ	9.848693	7.883471	-19.95%	863	2001
	11.391398	9.848693	-13.54%	140	2000
	10.000000	11.391398	13.91%	0	1999
GVIT GVIT Small Cap Growth Fund: Class I – NQ	13.629995	11.981329	-12.10%	4,240	2001
	16.489018	13.629995	-17.34%	1,875	2000
	10.000000	16.489018	64.89%	0	1999
GVIT GVIT Small Cap Value Fund: Class I – NQ	12.185229	15.410765	26.47%	9,815	2001
	11.112696	12.185229	9.65%	2,891	2000
	10.000000	11.112696	11.13%	0	1999
GVIT GVIT Small Company Fund: Class I – NQ	14.163507	13.027737	-8.02%	8,221	2001
	13.189965	14.163507	0.66%	5,183	2000
	10.000000	13.189965	31.90%	0	1999
GVIT J.P. Morgan GVIT Balanced Fund: Class I – NQ	9.891564	9.393922	-5.03%	4,320	2001
	10.066595	9.891564	-1.74%	424	2000
	10.000000	10.066595	0.67%	0	1999

\*The 7-day yield on the GVIT Gartmore GVIT Money Market Fund: Class I as of December 31, 2001 was –0.13%.

<b>Underlying Mutual Fund</b>	<b>Accumulation Unit Value at Beginning of Period</b>	<b>Accumulation Unit Value at End of Period</b>	<b>Percent Change in Accumulation Unit Value</b>	<b>Number of Accumulation Units at End of Period</b>	<b>Year</b>
GVIT MAS GVIT Multi Sector Bond Fund: Class I – NQ	10.631465	10.920881	2.72%	2,130	2001
	10.204605	10.631465	4.18%	1,182	2000
	10.000000	10.204605	2.05%	0	1999
GVIT Nationwide® GVIT Strategic Value Fund: Class I – NQ	11.462858	10.933371	-4.62%	377	2001
	10.802650	11.462858	1.57%	377	2000
	10.000000	10.802650	8.03%	0	1999
GVIT Strong GVIT Mid Cap Growth Fund: Class I – NQ	11.871593	8.156718	-31.29%	5,127	2001
	14.227539	11.871593	16.56%	2,594	2000
	10.000000	14.227539	42.28%	0	1999
GVIT Turner GVIT Growth Focus Fund: Class I – NQ	6.322639	3.800451	-39.89%	1,668	2001
	10.000000	6.322639	-36.77%	0	2000
Janus Aspen Series – Capital Appreciation Portfolio: Service Shares – NQ	8.130665	6.266779	-22.92%	29,207	2001
	10.000000	8.130665	-18.69%	17,900	2000
Janus Aspen Series – Global Technology Portfolio: Service Shares – NQ	6.497870	4.015999	-38.20%	23,812	2001
	10.000000	6.497870	-35.02%	19,841	2000
Janus Aspen Series – International Growth Portfolio: Service Shares – NQ	8.167360	6.166223	-24.50%	14,723	2001
	10.000000	8.167360	-18.33%	8,093	2000
Neuberger Berman AMT Guardian Portfolio – NQ	11.581399	11.246113	-2.90%	1,273	2001
	11.613561	11.581399	1.06%	461	2000
	10.000000	11.613561	16.14%	0	1999
Neuberger Berman AMT Mid-Cap Growth Portfolio – NQ	13.539428	10.058649	-25.71%	8,072	2001
	10.903103	10.826755	-0.70%	1,265	2000
	10.000000	14.837719	48.38%	0	1999
Neuberger Berman AMT Partners Portfolio – NQ	12.708360	8.611534	-32.24%	13,940	2001
	14.519858	12.708360	-12.48%	12,131	2000
	10.000000	10.903103	9.03%	0	1999

<b>Underlying Mutual Fund</b>	<b>Accumulation Unit Value at Beginning of Period</b>	<b>Accumulation Unit Value at End of Period</b>	<b>Percent Change in Accumulation Unit Value</b>	<b>Number of Accumulation Units at End of Period</b>	<b>Year</b>
Oppenheimer Variable Account Funds – Oppenheimer Aggressive Growth Fund/VA: Initial Class – NQ	12.648451	10.901827	-13.81%	14,674	2001
	12.856734	12.648451	1.62%	10,980	2000
	10.000000	14.519858	45.20%	0	1999
Oppenheimer Variable Account Funds – Oppenheimer Capital Appreciation Fund/VA: Initial Class – NQ	10.012734	8.868722	-11.43%	23,752	2001
	11.130917	10.012734	-10.05%	17,667	2000
	10.000000	12.856734	28.57%	0	1999
Oppenheimer Variable Account Funds – Oppenheimer Global Securities Fund/VA: Initial Class – NQ	9.509088	8.246547	-13.28%	6,429	2001
	10.000000	9.509088	-4.91%	2,985	2000
Oppenheimer Variable Account Funds – Oppenheimer Main Street Growth & Income Fund/VA: Initial Class – NQ	10.012734	8.868722	-11.43%	23,752	2001
	11.130917	10.012734	-10.05%	17,667	2000
	10.000000	11.130917	11.31%	0	1999
Strong Opportunity Fund II, Inc. – NQ	9.785166	9.290050	-5.06%	9,952	2001
	10.000000	9.785166	-2.15%	3,679	2000
The Universal Institutional Funds, Inc. – Emerging Markets Debt Portfolio – NQ	12.435607	13.498899	8.55%	0	2001
	11.321990	12.435607	9.84%	255	2000
	10.000000	11.321990	13.22%	0	1999
The Universal Institutional Funds, Inc. – Mid Cap Growth Portfolio – NQ	8.608498	5.999237	-30.31%	587	2001
	10.000000	8.608498	-13.92%	0	2000
The Universal Institutional Funds, Inc. – U.S. Real Estate Portfolio – NQ	12.392833	13.420828	8.30%	2,010	2001
	10.000000	12.392833	23.93%	242	2000
Van Eck Worldwide Insurance Trust – Worldwide Emerging Markets Fund – NQ	8.951361	8.665393	-3.19%	97	2001
	15.615759	8.951361	-42.68%	97	2000
	10.000000	15.615759	56.16%	0	1999

<b>Underlying Mutual Fund</b>	<b>Accumulation Unit Value at Beginning of Period</b>	<b>Accumulation Unit Value at End of Period</b>	<b>Percent Change in Accumulation Unit Value</b>	<b>Number of Accumulation Units at End of Period</b>	<b>Year</b>
Van Eck Worldwide Insurance Trust – Worldwide Hard Assets Fund – NQ	11.328950	10.002743	-11.71%	3,018	2001
	10.313058	11.328950	9.85%	3,018	2000
	10.000000	10.313058	3.13%	0	1999

The Janus Aspen Series – Capital Appreciation Portfolio: Service Shares, Janus Aspen Series – Global Technology Portfolio: Service Shares, and Janus Aspen Series – International Growth Portfolio: Service Shares were added to the variable account on January 27, 2000. Therefore, Condensed Financial Information for 2000 reflects the reporting period from January 27, 2000 through December 31, 2000.

The Oppenheimer Variable Account Funds – Oppenheimer Global Securities Fund/VA: Initial Class, Strong Opportunity Fund II, Inc., and The Universal Institutional Funds, Inc. – Mid Cap Growth Portfolio were added to the variable account on May 1, 2000. Therefore, Condensed Financial Information for 2000 reflects the reporting period from May 1, 2000 through December 31, 2000.

The GVIT Gartmore GVIT Emerging Markets Fund: Class I, GVIT Gartmore GVIT Global Technology and Communications Fund: Class I, GVIT Gartmore GVIT International Growth Fund: Class I, and GVIT Turner GVIT Growth Focus Fund: Class I were added to the variable account on October 2, 2001. Therefore, Condensed Financial Information for 2001 reflects the reporting period from October 2, 2001 through December 31, 2001.

The American Century Variable Portfolios, Inc – American Century VP Ultra Fund: Class I, Dreyfus Investment Portfolios – Small Cap Stock Index Portfolio: Service Class, Fidelity VIP III Value Strategies Portfolio: Service Class, GVIT Gartmore GVIT Global Financial Services Fund: Class I, GVIT Gartmore GVIT Global Health Sciences Fund: Class I, GVIT Gartmore GVIT Global Utilities Fund: Class I, GVIT Gartmore GVIT Nationwide Growth Leaders Fund and GVIT Gartmore GVIT Nationwide Leaders Fund: Class I were added to the variable account on May 1, 2002. Therefore, no Condensed Financial Information is available.