



Annual Report

October 31, 2009

Classes A, B, C, I, and W

Global Fund

- ING Alternative Beta Fund

 E-Delivery Sign-up – details inside

This report is submitted for general information to shareholders of the ING Funds. It is not authorized for distribution to prospective shareholders unless accompanied or preceded by a prospectus which includes details regarding the fund's investment objectives, risks, charges, expenses and other information. This information should be read carefully.

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PROXY VOTING INFORMATION

A description of the policies and procedures that the Fund uses to determine how to vote proxies related to portfolio securities is available: (1) without charge, upon request, by calling Shareholder Services toll-free at (800) 992-0180; (2) on the Fund's website at www.ingfunds.com; and (3) on the U.S. Securities and Exchange Commission's ("SEC") website at www.sec.gov. Information regarding how the Fund voted proxies related to portfolio securities during the most recent 12-month period ended June 30 is available without charge on the Fund's website at www.ingfunds.com and on the SEC's website at www.sec.gov.

QUARTERLY PORTFOLIO HOLDINGS

The Fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-Q. The Fund's Forms N-Q are available on the SEC's website at www.sec.gov. The Fund's Form N-Q may be reviewed and copied at the SEC's Public Reference Room in Washington, DC, and information on the operation of the Public Reference Room may be obtained by calling (800) SEC-0330; and is available upon request from the Fund by calling Shareholder Services toll-free at (800) 992-0180.

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PRESIDENT'S LETTER



Dear Shareholder,

October witnessed events reminiscent of times past for investors and baseball fans alike. The New York Yankees returned to the World Series after a six-year hiatus, and double-digit unemployment returned to the United States after a 26-year break. New Yorkers may have regarded the Yankees' championship as a restoration of order to the world, but investors found little relief as unemployment rose to 10.2%.⁽¹⁾ Nevertheless, the economy did not collapse and the markets did not melt down. Although higher unemployment is not good news, most recognize that it represents a lagging effect of the recession, and as such is likely to persist even after the economy has swung into recovery.

On the other hand, fund investors seem still to be focusing more on safety than appreciation potential. Year-to-date, investors have moved large amounts out of money market funds. They have been adding significantly to bond funds, but disinvesting from stock funds.⁽²⁾

Volatile equity markets over the past year and a half have led many investors to seek refuge in fixed income investments, a move that may have made sense when the highest priority was to avoid losses. Despite October's news, it seems like a good time to start thinking longer term again; this may be an opportunity for investors to rethink their balance between potential risk and potential return.

Of course, only you and your financial advisor can determine what is best for your particular situation, so we encourage you to discuss these points thoroughly with your advisor before taking any action in your portfolio.

Thank you for your continued confidence in ING Funds. We look forward to serving your investment needs in the future.

Sincerely,

A handwritten signature in black ink that reads "S Mathews".

Shaun Mathews
President and Chief Executive Officer
ING Funds
November 6, 2009

⁽¹⁾ Source: The Employment Situation — October 2009, Bureau of Labor Statistics, U.S. Department of Labor.

⁽²⁾ Source: Investment Company Institute, Trends in Mutual Fund Investing, October 2009, http://www.ici.org/research/stats/trends/ci.trends_10_09.

Global equities in the form of the **MSCI World® Index**⁽¹⁾ measured in local currencies, including net reinvested dividends ("MSCI" for regions discussed below), returned 18.5% in the second half of the fiscal year and 11.6% for the entire fiscal year ended October 31, 2009. (The **MSCI World® Index** returned 18.42% for the fiscal year ended October 31, 2009, measured in U.S. dollars.) By the end of September equities had rallied 54% from the March 9th low point, but in increasingly nervous conditions pulled back in October. In **currencies**, the dollar, perhaps the new funding currency for carry trades because of very low dollar interest rates, resumed a weakening trend, falling 10.7% against the euro in the second half of the fiscal year, 10.9% against the pound and 6.1% against the yen. For the entire fiscal year, dollar losses were 11.8%, 0.3% and 7.4% against the euro, pound and yen, respectively.

From its earliest days in mid-March, the resurgence of risky asset classes like equities encountered skeptics. It was based they said, not on good economic news but news that was merely less awful. Banks' new-found earnings relied on extraordinarily low interest rates to depositors and "special" items. The U.S. government's willingness to incur \$1.75 trillion in additional debt to bail out banks, insurers, auto companies and people who bought housing beyond their means, while the Federal Reserve printed money to buy the debt and keep interest rates down, would have its day of inflationary reckoning.

But the believers would have none of it. Conditions don't go from bad to good in one step, they said. The news has to get less bad first. The richest harvest must start with a few green shoots in an empty field. We heard about "green shoots" all spring.

However described, the news on which markets advanced was on balance improving, albeit weakly and erratically.

In housing, the **Standard & Poor's ("S&P")/Case-Shiller National U.S. Home Price Index**⁽²⁾ of house prices in 20 cities sank a record 19% year-over-year in January. But from there the declines moderated to 11.3% in the most recent report. The housing market became heavily influenced by an \$8,000 government tax credit to first-time home buyers. But it would expire on November 30, 2009*, and while existing home sales were still surging as our fiscal year ended, new homes sales fell after three months of gain.

After a decline in first quarter gross domestic product ("GDP") of 5.5% annualized, the contraction for the

second quarter was just 0.7% annualized and after four straight falls, the first estimate of third quarter GDP growth was 3.5%.

A "Cash-for-Clunkers" program under which the U.S. government offered to subsidize the trade in of old vehicles for newer, more efficient models was vigorously taken up. Retail sales and industrial production were boosted. Auto companies re-opened production lines.

But so much of the outlook depended on jobs. The September employment report showed payroll cuts at little more than one third of the January level. But cuts spiked up again in the October report and the unemployment rate rose to a 26-year high 9.8% as of September 30, 2009. The average work week matched the lowest since records began in 1964. Wage growth remained insipid. Increasingly commentators asked what kind of real recovery could take place under these conditions and as the various government support programs expired.

In **fixed income** markets, the **Barclays Capital U.S. Aggregate Bond Index**⁽³⁾ of investment grade bonds returned 5.61% for the second half of the fiscal year and 13.62% for the entire fiscal year. But within this figure the **Barclays Capital U.S. Treasury Index**⁽⁴⁾ only gained 0.81% in the second half of the fiscal year and 6.33% for the entire fiscal year, as greater risk appetite was reinforced by concerns about massive government borrowing. Corporate investment grade bonds performed much better and high yield bonds, represented by the **Barclays Capital High Yield Bond — 2% Issuer Constrained Composite Index**⁽⁵⁾, did best of all: up 27.72% in the second half of the fiscal year and 48.66% for the entire fiscal year.

U.S. equities, represented by the **S&P 500® Composite Stock Price ("S&P 500®") Index**⁽⁶⁾ including dividends, returned 20.0% in the second half of the fiscal year and 9.8% for the entire fiscal year, led by financials and technology. Profits for S&P 500® companies suffered their eighth straight quarter of decline in the second quarter and by the end of September the price to earnings ("P/E") ratio of the S&P 500® Index, based on operating earnings in the trailing four quarters, was the highest since the first half of 2002. Volatility picked up in October and when on October 30th it was announced that consumer spending had fallen with incomes flat, the market dropped more than 2%, leading to a monthly fall for the first month in eight.

In **international markets**, referring to MSCI indices in local currencies with net reinvested dividends, the

MSCI Japan® Index⁽⁷⁾ rose 7.2% in the second half of the fiscal year and 4.7% for the entire fiscal year, but weakened in the last two months. A rise in GDP of 2.3% annualized was due to net exports and government stimulus. Domestic demand was still in the doldrums and deflation had again taken hold at record levels. The **MSCI Europe ex UK® Index**⁽⁸⁾ advanced 19.2% in the second half of the fiscal year and 11.8% for the entire fiscal year. After a drop in GDP of 2.5% in the first quarter, second quarter GDP barely fell and actually rose in France and Germany. Prices continued to fall slightly, and unemployment edged up to 9.6%. Banks were still not lending however: M3** growth reached a record low in September. Yet confidence measures, from investor to business to consumer, continued to advance. The **MSCI UK® Index**⁽⁹⁾ rose 21.3% in the second half of the fiscal year and 20.9% for the entire fiscal year. GDP fell for the sixth consecutive quarter and stood 5.9% below the level one year earlier. Yet house prices were by all accounts edging back up again. Purchasing managers' indices were in or near expansion territory. And in September, consumer confidence rose by the most since 1995.

* On November 5, 2009, Congress approved extending the deadline to April 30, 2010.

** M3 refers to the broadest measure of the available money supply.

⁽¹⁾ The **MSCI World® Index** is an unmanaged index that measures the performance of over 1,400 securities listed on exchanges in the U.S., Europe, Canada, Australia, New Zealand and the Far East.

⁽²⁾ The **S&P/Case-Shiller National U.S. Home Price Index** tracks the value of single-family housing within the United States. The index is a composite of single family home price indices for the nine U.S. Census divisions and is calculated quarterly.

⁽³⁾ The **Barclays Capital U.S. Aggregate Bond Index** is an unmanaged index of publicly issued investment grade U.S. Government, mortgage-backed, asset-backed and corporate debt securities.

⁽⁴⁾ The **Barclays Capital U.S. Treasury Index** is an unmanaged index that includes public obligations of the U.S. Treasury. Treasury bills, certain special issues, such as state and local government series bonds (SLGs), as well as U.S. Treasury TIPS and STRIPS, are excluded.

⁽⁵⁾ The **Barclays Capital High Yield Bond — 2% Issuer Constrained Composite Index** is an unmanaged index that measures the performance of fixed-income securities.

⁽⁶⁾ The **S&P 500® Index** is an unmanaged index that measures the performance of securities of approximately 500 large-capitalization companies whose securities are traded on major U.S. stock markets.

⁽⁷⁾ The **MSCI Japan® Index** is a free float-adjusted market capitalization index that is designed to measure developed market equity performance in Japan.

⁽⁸⁾ The **MSCI Europe ex UK® Index** is a free float-adjusted market capitalization index that is designed to measure developed market equity performance in Europe, excluding the UK.

⁽⁹⁾ The **MSCI UK® Index** is a free float-adjusted market capitalization index that is designed to measure developed market equity performance in the UK.

Parentheses denote a negative number.

All indices are unmanaged and investors cannot invest directly in an index. Past performance does not guarantee future results. The performance quoted represents past performance. Investment return and principal value of an investment will fluctuate, and shares, when redeemed, may be worth more or less than their original cost. The Fund's performance is subject to change since the period's end and may be lower or higher than the performance data shown. Please call (800) 992-0180 or log on to www.ingfunds.com to obtain performance data current to the most recent month end.

Market Perspective reflects the views of ING's Chief Investment Risk Officer only through the end of the period, and is subject to change based on market and other conditions.

ING Alternative Beta Fund (the "Fund") seeks to deliver investment results that approximate the return and risk characteristics of the beta⁽¹⁾ component of the universe of hedge funds as a broad asset class represented by the HFRI Fund Weighted Composite Index ("HFRI Index"). The Fund is managed by Frank van Etten, Bas Peeters and Willem van Dommelen, Portfolio Managers, of ING Investment Management Advisors, B.V. ("IIMA") — the Sub-Adviser.

Performance: Since its inception on December 15, 2008 through October 31, 2009, the Fund's Class A shares, excluding sales charges, provided a total return of 9.29%, including a return of capital of \$0.04 per share, compared to the Dow Jones Moderate Index — Global Series⁽²⁾, the HFRX Global Hedge Fund Index ("HFRX Index")⁽³⁾ and the HFRI Index⁽⁴⁾ which returned 18.63%, 10.93% and 16.76%, respectively, for the period of January 1, 2009 through October 31, 2009.

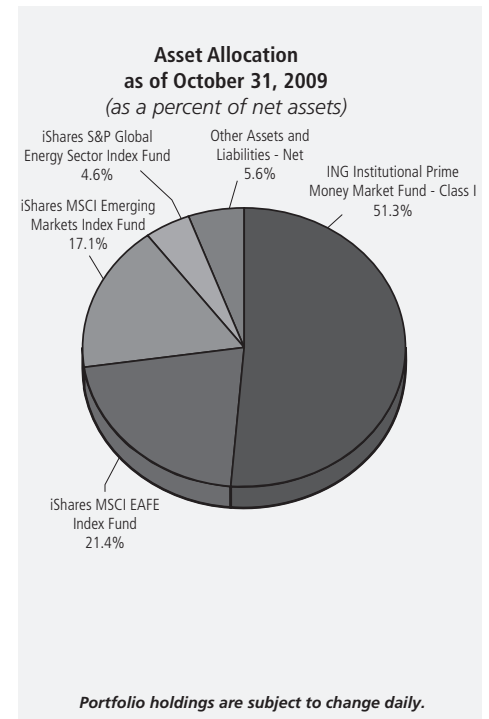
Portfolio Specifics: The Fund uses a quantitative returns regression methodology to identify the weighting of the Fund's investment in market return factors. The regression model determines allocations to the market factors and strives to identify the relevant exposures and sensitivities that hedge funds have to traditional betas. The Fund has a flexible risk budget, which allows it to take short exposures and exposures to less traditional asset classes such as volatility and commodity indices. The selection of the factors is based on liquidity, transparency and low implementation cost.

During the period, the Fund held positions that provided exposure to seven financial factors that track liquid market indices. The Fund adjusted its allocation to such factors on a monthly basis. Since inception, the factors included were U.S. large cap equity, U.S. small cap equity, non-U.S. equity, emerging market equity, commodities (implemented through an equity proxy), currencies and volatility.⁽⁵⁾

During the reporting period, the Fund had a long exposure to non-U.S. equity, emerging market equity, currencies (U.S. dollar vs. a basket of currencies) and commodities. The Fund took short exposure to volatility ("VIX"), U.S. large-cap and U.S. small-cap equity. The overall allocation to cash was substantial, which caused the Fund to have a defensive risk profile during the period and detracted significantly from relative results.

The Fund generated a positive return, which we attribute mainly to the long allocation to emerging markets, international equity ("EAFE") and commodities. The long exposure to the U.S. dollar versus a basket of foreign currencies, as well as the short exposure to S&P 500 index, had a negative effect on the Fund's return.

Current Strategy and Outlook: The Fund strategy seeks to deliver investment performance in diverse market environments. Over time, hedge fund indices may change in composition. The Fund aims to capture the effects of such changes and to deliver replicated returns.



⁽¹⁾ Beta is a measure of the volatility, or systematic risk, of a security or a portfolio in comparison to the market as a whole. Beta can be thought of as the tendency of a security's returns to respond to swings in the market. A beta of 1 indicates that the security's price will move with the market. A beta of less than 1 means that the security will be less volatile than the market. A beta of greater than 1 indicates that the security's price will be more volatile than the market. For example, if a stock's beta is 1.2 it's theoretically 20% more volatile than the market, offering the possibility of a higher rate of return but also posing more risk.

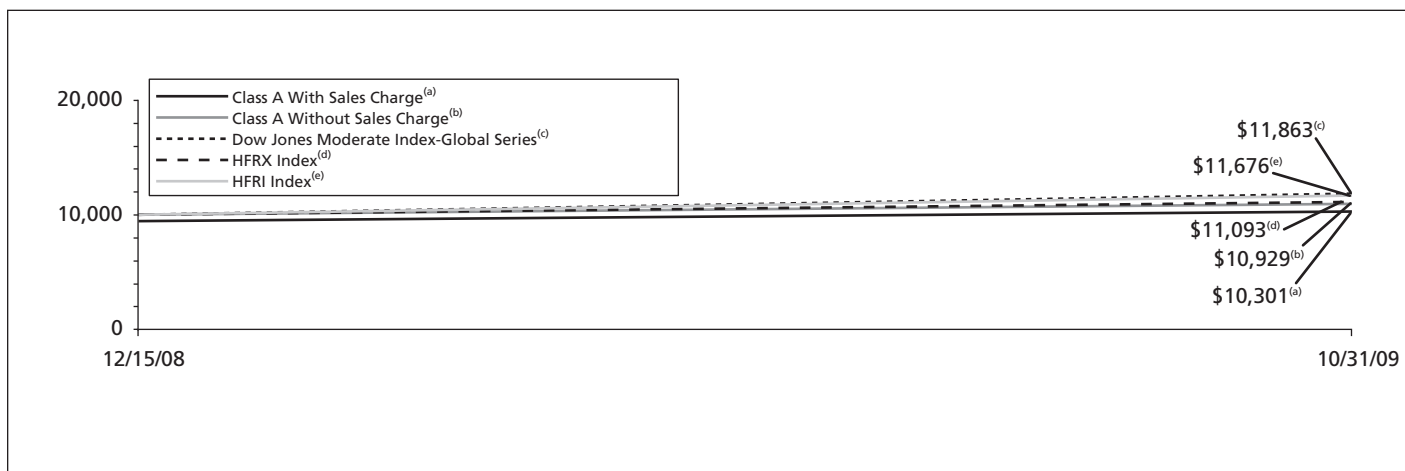
⁽²⁾ The Dow Jones Moderate Index — Global Series is an unmanaged index that represents a multi-asset portfolio consisting of three Composite Major Asset Classes ("CMACs"): global equities, bonds, and cash. Each CMAC represents a basket of Dow Jones portfolio indexes. For the Dow Jones Moderate Index — Global Series, the CMACs are allocated in proportions, allowing the portfolio to maintain the overall risk level equal to 60% of the downside risk of the equity CMAC. The Dow Jones Global Moderate Index is rebalanced on a monthly basis.

⁽³⁾ The HFRX Index is designed to be representative of the overall composition of the hedge fund universe. It is comprised of eight strategies; convertible arbitrage, distressed securities, equity hedge, equity market neutral, event drive, macro, merger arbitrage, and relative value arbitrage. The strategies are asset-weighted based on the distribution of assets in the hedge fund industry.

⁽⁴⁾ The HFRI Index is a global, equal-weighted index of over 2,000 single manager funds that report to HFR Database. Constituent funds report monthly, net of all fees, performance in US Dollar and have a minimum of \$50 million under management or a twelve (12) month track record of active performance. The HFRI Index does not include Funds of Hedge Funds.

⁽⁵⁾ Other categories that can be considered for inclusion in the model are: interest rates, credit, call overwriting and others. The derivative and financial instruments in which the Fund may invest include, among others, futures contracts, exchange-traded funds, swaps contracts, structured notes and forward contracts.

Portfolio holdings and characteristics are subject to change and may not be representative of current holdings and characteristics. The outlook for this Fund may differ from that presented for other ING Funds. Performance for the different classes of shares will vary based on differences in fees associated with each class.



Cumulative Total Returns for the Period Ended October 31, 2009

	Since Inception of Class A, B, C, I and W December 15, 2008
Including Sales Charge:	
Class A ⁽¹⁾	3.01%
Class B ⁽²⁾	3.56%
Class C ⁽³⁾	7.56%
Class I	9.60%
Class W	9.50%
Excluding Sales Charge:	
Class A	9.29%
Class B	8.56%
Class C	8.56%
Class I	9.60%
Class W	9.50%
Dow Jones Moderate Index — Global Series ⁽⁴⁾	18.63% ⁽⁷⁾
HFRX Index ⁽⁵⁾	10.93% ⁽⁷⁾
HFRI Index ⁽⁶⁾	16.76% ⁽⁷⁾

Based on a \$10,000 initial investment, the graph and table above illustrate the total return of ING Alternative Beta Fund against the indices indicated. An index is unmanaged and has no cash in its portfolio, imposes no sales charges and incurs no operating expenses. An investor cannot invest directly in an index.

The Fund's performance is shown both with and without the imposition of sales charges.

The performance graph and table do not reflect the deduction of taxes that a shareholder will pay on Fund distributions or the redemption of Fund shares.

The performance shown may include the effect of fee waivers and/or expense reimbursements by the Investment Adviser and/or other service providers, which have the effect of increasing total return. Had all fees and expenses been considered, the total returns would have been lower.

Performance data represents past performance and is no assurance of future results. Investment return and principal value of an investment in the Fund will fluctuate. Shares, when sold, may be worth more or less than their original cost. The Fund's current performance may be lower or higher than the performance data shown. Please log on to www.ingfunds.com or call (800) 992-0180 to get performance through the most recent month end.

This report contains statements that may be "forward-looking" statements. Actual results may differ materially from those projected in the "forward-looking" statements.

The views expressed in this report reflect those of the portfolio managers, only through the end of the period as stated on the

cover. The portfolio managers' views are subject to change at any time based on market and other conditions.

Fund holdings are subject to change daily.

- (1) Reflects deduction of the maximum Class A sales charge of 5.75%.
- (2) Reflects deduction of the Class B deferred sales charge of 5% for the since inception return.
- (3) Reflects deduction of the Class C deferred sales charge of 1% for the since inception return.
- (4) The Dow Jones Moderate Index — Global Series is an unmanaged index that represents a multi-asset portfolio consisting of three Composite Major Asset Classes ("CMACs"): global equities, bonds, and cash. Each CMAC represents a basket of Dow Jones portfolio indexes. For the Dow Jones Moderate Index — Global Series, the CMACs are allocated in proportions, allowing the portfolio to maintain the overall risk level equal to 60% of the downside risk of the equity CMAC. The Dow Jones Global Moderate Index is rebalanced on a monthly basis.
- (5) The HFRX Index is designed to be representative of the overall composition of the hedge fund universe. It is comprised of eight strategies; convertible arbitrage, distressed securities, equity hedge, equity market neutral, event drive, macro, merger arbitrage, and relative value arbitrage. The strategies are asset-weighted based on the distribution of assets in the hedge fund industry.
- (6) The HFRI Index is a global, equal-weighted index of over 2,000 single manager funds that report to HFR Database. Constituent funds report monthly, net of all fees, performance in US Dollar and have a minimum of \$50 million under management or a twelve (12) month track record of active performance. The HFRI Index does not include Funds of Hedge Funds.
- (7) Since inception performance for the indices is shown from January 1, 2009.

SHAREHOLDER EXPENSE EXAMPLES (UNAUDITED)

As a shareholder of the Fund, you incur two types of costs: (1) transaction costs, including sales charges (loads) on purchase payments, redemption fees, and exchange fees; and (2) ongoing costs, including management fees, distribution and/or service (12b-1) fees, and other Fund expenses. These Examples are intended to help you understand your ongoing costs (in dollars) of investing in the Fund and to compare these costs with the ongoing costs of investing in other mutual funds.

The Examples are based on an investment of \$1,000 invested at the beginning of the period and held for the entire period from May 1, 2009 to October 31, 2009. The Fund's expenses are shown without the imposition of any sales charges or fees. Expenses would have been higher if such charges were included.

Actual Expenses

The first section of the table shown below, "Actual Fund Return," provides information about actual account values and actual expenses. You may use the information in this section, together with the amount you invested, to estimate the expenses that you paid over the period. Simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = 8.6), then multiply the result by the number in the first section under the heading entitled "Expenses Paid During the Period" to estimate the expenses you paid on your account during this period.

Hypothetical Example for Comparison Purposes

The second section of the table shown below, "Hypothetical (5% return before expenses)" provides information about hypothetical account values and hypothetical expenses based on the Fund's actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not the Fund's actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to compare the ongoing costs of investing in the Fund and other funds. To do so, compare this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of the other funds.

Please note that the expenses shown in the table are meant to highlight your ongoing costs only and do not reflect any transactional costs, such as sales charges (loads), redemption fees, or exchange fees. Therefore, the hypothetical lines of the table are useful in comparing ongoing costs only, and will not help you determine the relative total costs of owning different funds. In addition, if these transactional costs were included, your costs would have been higher.

	Actual Fund Return				Hypothetical (5% return before expenses)			
	Beginning Account Value May 1, 2009	Ending Account Value October 31, 2009	Annualized Expense Ratio	Expenses Paid During the Period Ended October 31, 2009*	Beginning Account Value May 1, 2009	Ending Account Value October 31, 2009	Annualized Expense Ratio	Expenses Paid During the Period Ended October 31, 2009*
ING Alternative Beta Fund								
Class A	\$1,000.00	\$1,064.70	1.40%	\$ 7.29	\$1,000.00	\$1,018.15	1.40%	\$ 7.12
Class B	1,000.00	1,061.00	2.15	11.17	1,000.00	1,014.37	2.15	10.92
Class C	1,000.00	1,061.00	2.15	11.17	1,000.00	1,014.37	2.15	10.92
Class I	1,000.00	1,066.60	1.15	5.99	1,000.00	1,019.41	1.15	5.85
Class W	1,000.00	1,065.60	1.15	5.99	1,000.00	1,019.41	1.15	5.85

* Expenses are equal to the Fund's respective annualized expense ratios multiplied by the average account value over the period, multiplied by 184/365 to reflect the most recent fiscal half-year.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Shareholders and Board of Directors
ING Series Fund, Inc.

We have audited the accompanying statement of assets and liabilities, including the portfolio of investments, of ING Alternative Beta Fund, a series of ING Series Fund, Inc., as of October 31, 2009, and the related statement of operations, the statement of changes in net assets, and the financial highlights for the period from December 15, 2008 (commencement of operations) to October 31, 2009. These financial statements and financial highlights are the responsibility of management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of October 31, 2009, by correspondence with the custodian and brokers. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of ING Alternative Beta Fund as of October 31, 2009, the results of its operations, the changes in its net assets, and the financial highlights for the period specified in the first paragraph above, in conformity with U.S. generally accepted accounting principles.

KPMG LLP

Boston, Massachusetts
December 22, 2009

STATEMENT OF ASSETS AND LIABILITIES AS OF OCTOBER 31, 2009

ASSETS:	
Investments in securities at value*	\$10,060,831
Short-term investments in affiliates**	11,994,720
Cash collateral for futures	501,300
Receivables:	
Fund shares sold	817,387
Dividends and interest	1,031
Futures variation margin	73,490
Prepaid expenses	18,752
Reimbursement due from manager	23,908
Total assets	<u>23,491,419</u>
LIABILITIES:	
Payable for fund shares redeemed	65,425
Payable to affiliates	18,715
Payable for director fees	802
Other accrued expenses and liabilities	39,302
Total liabilities	<u>124,244</u>
NET ASSETS	<u><u>\$23,367,175</u></u>
NET ASSETS WERE COMPRISED OF:	
Paid-in capital	\$22,363,360
Undistributed net investment income	—
Accumulated net realized loss on investments and futures	(676,582)
Net unrealized appreciation on investments and futures	1,680,397
NET ASSETS	<u><u>\$23,367,175</u></u>
* Cost of investments in securities	\$ 8,390,693
** Cost of short-term investments in affiliate	\$11,994,720

See Accompanying Notes to Financial Statements

STATEMENT OF ASSETS AND LIABILITIES AS OF OCTOBER 31, 2009 (CONTINUED)

Class A:	
Net assets	\$ 15,753,994
Shares authorized	100,000,000
Par value	\$ 0.001
Shares outstanding	1,450,293
Net asset value and redemption price per share	\$ 10.86
Maximum offering price per share (5.75%) ⁽¹⁾	\$ 11.52
Class B:	
Net assets	\$ 110,015
Shares authorized	100,000,000
Par value	\$ 0.001
Shares outstanding	10,193
Net asset value and redemption price per share ⁽²⁾	\$ 10.79
Maximum offering price per share	\$ 10.79
Class C:	
Net assets	\$ 1,061,998
Shares authorized	100,000,000
Par value	\$ 0.001
Shares outstanding	98,390
Net asset value and redemption price per share ⁽²⁾	\$ 10.79
Maximum offering price per share	\$ 10.79
Class I:	
Net assets	\$ 1,565,954
Shares authorized	100,000,000
Par value	\$ 0.001
Shares outstanding	143,859
Net asset value and redemption price per share	\$ 10.89
Maximum offering price per share	\$ 10.89
Class W:	
Net assets	\$ 4,875,214
Shares authorized	100,000,000
Par value	\$ 0.001
Shares outstanding	447,953
Net asset value and redemption price per share	\$ 10.88
Maximum offering price per share	\$ 10.88

⁽¹⁾ Maximum offering price is computed at 100/94.25 of net asset value. On purchases of \$50,000 or more, the offering price is reduced.

⁽²⁾ Redemption price per share may be reduced for any applicable contingent deferred sales charges.

See Accompanying Notes to Financial Statements

STATEMENT OF OPERATIONS

**December 15, 2008⁽¹⁾
to October 31, 2009**

INVESTMENT INCOME:

Dividends ⁽²⁾	\$ 163,855
Interest	29
Total investment income	163,884

EXPENSES:

Investment management fees	83,587
Distribution and service fees:	
Class A	24,252
Class B	320
Class C	1,465
Transfer agent fees	3,661
Administrative service fees	11,145
Shareholder reporting expense	17,959
Registration fees	9,964
Professional fees	31,403
Custody and accounting expense	5,606
Directors fees	1,320
Offering expense	109,590
Miscellaneous expense	8,354
Total expenses	308,626
Net waived and reimbursed fees	(154,423)
Net expenses	154,203
Net investment income	9,681

REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS AND FUTURES:

Net realized gain (loss) on:	
Investments	238,826
Futures	(909,366)
Net realized loss on investments and futures	(670,540)
Net change in unrealized appreciation or depreciation on:	
Investments	1,670,138
Futures	10,259
Net change in unrealized appreciation or depreciation on investments and futures	1,680,397
Net realized and unrealized gain on investments and futures	1,009,857
Increase in net assets resulting from operations	\$1,019,538

⁽¹⁾ Commencement of operations

⁽²⁾ Dividends from affiliate \$ 14,871

See Accompanying Notes to Financial Statements

STATEMENT OF CHANGES IN NET ASSETS

**December 15, 2008⁽¹⁾
to October 31, 2009**

FROM OPERATIONS:	
Net investment income	\$ 9,681
Net realized loss on investments and futures	(670,540)
Net change in unrealized appreciation or depreciation on investments and futures	<u>1,680,397</u>
Increase in net assets resulting from operations	<u>1,019,538</u>
FROM DISTRIBUTIONS TO SHAREHOLDERS:	
Net investment income:	
Class A	(23,534)
Class B	(6)
Class C	(6)
Class I	(8)
Class W	(8)
Return of capital:	
Class A	(40,337)
Class B	(12)
Class C	(12)
Class I	(12)
Class W	(12)
Total distributions	<u>(63,947)</u>
FROM CAPITAL SHARE TRANSACTIONS:	
Net proceeds from sale of shares	22,862,792
Reinvestment of distributions	<u>71</u>
	22,862,863
Cost of shares redeemed	<u>(451,279)</u>
Net increase in net assets resulting from capital share transactions	<u>22,411,584</u>
Net increase in net assets	<u>23,367,175</u>
NET ASSETS:	
Beginning of period	<u>—</u>
End of period	<u>\$23,367,175</u>
Undistributed net investment income at end of period	<u>\$ —</u>

⁽¹⁾ Commencement of operations

See Accompanying Notes to Financial Statements

FINANCIAL HIGHLIGHTS

Selected data for a share of beneficial interest outstanding throughout each year or period.

Year or period ended	Income (loss) from investment operations				Less distributions				Ratios to average net assets					Supplemental data		
	Net asset value, beginning of year or period	Net investment income (loss)	Net realized and unrealized gain (loss)	Total from investment operations	From net investment income	From net realized gains	From return of capital	Total distributions	Net asset value, end of year or period	Total Return ⁽¹⁾	Expenses before reductions/additions ⁽²⁾⁽³⁾	Expenses, net of fee waivers and/or recoupments, if any ⁽²⁾⁽³⁾	Expenses, net of all reductions/additions ⁽²⁾⁽³⁾	Net investment income (loss) ⁽²⁾⁽³⁾	Net assets, end of year or period	Portfolio turnover rate
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(%)	(%)	(%)	(%)	(%)	(\$000's)	(%)
Class A																
12-15-08 ⁽⁴⁾ - 10-31-09	10.00	0.02	0.90	0.92	0.02	—	0.04	0.06	10.86	9.29	2.78	1.40	1.40	0.18	15,754	75
Class B																
12-15-08 ⁽⁴⁾ - 10-31-09	10.00	(0.13)*	0.98	0.85	0.02	—	0.04	0.06	10.79	8.56	3.53	2.15	2.15	(1.43)	110	75
Class C																
12-15-08 ⁽⁴⁾ - 10-31-09	10.00	(0.19)*	1.04	0.85	0.02	—	0.04	0.06	10.79	8.56	3.53	2.15	2.15	(1.98)	1,062	75
Class I																
12-15-08 ⁽⁴⁾ - 10-31-09	10.00	0.01*	0.94	0.95	0.02	—	0.04	0.06	10.89	9.60	2.53	1.15	1.15	0.09	1,566	75
Class W																
12-15-08 ⁽⁴⁾ - 10-31-09	10.00	(0.10)*	1.04	0.94	0.02	—	0.04	0.06	10.88	9.50	2.53	1.15	1.15	(1.07)	4,875	75

⁽¹⁾ Total return is calculated assuming reinvestment of all dividends, capital gain distributions and return of capital distributions, if any, at net asset value and excludes the deductions of sales charges. Total return for periods less than one year is not annualized.

⁽²⁾ Annualized for periods less than one year.

⁽³⁾ Expense ratios reflect operating expenses of a Fund. Expenses before reductions do not reflect amounts reimbursed by the Investment Adviser and/or Distributor or reductions from brokerage commission recapture arrangements or other expense offset arrangements and do not represent the amount paid by a Fund during periods when reimbursements or reductions occur. Expenses net of fee waivers reflect expenses after reimbursement by the Investment Adviser and/or Distributor but prior to reductions from brokerage commission recapture arrangements or other expense offset arrangements. Expenses net of all reductions represent the net expenses paid by a Fund. Net investment income (loss) is net of all such additions or reductions.

⁽⁴⁾ Commencement of operations.

• Calculated using average number of shares outstanding throughout the period.

See Accompanying Notes to Financial Statements

NOTE 1 — ORGANIZATION

Organization. ING Series Fund, Inc. (the “Company”) was incorporated under the laws of the state of Maryland on June 17, 1991 and is registered under the Investment Company Act of 1940, as amended (“1940 Act”) as an open-end management investment company. There are fifteen separate active investment series, which comprise the Company. This report is for ING Alternative Beta Fund (“Alternative Beta” or the “Fund”) which is a non-diversified series of the Company.

The investment objective of the Fund is discussed in the Fund’s prospectus.

The Fund offers the following classes of shares: Class A, Class B, Class C, Class I and Class W. The separate classes of shares differ principally in the applicable sales charges (if any), distribution fees and shareholder servicing fees. Generally, shareholders of each class also bear certain expenses that pertain to that particular class. All shareholders bear the common expenses of the Fund and earn income and realized gains/losses from the Fund’s portfolio, pro rata, based on the average daily net assets of each class, without discrimination between share classes. Common expenses of the Fund (including custodial asset-based fees, legal and audit fees, printing and mailing expenses, transfer agency out-of-pocket expenses, and fees and expenses of the independent trustees) are allocated to the Fund in proportion to its average net assets. Expenses directly attributable to a particular fund (including advisory, administration, custodial transaction-based, registration, other professional, distribution and/or service fees, certain taxes, and offering costs) are charged directly to the Fund. Differences in per share dividend rates generally result from the differences in separate class expenses, including distribution and shareholder servicing fees. Class B shares, along with their pro rata reinvested dividend shares, automatically convert to Class A shares eight years after purchase.

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES

The following significant accounting policies are consistently followed by the Fund in the preparation of its financial statements, and such policies are in conformity with U.S. generally accepted accounting principles for investment companies.

- A. *Security Valuation.* Investments in equity securities traded on a national securities exchange are valued at the last reported sale price. Securities reported by NASDAQ will be valued at the NASDAQ official

closing prices. Securities traded on an exchange or NASDAQ for which there has been no sale and securities traded in the over-the-counter-market are valued at the mean between the last reported bid and ask prices. All investments quoted in foreign currencies will be valued daily in U.S. dollars on the basis of the foreign currency exchange rates prevailing at that time. Debt securities are valued at prices obtained from independent services or from one or more dealers making markets in the securities and may be adjusted based on the Fund’s valuation procedures. U.S. government obligations are valued by using market quotations or independent pricing services that use prices provided by market-makers or estimates of market values obtained from yield data relating to instruments or securities with similar characteristics. Investments in open-end mutual funds are valued at the net asset value (“NAV”).

Securities and assets for which market quotations are not readily available (which may include certain restricted securities which are subject to limitations as to their sale) are valued at their fair values as defined by the 1940 Act and as determined in good faith by or under the supervision of the Fund’s Board of Directors (the “Board”), in accordance with methods that are specifically authorized by the Board. Securities traded on exchanges, including foreign exchanges, which close earlier than the time that the Fund calculates its next NAV may also be valued at their fair values as defined by the 1940 Act and as determined in good faith by or under the supervision of the Board, in accordance with methods that are specifically authorized by the Board. The valuation techniques applied in any specific instance are likely to vary from case to case. With respect to a restricted security, for example, consideration is generally given to the cost of the investment, the market value of any unrestricted securities of the same class at the time of valuation, the potential expiration of restrictions on the security, the existence of any registration rights, the costs to the Fund related to registration of the security, as well as factors relevant to the issuer itself. Consideration may also be given to the price and extent of any public trading in similar securities of the issuer or comparable companies’ securities.

The value of a foreign security traded on an exchange outside the United States is generally based on its price on the principal foreign exchange where it trades as of the time the Fund determines

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES (continued)

its NAV or if the foreign exchange closes prior to the time the Fund determines its NAV, the most recent closing price of the foreign security on its principal exchange. Trading in certain non-U.S. securities may not take place on all days on which the New York Stock Exchange ("NYSE") is open. Further, trading takes place in various foreign markets on days on which the NYSE is not open. Consequently, the calculation of the Fund's NAV may not take place contemporaneously with the determination of the prices of securities held by the Fund in foreign securities markets. Further, the value of the Fund's assets may be significantly affected by foreign trading on days when a shareholder cannot purchase or redeem shares of the Fund. In calculating the Fund's NAV, foreign securities in foreign currency are converted to U.S. dollar equivalents.

If an event occurs after the time at which the market for foreign securities held by the Fund closes but before the time that the Fund's next NAV is calculated, such event may cause the closing price on the foreign exchange to not represent a readily available reliable market value quotation for such securities at the time the Fund determines its NAV. In such a case, the Fund will use the fair value of such securities as determined under the Fund's valuation procedures. Events after the close of trading on a foreign market that could require the Fund to fair value some or all of its foreign securities include, among others, securities trading in the U.S. and other markets, corporate announcements, natural and other disasters, and political and other events. Among other elements of analysis in the determination of a security's fair value, the Board has authorized the use of one or more independent research services to assist with such determinations. An independent research service may use statistical analyses and quantitative models to help determine fair value as of the time the Fund calculates its NAV. There can be no assurance that such models accurately reflect the behavior of the applicable markets or the effect of the behavior of such markets on the fair value of securities, or that such markets will continue to behave in a fashion that is consistent with such models. Unlike the closing price of a security on an exchange, fair value determinations employ elements of judgment. Consequently, the fair value

assigned to a security may not represent the actual value that the Fund could obtain if it were to sell the security at the time of the close of the NYSE. Pursuant to procedures adopted by the Board, the Fund is not obligated to use the fair valuations suggested by any research service, and valuation recommendations provided by such research services may be overridden if other events have occurred or if other fair valuations are determined in good faith to be more accurate. Unless an event is such that it causes the Fund to determine that the closing prices for one or more securities do not represent readily available reliable market value quotations at the time the Fund determines its NAV, events that occur between the time of the close of the foreign market on which they are traded and the close of regular trading on the NYSE will not be reflected in the Fund's NAV. Investments in securities maturing in 60 days or less from the date of acquisition are valued at amortized cost which generally approximates market value.

Fair value is defined as the price that the Fund would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. Each investment asset or liability of the Fund is assigned a level at measurement date based on the significance and source of the inputs to its valuation. Quoted prices in active markets for identical securities are classified as "Level 1", inputs other than quoted prices for an asset or liability that are observable are classified as "Level 2" and unobservable inputs, including the Sub-Adviser's judgment about the assumptions that a market participant would use in pricing an asset or liability are classified as "Level 3". The inputs used for valuing securities are not necessarily an indication of the risks associated with investing in those securities. Securities valued at amortized cost are generally considered to be Level 2 securities under applicable accounting rules. A table summarizing the Fund's investments under these levels of classification is included following the Portfolio of Investments.

For the period ended October 31, 2009, there have been no significant changes to the fair valuation methodologies.

On April 9, 2009, the Financial Accounting Standards Board ("FASB") issued additional guidance related to fair value measurement entitled *Determining Fair*

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES (continued)

Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly. This guidance requires enhanced disclosures about the inputs and valuation technique(s) used to measure fair value and a discussion of changes in valuation techniques and related inputs, if any, during the period. In addition, the three-level hierarchy disclosure and the level three rollforward disclosure are to be expanded for each major category of equity and debt securities. There was no change to the financial position of the Fund and the results of its operations due to the adoption of this guidance and all disclosures have been made for the current period as part of the Notes to Financial Statements and Portfolio of Investments.

On March 19, 2008, the FASB issued new disclosure requirements related to derivatives entitled "Disclosure about Derivative Instruments and Hedging Activities." Entities are required to provide enhanced disclosures about (a) how and why an entity invests in derivatives, (b) how derivatives are accounted for, and (c) how derivatives affect an entity's financial position, financial performance, and cash flows. Enhanced disclosures regarding credit-risk related contingent features of derivative instruments is also required. All changes to disclosures have been incorporated for the current period as part of the Notes to Financial Statements and Portfolio of Investments.

- B. *Security Transactions and Revenue Recognition.* Securities transactions are accounted for on the trade date. Realized gains and losses are reported on the basis of identified cost of securities sold. Interest income is recorded on an accrual basis. Dividend income is recorded on the ex-dividend date, or for certain foreign securities, when the information becomes available to the Fund. Premium amortization and discount accretion are determined by the effective yield method.
- C. *Risk Exposures and the use of Derivative Instruments.* The Fund pursues its investment objectives by purchasing derivative instruments, including, but not limited to, futures. In doing so, the Fund will employ strategies in differing combinations to permit it to increase or decrease the level of risk, or change the level or types of exposure to market risk factors.

Market Risk Factors. In pursuit of its investment objectives, the Fund invests in derivative instruments to increase or decrease its exposure to the following market risk factors:

Credit Risk. Credit risk relates to the ability of the issuer to meet interest and principal payments, or both, as they come due. In general, lower-grade, higher-yield bonds are subject to credit risk to a greater extent than lower-yield, higher-quality bonds.

Equity Risk. Equity risk relates to the change in value of equity securities as they relate to increases or decreases in the general market.

Foreign Exchange Rate Risk. Foreign exchange rate risk relates to the change in U.S. dollar value of a security held that is denominated in a foreign currency. The U.S. dollar value of a foreign currency denominated security will decrease as the dollar appreciates against the currency, while the U.S. dollar value will increase as the dollar depreciates against the currency.

Interest Rate Risk. Interest rate risk refers to the fluctuations in value of fixed-income securities resulting from the inverse relationship between price and yield. For example, an increase in general interest rates will tend to reduce the market value of already issued fixed-income investments, and a decline in general interest rates will tend to increase their value. In addition, debt securities with longer maturities, which tend to have higher yields, are subject to potentially greater fluctuations in value from changes in interest rates than obligations with shorter maturities.

Commodities Risk. Exposure to the commodities markets may subject the Fund to greater volatility than investments in traditional securities markets. The value of commodity linked derivative instruments, including commodity structured notes, may be affected by changes in overall market movements, commodity index volatility, changes in interest rates, or sectors affecting a particular industry or commodity.

Short Exposures Risk. The Fund may take short exposure on market indices by investing in an instrument or derivative that rise in value with a fall in the related index. If the price of the index rises while the Fund has a short exposure to it, the Fund may have to cover its short exposure at a loss.

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES (continued)

Risks of Investing in Derivatives. The Fund's use of derivatives can result in losses due to unanticipated changes in the market risk factors and the overall market. In instances where the Fund is using derivatives to decrease, or hedge, exposures to market risk factors for securities held by the Fund, there are also risks that those derivatives may not perform as expected resulting in losses for the combined or hedged positions.

The use of these strategies involves certain special risks, including a possible imperfect correlation, or even no correlation, between price movements of derivative instruments and price movements of related investments. While some strategies involving derivative instruments can reduce the risk of loss, they can also reduce the opportunity for gain or even result in losses by offsetting favorable price movements in related investments or otherwise, due to the possible inability of the Fund to purchase or sell a portfolio security at a time that otherwise would be favorable or the possible need to sell a portfolio security at a disadvantageous time because the Fund is required to maintain asset coverage or offsetting positions in connection with transactions in derivative instruments. Additional associated risks from investing in derivatives also exist and potentially could have significant effects on the valuation of the derivative and the Fund. Associated risks are not the risks that the Fund is attempting to increase or decrease exposure to, per its investment objectives, but are the additional risks from investing in derivatives. Examples of these associated risks are liquidity risk, which is the risk that the Fund will not be able to sell the derivative in the open market in a timely manner, and counterparty credit risk, which is the risk that the counterparty will not fulfill its obligation to the Fund. Associated risks can be different for each type of derivative and are discussed by each derivative type in the following notes.

D. *Futures Contracts.* The Fund may enter into futures contracts involving foreign currency, interest rates, securities and securities indices. A futures contract obligates the seller of the contract to deliver and the purchaser of the contract to take delivery of the type of foreign currency, financial instrument or security called for in the contract at a specified future time for a specified price. Upon entering

into such a contract, the Fund is required to deposit and maintain as collateral such initial margin as required by the exchange on which the contract is traded. Pursuant to the contract, the Fund agrees to receive from or pay to the broker an amount equal to the daily fluctuations in the value of the contract. Such receipts or payments are known as variation margins and are recorded as unrealized gains or losses by the Fund. When the contract is closed, the Fund records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed. Futures contracts are exposed to the market risk factor of the underlying financial instrument. During the period ended October 31, 2009, the Fund has both purchased and sold futures contracts on various equity indexes to manage its exposure to equity risk. The Fund has also purchased and sold futures contracts on foreign exchange contracts to manage its exposure to foreign exchange rate risk. Additional associated risks of entering into futures contracts include the possibility that there may be an illiquid market where the Fund is unable to liquidate the contract or enter into an offsetting position and, if used for hedging purposes, the risk that the price of the contract will correlate imperfectly with the prices of the Fund's securities.

For the period ended October 31, 2009, the total amount of all open futures contracts as presented following the Portfolio of Investments represents an increase during the period for this type of derivative instrument.

- E. *Distributions to Shareholders.* The Fund records distributions to its shareholders on ex-dividend date. The Fund pays dividends and capital gains, if any, annually. The Fund may make distributions on a more frequent basis to comply with the distribution requirements of the Internal Revenue Code. The characteristics of income and gains to be distributed are determined in accordance with income tax regulations, which may differ from U.S. generally accepted accounting principles for investment companies.
- F. *Federal Income Taxes.* It is the policy of the Fund to comply with subchapter M of the Internal Revenue Code and related excise tax provisions applicable to regulated investment companies and to distribute substantially all of its net investment income and any net realized capital gains to its shareholders. Therefore, no federal income tax

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES (continued)

provision is required. Management has considered the sustainability of the Fund's tax positions taken on federal income tax returns for all open tax years in making the determination. No capital gain distributions shall be made until any capital loss carryforwards have been fully utilized or expire.

- G. *Use of Estimates.* The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets from operations during the reporting period. Actual results could differ from those estimates.
- H. *Organization Expenses and Offering Costs.* Costs incurred with the organization of the Fund are expensed as incurred. Costs incurred with the offering of shares of the Fund are deferred and amortized over a period of twelve months.
- I. *Indemnifications.* In the normal course of business, the Company may enter into contracts that provide certain indemnifications. The Company's maximum exposure under these arrangements is dependent on future claims that may be made against the Company and, therefore, cannot be estimated; however, based on experience, the risk of loss from such claims is considered remote.

NOTE 3 — INVESTMENT TRANSACTIONS

For the period ended October 31, 2009, the cost of purchases and proceeds from the sales of securities, excluding U.S. government and short-term securities, were \$13,159,745 and \$5,001,837, respectively.

NOTE 4 — INVESTMENT MANAGEMENT AND ADMINISTRATIVE FEES

ING Investments, LLC ("ING Investments" or the "Investment Adviser"), an Arizona limited liability company, serves as the investment adviser to the Fund. The Investment Adviser serves pursuant to an amended investment management agreement ("Management Agreement") between the Investment Adviser and the Company, on behalf of the Fund. The Management Agreement compensates the Investment Adviser with a fee of 0.75%, based on the average daily net assets of the Fund.

ING Investment Management Advisors, B.V. ("IIMA"), a Netherlands corporation, serves as the sub-adviser to the Fund. The Investment Adviser has entered into a sub-advisory agreement with IIMA. IIMA manages the Fund's assets in accordance with the Fund's investment objectives, policies, and limitations, subject to oversight by the Investment Adviser and the Board.

ING Funds are permitted to invest end-of-day cash balances into ING Institutional Prime Money Market Fund. Investment management fees paid by the Fund will be reduced by an amount equal to the management fees paid indirectly to ING Institutional Prime Money Market Fund with respect to assets invested by the Fund. For the period ended October 31, 2009, the Investment Adviser waived \$3,950 of such management fees. These fees are not subject to recoupment.

ING Funds Services, LLC ("IFS") acts as an administrator and provides certain administrative and shareholder services necessary for Fund operations and is responsible for the supervision of other service providers. For its services, IFS is entitled to receive from the Fund a fee at an annual rate of 0.10% of its average daily net assets.

ING Funds Distributor, LLC ("IFD" or "Distributor") is the principal underwriter for the Fund. The Distributor, IFS, ING Investments and IIMA are indirect, wholly-owned subsidiaries of ING Groep N.V. ("ING Groep"). ING Groep is a global financial institution of Dutch origin offering banking, investments, life insurance and retirement services.

On October 19, 2008, ING Groep announced that it reached an agreement with the Dutch government to strengthen its capital position. ING Groep issued non-voting core Tier-1 securities for a total consideration of EUR 10 billion to the Dutch State. The transaction boosted ING Bank's core Tier-1 ratio, strengthened the insurance balance sheet and reduced ING Groep's Debt/Equity ratio.

On October 26, 2009, ING Groep announced that it will move towards a complete separation of its banking and insurance operations. A formal restructuring plan ("Restructuring Plan") was submitted to the European Commission ("EC"), which approved it on November 18, 2009. ING Group expects that the Restructuring Plan will be achieved over the next four years by a divestment of all insurance operations (including ING Investment Management) as well as a divestment of ING Direct US by the end of 2013. ING Groep has represented that it will explore all options, including

NOTE 4 — INVESTMENT MANAGEMENT AND ADMINISTRATIVE FEES (continued)

initial public offerings, sales or combinations thereof. ING Groep has also announced its intention to repurchase EUR 5 billion of Core Tier 1 securities in the fourth quarter of 2009, financed by a EUR 7.5 billion underwritten rights issue.

NOTE 5 — DISTRIBUTION AND SERVICE FEES

Each share class of the Fund (except Class I and Class W) has adopted a plan pursuant to Rule 12b-1 under the 1940 Act and/or a Shareholder Services Plan (the "Plans"), whereby the Distributor is compensated by the Fund for expenses incurred in the distribution of the Fund's shares ("Distribution Fees"). Pursuant to the Plans, the Distributor is entitled to a payment each month for expenses incurred in the distribution and promotion of the Fund's shares, including expenses incurred in printing prospectuses and reports used for sales purposes, expenses incurred in preparing and printing sales literature and other such distribution related expenses, including any distribution or shareholder servicing fees ("Service Fees") paid to securities dealers who have executed a distribution agreement with the Distributor. Under the Plans, each class of shares of the Fund pays the Distributor a Distribution and/or Service Fee based on average daily net assets at the following rates:

Class A	Class B	Class C
0.25%	1.00%	1.00%

For the period ended October 31, 2009, the Distributor retained the following amounts in sales charges:

	Class A	Class C
Initial Sales Charges	\$6,157	N/A
Contingent Deferred Sales Charges	\$ —	\$ 80

NOTE 6 — OTHER TRANSACTIONS WITH AFFILIATED AND RELATED PARTIES

At October 31, 2009, the Fund had the following amounts recorded in payable to affiliates on the accompanying Statement of Assets and Liabilities (see Notes 4 and 5):

Accrued Investment Management Fees	Accrued Administrative Fees	Accrued Shareholder Service and Distribution Fees	Total
\$12,873	\$1,808	\$4,034	\$18,715

At October 31, 2009, the following ING Fund and indirect wholly-owned subsidiary of ING Groep, owned more than 5% of the Fund:

ING Global Target Payment Fund (6.88%); and ReliaStar Life Insurance Company (47.84%).

Control is defined by the 1940 Act as the beneficial ownership, either directly or through one or more controlled companies, of more than 25% of the voting securities of a company. Investment activities of these shareholders could have a material impact on the Fund.

The Company has adopted a Deferred Compensation Plan ("Plan"), which allows eligible non-affiliated directors as described in the Plan to defer the receipt of all or a portion of the directors' fees payable. The deferred fees are invested in various funds advised by ING Investments until distribution in accordance with the Plan.

NOTE 7 — OTHER ACCRUED EXPENSE AND LIABILITIES

At October 31, 2009, the Fund had the following payable included in Other Accrued Expenses and Liabilities on the Statement of Assets and Liabilities that exceeded 5% of total liabilities:

Accrued Expense	Amount
Offering	\$16,666

NOTE 8 — EXPENSE LIMITATION AGREEMENT

The Investment Adviser has voluntarily entered into a written amended and restated expense limitation agreement ("Expense Limitation Agreement") with the Fund to limit expenses, excluding interest, taxes, brokerage commissions and extraordinary expenses (and acquired fund fees and expenses) to the levels listed below:

Class A	Class B	Class C	Class I	Class W
1.40%	2.15%	2.15%	1.15%	1.15%

The Investment Adviser may at a later date recoup from the Fund management fees waived and other expenses assumed by the Investment Adviser during the previous 36 months, but only if, after such recoupment, the Fund's expense ratio does not exceed the percentage described above. Waived and reimbursed fees net of any recoupment by the Investment Adviser of such waived and reimbursed fees are reflected on the accompanying Statement of Operations for the Fund. Amounts payable by the Investment Adviser are reflected on the accompanying Statement of Assets and Liabilities for the Fund.

As of October 31, 2009, the amounts of waived and reimbursed fees that are subject to possible

**NOTE 8 — EXPENSE LIMITATION AGREEMENT
(continued)**

recoupment by the Investment Adviser, and the related expiration dates are as follows:

October 31,			Total
2010	2011	2012	
\$—	\$—	\$150,473	\$150,473

The Expense Limitation Agreement is contractual and shall renew automatically for one-year terms unless ING Investments provides written notice to the Fund of the termination of the Expense Limitation Agreement at least 90 days prior the end of the then current term.

NOTE 9 — CAPITAL SHARES

Transactions in capital shares and dollars were as follows:

Year or period ended	Shares sold	Reinvestment of distributions	Shares redeemed	Net increase (decrease) in shares outstanding	Shares sold	Reinvestment of distributions	Shares redeemed	Net increase (decrease)
	#	#	#	#	(\$)	(\$)	(\$)	(\$)
Class A								
12-15-08 ⁽¹⁾ - 10-31-09	1,475,865	7	(25,579)	1,450,293	15,175,186	71	(280,944)	14,894,313
Class B								
12-15-08 ⁽¹⁾ - 10-31-09	10,404	—	(211)	10,193	109,737	—	(2,201)	107,536
Class C								
12-15-08 ⁽¹⁾ - 10-31-09	101,482	—	(3,092)	98,390	1,098,099	—	(33,665)	1,064,434
Class I								
12-15-08 ⁽¹⁾ - 10-31-09	149,687	—	(5,828)	143,859	1,509,221	—	(60,023)	1,449,198
Class W								
12-15-08 ⁽¹⁾ - 10-31-09	454,742	—	(6,789)	447,953	4,970,549	—	(74,446)	4,896,103

⁽¹⁾ Commencement of operations.

NOTE 10 — CONCENTRATION OF RISKS

All mutual funds involve risk — some more than others — and there is always the chance that you could lose money or not earn as much as you hope. The Fund's risk profile is largely a factor of the principal securities in which it invests and investment techniques that it uses. For more information regarding the types of securities and investment techniques that may be used by the Fund and their corresponding risks, see the Fund's most recent Prospectus and/or the Statement of Additional Information.

Foreign Securities. There are certain risks in owning foreign securities, including those resulting from: fluctuations in currency exchange rates; devaluation of currencies; political or economic developments and the possible imposition of currency exchange blockages or other foreign governmental laws or restrictions; reduced availability of public information concerning issuers; accounting, auditing and financial reporting standards or other regulatory practices and requirements that are not uniform when compared to those applicable to domestic companies; settlement

and clearance procedures in some countries that may not be reliable and can result in delays in settlement; higher transaction and custody expenses than for domestic securities; and limitations on foreign ownership of equity securities. Also, securities of many foreign companies may be less liquid and the prices more volatile than those of domestic companies.

Proprietary Hedge Fund Beta Strategy. Because the Fund seeks to deliver returns that approximate the beta component of the broad universe of hedge fund returns, the Fund's performance may be lower than the returns of the broader stock market. The ability of the Fund to match the performance of the beta component of hedge fund returns will be adversely affected by the costs of buying and selling investments as well as other expenses. The proprietary model used by IIMA to identify the beta component of the returns of the HFRI Index is based on IIMA's understanding of the interplay of certain market indices and does not assure successful achievement of the Fund's investment objective. To the extent that the data and analysis used in the model is not predictive of future events, the return of the Fund

NOTE 10 — CONCENTRATION OF RISKS (continued)

may deviate from the returns of the beta component of hedge fund returns. The market indices identified by IIMA may not be successful in identifying the beta component of the return of the HFRI Index and there can be no assurance that the Fund will track hedge fund beta return.

Non-Diversified. The Fund is classified as a non-diversified investment company under the 1940 Act, which means that the Fund is not limited by the 1940 Act in the proportion of assets that it may invest in the obligations of a single issuer. Declines in the value of that single company can significantly impact the value of the Fund. The investment of a large percentage of the Fund's assets in the securities of a small number of issuers may cause the Fund's share price to fluctuate more than that of a diversified investment company. Conversely, even though classified as non-diversified, the Fund may actually maintain a portfolio that is diversified with a large number of issuers. In such an event, the Fund would benefit less from appreciation in a single corporate issuer than if it had greater exposure to that issuer.

NOTE 11 — FEDERAL INCOME TAXES

The amount of distributions from net investment income and net realized capital gains are determined in accordance with federal income tax regulations, which may differ from U.S. generally accepted accounting principles for investment companies. These book/tax differences may be either temporary or permanent. Permanent differences are reclassified within the capital accounts based on their federal tax-basis treatment; temporary differences are not reclassified. Key differences include the treatment of short-term capital gains, foreign currency transactions, and wash sale deferrals. Distributions in excess of net investment income and/or net realized capital gains for tax purposes are reported as return of capital.

The following permanent tax differences have been reclassified as of October 31, 2009:

<u>Paid-in Capital</u>	<u>Undistributed Net Investment Income On Investments</u>	<u>Accumulated Net Realized Gains/ (Losses)</u>
\$(7,839)	\$13,881	\$(6,042)

Dividends paid by the Fund from net investment income and distributions of net realized short-term capital gains are, for federal income tax purposes, taxable as ordinary income to shareholders.

The tax composition of dividends and distributions to shareholders for the period ended October 31, 2009 was as follows:

<u>Ordinary Income</u>	<u>Return of Capital</u>
\$23,562	\$40,385

The tax-basis components of distributable earnings and the expiration dates of the capital loss carryforwards which may be used to offset future realized capital gains for federal income tax purposes as of October 31, 2009 were:

<u>Unrealized Appreciation/ (Depreciation)</u>	<u>Capital Loss Carryforwards</u>	<u>Expiration Date</u>
\$1,597,649	\$(593,834)	2017

The Fund's major tax jurisdictions are federal and Arizona. The earliest tax year that will be subject to examination by these jurisdictions is the Fund's initial tax year, 2008.

As of October 31, 2009, no provisions for income tax would be required in the Fund's financial statements as a result of tax positions taken on federal income tax returns for open tax years. The Fund's federal and state income and federal excise tax returns for tax years for which the applicable statutes of limitations have not expired are subject to examination by the Internal Revenue Service and state department of revenue.

NOTE 12 — SUBSEQUENT EVENTS

The Fund has evaluated events occurring after the balance sheet date (subsequent events) through December 22, 2009, the date the financial statements were issued, to determine whether any subsequent events necessitated adjustment to or disclosure in the financial statements. Other than the above, no such subsequent events were identified.

Effective January 4, 2010, Class B shares of the Fund will be closed to new investment, provided that: (1) Class B shares of the Fund may be purchased through the reinvestment of dividends issued by Class B Shares of the Fund; and (2) subject to the terms and conditions of relevant exchange privileges and as permitted under their respective prospectuses, Class B shares of the Fund may be acquired through exchange of Class B shares of other funds in the ING Mutual Funds Complex.

PORTFOLIO OF INVESTMENTS

ING ALTERNATIVE BETA FUND

AS OF OCTOBER 31, 2009

Shares	Value
EXCHANGE-TRADED FUNDS: 43.1%	
93,854 iShares MSCI EAFE Index Fund	\$ 5,002,419
106,320 iShares MSCI Emerging Markets Index Fund	3,993,379
30,622 iShares S&P Global Energy Sector Index Fund	1,065,033
Total Exchange-Traded Funds (Cost \$8,390,693)	<u>10,060,831</u>
SHORT-TERM INVESTMENTS: 51.3%	
Affiliated Mutual Fund: 51.3%	
11,994,720 ING Institutional Prime Money Market Fund - Class I	11,994,720
Total Short-Term Investments (Cost \$11,994,720)	<u>11,994,720</u>
Total Investments in Securities (Cost \$20,385,413)*	94.4% \$22,055,551
Other Assets and Liabilities - Net	5.6 1,311,624
Net Assets	<u>100.0% \$23,367,175</u>

* Cost for federal income tax purposes is \$20,457,902.

Net unrealized appreciation consists of:	
Gross Unrealized Appreciation	\$1,597,649
Gross Unrealized Depreciation	—
Net Unrealized Appreciation	<u>\$1,597,649</u>

Fair Value Measurements+

The following is a summary of the fair valuations according to the inputs used as of October 31, 2009 in valuing the Fund's assets and liabilities:

	Quoted Prices in Active Markets for Identical Investments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value at 10/31/2009
Asset Table				
Investments, at value				
Exchange-Traded Funds	\$ 10,060,831	\$—	\$—	\$ 10,060,831
Short-Term Investments	11,994,720	—	—	11,994,720
Total Investments, at value	<u>\$ 22,055,551</u>	<u>\$—</u>	<u>\$—</u>	<u>\$ 22,055,551</u>
Other Financial Instruments++:				
Futures	125,571	—	—	125,571
Total Assets	<u>\$22,181,122</u>	<u>\$—</u>	<u>\$—</u>	<u>\$22,181,122</u>
Liabilities Table				
Other Financial Instruments++:				
Futures	(115,312)	—	—	(115,312)
Total Liabilities	<u>\$ (115,312)</u>	<u>\$—</u>	<u>\$—</u>	<u>\$ (115,312)</u>

- + See Note 2, "Significant Accounting Policies" in the Notes to Financial Statements for additional information.
- ++ Other Financial Instruments are derivatives not reflected in the Portfolio of Investments and may include open forward foreign currency contracts, futures, swaps, and written options. Forward foreign currency contracts and futures are reported at their unrealized gain/loss at measurement date which represents the amount due to/from the Fund. Swaps and written options are reported at their market value at measurement date.

See Accompanying Notes to Financial Statements

**ING Alternative Beta Fund Open Futures
Contracts on October 31, 2009:**

<u>Contract Description</u>	<u>Number of Contracts</u>	<u>Expiration Date</u>	<u>Unrealized Appreciation/ (Depreciation)</u>
<u>Long Contracts</u>			
U.S. Dollar Index	81	12/14/09	\$(58,356)
			<u>\$(58,356)</u>
<u>Short Contracts</u>			
CBOE Volatility Index (VIX)	20	11/17/09	\$(56,956)
Russell 2000 Mini	33	12/18/09	92,074
S&P 500 E-Mini	34	12/18/09	33,497
			<u>\$ 68,615</u>

A summary of derivative instruments by primary risk exposure is outlined in the following tables.

The fair value of derivative instruments as of October 31, 2009 was as follows:

<u>Derivatives not accounted for as hedging instruments under FASB ASC 815</u>	<u>Location on Statement of Assets and Liabilities</u>	<u>Fair Value</u>
<u>Asset Derivatives</u>		
Equity contracts	Futures variation margin receivable*	\$40,280
Foreign exchange contracts	Futures variation margin receivable*	33,210
Total Asset Derivatives		<u>\$73,490</u>

* The Fair Values of Derivative Instruments may include cumulative appreciation/depreciation of futures contracts as reported in the table following the Portfolio of Investments. Only current day's variation margin is reported within the Statement of Assets and Liabilities.

The effect of derivative instruments on the Fund's Statement of Operations for the period ended October 31, 2009 was as follows:

<u>Derivatives not accounted for as hedging instruments under FASB ASC 815</u>	<u>Amount of Realized Gain or (Loss) on Derivatives Recognized in Income</u>
	<u>Futures</u>
Equity contracts	\$(545,486)
Foreign exchange contracts	(363,880)
Total	<u>\$(909,366)</u>
	<u>Change in Unrealized Appreciation or (Depreciation) on Derivatives Recognized in Income</u>
	<u>Futures</u>
Equity contracts	\$ 68,615
Foreign exchange contracts	(58,356)
Total	<u>\$ 10,259</u>

See Accompanying Notes to Financial Statements

TAX INFORMATION (UNAUDITED)

Dividends paid during the year ended October 31, 2009 were as follows:

<u>Fund Name</u>	<u>Type</u>	<u>Per Share Amount</u>
ING Alternative Beta Fund		
Class A	NII	\$0.0235
Class B	NII	\$0.0207
Class C	NII	\$0.0207
Class I	NII	\$0.0245
Class W	NII	\$0.0245
All Classes	ROC	\$0.0403

NII - Net investment income

ROC - Return of capital

Of the ordinary distributions made during the period ended October 31, 2009, 15.08% qualifies for the dividends received deduction (DRD) available to corporate shareholders.

For the period ended October 31, 2009, 100% of net investment income dividends paid by the Fund is designated as qualifying dividend income (QDI) subject to reduced income tax rates for individuals.

Above figures may differ from those cited elsewhere in this report due to differences in the calculation of income and gains under U.S. generally accepted accounting principles (book) purposes and Internal Revenue Service (tax) purposes.

Shareholders are strongly advised to consult their own tax advisers with respect to the tax consequences of their investments in the Fund. In January, shareholders, excluding corporate shareholders, receive an IRS 1099-DIV regarding the federal tax status of the dividends and distributions they received in the calendar year.

DIRECTOR AND OFFICER INFORMATION (UNAUDITED)

The business and affairs of the Company are managed under the direction of the Board. A director who is not an interested person of the Company, as defined in the 1940 Act, is an independent director (“Non-Interested Director”). The Directors of the Company are listed below. The Statement of Additional Information includes additional information about directors of the Company, and is available, without charge, upon request at (800) 992-0180.

<u>Name, Address and Age</u>	<u>Position(s) held with the Company</u>	<u>Term of Office and Length of Time Served⁽¹⁾</u>	<u>Principal Occupation(s) During the Past 5 Years</u>	<u>Number of Funds in Complex⁽²⁾ Overseen by Director</u>	<u>Other Directorships Held by Director</u>
Albert E. DePrince, Jr. 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Age: 68	Director	June 1998 - Present	Professor of Economics and Finance, Middle Tennessee State University (August 1991 - Present).	42	Academy of Economics and Finance (February 2002 - Present).
Sidney Koch 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Age: 74	Director	April 1994 - Present	Retired. Self-Employed Consultant (June 2000 - Present).	42	None.
Corine T. Norgaard 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Age: 72	Director	June 1991 - Present	President, Retirement Options, LLC (August 2009 - Present). Formerly President, Thompson Enterprises (September 2004 - September 2005).	42	MassMutual Corporate Investors and MassMutual Participation Investors (April 1997 - Present); Mass Mutual Premier Funds (December 2004 - Present); and MML Series Investment Funds II (December 2005 - Present).
Joseph E. Obermeyer 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Age: 52	Director	January 2003 - Present	President, Obermeyer & Associates, Inc. (November 1999 - Present).	42	None.
Russell Jones 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Age: 65	Director	December 2007 - Present	Retired. Formerly, Senior Vice President, Chief Investment Officer and Treasurer, Kaman Corporation (April 1973 - March 2008)	42	None.
Martin Gavin 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Age: 59	Director	January 2009 - Present	President, Connecticut Children’s Medical Center (May 2006 - Present). Formerly, Interim President, Connecticut Children’s Medical Center (January 2006 - May 2006).	42	None.
Directors who are “Interested Persons”					
Shaun Mathews ⁽³⁾⁽⁴⁾ 7337 E. Doubletree Ranch Rd. Scottsdale, Arizona 85258 Age: 54	Director	December 2007 - Present	President and Chief Executive Officer, ING Investments, LLC ⁽⁵⁾ (November 2006 - Present). Formerly, President, ING Mutual Funds and Investment Products (November 2004 - November 2006)	181	ING Services Holding Company, Inc. (May 2000 - Present); Southland Life Insurance Company (June 2002 - Present); and ING Capital Corporation, LLC, ING Funds Distributor, LLC ⁽⁶⁾ ING Funds Services, LLC, ⁽⁷⁾ ING Investments, LLC ⁽⁵⁾ and ING Pilgrim Funding, Inc. (December 2006 - Present).

⁽¹⁾ Directors/Trustees serve until their successors are duly elected and qualified.

⁽²⁾ For the purposes of this table (except for Mr. Mathews), “Fund Complex” means the following investment companies: ING Series Fund, Inc.; ING Strategic Allocation Portfolios, Inc.; ING Variable Funds; ING Variable Portfolios, Inc.; ING Balanced Portfolio, Inc.; ING Intermediate Bond Portfolio; and ING Money Market Portfolio.

⁽³⁾ For Mr. Mathews, the Fund Complex also includes the following investment companies: ING Asia Pacific High Dividend Equity Income Fund, ING Equity Trust; ING Funds Trust; ING Global Equity Dividend and Premium Opportunity Fund; ING Global Advantage and Premium Opportunity Fund; ING International High Dividend Equity Income Fund; ING Investors Trust; ING Mayflower Trust; ING Mutual Funds; ING Prime Rate Trust; ING Risk Managed Natural Resources Fund; ING Senior Income Fund; ING Separate Portfolios Trust; ING Variable Insurance Trust; ING Variable Products Trust; and ING Partners, Inc.

⁽⁴⁾ “Interested person,” as defined in the 1940 Act, by virtue of this Director’s affiliation with any of the Funds, ING or any of ING’s affiliates.

⁽⁵⁾ ING Investments, LLC was previously named ING Pilgrim Investments, LLC. ING Pilgrim Investments, LLC is the successor in interest to ING Pilgrim Investments, Inc., which was previously known as Pilgrim Investments, Inc. and before that, was known as Pilgrim America Investments, Inc.

⁽⁶⁾ ING Funds Distributor, LLC is the successor in interest to ING Funds Distributor, Inc., which was previously known as ING Pilgrim Securities, Inc., and before that, was known as Pilgrim Securities, Inc., and before that was known as Pilgrim America Securities, Inc.

⁽⁷⁾ ING Funds Services, LLC was previously named ING Pilgrim Group, LLC. ING Pilgrim Group, LLC is the successor in interest to ING Pilgrim Group, Inc., which was previously known as Pilgrim Group, Inc. and before that, was known as Pilgrim America Group, Inc.

DIRECTOR AND OFFICER INFORMATION (UNAUDITED) (CONTINUED)

<u>Name, Address and Age</u>	<u>Position(s) Held With Fund</u>	<u>Term of Office and Length of Time Served⁽¹⁾</u>	<u>Principal Occupation(s) - during the Past 5 Years</u>
Shaun P. Mathews ⁽²⁾ 7337 East Doubletree Ranch Rd. Scottsdale, Arizona 85258 Age: 54	President and Chief Executive Officer	December 2006 - Present	President and Chief Executive Officer, ING Investments, LLC ⁽³⁾ (November 2006 - Present). Formerly, President, ING Mutual Funds and Investment Products (November 2004 - November 2006).
Michael J. Roland 7337 East Doubletree Ranch Rd. Scottsdale, Arizona 85258 Age: 51	Executive Vice President	April 2002 - Present	Head of Mutual Fund Platform (February 2007 - Present) and Executive Vice President, ING Investments, LLC ⁽³⁾ and ING Funds Services, LLC ⁽⁴⁾ (December 2001 - Present). Formerly, Executive Vice President, Head of Product Management (January 2005 - January 2007); Chief Compliance Officer, ING Investments, LLC ⁽³⁾ and Directed Services LLC ⁽⁵⁾ (October 2004 - December 2005); and Chief Financial Officer and Treasurer, ING Investments, LLC ⁽²⁾ (December 2001 - March 2005).
Stanley D. Vyner 230 Park Avenue New York, New York 10169 Age: 59	Executive Vice President	March 2002 - Present	Executive Vice President, ING Investments, LLC ⁽³⁾ (July 2000 - Present) and Chief Investment Risk Officer, ING Investments, LLC ⁽³⁾ (January 2003 - Present).
Joseph M. O'Donnell 7337 East Doubletree Ranch Rd. Scottsdale, Arizona 85258 Age: 54	Executive Vice President and Chief Compliance Officer	Executive Vice President March 2006 - Present Chief Compliance Officer November 2004 - Present	Chief Compliance Officer of the ING Funds (November 2004 - Present) and Executive Vice President of the ING Funds (March 2006 - Present). Formerly, Chief Compliance Officer of ING Investments, LLC ⁽³⁾ (March 2006 - July 2008); Investment Advisor Chief Compliance Officer, Directed Services LLC ⁽⁵⁾ (March 2006 - July 2008) ING Life Insurance and Annuity Company (March 2006 - December 2006).
Todd Modic 7337 East Doubletree Ranch Rd. Scottsdale, Arizona 85258 Age: 41	Senior Vice President, Chief/Principal Financial Officer and Assistant Secretary	March 2005 - Present	Senior Vice President, ING Funds Services, LLC ⁽⁴⁾ (March 2005 - Present). Formerly, Vice President, ING Funds Services, LLC ⁽⁴⁾ (September 2002 - March 2005).
Kimberly A. Anderson 7337 East Doubletree Ranch Rd. Scottsdale, Arizona 85258 Age: 45	Senior Vice President	December 2003 - Present	Senior Vice President, ING Investments, LLC ⁽³⁾ (October 2003 - Present).
Robert Terris 7337 East Doubletree Ranch Rd. Scottsdale, Arizona 85258 Age: 39	Senior Vice President	June 2006 - Present	Senior Vice President, Head of Division Operations, ING Funds Services, LLC ⁽⁴⁾ (May 2006 - Present). Formerly, Vice President of Administration, ING Funds Services, LLC ⁽⁴⁾ (October 2001 - March 2006).
Robyn L. Ichilov 7337 East Doubletree Ranch Rd. Scottsdale, Arizona 85258 Age: 42	Vice President and Treasurer	March 2002 - Present	Vice President and Treasurer, ING Funds Services, LLC ⁽⁴⁾ (November 1995 - Present) and ING Investments, LLC ⁽³⁾ (August 1997 - Present).
Lauren D. Bensinger 7337 East Doubletree Ranch Rd. Scottsdale, Arizona 85258 Age: 55	Vice President	March 2003 - Present	Vice President and Chief Compliance Officer, ING Funds Distributor, LLC ⁽⁶⁾ (August 1995 - Present); Vice President, ING Investments, LLC ⁽³⁾ and ING Funds Services, LLC ⁽⁴⁾ (February 1996 - Present); and Director of Compliance, ING Investments, LLC ⁽³⁾ (October 2004 - Present).
William Evans 10 State House Square Hartford, Connecticut 06103 Age: 37	Vice President	September 2007 - Present	Vice President, Head of Mutual Fund Advisory Group (April 2007 - Present). Formerly, Vice President, U.S. Mutual Funds and Investment Products (May 2005 - April 2007) and Senior Fund Analyst, U.S. Mutual Funds and Investment Products (May 2002 - May 2005).
Maria M. Anderson 7337 East Doubletree Ranch Rd. Scottsdale, Arizona 85258 Age: 51	Vice President	September 2004 - Present	Vice President, ING Funds Services, LLC ⁽⁴⁾ (September 2004 - Present).
Denise Lewis 7337 East Doubletree Ranch Rd. Scottsdale, Arizona 85258 Age: 46	Vice President	April 2007 - Present	Vice President, ING Funds Services, LLC ⁽³⁾ (December 2006 - Present). Formerly, Senior Vice President, UMB Investment Services Group, LLC (November 2003 - December 2006).

DIRECTOR AND OFFICER INFORMATION (UNAUDITED) (CONTINUED)

<u>Name, Address and Age</u>	<u>Position(s) Held With Fund</u>	<u>Term of Office and Length of Time Served⁽¹⁾</u>	<u>Principal Occupation(s) - during the Past 5 Years</u>
Kimberly K. Springer 7337 East Doubletree Ranch Rd. Scottsdale, Arizona 85258 Age: 52	Vice President	March 2006 - Present	Vice President, ING Funds Services, LLC ⁽⁴⁾ (March 2006 - Present). Formerly, Assistant Vice President, ING Funds Services, LLC ⁽⁴⁾ (August 2004 - March 2006).
Craig Wheeler 7337 East Doubletree Ranch Rd. Scottsdale, Arizona 85258 Age: 40	Assistant Vice President	June 2008 - Present	Assistant Vice President - Director of Tax, ING Funds Services, LLC ⁽⁴⁾ (March 2008 - Present). Formerly, Tax Manager, ING Funds Services, LLC ⁽⁴⁾ (March 2005 - March 2008) and Tax Senior, ING Funds Services (January 2004 - March 2005).
Huey P. Falgout, Jr. 7337 East Doubletree Ranch Rd. Scottsdale, Arizona 85258 Age: 45	Assistant Secretary	September 2003 - Present	Chief Counsel, ING Americas, U.S. Legal Services (September 2003 - Present).
Theresa K. Kelety 7337 East Doubletree Ranch Rd. Scottsdale, Arizona 85258 Age: 46	Secretary	September 2003 - Present	Senior Counsel, ING Americas, U.S. Legal Services (April 2008 - Present). Formerly, Counsel, ING Americas, U.S. Legal Services (April 2003 - April 2008).
Kathleen Nichols 7337 East Doubletree Ranch Rd. Scottsdale, Arizona 85258 Age: 34	Assistant Secretary	June 2008 - Present	Counsel, ING Americas, U.S. Legal Services (February 2008 - Present). Formerly, Associate, Ropes & Gray LLP (September 2005 - February 2008).

⁽¹⁾ The officers hold office until the next annual meeting of the Trustees and until their successors shall have been elected and qualified.

⁽²⁾ Mr. Mathews commenced services as CEO and President of the ING Funds on November 11, 2006.

⁽³⁾ ING Investments, LLC was previously named ING Pilgrim Investments, LLC. ING Pilgrim Investments, LLC is the successor in interest to ING Pilgrim Investments, Inc., which was previously known as Pilgrim Investments, Inc. and before that was known as Pilgrim America Investments, Inc.

⁽⁴⁾ ING Funds Services, LLC was previously named ING Pilgrim Group, LLC. ING Pilgrim Group, LLC is the successor in interest to ING Pilgrim Group, Inc., which was previously known as Pilgrim Group, Inc. and before that was known as Pilgrim America Group, Inc.

⁽⁵⁾ Directed Services, LLC is the successor in interest to Directed Services, Inc.

⁽⁶⁾ ING Funds Distributor, LLC is the successor in interest to ING Funds Distributor, Inc., which was previously known as ING Pilgrim Securities, Inc., and before that was known as Pilgrim Securities, Inc., and before that was known as Pilgrim America Securities, Inc.

ING Funds Distributor, LLC offers the funds listed below. Before investing in a fund, shareholders should carefully review the fund's prospectus. Investors may obtain a copy of a prospectus of any ING Fund by calling (800) 992-0180 or by going to www.ingfunds.com.

Domestic Equity and Income Funds

ING Balanced Fund
ING Growth and Income Fund
ING Real Estate Fund

Domestic Equity Funds-of-Funds

ING Strategic Allocation Conservative Fund
ING Strategic Allocation Growth Fund
ING Strategic Allocation Moderate Fund

Domestic Equity Growth Funds

ING Corporate Leaders 100 Fund
ING Equity Dividend Fund
ING Growth Opportunities Fund
ING MidCap Opportunities Fund
ING Opportunistic LargeCap Fund
ING Small Company Fund
ING SmallCap Opportunities Fund
ING Tactical Asset Allocation Fund

Domestic Equity Index Funds

ING Index Plus LargeCap Fund
ING Index Plus MidCap Fund
ING Index Plus SmallCap Fund

Domestic Equity Value Funds

ING SmallCap Value Multi-Manager Fund
ING Value Choice Fund

Fixed-Income Funds

ING GNMA Income Fund
ING High Yield Bond Fund
ING Intermediate Bond Fund

Global Equity Funds

ING Global Equity Dividend Fund
ING Global Natural Resources Fund
ING Global Real Estate Fund
ING Global Value Choice Fund

International Equity Funds

ING Alternative Beta Fund
ING Asia-Pacific Real Estate Fund
ING Emerging Countries Fund
ING European Real Estate Fund
ING Foreign Fund
ING Greater China Fund
ING Index Plus International Equity Fund
ING International Capital Appreciation Fund
ING International Real Estate Fund
ING International SmallCap Multi-Manager Fund
ING International Value Fund
ING International Value Choice Fund
ING Russia Fund

Global Fixed-Income Funds

ING Global Bond Fund

International Funds-of-Funds

ING Diversified International Fund
ING Global Target Payment Fund

Loan Participation Fund

ING Senior Income Fund

Money Market Funds*

ING Classic Money Market Fund
ING Money Market Fund

* An investment in the funds is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although the funds seek to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in the funds. Please see SEC filings for more information on the funds participation in the U.S. Treasury Departments Temporary Guarantee Program for money market funds.

Investment Adviser

ING Investments, LLC
7337 East Doubletree Ranch Road
Scottsdale, Arizona 85258

Administrator

ING Funds Services, LLC
7337 East Doubletree Ranch Road
Scottsdale, Arizona 85258

Distributor

ING Funds Distributor, LLC
7337 East Doubletree Ranch Road
Scottsdale, Arizona 85258

Transfer Agent

PNC Global Investment Servicing (U.S.) Inc.
301 Bellevue Parkway
Wilmington, Delaware 19809

Independent Registered Public Accounting Firm

KPMG LLP
99 High Street
Boston, Massachusetts 02110

Custodian

The Bank of New York Mellon
One Wall Street
New York, New York 10286

Legal Counsel

Goodwin Procter LLP
Exchange Place
53 State Street
Boston, Massachusetts 02109

For more complete information, or to obtain a prospectus on any ING Fund, please call your Investment Professional or ING Funds Distributor, LLC at (800) 992-0180 or log on to www.ingfunds.com. The prospectus should be read carefully before investing. Consider the fund's investment objectives, risks, charges and expenses carefully before investing. The prospectus contains this information and other information about the fund.