

MNL BenefitPaySM

Fixed Index Annuity


Your Retirement.
Your Benefits.



 **MIDLAND NATIONAL**
Life Insurance Company

| Annuity





Today, nearly 60% of Americans are concerned about running out of money in the future. In fact, more people are worried about lack of retirement funds than they are about other key financial elements - including healthcare expenses, paying their mortgage, and financing the cost of their children's college education.¹

In the past, many companies offered defined benefit pension plans that were set up, funded, and managed by the employer. These retirement plans could typically provide a comfortable lifestyle throughout retirement, especially when combined with Social Security income. Unfortunately, these types of retirement plans have all but disappeared.

The disappearance of defined benefit plans, coupled with an unsettled Social Security program, has left many who are approaching retirement at a loss for what to do in terms of long term income and ensuring that funds will be available in case of other pressing needs.

There are many potential options available when it comes to retirement saving. But it can be difficult at best to know which way to turn when juggling between growing your nest egg, while at the same time protecting premium in an unsure market.

When you choose a solution, it is important to work with a trusted and highly-rated insurance company. Companies proving financial strength and stability can help provide a clear picture for your long-term retirement outlook.

1. Gallup, "Retirement Remains American's Top Financial Worry," April 2014.





The Unique Benefits of a Fixed Index Annuity

Choosing the right accumulation vehicle for retirement can be a tough choice. With so many potential options, how can you be sure you're doing what's best? On the one hand, safety and guarantee of premium are key - especially in light of the recent market downturns. Yet, without market related growth, how can you keep your portfolio on pace with future inflation?

In the past, you could typically only receive one or the other - either safety with low return, or a higher potential for return that also came coupled with more risk. Now, however, fixed index annuities provide the best of both worlds - protection of premium from downside market risk along with market linked growth potential.

This, coupled with guaranteed lifetime payments and additional benefits for qualifying nursing home needs can make the MNL BenefitPay Annuity an ideal choice.

Who May Benefit from a Fixed Index Annuity?

Although MNL BenefitPay may not be the ideal solution for everyone, people who may benefit most from this annuity include those who are seeking:

- Guaranteed income that cannot be outlived.
- A way to help with possible nursing home expenses.
- Death benefit protection to leave a legacy for your loved ones.

Additional Benefits

Death Benefit

Should the annuitant or owner die, provided no payout option has been elected, annuity contracts generally pay out the full accumulation value: your premium less withdrawals plus any interest earned at that time. Beneficiaries may choose how they receive the death benefit, in a lump sum or a series of income payments.

Tax-Deferral

Tax-deferred growth allows your money to grow faster because you earn interest on dollars that would otherwise be paid in taxes. Your premium earns interest, the interest compounds within the Contract and the money you would have paid in taxes earns interest.

Under current law, annuities grow tax-deferred. An annuity is not required for tax-deferral in qualified plans. Annuities may be subject to taxation during the income or withdrawal phase.

May Avoid Probate

By naming a beneficiary, you may minimize the delays, expense and publicity often associated with probate. Your designated beneficiary receives death proceeds in either a lump sum or a series of payments. *Please consult with and rely on your own legal or tax advisor.*

Lifetime Income

Midland National can provide you with a guaranteed income stream with the purchase of your tax-deferred annuity. You have the ability to choose from several different annuity payout options, including life or a specified period. Once a payout option is elected all other rights and benefits under the contract terminate.

See product details sheet for more information regarding Annuity Payout Options.

What is the MNL BenefitPay?

The MNL BenefitPay is an innovative single premium fixed index annuity created with you, the consumer, in mind. Designed as an annuity contract and benefit rider combination, this unique retirement product offers a central Benefit Base to ensure you receive benefits for life. MNL BenefitPay can help to offer you financial security and confidence by generating benefits you can count on during retirement:

- Lifetime Payments
- Enhanced Payments for Qualified Nursing Home Care
- Death Benefit

An annual rider cost is calculated by multiplying a charge percentage by the Benefit Base on the Contract Anniversary. This cost is deducted from your Accumulation Value on each Contract Anniversary until either your Contract or Benefits Rider terminates.

Although Fixed Index Annuities guarantee no loss of premium due to market downturns, deductions from your Accumulation Value for Benefits Rider costs could under certain scenarios exceed interest credited to your Accumulation Value, which would result in loss of premium. The Benefits Rider costs will continue under the spousal continuance feature. If you terminate the Benefits Rider, you will not be reimbursed for the costs previously incurred.

The Key Three

Summary of Rider Benefits

With MNL BenefitPay, a trilogy of benefits are available that can cover a variety of retirement needs including:

1 Lifetime Payments

With a major concern of retirees today being that of outliving their savings, the MNL BenefitPay Annuity can provide the ability to receive an ongoing stream of retirement income for life - regardless of how long that may be. Although defined benefit pension plans may be disappearing, the Guaranteed Benefit Statement that you receive with an MNL BenefitPay Annuity gives you the clarity you need, showing your long-term income guarantee, and providing you and/or your spouse with the surety of a retirement paycheck for both the short- and long-term horizon.

2 Nursing Home Multiplier

As Americans' life expectancy continues to increase, the need for nursing home care also tends to rise - and the cost of this care has gone up at an unprecedented rate. In 2012, the national median per-year cost of a private room in a skilled nursing home facility was \$81,000 per year.¹ Your MNL BenefitPay annuity can help with these expenses through the Nursing Home Multiplier (referred to as the LPA Multiplier in your Benefits Rider), which doubles your Lifetime Payment Amount for up to five years.

3 Death Benefit

Should the unexpected occur, the value of your MNL BenefitPay annuity will not be lost. In this case, a named beneficiary would receive the Accumulation Value as a lump sum, or they could choose the Rider Death Benefit and receive the Benefit Base paid out over a five year period if death occurs after the first contract year. If you have taken no withdrawals (other than rider charges), your beneficiaries are guaranteed the option to take a lump sum death benefit that is no less than your premium.²

Note: You have the option to terminate this rider after the surrender charge period. However, terminating this rider forfeits access to the Benefit Base and lifetime payment amounts. Termination of the rider will not automatically terminate the Contract. Once terminated, this rider cannot be reinstated and you will not be reimbursed for charges previously incurred.

1. A Guide to Nursing Home Costs - U.S. News

2. The Rider Death Benefit is not life insurance. Upon payout of the Death Benefit, the growth may be taxed to your beneficiary as ordinary income. Please note that neither Midland National, nor any agents acting on its behalf, should be viewed as providing legal, tax or investment advice. Consult with and rely on your own qualified advisor.



The Guaranteed Benefits Statement

A Guide to Your Retirement Benefits

Each year (prior to beginning Lifetime Payments) when you receive your Guaranteed Benefits Statement, you'll know exactly where you stand in terms of your Benefit Base, Lifetime Payment Amounts, Nursing Home Multiplier and Death Benefit with MNL BenefitPay. **It is our way of bringing clarity to your retirement.**



Your Guaranteed Benefits Statement

MNL BenefitPaySM 10
Fixed Index Annuity

120 140 160

Benefit Statement Date:	January 1, 2015	Contract Number:	123456789
Covered Persons:	Sixty Five Male Sixty Five Female	Covered Persons Ages:	65 65
Initial Premium:	\$100,000.00	Issue Date:	January 1, 2015
Issue State:	IA		

Deferral Year	Anniversary Date (Date Benefits Available)	Covered Person Age on Anniversary Date	Joint Covered Person Age on Anniversary Date	Lifetime Payment			Rider Death Benefit	
				Benefit Base*	Lifetime Payment Amount	Nursing Home Multiplier Payment Amount**	Benefit Base*	Death Benefit Annual Payment (5 Equal Payments)
At Issue	1/1/15	65	65	\$120,000	\$4,724	\$9,448	\$120,000	N/A
1	1/1/16	66	66	\$120,000	\$4,878	\$9,756	\$120,000	\$24,000
2	1/1/17	67	67	\$120,000	\$5,008	\$10,016	\$120,000	\$24,000
3	1/1/18	68	68	\$120,000	\$5,141	\$10,282	\$120,000	\$24,000
4	1/1/19	69	69	\$120,000	\$5,278	\$10,555	\$120,000	\$24,000
5	1/1/20	70	70	\$140,000	\$6,563	\$13,126	\$140,000	\$28,000
6	1/1/21	71	71	\$140,000	\$6,737	\$13,475	\$140,000	\$28,000
7	1/1/22	72	72	\$140,000	\$6,916	\$13,833	\$140,000	\$28,000
8	1/1/23	73	73	\$140,000	\$7,100	\$14,201	\$140,000	\$28,000
9	1/1/24	74	74	\$140,000	\$7,289	\$14,578	\$140,000	\$28,000
10	1/1/25	75	75	\$160,000	\$8,372	\$16,744	\$160,000	\$32,000
11	1/1/26	76	76	\$160,000	\$8,414	\$16,827	\$160,000	\$32,000
12	1/1/27	77	77	\$160,000	\$8,456	\$16,912	\$160,000	\$32,000
13	1/1/28	78	78	\$160,000	\$8,498	\$16,996	\$160,000	\$32,000
14	1/1/29	79	79	\$160,000	\$8,626	\$17,251	\$160,000	\$32,000
15	1/1/30	80	80	\$160,000	\$8,755	\$17,510	\$160,000	\$32,000
16	1/1/31	81	81	\$160,000	\$8,886	\$17,772	\$160,000	\$32,000
17	1/1/32	82	82	\$160,000	\$9,020	\$18,039	\$160,000	\$32,000
18	1/1/33	83	83	\$160,000	\$9,155	\$18,310	\$160,000	\$32,000
19	1/1/34	84	84	\$160,000	\$9,292	\$18,584	\$160,000	\$32,000
20	1/1/35	85	85	\$160,000	\$9,432	\$18,863	\$160,000	\$32,000

This hypothetical example is provided only to show a representation of the Guaranteed Benefits Statement. Not intended to predict future results.

1 Lifetime Payments

MNL BenefitPay provides Lifetime Payments that can help assure a retirement where you have:

- Guaranteed Lifetime Payment Amounts, with growth potential
- Guarantees and surety that your lifetime payments will last throughout retirement

Your personalized Lifetime Payment Amounts (LPAs) are based on your Benefit Base, age at issue, years of deferral until you elect to begin payments and election of single or joint LPAs. Once you have elected your LPA, it cannot increase but could potentially decrease due to partial surrenders that exceed your LPA. LPAs can begin at age 50. Provided you are at least age 50 at issue, LPAs are available in the first contract year.

Optimizing Your Retirement Benefits Through Your Benefit Base

Since your LPAs are calculated from your Benefit Base it is important to understand what the Benefit Base is and its two key features – Benefit Base Increases and the Benefit Base Floor.

Benefit Base¹

The Benefit Base is the amount used to calculate Rider benefits under the terms of the contract. At issue, the Benefit Base equals the Benefit Base Floor and may grow based upon any Benefit Base increases. Your personalized Lifetime Payment Amounts (LPAs) are based on your Benefit Base, age at issue, years of deferral until you elect to begin payments and election of single or joint LPAs.

Benefit Base Increase

On each contract anniversary during the first 20 contract years, a Benefit Base increase, equal to the weighted average percentage change in the fixed and indexed accounts during the preceding contract year, may be added to the Benefit Base. *Please refer to the "Benefit Base Increase" flyer for more information on this feature.*

¹ Your Benefit Base will be reduced for any withdrawals taken either before or after lifetime payment amounts begin. If you take a withdrawal, including RMDs and LPAs, your Benefit Base will be reduced by the same percentage withdrawn from your Accumulation Value. Your Benefit Base is not reduced by withdrawals for Benefits Rider Costs.

Your Lifetime Payment SNAPSHOT

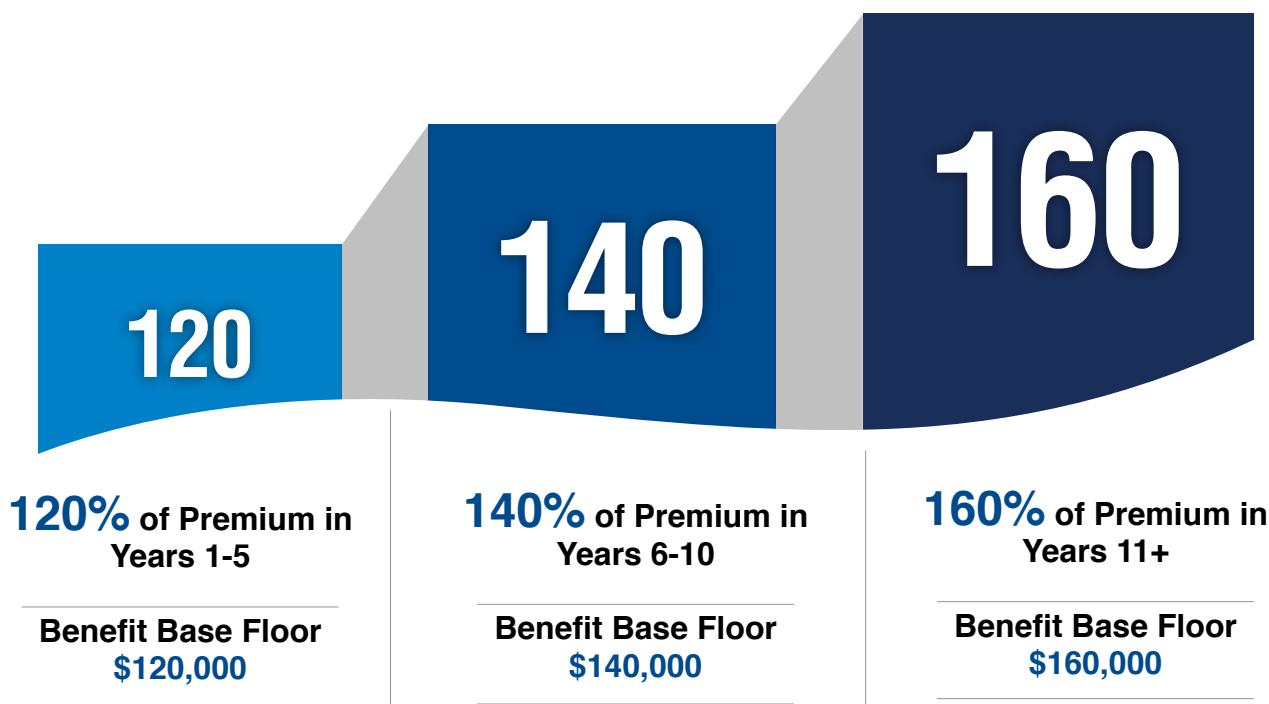
MIDLAND NATIONAL Life Insurance Company Annuity					Your Guaranteed Benefits Statement			
Lifetime Payment					140 160			
Lifetime Payment Amount								
Contract Year	Benefit Available	Anniversary Date	Anniversary Age	Benefit Base*	Lifetime Payment Amount	Nursing Home Multiplier Payment Amount**	Rider Death Benefit	Death Benefit Annual Payment (5 Equal Payments)
At Issue	1/1/15	65	65	\$120,000	\$4,724	\$9,448	\$120,000	N/A
1	1/1/16	66	66	\$120,000	\$4,878	\$9,756	\$120,000	\$24,000
2	1/1/17	67	67	\$120,000	\$5,032	\$10,064	\$120,000	\$24,000

This hypothetical example is provided only to show a representation of the Guaranteed Benefits Statement. Not intended to predict future results.

A Foundation For Your Retirement Benefits

Benefit Base Floor

The MNL BenefitPay is built upon strong guarantees and the Benefit Base Floor is a great example. Your Benefit Base Floor is contractually guaranteed and will automatically increase by a specified percentage on the 5th and 10th contract anniversaries. These Benefit Base “step ups” ensure you have a strong foundation for your assets, whether it is for Lifetime Payments or a death benefit. It is important to note that any withdrawals, including RMDs, will reduce the Benefit Base Floor by the same percentage withdrawn from your Accumulation Value.



Hypothetical example assumes \$100,000 initial premium and no withdrawals.

A Powerful Combination

Benefit Base Floor + Benefit Base Increases

The real power of the MNL BenefitPay for you is during times when interest is credited to your contract, you see that growth build upon your Benefit Base Floor providing both guarantees **AND** growth potential for your retirement benefits.



2 Nursing Home Multiplier

A Unique Way to Control Your Future Protection

While nobody likes to think about it, the potential cost of nursing home care can take a substantial bite out of retirement savings. This, in turn, can have a negative effect on ongoing retirement income - especially in the case of married couples or partners.

Many people believe that government programs like Medicare will pay for most or all of their long-term care expenses. However, this may not be the case. Another potential payment option is stand-alone long-term care insurance, although these policies can be expensive.

By having the Nursing Home Multiplier (referred to in the Benefits Rider as the LPA Multiplier) on your MNL BenefitPay Annuity, you have the option to receive an increased lifetime payment, if needed, to help with nursing home expenses.

Double the Lifetime Payment Amount When You Need It the Most

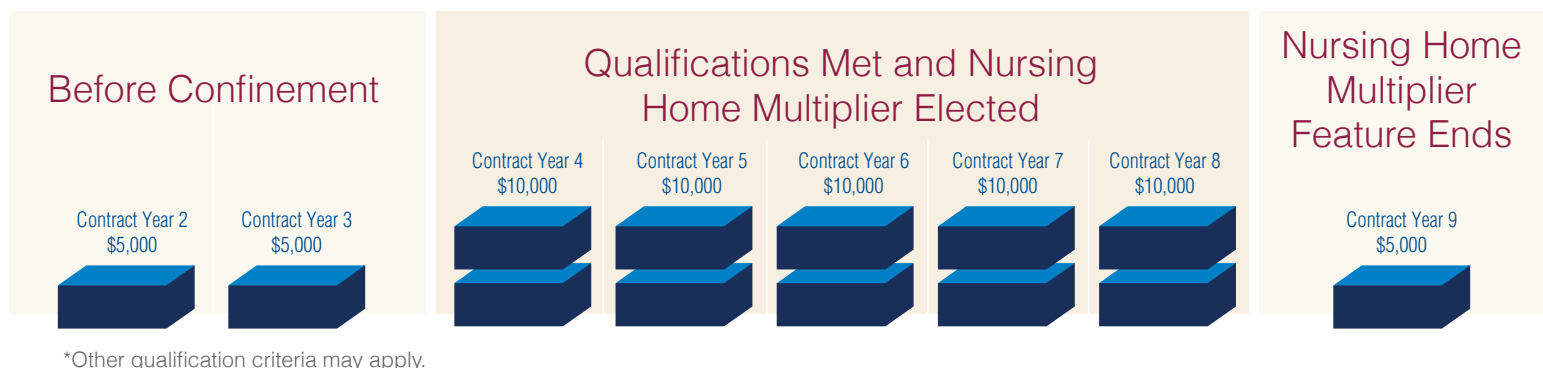
With the Nursing Home Multiplier feature, the Lifetime Payment Amount on your MNL BenefitPay Annuity can be doubled if you become confined to a qualified nursing care center for a period of more than 90 consecutive days, and you remain confined to that nursing home in future contract years. This benefit is available as early as age 50, and it can be accessed for up to five annual payments. This benefit does not have to be utilized for a consecutive five year period.

Your Nursing Home Multiplier SNAPSHOT

This hypothetical example is provided only to show a representation of the Guaranteed Benefits Statement. Not intended to predict future results.

Here's How the Multiplier Works

- You must wait at least two years after your MNL BenefitPay Annuity issue date before requesting the Nursing Home Multiplier benefit and you cannot be confined on the issue date.
- Provided that you have been confined to a qualified nursing home facility for at least 90 consecutive days - and that you remain confined throughout the payout period - the income can continue to be paid out for a maximum of five annual payments. This feature is no longer available when the Accumulation Value reaches zero.*
- There is a proportional adjustment to the Benefit Base and Benefit Base Floor each time a withdrawal is taken, including Lifetime Payment withdrawals and increased Lifetime Payment withdrawals available through the Nursing Home Multiplier Benefit. However, provided that no withdrawals in excess of the available Lifetime Payment are taken, the Lifetime Payment available in future years will not decrease.



The Comfort of



When you qualify for doubled LPAs through the Nursing Home Multiplier benefit, the 120/140/160 Benefit Base Floor provides continuing value. Since your LPA is based on the strong guarantees of the Benefit Base Floor, you have an underlying foundation designed to help provide increased payments when you need it most.



3 Death Benefit

Leaving a Lasting Legacy

Your MNL BenefitPay annuity can allow you to leave a legacy to those you love in the manner that best fits their specific financial needs. If your beneficiaries want a lump sum after the first contract year, they can take the annuity's remaining Accumulation Value. Or your loved ones can opt to receive the remaining amount of your Benefit Base in equal installments over five years. If you have taken no withdrawals (other than rider charges), your beneficiaries are guaranteed the option to take a lump sum death benefit that is no less than your premium.

If joint annuity owners have been named, the Death Benefit will be paid upon the death of the first owner unless the contract is continued under spousal continuance. If joint annuitants are named the Death Benefit will be paid on the death of the second annuitant.

Your Death Benefit SNAPSHOT

MIDLAND NATIONAL Life Insurance Company | Annuity

Your Guaranteed Benefits Statement

Rider Death Benefit

Base*

**Death Benefit
Annual Payment
(5 Equal Payments)**

Contract Number: 123456789
Contracted Persons Ages: 65
Date: January 1, 2015

Contract Year	Unit Years Benefits Available	Payment Anniversary Date	Payment Anniversary Date	Benefit Base	Annual Payment	Nursing Home Payment	Rider Death Benefit
At Issue	1/1/15	65	65	\$120,000	\$4,724	\$3,448	\$120,000
1	1/1/16	66	66	\$120,000	\$4,878	\$3,756	\$120,000
2	1/1/17	67	67	\$120,000	\$5,032	\$4,064	\$120,000
3	1/1/18	68	68	\$120,000	\$5,186	\$4,372	\$120,000
4	1/1/19	69	69	\$120,000	\$5,340	\$4,680	\$120,000
5	1/1/20	70	70	\$120,000	\$5,494	\$4,988	\$120,000

This hypothetical example is provided only to show a representation of the Guaranteed Benefits Statement. Not intended to predict future results.



How Much Will Your Benefit Be?

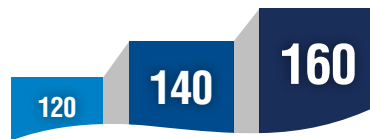
The amount of your Rider Death Benefit will never be less than your Benefit Base Floor, less any proportional withdrawals. As a hypothetical example, if your initial annuity deposit was \$100,000 and you passed away in year 6, the total amount your beneficiaries would receive over a five year period would be \$140,000, assuming no withdrawals were taken prior to the death.

Your Beneficiaries May Receive Five Equal Annual Payments

Assumptions: Initial Premium \$100,000 - Death in Contract Year 6 - No withdrawals - No interest credits.



The Legacy of



Your Benefit Base Floor not only builds a foundation to provide strong guaranteed income and enhanced income due to nursing home confinement, but can also act as a safety net for your beneficiaries. Since your beneficiaries have the option of receiving the Benefit Base in five annual installments upon your death, your Benefit Base Floor can provide lasting value.

Consider the Lasting Benefits

While life may not always be in our control, our finances still can be. With MNL BenefitPay, you can prepare for the unexpected, so you can keep your promises for the future. The Death Benefit feature can help you look after your loved ones even after you're gone.

Whether it's ongoing income for your surviving spouse, funds for a grandchild's future education, or something extra to help get a loved one started in a new home or business, keeping your promises means the world to those you love - that's what leaving a legacy is all about.

Neither Midland National, nor any agents acting on its behalf, should be viewed as providing legal, tax or investment advice. Consult with and rely on your own qualified advisor.



MNL BenefitPay Values

MNL BenefitPaySM offers a mix of both fixed and indexed account options, including:

Fixed Account

MNL BenefitPay provides a fixed account that offers a fixed interest rate that is guaranteed for the first contract year. The fixed interest rate is declared by the Company each year thereafter, but will never be less than the minimum guaranteed rate provided by your Contract.

Choose Your Options

While your premium is protected from downside market risk, MNL BenefitPay also provides the opportunity to take advantage of potential market upswings with its indexing options. You have the option to choose from several crediting methods:

- **Annual Point-To-Point with Index Cap Rate**
- **Annual Point-to-Point with Index Margin**
- **Monthly Point-to-Point with Index Cap Rate**
- **Daily Average with Index Margin**

See product details sheet for more information regarding crediting methods and underlying indices.

Accumulation Value

The Accumulation Value is 100% of premium, allocated to the Fixed and Indexed Accounts, less any withdrawals plus any interest credits. It cannot decrease due to negative index performance.

Surrender Value

The Surrender Value is the amount that is available at the time of surrender. The Surrender Value is equal to the Accumulation Value, subject to the Market Value Adjustment, less applicable surrender charges, and state premium taxes. The Surrender Value will never be less than the minimum requirements set forth by state laws, at the time of issue, in the state where the Contract is delivered.

The Surrender Value will not be less than 87.5% of all premiums; less any partial surrenders (after Market Value Adjustment or reduction for surrender charges); accumulated at 1.00%.

For detailed information on charges incurred if the contract is surrendered, see the Surrender Charge section on the Product Details sheet.

Accessing Your Money When You Need It

With MNL BenefitPay, you can access your money in a number of different ways, depending on when it may be needed.

Penalty-Free Withdrawals

After the first contract anniversary, a penalty-free withdrawal (also known as a Penalty-Free Partial Surrender), of up to 5% (10% beginning in the third contract year if no withdrawals taken in the prior year) of the Accumulation Value may be taken each year. After the Surrender Charge period, Surrender Charges and a Market Value Adjustment no longer apply to any withdrawals.

Withdrawals will be taxed as ordinary income, and if taken before age 59½ may be subject to a 10% IRS penalty. Withdrawals from your Contract will also reduce your Accumulation Value accordingly.

Annuity Payout Options

Upon annuitization, MNL BenefitPay offers a variety of income options to suit the needs of annuitants, from just a certain number of years, to a lifetime income option. Once a payout option is elected, it cannot be changed and all other rights and benefits under the annuity end.

See the Product Details sheet for more information on Annuity Payout Options.

Surrender Charges

In part, surrender charges generally allow the Company to invest in longer-term assets and generally credit higher yields than possible with a similar annuity of shorter term. During the surrender charge period, a surrender charge is assessed on any amount withdrawn, whether as a partial or full surrender, that exceeds the penalty-free amount and may result in a loss of premium. Certain payout options may incur a surrender charge.

See the surrender charge schedule which details the declining charges on the Product Details sheet. A surrender during the surrender charge period could result in a loss of premium. Surrender charge structure may vary by state. Consult the Product Details sheet and the Annuity Disclosure Statement for details specific to your state.

Market Value Adjustment

Your Contract also includes a Market Value Adjustment feature—which may decrease or increase your surrender value depending on the change in the Index Value of the Market Value Adjustment External Index since your annuity purchase. Due to the mechanics of a Market Value Adjustment, surrender values generally decrease as the Market Value Adjustment External Index rises or remains constant. When the Market Value Adjustment External Index decreases enough over time, the surrender value generally increases. However, the Market Value is limited to the surrender charge or the interest credited to the Accumulation Value.

This adjustment is applied only during the Market Value Adjustment Period to surrenders exceeding the applicable penalty-free allowance. *See the “Understanding the Market Value Adjustment With External Index” brochure for more information.*



Protect Your Assets and Those You Love with an Industry Leader

Midland National® Life Insurance Company is a leading insurance company in the U.S. Throughout our 100+ year history, we've focused on providing growth, income, and financial protection to the clients we serve. Our insurance and annuity products have consistently provided value to our clients - in all types of market and economic environments.

For nearly 30 years, Midland National has continued to earn high ratings, based on our financial strength, operating performance, and ability to meet obligations to our policyholders and contract holders. Midland National currently holds the following ratings:

A.M. BEST ^{A,B}	STANDARD & POOR'S ^{B,C}
A+ <i>(2nd category of 15)</i> Superior ability to meet ongoing obligations to policyholders	A+ <i>(5th category of 22)</i> Very strong financial security characteristics

A.M. Best is a large third-party independent reporting and rating company that rates an insurance company on the basis of the company's financial strength, operating performance, and ability to meet its obligations to policyholders. Standard & Poor's Corporation is an independent, third-party rating firm that rates on the basis of financial strength. Ratings shown reflect the opinions of the rating agencies and are not implied warranties of the company's ability to meet its financial obligations. The ratings to the left apply to Midland National's financial strength and claims-paying ability. **a)** A.M. Best rating affirmed on June 3, 2015. For the latest rating, access www.ambest.com. **b)** Awarded to Midland National® as part of Sammons® Financial Group Inc., which consists of Midland National® Life Insurance Company and North American Company for Life and Health Insurance®. **c)** Standard & Poor's rating assigned February 26, 2009 and affirmed on July 2, 2015.

The MNL BenefitPay Annuity builds on and expands upon the portfolio of products that are available through Midland National Life Insurance Company.

Ratings shown reflect the opinions of the rating agencies and are not implied warranties of the company's ability to meet its financial obligations. Ratings are current as of the date of this brochure.

The MNL BenefitPaySM is issued on form AC/AS143A (certificate/contract), AR281A, AR282A, AR284A, AR285A, AR286A, AR288A, AR159A and AR194A (riders/endorsements) or appropriate state variation by Midland National® Life Insurance Company, West Des Moines, IA. This product, its features and riders may not be available in all states.

Premium taxes: Accumulation Value and Surrender Value will be reduced for premium taxes as required by the state of residence.

Fixed Index Annuities are not a direct investment in the stock market. They are long term insurance products with guarantees backed by the issuing company. They provide the potential for interest to be credited based in part on the performance of specific indices, without the risk of loss of premium due to market downturns or fluctuation. They may not be appropriate for all clients.

Special Notice Regarding The Use Of A Living Trust As Owner Or Beneficiary Of This Annuity.

The use of living trusts in connection with an annuity contract can be a valuable planning mechanism. However, a living trust is not appropriate when mass-produced in connection with the sale of an insurance product. We strongly suggest you seek the advice of your qualified legal advisor concerning the use of a trust with an annuity contract.

Neither Midland National, nor any agents acting on its behalf, should be viewed as providing legal, tax or investment advice. Consult with and rely on a qualified advisor. Under current law, annuities grow tax-deferred. Annuities may be subject to taxation during the income or withdrawal phase. The tax-deferred feature is not necessary for a tax-qualified plan. In such instances, you should consider whether other features, such as the Death Benefit, lifetime annuity payments, and any other features make the Contract appropriate for your needs.

This brochure is not complete and must be presented with the Product Details sheet that describes issue ages, surrender charges, riders, and more.



4350 Westtown Parkway
West Des Moines, IA 50266
www.MidlandNational.com

Not FDIC/NCUA Insured	Not a Deposit Of A Bank	Not Bank Guaranteed
May Lose Value	Not Insured By Any Federal Government Agency	

Product Details

ISSUE AGES	Available issue ages 40-79 (Qualified and Non-Qualified)										
MINIMUM PREMIUM	Single Premium, \$20,000 non-qualified and \$20,000 qualified										
SURRENDER CHARGE SCHEDULE (May Vary by State)	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Year 11+
	10%	10%	9%	9%	8%	8%	7%	6%	4%	2%	0%
RIDER CHARGE	1.20% of Benefit Base, deducted from the Accumulation Value										
BENEFIT BASE	<p>Benefit Base: Benefit Base, less any proportional adjustments for Partial Surrenders, plus Benefit Base increases, and never less than the Benefit Base Floor adjusted for Partial Surrenders</p> <p>Benefit Base Floor:</p> <p>In years 1-5: 120% of Premium, less any proportional adjustments for Partial Surrenders;</p> <p>In years 6-10: 140% of Premium, less any proportional adjustments for Partial Surrenders;</p> <p>In years 11+: 160% of Premium, less any proportional adjustments for Partial Surrenders</p> <p>Benefit Base Increase: Each year for the first 20 Contract Years, 100% of the weighted average percentage change in the fixed and indexed accounts.</p>										
ANNUITY PAYOUT OPTIONS	<p>By current company practice*, you may receive an income from the Accumulation Value after the first contract year (without surrender charges or Market Value Adjustment) if you choose a Life Income Option. You can also receive an income based on the Accumulation Value if your annuity has been in force for at least five years and payments will be over at least a five-year period. Once a payout option is elected and annuity payments begin, all other rights and benefits under the annuity end.</p> <p>With the exception of Life Income options, income options are available for:</p> <ul style="list-style-type: none"> • A minimum of 5 years, or • A maximum of 20 years. <p>The following options are available:</p> <ul style="list-style-type: none"> • Income for a Specified Period • Income for a Specified Amount • Life Income with a Period Certain • Life Income • Joint and Survivor Life Income <p>All options are available after the surrender charge period.</p>										
OTHER	<p>Market Value Adjustment: Includes a Market Value Adjustment which may decrease or increase Surrender Value depending on the change in the Index Value of the Market Value Adjustment External Index since purchase. See brochure for further details.</p> <p>Penalty-Free Withdrawals: After the first contract anniversary, a penalty-free withdrawal (also known as a Penalty-Free Partial Surrender), of up to 5% (10% if no withdrawals taken in the prior year after second contract anniversary) of the Accumulation Value may be taken each year. After the Surrender Charge period, Surrender Charges and a Market Value Adjustment no longer apply to any withdrawals. See brochure for further details.</p> <p>RMDs: Surrender charges and Market Value Adjustments on any portion of an IRS-Required Minimum Distributions exceeding the available penalty-free withdrawal amount will be waived by current company practice.*</p> <p>Transfers: After the first contract year and on an annual basis, you may elect to transfer between crediting methods and Index Account options, including the fixed account. By current company practice*, you will have 30 days following each contract anniversary to reallocate.</p> <p>Nursing Home Confinement Waiver **: You can withdraw up to 100% of your annuity's Accumulation Value without Surrender Charge or Market Value Adjustment, if you are confined to a qualified care facility, for at least 90 consecutive days any time after the first contract year. You cannot be confined at the time your contract is issued. This rider is automatically included with your annuity at no additional charge.</p>										

*A feature offered "by current company practice" is not a contractual guarantee of this annuity contract and can be removed or changed at any time. (Continued)

** If joint annuitants are named on the annuity, rider will apply to the first annuitant who qualifies for the benefit.

Not FDIC/NCUA Insured	Not A Deposit Of A Bank	Not Bank Guaranteed
May Lose Value	Not Insured By Any Federal Government Agency	

MNL BenefitPay 10 Product Details

Diversify Your Premium Among the Following Index Account Options				
	Daily Average (Subject to an Index Margin)	Annual Point-To-Point (Subject to an Index Cap Rate)	Annual Point-To-Point (Subject to an Index Margin)	Monthly Point-to-Point (Subject to an Index Cap Rate)
How is index credit calculated?	Averaged sum of daily index values	Annual change in index values	Annual change in index values	Sum of monthly change in index values
When is index credit calculated/credited?	Annually	Annually	Annually	Annually
When is the Index Cap Rate and/or Index Margin applied?	Annually	Annually	Annually	Monthly
When can the Index Cap Rate and/or Index Margin change?	Annually	Annually	Annually	Annually
Index Availability <i>NOTE: Past Index performance is not intended to predict future performance and the Index does not include dividends.</i>	<ul style="list-style-type: none"> S&P 500® (DJIA®) Dow Jones Industrial Average™ 	<ul style="list-style-type: none"> S&P 500® 	<ul style="list-style-type: none"> S&P 500® Low Volatility Daily Risk Control 5% Index 	<ul style="list-style-type: none"> S&P 500® Nasdaq-100®

The MNL BenefitPay Offers A Variety Of Index Options Including	
S&P 500® Index	This index has been widely regarded as the best single gauge of the large cap U.S. equities market since the index was first published in 1957. The index includes 500 leading companies in leading industries of the U.S. economy.
S&P 500® Low Volatility Daily Risk Control 5% Index	The S&P 500® Low Volatility Daily Risk Control 5% Index strives to create stable performance through managing volatility (i.e. risk control) on the S&P 500 Low Volatility Index. The S&P 500 Low Volatility Index measures performance of the 100 least volatile stocks in the S&P 500. The index adds an element of risk control by applying rules to allocate between stocks, as represented by the S&P 500 Low Volatility Index, and cash.
Dow Jones Industrial Average™ Index (DJIA®)	Dow Jones Industrial Average™ Index – The oldest continuing stock market index, the DJIA is one of the most well known and widely followed indicators of the U.S. stock market in the world. It is represented by 30 of the largest U.S. stocks, including household names and leaders in their respective industries.
Nasdaq-100® Index	The Nasdaq-100 index includes 100 of the largest domestic and international non-financial securities listed on The Nasdaq Stock Market based on market capitalization. The index reflects companies across major industry groups including computer hardware and software, telecommunications, retail/wholesale trade and biotechnology.

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Crediting Methods

Daily Average with Index Margin	Daily Average	This method for determining any Interest Credit uses a Daily Average calculation to determine a percentage gain or loss in the Index Value during your reset period. This is done by comparing the difference between the Index Value on the first day of the contract year and the Daily Average Index Value during the year (usually 252 trading days), subject to an Index Margin. The Interest Credit will never be less than zero.
	Index Margin	Once a gain has been calculated using the Daily Average Index Account option, an Index Margin is subtracted. The Index Margin is guaranteed for the first year, but can be changed each year thereafter at the Company's discretion. The Index Margin is set in advance each contract year, however at no time will it be greater than the maximum Index Margin for the Daily Average Index Account.
Annual Point-To-Point with Index Cap Rate	Annual Point-To-Point	This calculation method measures the change in index value using two points in time; the beginning index value and the ending index value for that year. Index linked gains are calculated based on the difference between these two values. The index change, if any, is then subject to an Index Cap Rate. The annual Interest Credit will never be less than zero.
	Index Cap Rate	Your annuity applies an Index Cap Rate, or upper limit, to calculate your Interest Credits each year applied to the Annual Point-to-Point With Cap Index Account option. This cap is applied annually and may change annually. It is declared on the contract anniversary and is guaranteed for that year. The Index Cap Rate is set at the Company's discretion. However, at no time will this cap ever fall below the minimum guaranteed Index Cap Rate set for the Annual Point-to-Point With Cap Index Account.
Annual Point-to-Point with Index Margin	Annual Point-To-Point	This calculation method measures the change in index value using two points in time; the beginning index value and the ending index value for that year. Index linked gains are calculated based on the difference between these two values. The index change, if any, is then subject to an Index Margin Rate. The annual Interest Credit will never be less than zero.
	Index Margin	Once a gain has been calculated using the Annual Point-to-Point With Margin Index Account option, an Index Margin is subtracted. The Index Margin is guaranteed for the first year, but can change each year thereafter at the Company's discretion. The Index Margin is set in advance each contract year, however at no time will it be greater than the maximum Index Margin for the Annual Point-to-Point With Margin Index Account.
Monthly Point-to-Point with Index Cap Rate	Monthly Point-to-Point	This method for determining any Interest Credit uses the monthly changes in the Index Value, subject to a monthly Index Cap Rate. The Interest Credit is credited annually and is based on the sum of all the monthly percentage changes in the index value—which could be positive or negative. On each contract anniversary, these monthly changes, each not to exceed the monthly Index Cap Rate, are added together to determine the Interest Credit for that year. Negative monthly returns have no downside limit and will reduce the Interest Credit, but the Interest Credit will never be less than zero.
	Index Cap Rate	Your annuity applies a monthly Index Cap Rate, or upper limit, to calculate your Interest Credits each year for the Monthly Point-to-Point. This cap is applied monthly and may change annually. The Index Cap Rate will be declared on each contract anniversary and is guaranteed for that year. The Index Cap Rate is set at the Company's discretion, however, at no time will this cap ever fall below the minimum guaranteed Index Cap Rate set for the Monthly Point-to-Point Index Account.
Fixed Account	Premium allocated to the Fixed Account will earn the current interest rate and is credited daily. This rate will be guaranteed for the entire contract year and will renew annually. The Fixed Account current interest rate is set at the Company's discretion on each contract anniversary and will never fall below the minimum guaranteed fixed account interest rate.	

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Ask your sales representative for the current rates and minimum Index Cap Rates, maximum Index Margins, and Fixed Account interest rate.

Product Details

The MNL BenefitPaySM is issued on form AC/AS143A (certificate/contract), AR281A, AR282A, AR284A, AR285A, AR286A, AR288A, AR159A and AR194A (riders/endorsements) or state variation by Midland National[®] Life Insurance Company, West Des Moines, IA. This product, its features and riders may not be available in all states.

Fixed Index Annuities are not a direct investment in the stock market. They are long term insurance products with guarantees backed by the issuing company. They provide the potential for interest to be credited based in part on the performance of specific indices, without the risk of loss of premium due to market downturns or fluctuation. They may not be appropriate for all clients.

Special Notice Regarding The Use Of A Living Trust As Owner Or Beneficiary Of This Annuity.

The use of living trusts in connection with an annuity contract can be a valuable planning mechanism. However, a living trust is not appropriate when mass-produced in connection with the sale of an insurance product. We strongly suggest you seek the advice of your qualified legal advisor concerning the use of a trust with an annuity contract.

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Withdrawals taken prior to age 59 1/2 may be subject to IRS penalties.

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