



MNL INNOVATOR CHOICE[®] SERIES
FIXED INDEX ANNUITIES

 **MIDLAND NATIONAL**
Life Insurance Company
Annuities at their Best



MNL INNOVATOR CHOICE® SERIES

The Innovator Choice Series are flexible premium, fixed index annuities that offer you the ability to apply all or a portion of your premium among two accounts: an Index Account or a Fixed Account. Your initial premium may be allocated to these two accounts as you wish and can be transferred between accounts once each contract anniversary for the life of your annuity. Additionally, you have the ability to choose between three unique options, each having a distinct surrender charge period and premium bonus that may be applied depending on the option chosen.

Innovator Choice Series fixed index annuities are not an investment in the stock market or in the applicable indices. Rather they are fixed annuities that allow you to benefit from the advantages that a fixed annuity offers such as: tax deferral, the potential to avoid probate, long-term growth, death benefit payout and income for life. Additionally, these annuities offer an Index Account that provides enhanced growth potential without experiencing loss of premium from market loss or fluctuations with the market. If surrendered early, surrender charges may apply. Your Index Account returns are based on three distinct crediting methods, allowing an index credit to be earned based on the annual performance of the indices and crediting methods you select.

The Innovator Choice Series are a long-term annuity products that offer several different options, allowing you the flexibility to choose the option that is best for your situation. Listed below are 3 surrender charge options you can choose from.

7-YEAR OPTION - ISSUE AGES 0-85 ¹
<ul style="list-style-type: none">• A 7-year surrender charge schedule with access to the full Accumulation Value after the seventh contract year.• The opportunity to elect a life annuity payout option based on the Accumulation Value after the first contract year or you may elect at least a 5-year annuity payout option after the fifth contract year. These payout options are available by current Company practice.• Ideal for people with long-term objectives who are comfortable with a 7-year surrender charge.• Minimum guaranteed rates.• Minimum guarantees based on state laws.
10-YEAR OPTION - ISSUE AGES 0-79 ¹
<ul style="list-style-type: none">• A 10-year surrender charge schedule with access to the full Accumulation Value after the tenth contract year.• A 5% premium bonus on all premiums received in the first seven contract years.• The opportunity to elect a life annuity payout option based on the Accumulation Value after the first contract year or you may elect at least a 5-year annuity payout option after the fifth contract year. These payout options are available by current Company practice.• Ideal for people with long-term objectives who are comfortable with a 10-year surrender charge.• Minimum guaranteed rates.• Minimum guarantees based on state laws.
14-YEAR OPTION - ISSUE AGES 0-75 ¹
<ul style="list-style-type: none">• A 14-year surrender charge schedule with access to the full Accumulation Value after the fourteenth contract year.• An 10% premium bonus on all premiums received in the first seven contract years.• The opportunity to create a life annuity payout option based on the Accumulation Value after the first contract year or you may elect at least a 10-year annuity payout option after the fifth contract year. These payout options are available by current Company practice.• Longer Term — Ideal for people with long-term objectives looking for highest premium bonus who are comfortable with 14-year surrender charge.• Minimum guaranteed rates.• Minimum guarantees based on state laws.

1. Please note that issue ages may vary by state.

BENEFITS OF OWNING A DEFERRED ANNUITY

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. This chart details the potential of a tax-deferred annuity.

COMPANY FINANCIAL STRENGTH

All Midland National tax-deferred annuities are backed by the financial strength of the Company's investment portfolio, which emphasizes high-quality bonds that provide safety, liquidity and competitive interest rates. In states where these products are approved, Midland National maintains reserves equal to those required by state regulation.

DEATH BENEFIT

Midland National will pay out, as the Death Benefit, the Accumulation Value to your beneficiary upon the death of the annuitant or an owner. Your beneficiary may choose to receive the payouts in either a lump sum or a series of income payments. If joint annuitants are named, the Death Benefit will be paid on the death of the second annuitant. If joint owners are named, the Death Benefit will be paid on the death of the first owner.

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. See *Annuity Payout Options* on page 5 for complete details.

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 income payments. Please consult with and rely on your own legal or tax advisor.

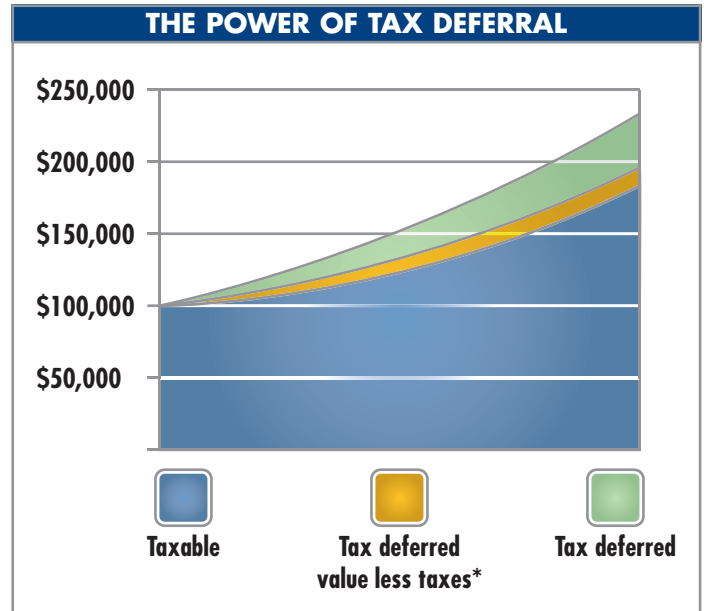


Chart is a hypothetical illustration of tax-deferral and assumes an initial premium of \$100,000 earning 6.00% compounded annual rate of return for 15 years. Not intended to predict or project performance. *Tax deferred value less taxes represents the increase in value, due to tax deferral, less taxes at an assumed rate of 33% with no surrender charge or interest adjustment applied.





JUMP START TO YOUR SAVINGS

You choose from the following premium bonus/surrender charge options:

BONUS/SURRENDER CHARGE OPTIONS		
	PREMIUM BONUS ²	ANNUITY PAYOUT BONUS
	To get a head start on your retirement savings, Midland National awards you a premium bonus based on the surrender charge schedule chosen. The premium bonus is credited to your contract upon issue and is applied to additional premiums in the first seven years as they are received. It's important to note that the premium bonus, as part of the full accumulation value, is paid out upon death.	By current Company practice, if you elect an annuity payout option of at least five years any time after an appropriate time period has elapsed, the following bonus will be added to your Accumulation Value.
7-YEAR	No Premium Bonus	1% after the eighth contract year
10-YEAR	5% on all premium payments receive during first seven contract year	1% after the tenth contract year
14-YEAR	10% on all premium payments received during first seven contract years	2% after the fourteenth contract year

2. Products that have premium bonuses may offer lower credited interest rates, greater Index Margins and/or lower Index Cap Rates than products that don't offer a premium bonus. Over time and under certain scenarios the amount of the premium bonus may be offset by the lower interest rates, greater Index Margins and/or lower Index Cap Rates.

ACCESSING YOUR MONEY

Emergencies do arise, and access to your money is always an important concern. The Innovator Choice Series offers a variety of liquidity features.

For additional withdrawals prior to the end of the surrender charge period, surrender charges may apply. Withdrawals will be treated as ordinary income and if taken prior to age 59 ½ may be subject to a 10% IRS penalty. Withdrawals from your contract will also reduce your Accumulation Value accordingly.

ANNUITY PAYOUT OPTIONS

Should you decide to receive an income from your annuity after the surrender charge period, you will have several annuity payout options from which to choose. Annuity payout options are a benefit of deferred annuities, but are not a requirement with the Innovator Choice Series. Please refer to the chart on the right for annuity payout options available to you.

With non-qualified plans, a portion of each income payout represents a return of premium that is not taxable, thus reducing your tax liabilities.

By current Company practice, you may receive an income from the Accumulation Value after the first contract year (without surrender charges or Interest Adjustment) if you choose a Life Income option.

INCOME OPTIONS

With the exception of Life Income options, income options are available for:

- A minimum of 5 years, or
- A maximum of 20 years.

The following options are available:

- Income for a Specified Period
- Income for a Specified Amount
- Life Income with a Period Certain
- Life Income
- Joint and Survivor Life Income

All options are available after the surrender charge period.



PENALTY-FREE WITHDRAWALS

Innovator Choice Series allows you to take a Penalty-Free Withdrawal (also known as Penalty-Free Partial Surrenders) of up to 10% of your current Accumulation Value once each contract year after the first contract anniversary, without incurring any surrender charges or Interest Adjustment. Any amount in excess of 10% will be assessed a surrender charge and possibly an Interest Adjustment. Surrender charges and Interest Adjustments on IRS-Required Minimum Distributions exceeding the 10% Penalty-Free Withdrawal amount will be waived by current Company practice.

NURSING HOME CONFINEMENT RIDER³

After the first contract anniversary, should the annuitant become confined to a qualified nursing home facility for at least 90 consecutive days, we will increase the Penalty-Free Withdrawal amount by 10% of the Accumulation Value each year while the annuitant is confined. This rider is only available for issue ages 75 and younger and is automatically included with your annuity at no additional charge.

INTEREST ADJUSTMENT⁴

Innovator Choice Series also includes an Interest Adjustment, which generally allows the Company to credit rates higher than on those products without an Interest Adjustment. This adjustment may increase or decrease your surrender value, depending on the change in interest rates since your annuity purchase.

Due to the mechanics of an Interest Adjustment feature, the surrender value generally increases as interest rates fall. Likewise, when interest rates have increased over a period of time, the surrender value generally declines. However, the Interest Adjustment is limited to the interest credited to the Accumulation Value.

This adjustment is applied only during the surrender charge period to surrenders that exceed the applicable penalty-free amount. Interest Adjustments on any portion of IRS-Required Minimum Distributions in excess of the penalty-free amount are waived by current Company practice.

SURRENDER CHARGES

Surrender charges allow the Company to invest your money on a long-term basis and credit higher yields than possible with a similar annuity of shorter term. A surrender charge is assessed on any amount withdrawn, whether as a partial or full surrender, that exceeds the penalty-free amount applicable. However, surrender charges on any portion of an IRS-Required Minimum Distribution exceeding the 10% penalty-free amount are waived by current Company practice. These tables detail the declining charges by the option chosen. Additional premiums deposited into existing contracts will maintain the surrender charge schedule set forth by the initial premium. Certain payout options may incur a surrender charge.

Note: Please keep in mind that a surrender during the surrender charge period could result in a loss of premium. Surrender charge structure may vary by state. Consult your Annuity Disclosure Statement for details specific to your state.

CONTRACT YEAR	14-YEAR SURRENDER CHARGE	10-YEAR SURRENDER CHARGE	7-YEAR SURRENDER CHARGE
1	18%	15%	10%
2	18%	14%	9%
3	17%	13%	8%
4	15%	12%	7%
5	15%	11%	6%
6	15%	10%	4%
7	15%	8%	2%
8	14%	6%	
9	12%	4%	
10	10%	2%	
11	8%		
12	6%		
13	4%		
14	2%		

3. In states where rider is approved. Please contact your sales representative for state availability. If joint annuitants are named on the annuity, rider will apply to the first annuitant who qualifies for the benefit.

4. Interest Adjustment is not available in all states.

PRODUCT FEATURES

ACCUMULATION VALUE

The Accumulation Value is 100% of premium, plus any applicable bonus, allocated to the Fixed and Index Accounts, plus any index credit or other interest earned. It will be reduced by the amount of any withdrawals, but cannot decrease due to negative index performance.

INDEX ACCOUNT

Innovator Choice Series fixed index annuities are not an investment in the stock market or in the applicable indices. Some or all of your premiums may be allocated between several different indices and/or crediting methods. This annuity offers enhanced ability to earn interest credits associated with the annual changes in several distinct indices without the risk of directly participating in stock, bond or equity investments. These indices are recognized worldwide as prominent benchmarks for stock market and bond performance. This is truly a fixed annuity using an interest crediting strategy of indexing to determine the credited rate. The index credits will not mirror the exact performance of any stock market or bond index. In years when the Index Accounts apply 0% growth, you will receive a 0% index credit. It is important to note that the Fixed Account Interest Rate is never applied to premiums allocated to the Index Accounts.

ANNUAL RESET

The Annual Reset allows an index credit, if any, to be added to the index account on each contract anniversary. That amount, when added, becomes “locked-in” because it can not be taken away due to negative index performance. Once added, the “locked-in” index credit will participate in any future credits, giving you the advantage of compounding in subsequent years.

This feature also resets your starting index point each year on your contract anniversary. Annual Reset can be a benefit when the index experiences a severe downturn during the year because you can take advantage of any gains from that point

forward. Without this feature, you would have to wait for the index to climb up to its original level before any gains could be realized.

INDEX MARGIN

Once a gain has been calculated using either the Annual Point-to-Point or Daily Average Crediting Method, an Index Margin is subtracted. The Index Margin is subtracted before applying the Index Cap Rate. The Index Margin is guaranteed for the first year, but can change each year thereafter. The Index Margin is set in advance each contract year, never to be greater than:

- 15% for Daily Average
- 7% for Optimal Index Strategy
- 7% for Annual Point-to-Point

Ask your sales representative for the most current Index Margins.

INDEX CAP RATE

Your annuity applies an Index Cap Rate, or upper limit, to the Index Account’s Annual Point-to-Point and Monthly Point-to-Point Crediting Methods. This rate may change each year and is declared on each contract anniversary. The Index Cap Rate is based on current economic conditions and is guaranteed for the next contract year. At no time will this rate ever fall below the minimum guaranteed, which are:

- 4% annual Index Cap Rate for the Annual Point-to-Point. (3% for the Lehman Brothers U.S. Aggregate Index)
- 3% annual Index Cap Rate for the Optimal Index StrategySM
- 1% monthly Index Cap Rate for the Monthly Point-to-Point

Keep in mind that the annual Index Cap Rates for the Annual Point-to-Point and Optimal Index Strategy are applied after the Index Margin. The Index Cap Rate does not apply to the Fixed Account or Daily Average Crediting Method.

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 and Index Margin)	MONTHLY POINT-TO-POINT* (Subject to an Index Cap Rate)
HOW IS INDEX CREDIT CALCULATED?	Averaged sum of daily closes in index	Annual change in index or index combination	Sum of monthly performance subject to a monthly Index Cap Rate
WHEN IS INDEX CREDIT CALCULATED/CREDITED?	Annually	Annually	Annually
WHEN IS THE INDEX CAP RATE/INDEX MARGIN APPLIED?	Annually	Annually	Monthly
WHEN CAN THE INDEX CAP RATE/INDEX MARGIN CHANGE?	Annually	Annually	Annually
INDEX AVAILABILITY NOTE: Past Index performance is not intended to predict future performance and the Index does not include dividends.	<ul style="list-style-type: none"> S&P 500[®] (DJIA) Dow Jones Industrial AverageSM S&P MidCap 400[®] Russell 2000[®] Index 	<ul style="list-style-type: none"> S&P 500[®] DJ EURO STOXX 50[®] (DJIA) Dow Jones Industrial AverageSM S&P MidCap 400[®] Russell 2000[®] Index NASDAQ-100[®] Lehman Brothers U.S. Aggregate Index 	<ul style="list-style-type: none"> Optimal Index Strategy^{SM*} Combination of: S&P 500[®] DJ EURO STOXX 50[®] Russell 2000[®] Index S&P 500[®] NASDAQ-100[®]

*Indices and strategies may not be available in all states.

DAILY AVERAGE

This method for determining any Index Growth uses a Daily Average calculation to determine a percentage gain or loss in the index during your reset period (see Annual Reset). This is done by comparing the difference between the index on the first day of the contract year and the Index Daily Average during the year (usually 252 trading days), subject to an Index Margin.

MONTHLY POINT-TO-POINT

This method is determined using the monthly changes in the index, subject to a monthly Index Cap Rate. The Index Growth, if any, is credited annually and is based on the sum of all of the monthly percentage changes in the index - which could be positive or negative. On each contract anniversary these changes, not to exceed the monthly Index Cap Rate, are added together to determine the index credit for that year. Negative monthly returns have no downside limit and will reduce the index credit, but the index credit calculation will never be less than zero.

ANNUAL POINT-TO-POINT

Annual Point-to-Point measures index growth using two points in time, the beginning index value and the ending index value. Index linked gains are calculated based on the difference between these two values. The Index Growth, if any, is then subject to an Index Margin and Index Cap Rate.

Optimal Index StrategySM

This is a Multi-Index Annual Point-to-Point Crediting Method, which uses a combination of three separate indices. Individual changes for each index are based on the changes in the index values on the contract anniversary at the beginning and end of the contract year. The individual changes, which can be positive or negative, are ranked by their performance and multiplied by an index weight (50% for best performing, 30% for next best performing and 20% for lowest performing⁵). These subsequent values are then added together to determine the Index Growth for the year, subject to an Index Margin and Index Cap Rate. Negative returns on any of the three indices have no downside limit and will reduce the index credit, but the index credit calculation will never be less than zero.

5. Please note the weighting percentages are subject to change for newly issued contracts. Contracts that have already been issued will maintain the weighting schedule that was originally set at the time of issue. Ask your sales representative for current index weighting percentages.

FIXED ACCOUNT

Premium allocated to this account will earn the current Fixed Account interest rate. This rate will be guaranteed for the entire contract year and the rate will renew annually thereafter, but will never fall below the minimum guaranteed fixed interest rate. Ask your sales representative for both the current and minimum interest rates.

FIXED ACCOUNT	
INTEREST CREDITED	Daily
INTEREST RATE CAN CHANGE	Annually on Contract Anniversary

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 Interest 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.

SUBSEQUENT PREMIUMS

All subsequent premiums are deposited into the Fixed Account and will earn the then-current Fixed Account interest rate until the contract anniversary date. On each contract anniversary, Midland National will allocate any premiums received since the prior contract anniversary among the Fixed Account and Index Account Crediting Methods according to your most recent instructions.

TRANSFER OPTIONS

Each year, you may elect to transfer your values between the Fixed Account and Index Account options. You may also elect to transfer between crediting methods within the Index Account on an annual basis. By current Company practice, you will have 30 days following each contract anniversary to reallocate. Transfers are not allowed until your first contract anniversary. Based on current tax laws, these transfers between options will not be taxable or subject to surrender penalties. (Please refer to your Innovator Choice Series annuity contract for minimum transfer amounts.)



GETTING STARTED

SUMMARY OF CHOICES FOR YOU TO MAKE.

CHOOSE ONE TIME:

1 Surrender charge period

- 7 year (no premium bonus)
OR
- 10 year (5% premium bonus)
OR
- 14 year (10% premium bonus)

CHOOSE EACH YEAR:

2 Index Account Options

- Daily Averaging (DA)
AND/OR
- Annual Point-to-Point (APP)
AND/OR
- Monthly Point-to-Point (MPP)

3 How to allocate your premium

- _____ % S&P 500®
- _____ % S&P MidCap 400®
- _____ % DJIASM
- _____ % NASDAQ-100®
- _____ % Russell 2000®
- _____ % Dow Jones Euro STOXX 50® (only available with APP)
- _____ % Lehman Brothers U.S. Aggregate Index (only available with APP)
- _____ % Optimal Index StrategySM (only available with APP)
- _____ % Fixed Account

Note: This page is for your reference only. It does not need to be returned to Midland National.

PLEASE NOTE:

This brochure is for solicitation purposes only. Please refer to your contract for any other specific information. With every contract that Midland National issues there is a free-look period. This gives you the right to review your entire contract and if you are not satisfied, return it and have your premium returned.

PREMIUM BONUS

Products that have premium bonuses may offer lower credited interest rates, greater Index Margins and/or lower Index Cap Rates than products that don't offer a premium bonus. Over time and under certain scenarios the amount of the premium bonus may be offset by the lower interest rates, greater Index Margins and/or lower Index Cap Rates.

Premium taxes: Accumulation Value will be reduced for premium taxes as required by the state of residence. The MNL Innovator Choice Series annuities are issued on form AC119A (group certificate), AS119A (individual contract), AR100A, AR138A and AR176A (riders/endorsements) or appropriate state variation by Midland National Life Insurance Company, West Des Moines, Iowa. This product, its features and riders may not be available in all states.

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 optional riders make the contract appropriate for your needs. .

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MIDLAND NATIONAL HAS CONSISTENTLY EARNED HIGH INDUSTRY RATINGS:

A.M. Best	A+ (Superior)^{*,*}	2nd highest out of 15 categories	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 contract holders.
Standard & Poor's Corporation	A+ (Strong)^{°,§}	5th highest out of 22 categories	Standard & Poor's Corporation is an independent third-party rating firm that rates on the basis of financial strength.

* A.M. Best rating assigned on April 16, 2009. For the latest rating, access www.ambest.com.

° Awarded to Midland National as part of Sammons Financial Group, which consists of Midland National Life Insurance Company and North American Company for Life and Health Insurance.

§ Standard and Poor's rating assigned March 31, 2010.

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.

www.midlandannuity.com

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INSURANCE MARKETPLACE
 STANDARDS ASSOCIATION

**NOT FDIC INSURED.
 NO BANK GUARANTEE.**