

State: Arkansas **Filing Company:** Nationwide Life Insurance Company
TOI/Sub-TOI: A03G Group Annuities - Deferred Variable/A03G.002 Flexible Premium
Product Name: Group Endorsement to Group Variable Annuity Contract Filing
Project Name/Number: Group Endorsement to Group Variable Annuity Contract Filing/

Filing at a Glance

Company: Nationwide Life Insurance Company
Product Name: Group Endorsement to Group Variable Annuity Contract Filing
State: Arkansas
TOI: A03G Group Annuities - Deferred Variable
Sub-TOI: A03G.002 Flexible Premium
Filing Type: Form
Date Submitted: 10/08/2012
SERFF Tr Num: NWFA-128712845
SERFF Status: Closed-Approved-Closed
State Tr Num:
State Status: Approved-Closed
Co Tr Num: NRZZ-0004AO

Implementation: 03/31/2012
Date Requested:
Author(s): Amy Burchette, Jenny Christiansen, Grace Holland, Leonja Merritt, Darcy L. Spangler, Gayla Pace, Clara Pollard, Jennifer Kamadana

Reviewer(s): Linda Bird (primary)
Disposition Date: 10/11/2012
Disposition Status: Approved-Closed
Implementation Date:

State Filing Description:

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General Information

Project Name: Group Endorsement to Group Variable Annuity Contract Filing Status of Filing in Domicile: Pending

Project Number:

Date Approved in Domicile:

Requested Filing Mode: Review & Approval

Domicile Status Comments: Concurrently being filed in Nationwide's state of domicile, Ohio.

Explanation for Combination/Other:

Market Type: Group

Submission Type: New Submission

Group Market Size: Small and Large

Group Market Type: Employer

Overall Rate Impact:

Filing Status Changed: 10/11/2012

State Status Changed: 10/11/2012

Deemer Date:

Created By: Grace Holland

Submitted By: Grace Holland

Corresponding Filing Tracking Number: 32073

Filing Description:

Expedited Review Requested

Re: Nationwide Life Insurance Company

NAIC # 66869 FEIN 31-4156830 NAIC Group # 140

Endorsement NRZZ-0004AO

Nationwide Life Insurance Company ("Nationwide") is filing the above referenced form for general use and approval by the Department of Insurance (the "Department"). Nationwide plans to begin issuing the Endorsement on March 31, 2013, or at a later date. The Endorsement will be issued to existing Contract Owners upon issuance.

Nationwide respectfully, request an expedited review of this filing. No part of this filing contains any unusual or possible controversial items from normal company or industry standards.

The Endorsement is new and will be used with the previously approved Contract, NRC-0105AO, a group flexible purchase payment deferred variable annuity contract, designed for issuance on a general basis to fund employer sponsored deferred compensation and defined contribution plans receiving tax favored treatment under Internal Revenue Code 457(g) and 401(a), approved by the Department on 07/14/2006 (DOI # 32073).

Description of the Endorsement

Endorsement NRZZ-0004AO will add clarity to Nationwide's process of adding, removing, and/or substituting Underlying Investment Option(s), and the Contract Owners discretionary rights to accept or reject the proposed changes. The Endorsement also updates the "Definitions", "Plan Amendment", and "Alteration or Modification" provisions to ensure that all Contract provisions are consistent with the added "Substitution of Securities" provision.

The Endorsement will be effective 90 days after the initial communication to existing Contract Owners and prospective Contract Owners will receive upon Contract issue.

Target Market Information

The target market for this Endorsement is employer sponsored deferred compensation plans, defined contribution plans and

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their Participants.

Other Information

Pursuant to the NAIC Model Act adopted by most states, group annuity forms issued to fund employer sponsored retirement plans are exempt from the readability requirements.

Nationwide certifies that, to the best of its knowledge and belief, the form submitted complies with all of the laws and regulations of your state.

Nationwide's printers use various fonts and layouts; therefore, Nationwide reserves the right to format the pages of the submitted form to conform to the printer's requirements. No change in language will occur, only a possible page break or page renumbering.

Please notify Nationwide upon the Department's approval.

If you have questions regarding this filing, please contact me at 1-800-691-0023, ext. 9-3245, or via SERFF.

Company and Contact

Filing Contact Information

Grace Holland, Specialist, Paralegal hollang2@nationwide.com
 Corporate Compliance
 PO Box 182455 800-691-0023 [Phone] 93245 [Ext]
 1-33-102 614-249-2112 [FAX]
 Columbus, OH 43272-8921

Filing Company Information

Nationwide Life Insurance CoCode: 66869 State of Domicile: Ohio
 Company Group Code: 140 Company Type:
 PO Box 182455 Group Name: State ID Number:
 1-33-102 FEIN Number: 31-4156830
 Columbus, OH 43272-8921
 (800) 691-0023 ext. [Phone]

Filing Fees

Fee Required? Yes
 Fee Amount: \$50.00
 Retaliatory? No
 Fee Explanation: \$50.00 per form
 Per Company: No

Company	Amount	Date Processed	Transaction #
Nationwide Life Insurance Company	\$50.00	10/08/2012	63550003

SERFF Tracking #:

NWFA-128712845

State Tracking #:

Company Tracking #:

NRZZ-0004AO

State:

Arkansas

Filing Company:

Nationwide Life Insurance Company

TOI/Sub-TOI:

A03G Group Annuities - Deferred Variable/A03G.002 Flexible Premium

Product Name:

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Correspondence Summary

Dispositions

Status	Created By	Created On	Date Submitted
Approved-Closed	Linda Bird	10/11/2012	10/11/2012

Filing Notes

Subject	Note Type	Created By	Created On	Date Submitted
Amended Filing Description	Note To Reviewer	Grace Holland	10/10/2012	10/10/2012

State: Arkansas **Filing Company:** Nationwide Life Insurance Company
TOI/Sub-TOI: A03G Group Annuities - Deferred Variable/A03G.002 Flexible Premium
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Disposition

Disposition Date: 10/11/2012

Implementation Date:

Status: Approved-Closed

Comment:

Rate data does NOT apply to filing.

Schedule	Schedule Item	Schedule Item Status	Public Access
Supporting Document	Flesch Certification		No
Supporting Document	Application		Yes
Supporting Document	Life & Annuity - Acturial Memo		No
Supporting Document	Memorandum of Variables		Yes
Form	Endorsement		Yes

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Note To Reviewer

Created By:

Grace Holland on 10/10/2012 10:17 AM

Last Edited By:

Linda Bird

Submitted On:

10/11/2012 10:14 AM

Subject:

Amended Filing Description

Comments:

The filing description is being modified to reflect that the Endorsement will be issued to existing and new Contract Owners upon issuance.

Thanks you

Expedited Review Requested

Re: Nationwide Life Insurance Company
NAIC # 66869 FEIN 31-4156830 NAIC Group # 140

Endorsement NRZZ-0004AO

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Target Market Information

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Other Information

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Form Schedule

Lead Form Number: NRZZ-0004AO

Item No.	Schedule Item Status	Form Number	Form Type	Form Name	Action/ Action Specific Data	Readability Score	Attachments
1		NRZZ-0004AO	POLA	Endorsement	Initial:	0.000	Endorsement - NRZZ-0004AO.pdf

Form Type Legend:

ADV	Advertising	AEF	Application/Enrollment Form
CER	Certificate	CERA	Certificate Amendment, Insert Page, Endorsement or Rider
DDP	Data/Declaration Pages	FND	Funding Agreement (Annuity, Individual and Group)
MTX	Matrix	NOC	Notice of Coverage
OTH	Other	OUT	Outline of Coverage
PJK	Policy Jacket	POL	Policy/Contract/Fraternal Certificate
POLA	Policy/Contract/Fraternal Certificate: Amendment, Insert Page, Endorsement or Rider	SCH	Schedule Pages

**NATIONWIDE LIFE INSURANCE COMPANY
ONE NATIONWIDE PLAZA
COLUMBUS, OHIO 43215**

**ENDORSEMENT
to
Group Flexible Purchase Payment
Deferred Variable Annuity Contract**

General Information Regarding this Endorsement

This endorsement is made a part of the Contract to which it is attached. The Contract may be issued by Nationwide to various entities, including public sector entities, in connection with the Plan.

To the extent any provisions contained in this endorsement are contrary to or inconsistent with those of the Contract to which it is attached, the provisions of this endorsement will control the Contract accordingly. Non-defined terms shall have the meaning given to them in the Contract.

Definitions

The new definition of the Underlying Investment Options in the Contract shall be governed by and consistent with the new "Substitution of Securities" provision set forth below, and shall not be interpreted to permit Nationwide to make any such changes to the array of Underlying Investment Options in the Contract without the Contract Owners' consent through the process described below.

Alteration or Modification

The following sentences are added as the final paragraph of the "Alteration and Modification" provision of the "General Provisions" of the Contract:

This provision does not apply to the alteration or modification of the Underlying Investment Options. The process for such alteration or modification is described in the "Substitution of Securities" section of this Contract. Nationwide does not assume any obligation to alter or modify the Contract on behalf of any Plan.

Plan Amendment

The third paragraph of the "Plan Amendment" section of the "General Provisions" of the Contract is deleted. Any amendment or modification of the Contract by Nationwide for any reason will be governed by the new "Alteration or Modification" provision set forth above.

Substitution of Securities

The Substitutions of Securities section of the "Variable Account" provisions of the Contract is hereby deleted in its entirety and replaced with the following:

The Contract provides an array of Underlying Investment Options the Contract Owner may elect to make available to Participants. The Underlying Investment Options available for election are included in the Contract application and accepted by Contract Owners when they purchase the Contract. After the issue date of the Contract, the Participants decide whether or not to allocate their Participant Contributions to one or more of the Underlying Investment Options within that array. Contract Owners have the discretion and authority under the Contract to decide upon (and decide whether to reject) any changes to that array that Nationwide may periodically present to Contract Owners for consideration. Nationwide has no obligation to present any such changes to the array of Underlying Investment Options, and has no discretion or authority to impose any such changes without the Contract Owners' consent through the process described below.

Underlying Investment Option Changes

From time to time, Nationwide may present changes to the array of Underlying Investment Options available under the Contract issued in connection with a Plan. Those changes may include (1) adding an Underlying Investment Option to the existing array, (2) removing an Underlying Investment Option from the existing array, (3) preventing any new Purchase Payments from being allocated to an Underlying Investment Option in the existing array, or (4) substituting any existing Underlying Investment Option in the array with a new Underlying Investment Option, and transferring assets from the existing Underlying Investment Option to the new Underlying Investment Option. The Contract Owner has the discretion and authority to decide upon (and decide whether to reject) any such changes presented. The Contract Owner makes the final determination as to any changes in the array, and has the responsibility to determine whether a change is in the best interests of the Plan. Nationwide has neither the discretion nor authority, with respect to those decisions made in connection with the Plan.

Any change to the array that may be presented by Nationwide will be communicated in writing to the Contract Owner at least 60 (sixty) days in advance of the proposed effective date of the change. This communication will:

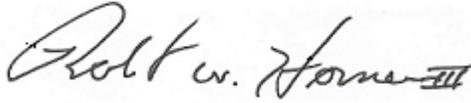
- describe the changes presented and their effective date;
- disclose any resulting changes to the contract expenses incurred by the Plans or Participants, and any resulting changes in the payments received by Nationwide or its affiliates from the Underlying Investment Options (such as 12b-1 fees and other payments made to Nationwide by mutual fund entities);
- advise that the Contract Owner can choose to reject the change presented;
- set forth the method by which the Contract Owner may communicate its rejection of the changes presented;

- describe that failure by Contract Owners to reject the changes presented as of a specified date will be treated as consent to those changes; and
- direct the Contract Owner to information and materials (such as mutual fund offering prospectuses and other explanatory data) that may aid Contract Owners' evaluation of the changes presented.

Nationwide will, upon request, assist Contract Owners in obtaining additional information necessary to engage in a full and fair evaluation of changes presented. Nationwide does not provide advice relating to the changes presented.

If the Contract Owner chooses to reject any change presented, that rejection shall be given effect and no change in the Underlying Investment Options will occur, provided that the previous investment option remains available. If the previous investment option is no longer available either (1) due to a change in applicable law, or (2) due to a change or event initiated by a fund company, including but not limited to, a merger, liquidation or closure, Nationwide will be unable to implement the Contract Owner's rejection. In such circumstances, the Contract Owner may terminate the Contract consistent with the "Termination by the Contract Owner" provision.

Executed for Nationwide by:



Secretary



President

SERFF Tracking #:

NWFA-128712845

State Tracking #:

Company Tracking #:

NRZZ-0004AO

State: Arkansas

Filing Company: Nationwide Life Insurance Company

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Supporting Document Schedules

		Item Status:	Status Date:
Satisfied - Item:	Application		
Comments:	Approved 8/6/2007 DOI # 36576 The application is attached for informational purposes.		
Attachment(s):			
NRA-0104AO.1 John Doe version.pdf			

		Item Status:	Status Date:
Satisfied - Item:	Memorandum of Variables		
Comments:			
Attachment(s):			
Memorandum of Variables.pdf			



**APPLICATION FOR
GROUP FLEXIBLE PURCHASE PAYMENT DEFERRED VARIABLE ANNUITY CONTRACT**
underwritten by
Nationwide Life Insurance Company
One Nationwide Plaza
Columbus, Ohio 43215
[1-877-677-3678]

APPLICANT

[ABC Section 457 Deferred Compensation Plan, for the exclusive benefit of its Participants and their beneficiaries.] (the "Applicant"), applies to be the Contract Owner of a Group Flexible Purchase Payment Deferred Variable Annuity Contract (the "Contract") underwritten by Nationwide Life Insurance Company ("Nationwide").

The Group Flexible Purchase Payment Deferred Variable Annuity Contract applied for will become effective on the "Effective Date of Contract" if the initial Purchase Payment and this application are accepted by Nationwide. In the event the initial Purchase Payment or this application are not accepted, Nationwide's liability will be limited to a return of the initial Purchase Payment, and any subsequent Purchase Payments remitted.

PURCHASE PAYMENT

Applicant agrees to permit Participants in its Plan to allocate Purchase Payments to the following Underlying Investment Options that Nationwide agrees to make available as of the "Effective Date of Contract".

**Nationwide NVIT Investor Destinations
Funds**

Aggressive Fund - Service Class

Conservative Fund - Service Class

Moderate Fund - Service Class

Moderately Aggressive Fund - Service Class

Moderately Conservative Fund - Service Class

Select Spectrum Series

American Century Value Fund - Investor Class

American Century Vista Fund - Investor Class

Brown Capital Management, Inc. Small Company Fund - Inst. Class
Dreyfus Appreciation Fund, Inc.

Dreyfus Premier Small Cap Value Fund - Class R
Edgar Lomax Value Fund
JP Morgan International Equity Fund - Select Shares
JP Morgan Mid Cap Value Fund - Class A
MFS Massachusetts Investors Growth Stock Fund - Class A
Nationwide Bond Index Fund - Class A
Nationwide Fund - Class D

Nationwide International Index Fund - Class A

Nationwide Mid Cap Market Index Fund - Class A
Nationwide Money Market Fund - Prime Shares

Select Spectrum Series - (Cont'd)

Nationwide Multi-Manager NVIT Small Company Fund - Class I
Nationwide S&P 500® Index Fund - Institutional Service Class
Nationwide Small Cap Index Fund - Class A

Neuberger Berman Genesis Fund - Trust Class
Neuberger Berman Socially Responsive Fund - Investor Class
Oppenheimer Global Fund - Class A
PIMCO Total Return Fund - Class A

Putnam Voyager Fund - Class A
T. Rowe Price Growth Stock Fund - Advisor Class
Templeton Foreign Fund - Class A
Van Kampen Growth & Income Fund - Class A
Waddell & Reed Advisor High Income Fund - Class Y

FIXED ACCOUNT

Yes No Applicant elects to add via endorsement to the Contract, a Fixed Account option funded by the general account of Nationwide.

If the Applicant elected the Fixed Account, one of the exchange restrictions options listed below must be elected.

Contract Level Aggregate Exchange Limitation (the limitation on *Outgoing* Exchanges from the Fixed Account is determined based on total assets held in the Contract's Fixed Account as a percentage of the Fixed Account's value under the Contract as of the last Business Day preceding the current calendar year).

Participant Level Exchange Limitation (the limitation on *Outgoing* Exchanges from the Fixed Account is applied to each Participant Account under the Contract. The Contract Owner, or its designated Record-Keeper is responsible for applying this limitation).

STATE INSURANCE FRAUD WARNINGS

FOR DC RESIDENTS ONLY: WARNING: it is a crime to provide false or misleading information to an insurer for the purpose of defrauding the insurer or any other person. Penalties include imprisonment and/or fines. In addition, an insurer may deny insurance benefits if false information materially related to a claim was provided by the applicant.

NOTICE TO OK AND PA RESIDENTS ONLY: Any person who knowingly and with intent to defraud any insurance company or other person files an application for insurance or statement of claim containing any materially false information or conceals for the purpose of misleading, information concerning any fact material thereto commits a fraudulent insurance act, which is a crime and subjects such person to criminal and civil penalties.

NOTICE TO AR, CO, KY, LA, ME, NM, OH, AND TN RESIDENTS ONLY: Any person who, knowingly and with intent to injure, defraud or deceive any insurance company or other person, files an application for insurance or statement of claim containing any materially false information or conceals for the purpose of misleading, information concerning any fact material thereto commits a fraudulent insurance act, which may be a crime and may subject such person to criminal and civil penalties, fines, imprisonment, or a denial of insurance benefits.

NOTICE TO MN RESIDENTS ONLY: This Contract is not protected by the Minnesota Life and Health Insurance Guaranty Association or the Minnesota Insurance Guaranty Association. In the case of insolvency, payment of claims (except for the Fixed Account, if elected) is not guaranteed. Only the assets of the Insurer will be available to pay your claim.

NOTICE TO FL, MN, ND, SC, SD, TX AND VT RESIDENTS ONLY: Annuity payments, death benefits, surrender values, and other Contract Values are variable when based on the investment experience of a separate account, or in the case of the Fixed Account, if elected, subject to a market value adjustment, and are not guaranteed as to fixed dollar amount, unless otherwise specified.

FOR NJ RESIDENTS ONLY: Any person who includes any false or misleading information on an application for an insurance policy is subject to criminal and civil penalties.

NOTICE TO FL RESIDENTS ONLY: Additionally, any benefits, values or payments based on the performance of the underlying investment options may vary and are NOT guaranteed by Nationwide Life Insurance Company, or any other insurance company, by the U.S. Government, or any State government. They are NOT federally insured by the FDIC, the Federal Reserve Board or any agency Federal or State.

ADDITIONAL STATE NOTICES

FOR FL RESIDENTS ONLY: Any person who knowingly and with intent to injure, defraud, or deceive any insurer files a statement of claim or an application containing any false, incomplete, or misleading information is guilty of a felony of the third degree

SIGNATURES

Signed on behalf of [ABC Section 457 Deferred Compensation Plan, for the exclusive benefit of its Participants and their beneficiaries.] this 1st day of _____ October __, 2007.

Yes No Do you have existing life insurance or annuity contracts?

Yes No Will the applied for Contract replace any existing life insurance or annuity contracts?

John Doe
[(Authorized Signature of Applicant)]

October 1, 2007
Date

Plan Trustee
[(Title)]

Thomas Doe
[(Authorized Nationwide Agent/Representative Signature)]

October 1, 2007
Date

Yes No Do you have any reason to believe the Contract applied for is to replace existing annuities or insurance?

Agent for Nationwide
[(Title)]

Florida License Identification #: (Florida Agents only)_____

MEMORANDUM OF VARIABLES

Endorsement – NRZZ-0004AO

Nationwide officers' signatures are bracketed as they change over time.