

ING Global Advantage & Premium Opportunity Fund  
Form N-CSR  
May 10, 2007

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OMB APPROVAL

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM N-CSR**

**CERTIFIED SHAREHOLDER REPORT OF  
REGISTERED MANAGEMENT INVESTMENT COMPANIES**

**Investment Company Act file number: 811-21786**

**ING Global Advantage and Premium Opportunity Fund**  
(Exact name of registrant as specified in charter)

**7337 E. Doubletree Ranch Rd., Scottsdale, AZ**

(Address of principal executive offices)

**85258**

(Zip code)

**The Corporation Trust Company, 1209 Orange  
Street, Wilmington, DE 19801**

(Name and address of agent for service)

Registrant's telephone number, including area code: **1-800-992-0180**

Date of fiscal year end: **February 28**

Date of reporting period: **February 28, 2007**

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**Funds**

**Annual Report**

**February 28, 2007**

**ING Global Advantage and  
Premium Opportunity 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 funds' investment objectives, risks, charges, expenses and other information. This information should be read carefully.

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PRESIDENT'S LETTER

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Dear Shareholder,

ING Global Advantage and Premium Opportunity Fund (the "Fund") is a diversified, closed-end management investment company traded on the New York Stock Exchange under the symbol "IGA". The primary objective of the Fund is to provide a high level of income, with a secondary objective of capital appreciation.

The Fund seeks to achieve its investment objectives by investing at least 80% of its managed assets in a diversified global equity portfolio. It looks to earn additional income through a strategy of writing index call options.

I am very pleased to report that for the year ended February 28, 2007, the Fund continued to provide you with attractive quarterly distributions generated by its global-equity strategy coupled with its index call writing strategy.

Based on its share price as February 28, 2007, the Fund provided a twelve-month total return of 24.40%<sup>(1)</sup>. This return reflects an increase in its share price from \$18.61 on February 28, 2006, to \$21.11 on February 28, 2007, plus the reinvestment of \$1.86 per share in distributions. Based on net asset value ("NAV"), the Fund had a total return of 14.81%<sup>(2)</sup>. The Fund made four quarterly distributions of \$0.465 per share, for a total of \$1.86 per share for the fiscal year ended February 28, 2007. For more information on the Fund's performance, please read the Market Perspective and Portfolio Managers' Report.

At ING Funds our mission is to set the standard in helping our clients manage their financial future. We seek to assist you and your financial advisor by offering a range of global investment solutions. We invite you to visit our website at [www.ingfunds.com](http://www.ingfunds.com). Here you will find information on our products and services, including current market data and fund statistics on our open- and closed-end funds. You will see that we offer a broad variety of equity, fixed income and multi-asset funds that aim to fulfill a variety of investor needs.

We thank you for trusting ING Funds with your investment assets, and we look forward to serving you in the months and years ahead.

Sincerely,

Shaun P. Mathews  
President  
ING Funds  
April 12, 2007

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The views expressed in the President's Letter reflect those of the President as of the date of the letter. Any such views are subject to change at any time based upon market or other conditions and ING Funds disclaims any responsibility to update such views. These views may not be relied on as investment advice and because investment decisions for an ING Fund are based on numerous factors, may not be relied on as an indication of investment intent on behalf of any ING Fund. Reference to specific company securities should not be construed as recommendations or investment advice.

International investing does pose special risks including currency fluctuation, economic and political risks not found in investments that are solely domestic.

<sup>1</sup> Total investment return at market value measures the change in the market value of your investment assuming reinvestment of dividends and capital gain distributions, if any, in accordance with the provisions of the Fund's dividend reinvestment plan.

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2 Total investment return at net asset value has been calculated assuming a purchase at net asset value at the beginning of each period and a sale at net asset value at the end of each period and assumes reinvestment of dividends and capital gain distributions, if any, in accordance with the provisions of the dividend reinvestment plan.

Table of Contents**MARKET PERSPECTIVE:** YEAR ENDED FEBRUARY 28, 2007

In our semi-annual report, we described what we believed to be **global equities** markets apparently obsessed by interest rates and how the modest gains for the six-month period were largely made after the U.S. Federal Reserve Board left the federal funds rate unchanged on August 8, 2006 after 17 interest rate increases. The second half of the fiscal year was much healthier however, and the Morgan Stanley Capital International ( MSCI ) World Index<sup>SM(1)</sup> measured in local currencies, including net reinvested dividends advanced 9.6% and for the year ended February 28, 2007, returned 15.86%. In **currencies**, the dollar, suffering from expectations that European interest rates would rise faster than those in the U.S., fell 3.1% in euros and 3.0% against the pound. But the yen was buffeted by the carry trade : speculators borrow in yen at tiny interest rates and buy higher yielding securities in other currencies, often leveraged, and riskily betting that the yen will not strengthen. For six months, the dollar gained 1.26% and for the year ended February 28, 2007, the dollar gained 2.12%.

We noted in the semi-annual report that the once booming U.S. housing market, a powerful driver of growth in recent years, had fallen into decline and the economy was clearly slowing. This continued into the second six months and it was only in the last few days of 2006 that the slump showed some signs of bottoming out, with unexpectedly good new and existing home sales figures reported, along with rebounding consumer confidence. The early economic data in 2007 sustained this view, reporting strong employment, retail sales and confidence readings as well as robust increases in housing starts and pending home sales. The first estimate of fourth quarter gross domestic product ( GDP ) growth was an impressive 3.5%.

Yet the seeds of doubt were planted when it was reported on February 2, 2007, that the default rate among sub-prime housing loans was now higher than during the 2001 recession. It had long been feared that mortgage lending had become far too easy during the boom, particularly to those least able to repay and that the inevitable correction would be severe. Within weeks the country 's largest sub-prime mortgage lender increased its loss reserves by \$1.76 billion, while the apparent general improvement in housing figures proved illusory. This may be explained by the mild weather of early winter, as new starts and sales plummeted and prices resumed their decline. Fourth quarter GDP growth was revised down to 2.2% and the fiscal year ended with fears that the weak conditions would persist for much longer than had been hoped.

**Fixed income** markets reacted predictably after August. The ten-year U.S. Treasury yield fell to its lowest level at the beginning of December, then soared 47 basis points (0.47%) within two months to its peak, before giving most of it back in February to end at 4.55%, 18 basis points (0.18%) below the August 31, 2006 rate. With the Federal Open Market Committee 's ( FOMC ) bias still towards tightening the yield on the three-month Treasury Bill was more stable during the second six months, rising by 9 basis points (0.09%) to 5.00%. On February 27, 2007, in fact the yield on the three-month Treasury Bill exceeded the ten-year yield by 48 basis points (0.48%), the most since January 2, 2001. The broader Lehman Brothers® Aggregate Bond Index ( LBAB<sup>2)</sup>) of investment grade bonds gained 3.66% and for the year ended February 28, 2007 returned 5.54%.

February was an unsettling month in other ways. The **China stock market** had practically doubled in 2006 and the long expected pull back eventually came on February 27th when the index fell 9%. The effect on sentiment was to shake relative risk strategies generally. Money left stocks and high yield bonds and went into investment grade bonds. Many carry trades were unwound. The effect on major developed markets and on other Asian emerging markets were falls of between 3.5% to 4.5% at the end of the month.

Investors in **U.S. equities** remained generally optimistic in the face of growing evidence of economic slowdown and later sub-prime mortgage lending problems. For the second six months of the fiscal year, the Standard & Poor 's 500



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Composite Stock Price Index ( S&P 500 Index <sup>(3)</sup>) rose 8.9% and for the year ended February 28, 2007 returned 11.97%, including dividends. Reasons for this were not hard to find. For one thing, the oil price, having hit its record in mid July averaged 22% less. GDP growth may have slowed but the share of corporate profits, reported at 12.4%, was the highest since the 1950s. S&P 500<sup>®</sup> Index companies were well on their way to reporting their 14th straight double-digit percentage earnings gain. The next merger or acquisition never seemed far away. The setback on February 27, a 3.5% fall, was the worst in nearly three years.

International markets also had a strong second half (based on MSCI local currency indices plus net

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**MARKET PERSPECTIVE: YEAR ENDED FEBRUARY 28, 2007**

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dividends), subject to sharp drops in the last two days. In **Japan** the market advanced 9.5% boosted by the fastest quarterly rate of GDP growth in three years and despite another 0.25% interest rate increase in late February. Consumer spending was fragile despite low unemployment and almost flat prices. Yet business confidence remained high and profit growth healthy. **European ex UK** markets surged 11.3%. The environment for stocks improved, due to the fastest GDP growth in years, inflation just below 2%, declining unemployment and budget deficits, plus continuing merger and acquisition activity, and despite headwinds in the form of a strengthening euro, a hawkish European Central Bank that raised rates twice and the rise in German sales tax. **UK equities** added 6.2% in the second six months of our fiscal year, shrugging off two rate increases and inflation at 2.8%. Rising home prices, up more than 10% in 2006, and a robust service sector appear to have raised the UK's growth trajectory, with fourth quarter GDP 3.0% higher than a year earlier. Again however widespread, large-scale mergers and acquisitions energized the market.

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(1) The **MSCI World Index<sup>SM</sup>** 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 **LBAB Index** is a widely recognized, unmanaged index of publicly issued investment grade U.S. Government, mortgage-backed, asset-backed and corporate debt securities.

(3) The **S&P 500<sup>®</sup> Index** is an unmanaged index that measures the performance of the securities of approximately 500 of the largest companies in the U.S.

**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](http://www.ingfunds.com) to obtain performance data current to the most recent month end.**

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

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# ING GLOBAL ADVANTAGE AND PREMIUM OPPORTUNITY FUND PORTFOLIO MANAGERS REPORT

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ING Global Advantage and Premium Opportunity Fund's (the Fund) primary investment objective is to provide a high level of income. Capital appreciation is a secondary investment objective. The Fund seeks to achieve its investment objectives by:

investing at least 80% of its managed assets in a diversified global equity portfolio; and

utilizing an integrating option writing strategy.

The Fund is managed by Paul Zemsky, Omar Aguilar, Jody I. Hrazanek, Carl Ghielen, Martin Jansen, Bas Peeters and Frank Van Etten, Portfolio Managers, ING Investment Management Co. the Sub-Adviser.

**Portfolio Construction:** Under normal market conditions, the Fund invests in a diversified portfolio of common stocks of companies located in a number of different countries throughout the world, normally in approximately 550 common stocks, seeking to reduce the Fund's exposure to individual stock risk. The Fund normally invests across a broad range of countries, industries and market sectors, including investments in issuers located in countries with emerging markets.

The Fund's weighting between U.S. and international equities

### Country Allocation

as of February 28, 2007  
(as a percent of net assets)

*Portfolio holdings are subject to change daily.*

depends on the Sub-Adviser's ongoing assessment of market opportunities for the Fund. Under normal market conditions, the Fund seeks to maintain a target weighting of 60% in U.S. domestic common stocks and not less than 40% in international (ex-U.S.) common stocks.

**The Fund's Integrated Option Strategy:** The option strategy of the Fund is designed to generate premiums by writing (selling) index call options on selected indices in an amount equal to approximately 60% to 100% of the value of the Fund's holdings in common stocks.

Writing index call options involves granting the buyer the right to appreciation of the value of an index above at a particular price (the strike price) at a particular time. If the purchaser exercises an index call option sold by the Fund, the Fund will pay the purchaser the difference between the cash value of the index and the strike price of the option.

The Fund seeks to generate income and gains from its portfolio index call option strategy and, to a lesser extent, income from dividends on the common stocks held in the Fund's portfolio. The extent of index call option writing activity depends upon market conditions and the Sub-Adviser's ongoing assessment of the attractiveness of writing index call options on selected indices. Index call options are primarily written in over-the-counter markets with

**Top Ten Holdings**

**as of February 28, 2007**  
*(as a percent of net assets)*

|                                       |      |
|---------------------------------------|------|
| ExxonMobil Corp.                      | 2.6% |
| Bank of America Corp.                 | 1.7% |
| Citigroup, Inc.                       | 1.6% |
| International Business Machines Corp. | 1.4% |
| Hewlett-Packard Co.                   | 1.2% |
| JPMorgan Chase & Co.                  | 1.2% |
| Walt Disney Co.                       | 1.1% |
| Cisco Systems, Inc.                   | 1.1% |
| AT&T, Inc.                            | 1.0% |
| Dell, Inc.                            | 1.0% |

*Portfolio holdings are subject to change daily.*

major international banks, broker-dealers and financial institutions. The Fund may also write call options in exchange-listed option markets.

The Fund writes call options that are generally short-term (between 10 days and three months until expiration) and at-or near-the-money. The Fund typically maintains its covered call positions until expiration, but it retains the option to buy back the covered call options and sell new covered call options.

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## ING GLOBAL ADVANTAGE AND PREMIUM OPPORTUNITY FUND PORTFOLIO MANAGERS REPORT

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The Fund may, and during the period has, hedged the vast majority of its foreign currency exposure by selling forward against the U.S. dollar various currencies in which its equity holdings are denominated, including the Australian Dollar, the Swiss Franc, the Euro, the Great British Pound Sterling and the Japanese Yen.

**Performance:** Based on its share price as February 28, 2007, the Fund provided a twelve-month total return of 24.40%. This return reflects an increase in its share price from \$18.61 on February 28, 2006, to \$21.11 February 28, 2007, plus the reinvestment of \$1.86 per share in distributions. Based on net asset value ( NAV ), the Fund had a total return of 14.81% for the twelve-month period. The Standard & Poor's 500 Composite Stock Price Index ( S&P 500 Index ), the Morgan Stanley Capital International Europe, Australasia and Far East Index ( MSCI EAFE Index ) and the Chicago Board Options Exchange ( CBOE ) BuyWrite Monthly Index returned 11.97%, 21.07% and 10.61%, respectively, for the same period. The Fund made four quarterly distributions of \$0.465 per share, for a total of \$1.86 per share for the fiscal year ended February 28, 2007. As of February 28, 2007, the Fund had 18,185,082 shares outstanding.

**Market and Portfolio Review:** The U.S. large-cap equity portion of the Fund is based upon the ING Enhanced Index Select Strategy, which modestly underperformed the S&P 500® Index before charges. Security selection added to performance while sector allocation hurt the Fund. Security selection was particularly strong in telecommunication services and information technology, but acted as a drag in several consumer sectors. The Fund's underweights in telecommunication services and financial stocks were the primary disappointments from an allocation perspective.

The international equity component of the Fund is based upon the ING International Index Plus Strategy, which outperformed its benchmark, the MSCI EAFE® Index, for the year under review. By design, the portfolio is closely aligned with the regional and sector weights of the index. Stock selection added value in Europe, Japan and developed Asia ex-Japan. Noteworthy positive contributions were recorded in the materials, industrials, consumer discretionary and utility sectors. In contrast, financials negatively impacted returns.

During the year, most major currency markets strengthened versus the U.S. dollar on concerns over global interest rates, while the yen weakened slightly. As a result, the Fund's overall currency hedge detracted from the Fund's performance. However, the loss was somewhat mitigated by the Fund's yen hedge. The last week of the reporting period saw a reversal of this trend as talk of the unwinding of the yen carry trade was reflected in the currency markets.

Turning to the Fund's option strategy, over the twelve-month period the Fund's domestic trades produced mixed results. Generally, the early part of the period's option gains (as a result of our written call options expiring out of the money) were offset by losses in the later part of the period (as the Fund's options expired in the money after the rally in the equity markets). Although the VIX, the CBOE Volatility Index, seemed to languish at low levels throughout the period, we did manage to capitalize on the spikes in volatility that occurred in the early months of the summer. In August, the Fund's coverage ratio was lowered from 70% to 65% and was subsequently increased to approximately 67% in the fall of 2006, where it stood at the end of February. Over the twelve months, call options were written on approximately 65% to 70% of the Fund's assets.

In the international arena, call options were written on the Financial Times Stock Exchange ( FTSE ) Index, the Dow

Jones Euro Stoxx 50 (Price) Index ( Eurostoxx 50 ) and the Nikkei 225 Index. The option portfolio consisted of a basket of short-dated options with low tracking error relative to the MSCI EAFE® Index. The actual composition of the basket may be adjusted to capitalize on the relative attractiveness of volatility premiums and market trading opportunities. For the fiscal year as a whole, the trending up of markets resulted in most of the options expiring in-the-money. A notable exception was the April to June timeframe, when a general market decline resulted in most of the written options expiring worthless. However, the associated increased implied volatility resulted in higher option premiums compared to the previous months. In August, the coverage ratio was lowered from approximately 70% to 65%. The strikes of the traded options were close to the money, with average maturities of between four and six weeks.

Overall, the result of the Fund's options strategy was to detract from total return. This was also the case with our currency hedging strategy as the U.S. dollar weakened against the Euro and the British pound.

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**ING GLOBAL ADVANTAGE AND  
PREMIUM OPPORTUNITY FUND  
PORTFOLIO MANAGERS REPORT**

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***Outlook and Current Strategy:*** The recent sell-off in equities as a result of concerns in the Asian and U.S. markets has caused an increase in volatility. While we remain fundamentally constructive on global equity markets, we believe the slowing growth outlook in the U.S. and decelerating earnings growth in the international developed markets may increase volatility in the near term. We believe that this repricing of risk in the global markets may lead to slightly higher implied volatility levels in the coming months. Risk premiums should therefore remain attractive.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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The Shareholders and Board of Trustees

ING Global Advantage and Premium Opportunity Fund

We have audited the accompanying statement of assets and liabilities of ING Global Advantage and Premium Opportunity Fund, including the portfolio of investments, as of February 28, 2007, and the related statement of operations for the year then ended, and the statements of changes in net assets and the financial highlights for the year then ended and the period from October 31, 2005 (commencement of operations) to February 28, 2006. 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 audits.

We conducted our audits 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 February 28, 2007, by correspondence with the custodian and brokers, or by other appropriate auditing procedures when replies from brokers were not received. 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 audits provide 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 Global Advantage and Premium Opportunity Fund as of February 28, 2007, and the results of its operations, the changes in its net assets, and the financial highlights for the periods specified in the first paragraph above, in conformity with U.S. generally accepted accounting principles.

Boston, Massachusetts

April 27, 2007



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STATEMENT OF ASSETS AND LIABILITIES AS OF FEBRUARY 28, 2007

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**ASSETS:**

Investments in securities at  
value\*  
\$385,110,475  
Short-term investments at  
amortized cost  
2,228,000  
Cash  
936,648  
Cash collateral for futures  
98,000  
Foreign currencies at value\*\*  
16,281  
Receivables:  
  
Investment securities sold  
1,179  
Dividends and interest  
730,514  
Variation margin receivable  
27,209  
Unrealized appreciation on  
forward foreign currency  
contracts  
96,277  
Prepaid expenses  
3,535

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Total assets  
389,248,118

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**LIABILITIES:**

Payable for investment securities  
purchased  
1,174  
Payable for futures variation  
margin  
3,400  
Unrealized depreciation on  
forward foreign currency  
contracts  
1,904,966  
Payable to affiliates  
135,297  
Payable for trustee fees  
7,412  
Other accrued expenses and  
liabilities  
165,424  
Options written\*\*\*  
1,597,655

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Total liabilities  
3,815,328

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**NET ASSETS (equivalent to  
\$21.19 per share on  
18,185,082 shares outstanding)**  
\$385,432,790

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**NET ASSETS WERE  
COMPRISED OF:**

Paid-in capital shares of  
beneficial interest at \$0.01 par  
value (unlimited shares  
authorized)  
341,784,514  
Accumulated distributions in  
excess of net investment income  
(4,166,620)  
Accumulated net realized gain  
on investments, foreign currency  
related transactions, futures and  
written options  
14,852,885  
Net unrealized appreciation on  
investments, foreign currency  
related transactions, futures and  
written options  
32,962,011

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**NET ASSETS**  
\$385,432,790

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\* Cost of investments in  
securities  
\$352,545,675  
\*\* Cost of foreign currencies  
\$16,281  
\*\*\* Premiums received for  
options written  
\$3,839,882

See Accompanying Notes to Financial Statements

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STATEMENT OF OPERATIONS FOR THE YEAR ENDED FEBRUARY 28, 2007

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**INVESTMENT INCOME:**

Dividends, net of foreign  
taxes withheld\*  
\$8,198,041  
Interest  
96,521

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Total investment income  
8,294,562

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**EXPENSES:**

Investment management fees  
2,774,584  
Transfer agent fees  
17,501  
Administrative service fees  
369,942  
Shareholder reporting  
expense  
72,358  
Professional fees  
64,881  
Custody and accounting  
expense  
145,216  
Trustee fees  
13,152  
Miscellaneous expense  
47,328

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Total expenses  
3,504,962

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Net investment income  
4,789,600

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**REALIZED AND  
UNREALIZED GAIN  
(LOSS) ON  
INVESTMENTS,  
FOREIGN CURRENCY  
RELATED  
TRANSACTIONS,  
FUTURES AND  
WRITTEN OPTIONS:**

Net realized gain (loss) on:

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Investments  
40,473,674  
Foreign currency related  
transactions  
(7,661,865)  
Futures and written options  
3,498,345

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Net realized gain on  
investments, foreign  
currency related transactions,  
futures and written options  
36,310,154

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Net change in unrealized  
appreciation or depreciation  
on:

Investments  
9,757,520  
Foreign currency related  
transactions  
(972,344)  
Futures and written options  
1,103,350

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Net change in unrealized  
appreciation or depreciation  
on investments, foreign  
currency related transactions,  
futures and written options  
9,888,526

---

Net realized and unrealized  
gain on investments, foreign  
currency related transactions,  
futures and written options  
46,198,680

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**Increase in net assets  
resulting from operations**  
\$50,988,280

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\* Foreign taxes withheld  
\$330,863

See Accompanying Notes to Financial Statements



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STATEMENTS OF CHANGES IN NET ASSETS

|  | Year Ended<br>February 28,<br>2007 | October 31, 2005 <sup>(1)</sup><br>to February 28,<br>2006 |
|--|------------------------------------|--|
| <b>FROM OPERATIONS:</b>  |                                    |  |
| Net investment income  | \$4,789,600                        | \$1,002,354  |
| Net realized gain (loss) on investments, foreign currency related transactions, futures and written options                              | 36,310,154                         | (36,811)   |
| Net change in unrealized appreciation or depreciation on investments, foreign currency related transactions, futures and written options | 9,888,526                          | 23,073,485   |
| <hr/>  |                                    |  |
| <hr/>  |                                    |  |
| Net increase in net assets resulting from operations   | 50,988,280                         | 24,039,028   |
| <hr/>  |                                    |  |
| <hr/>  |                                    |  |
| <b>FROM DISTRIBUTIONS TO SHAREHOLDERS:</b>   |                                    |  |
| Net investment income  | (812,038)                          | (2,798,525)  |
| Net realized gains   | (27,768,469)                       |  |
| Tax return of capital  | (5,048,487)                        |  |
| <hr/>  |                                    |  |
| <hr/>  |                                    |  |
| Total distributions  | (33,628,994)                       | (2,798,525)  |
| <hr/>  |                                    |  |
| <hr/>  |                                    |  |
| <b>FROM CAPITAL SHARE TRANSACTIONS:</b>  |                                    |  |
| Net proceeds from sale of shares   | 344,033,000                        | (2)  |
| Dividends reinvested   | 2,700,001                          |  |
| <hr/>  |                                    |  |
| <hr/>  |                                    |  |
| Net increase in net assets resulting from capital share transactions   | 2,700,001                          | 344,033,000  |
| <hr/>  |                                    |  |
| <hr/>  |                                    |  |

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Net increase in net assets  
20,059,287 365,273,503

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**NET ASSETS:**

Beginning of period  
365,373,503 100,000

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End of period  
\$385,432,790 \$365,373,503

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Undistributed net investment income (accumulated distributions in excess of net investment income) at end of period  
\$(4,166,620) \$1,628,960

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(1) Commencement of operations (2) Proceeds from sale of shares net of sales load of \$16,245,000 and offering costs of \$722,000.

See Accompanying Notes to Financial Statements

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# ING GLOBAL ADVANTAGE AND PREMIUM OPPORTUNITY FUND FINANCIAL HIGHLIGHTS

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

|   | Year<br>Ended<br>February 28,<br>2007 | October 31,<br>2005 <sup>(1)</sup> to<br>February 28,<br>2006 |
|---|---------------------------------------|---|
| <b>Per Share Operating Performance:</b>                             |                                       |   |
| Net asset value, beginning of period                                | \$ 20.24                              | 19.06(2)  |
| Income from investment operations:                                  | Net investment income                 |   |
| \$ 0.26 0.06* Net realized and unrealized gain on investments       |                                       |   |
| \$ 2.55 1.28 Total from investment operations                       | \$ 2.81 1.34                          | Less  |
| distributions from:   | Net investment income \$ 0.04 0.16    |   |
| Net realized gains on investments                                   | \$ 1.54                               | Tax return of capital \$ 0.28                                 |
| Total distributions   | \$ 1.86 0.16                          | Net asset value, end of period                                |
| \$ 21.19 20.24 Market value, end of period                          | \$ 21.11 18.61                        | <b>Total</b>  |
| <b>investment return at net asset value<sup>(3)</sup></b>           | <b>% 14.81</b>                        | <b>7.08</b>   |
| <b>investment return at market value<sup>(4)</sup></b>              | <b>% 24.40</b>                        | <b>(6.17)</b>   |
| <b>Ratios and Supplemental Data:</b>                                |                                       |   |
| Net assets, end of period (millions)                                | \$ 385                                | 365   |
| Ratios to average net assets:                                       | Gross expenses prior to expense       |   |
| reimbursement <sup>(5)</sup>  | % 0.95                                | 1.06  |
| Net expenses after expense reimbursement <sup>(5)(6)</sup>          | % 0.95                                | 1.00  |
| Net investment income after expense reimbursement <sup>(5)(6)</sup> | % 1.29                                | 0.86  |
| Portfolio turnover rate   | %                                     | 132 41  |

(1) Commencement of operations.

(2) Net asset value at beginning of period reflects the deduction of the sales load of \$0.90 per share and offering costs of \$0.04 per share paid by the shareholder from the \$20.00 offering price.

(3) Total investment return at net asset value has been calculated assuming a purchase at net asset value at the beginning of each period and a sale at net asset value at the end of each period and assumes reinvestment of dividends and capital gain distributions, if any, in accordance with the provisions of the dividend reinvestment plan. Total investment return at net asset value is not annualized for periods less than one year.

(4) Total investment return at market value measures the change in the market value of your investment assuming reinvestment of dividends and capital gain distributions, if any, in accordance with the provisions of the Fund's dividend reinvestment plan. Total investment return at market value is not annualized for periods less than one year.

(5) Annualized for periods less than one year.

(6) The Investment Adviser has agreed to limit expenses, (excluding interest, taxes, brokerage and extraordinary expenses) subject to possible recoupment by ING Investments, LLC within three years of being incurred.

\* Per share data calculated using average number of shares outstanding throughout the period.



See Accompanying Notes to Financial Statements

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NOTES TO FINANCIAL STATEMENTS AS OF FEBRUARY 28, 2007

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**NOTE 1 ORGANIZATION**

ING Global Advantage and Premium Opportunity Fund (the Fund) is a diversified, closed-end management investment company registered under the Investment Company Act of 1940, as amended (the 1940 Act). The Fund is organized as a Delaware statutory trust. The primary investment objective for the Fund is to provide a high level of income. Capital appreciation is a secondary investment objective. The Fund seeks to achieve its investment objectives by investing in a portfolio of global common stocks and utilizing an integrated options writing strategy.

**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 are valued at the NASDAQ official closing prices. Securities traded on an exchange or NASDAQ for which there has been no sale and equity 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 which use prices provided by market-makers or estimates of market values obtained from yield data relating to instruments or securities with similar characteristics.

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 determined in good faith by or under the supervision of the Fund's Board of Trustees (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 net asset value (NAV) may also be valued at their fair values as determined in good faith by or under the supervision of the Fund's Board, in accordance with methods that are specifically authorized by the Board. 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 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 denominated 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 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

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## NOTES TO FINANCIAL STATEMENTS AS OF FEBRUARY 28, 2007 (CONTINUED)

**NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (continued)**

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 are valued at amortized cost, which, when combined with accrued interest, approximates market value.

Options that are traded over-the-counter will be valued using one of three methods: (1) dealer quotes, (2) industry models with objective inputs, or (3) by using a benchmark arrived at by comparing prior-day dealer quotes with the corresponding change in the underlying security. Exchange traded options will be valued using the last reported sale. If no last sale is reported, exchange traded options will be valued using an industry accepted model such as Black Scholes. Options on currencies purchased by the Fund are valued using industry models with objective inputs.

- B. *Security Transactions and Revenue Recognition.* Security transactions are recorded on the trade date. Realized gains or losses on sales of investments are calculated on the identified cost basis. Interest income is recorded on the accrual basis. Premium amortization and discount accretion are determined using the effective yield method. Dividend income is recorded on the ex-dividend date, or in the case of some foreign dividends, when the information becomes available to the Fund.
- C. *Foreign Currency Translation.* The books and records of the Fund are maintained in U.S. dollars. Any foreign currency amounts are translated into U.S. dollars on the following basis:
- (1) Market value of investment securities, other assets and liabilities at the exchange rates prevailing at the end of the day.
  - (2) Purchases and sales of investment securities, income and expenses at the rates of exchange prevailing on the respective dates of such transactions.

Although the net assets and the market values are presented at the foreign exchange rates at the end of the day, the Fund does not isolate the portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized and unrealized gains or losses from investments. For securities, which are subject to foreign withholding tax upon disposition, liabilities are recorded on the Statement of Assets and Liabilities for the estimated tax withholding based on the securities current market value. Upon disposition, realized gains or losses on such securities are recorded net of foreign withholding tax. Reported net realized

foreign exchange gains or losses arise from sales of foreign currencies, currency gains or losses realized between the trade and settlement dates on securities transactions, the difference between the amounts of dividends, interest, and foreign withholding taxes recorded on the Fund's books and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes in the value of assets and liabilities other than investments in securities at period end, resulting from changes in the exchange rate. Foreign security and currency transactions may involve certain considerations and risks not typically associated with investing in

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NOTES TO FINANCIAL STATEMENTS AS OF FEBRUARY 28, 2007 (CONTINUED)

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**NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (continued)**

U.S. companies and U.S. government securities. These risks include, but are not limited to, revaluation of currencies and future adverse political and economic developments which could cause securities and their markets to be less liquid and prices more volatile than those of comparable U.S. companies and U.S. government securities.

- D. *Forward Foreign Currency Contracts.* The Fund may enter into forward foreign currency contracts primarily to hedge against foreign currency exchange rate risks on their non-U.S. dollar denominated investment securities. When entering into a currency forward contract, the Fund agrees to receive or deliver a fixed quantity of foreign currency for an agreed-upon price on an agreed future date. These contracts are valued daily and the Fund's net equity therein, representing unrealized gain or loss on the contracts as measured by the difference between the forward foreign exchange rates at the dates of entry into the contracts and the forward rates at the reporting date, is included in the statement of assets and liabilities. Realized and unrealized gains and losses on forward foreign currency contracts are included on the Statement of Operations. These instruments involve market and/or credit risk in excess of the amount recognized in the statement of assets and liabilities. Risks arise from the possible inability of counterparties to meet in terms of their contracts and from movement in currency and securities values and interest rates.
- E. *Distributions to Shareholders.* Dividends from net investment income and net realized gains, if any, are declared and paid quarterly by the Fund. Distributions are determined annually in accordance with federal tax principles, which may differ from U.S. generally accepted accounting principles for investment companies. The Fund may make distributions on a more frequent basis to comply with the distribution requirements of the Internal Revenue Code. Distributions are recorded on the ex-dividend date.

The Fund intends to make regular quarterly distributions based on the past and projected performance of the Fund. The tax treatment and characterization of the Fund's distributions may vary significantly from time to time depending on whether the Fund has gains or losses on the call options written on its portfolio versus gains or losses on the equity securities in the portfolio. The Fund's distributions will normally reflect past and projected net investment income, and may include income from dividends and interest, capital gains and/or a return of capital. The final composition of the tax characteristics of the distributions cannot be determined with certainty until after the end of the year, and will be reported to shareholders at that time. The amount of quarterly distributions will vary, depending on a number of factors. As portfolio and market conditions change, the rate of dividends on the common shares will change. There can be no assurance that the Fund will be able to declare a dividend in each period.

- 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 provision is required. No capital gain distributions shall be made until any capital loss carryforwards have been fully utilized or expired.
- 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. *Securities Lending.* Under an agreement with The Bank of New York ( BNY ) the Fund has the option to temporarily loan up to 30% of its managed assets to brokers, dealers or other financial institutions in exchange for a negotiated lender's fee. The borrower is required to fully collateralize the loans with cash or U.S. government securities. Generally, in the event of counterparty default, the Fund has the right to use collateral to offset losses incurred. There would be potential loss to the Fund in the event the Fund is delayed or prevented from

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NOTES TO FINANCIAL STATEMENTS AS OF FEBRUARY 28, 2007 (CONTINUED)

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**NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (continued)**

exercising its right to dispose of the collateral. The Fund bears the risk of loss with respect to the investment of collateral. Engaging in securities lending could have a leveraging effect, which may intensify the credit, market and other risks associated with investing in the Fund.

- I. *Options Contracts.* The Fund may purchase put and call options and may write (sell) put options and covered call options. The premium received by the Fund upon the writing of a put or call option is included in the Statement of Assets and Liabilities as a liability which is subsequently marked-to-market until it is exercised or closed, or it expires. The Fund will realize a gain or loss upon the expiration or closing of the option contract. When an option is exercised, the proceeds on sales of the underlying security for a written call option or purchased put option or the purchase cost of the security for a written put option or a purchased call option is adjusted by the amount of premium received or paid. The risk in writing a call option is that the Fund gives up the opportunity for profit if the market price of the security increases and the option is exercised. The risk in writing a put option is that the Fund may incur a loss if the market price of the security decreases and the option is exercised. The risk in buying an option is that the Fund pays a premium whether or not the option is exercised. Risks may also arise from an illiquid secondary market or from the inability of counterparties to meet the terms of the contract.
- J. *Repurchase Agreements.* The Fund may invest in repurchase agreements only with government securities dealers recognized by the Board of Governors of the Federal Reserve System. Under such agreements, the seller of the security agrees to repurchase it at a mutually agreed upon time and price. The resale price is in excess of the purchase price and reflects an agreed upon interest rate for the period of time the agreement is outstanding. The period of the repurchase agreements is usually short, from overnight to one week, while the underlying securities generally have longer maturities. The Fund will receive as collateral securities acceptable to it whose market value is equal to at least 100% of the carrying amount of the repurchase agreements, plus accrued interest, being invested by the Fund. The underlying collateral is valued daily on a mark to market basis to assure that the value, including accrued interest is at least equal to the repurchase price. There would be potential loss to the Fund in the event the Fund is delayed or prevented from exercising its right to dispose of the collateral, and it might incur disposition costs in liquidating the collateral.

**NOTE 3 INVESTMENT MANAGEMENT AND ADMINISTRATIVE FEES**

ING Investments, LLC ( *ING Investments* or the *Investment Adviser* ), an Arizona limited liability company, is the Investment Adviser of the Fund. The Fund pays the Investment Adviser for its services under the investment management agreement ( *Management Agreement* ), a fee, payable monthly, based on an annual rate of 0.75% of the Fund's average daily managed assets. For the purposes of the Management Agreement, managed assets are defined as the Fund's average daily gross asset value, minus the sum of the Fund's accrued and unpaid dividends on any outstanding preferred shares and accrued liabilities (other than liabilities for the principal amount of any borrowings incurred, commercial paper or notes issued by the Fund and the liquidation preference of any outstanding preferred shares). As of February 28, 2007, there were no preferred shares outstanding.

Effective November 1, 2006, all ING funds sub-advised by ING Investment Management Co. ( *ING IM* ) are permitted to invest end-of-day cash balances into affiliated ING Money Market Funds, including 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 the ING Institutional Prime Money Market Fund with respect to assets invested by the Fund.



The Investment Adviser entered into a sub-advisory agreement ( Sub-Advisory Agreement ) with ING IM. Subject to policies as the Board or the Investment Adviser might determine, ING IM manages the Fund s assets in accordance with the Fund s investment objectives, policies and limitations.

ING Funds Services, LLC (the Administrator ) serves as Administrator to the Fund. The Fund pays the Administrator for its services a fee based on an annual rate of 0.10% of the Fund s average daily managed assets. The Investment Adviser, ING IM, and the Administrator are indirect, wholly-owned subsidiaries

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## NOTES TO FINANCIAL STATEMENTS AS OF FEBRUARY 28, 2007 (CONTINUED)

**NOTE 3 INVESTMENT MANAGEMENT AND ADMINISTRATIVE FEES (continued)**

of ING Groep N.V. ( ING Groep ). ING Groep is one of the largest financial services organizations in the world, and offers an array of banking, insurance and asset management services to both individuals and institutional investors.

The Investment Adviser has entered into a written expense limitation agreement ( Expense Limitation Agreement ) with the Fund under which it will limit the expenses of the Fund, excluding interest, taxes, leverage expenses, and extraordinary expenses to 1.00% of average net assets. The Investment Adviser may at a later date recoup from the Fund fees waived and other expenses assumed by the Investment Adviser during the previous 36 months, but only if, after such reimbursement, the Fund's expense ratio does not exceed the percentage described above. The Expense Limitation Agreement is contractual and shall renew automatically for one-year terms unless ING Investments or the Fund provides written notice of the termination within 90 days of the end of the then current term or upon written termination of the Management Agreement.

**NOTE 4 OTHER TRANSACTIONS WITH AFFILIATED AND RELATED PARTIES**

At February 28, 2007, the Fund had the following amounts recorded in payable to affiliates on the accompanying Statement of Assets and Liabilities:

| Accrued<br>Investment<br>Management<br>Fees | Accrued<br>Administrative<br>Fees | Total     |
|---|-----------------------------------|-----------|
| \$105,216                                   | \$30,081                          | \$135,297 |

The Fund has adopted a Retirement Policy ( Policy ) covering all Independent Trustees of the Fund who will have served as an Independent Trustee for at least five years at the time of retirement. Benefits under this Policy are based on an annual rate as defined in the Policy agreement and are recorded as trustee fees in the financial statements.

**NOTE 5 PURCHASES AND SALES OF INVESTMENT SECURITIES**

The cost of purchases and proceeds from sales of investments for the year ended February 28, 2007, excluding short-term securities, were \$493,547,246 and \$525,760,058, respectively.

**NOTE 6 CALL OPTIONS WRITTEN**

Written option activity for the Fund for the year ended February 28, 2007 was as follows:

|                      | Number of<br>Contracts | Premium      |
|----------------------|------------------------|--------------|
| Balance at 2/28/2006 | 2,242,544              | \$ 4,359,982 |
| Options written      | 3,772,395              | 45,529,679   |
| Options expired      | (3,080,550)            | (11,963,507) |
| Options exercised    | (2,607,489)            | (34,086,272) |

Balance at 2/28/2007

|         |              |
|---------|--------------|
| 326,900 | \$ 3,839,882 |
|---------|--------------|

**NOTE 7 CONCENTRATION OF INVESTMENT RISKS**

*Foreign Securities and Emerging Markets.* The Fund makes significant investments in foreign securities and may invest up to 20% of its managed assets in securities issued by companies located in countries with emerging markets. Investments in foreign securities may entail risks not present in domestic investments. Since investments in securities are denominated in foreign currencies, changes in the relationship of these foreign currencies to the U.S. dollar can significantly affect the value of the investments and earnings of the Fund. Foreign investments may also subject the Fund to foreign government exchange restrictions, expropriation, taxation or other political, social or economic developments, as well as from movements in currency, security value and interest rate, all of which could affect the market and/or credit risk of the investments. The risks of investing in foreign securities can be intensified in the case of investments in issuers located in countries with emerging markets.

*Leverage.* Although the Fund has no current intention to do so, the Fund is authorized to utilize leverage through the issuance of preferred shares and/or borrowings, including the issuance of debt securities. In the event that the Fund determines in the future to utilize investment leverage, there can be no assurance that such a leveraging strategy will be successful during any period in which it is employed.

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NOTES TO FINANCIAL STATEMENTS AS OF FEBRUARY 28, 2007 (CONTINUED)

**NOTE 8 CAPITAL SHARES**

Transaction in capital shares and dollars were as follows:

|                                    | Year<br>Ended<br>February 28,<br>2007 | October 31,<br>2005 <sup>(1)</sup> to<br>February 28,<br>2006 |
|------------------------------------|---------------------------------------|---|
| <b>Number of Shares</b>            |                                       |   |
| Shares sold                        |                                       | 18,050,000  |
| Dividends reinvested               | 130,082                               |   |
|                                    | <u>130,082</u>                        | <u>18,050,000</u>   |
| Net increase in shares outstanding | <u>130,082</u>                        | <u>18,050,000</u>   |
| <b>\$</b>                          |                                       |   |
| Shares sold                        |                                       |   |
| \$ \$344,033,000(2)                |                                       |   |
| Dividends reinvested               |                                       |   |
| 2,700,001                          |                                       |   |
| <hr/>                              |                                       |   |
| <hr/>                              |                                       |   |
| Net increase                       |                                       |   |
| \$2,700,001 \$344,033,000          |                                       |   |
| <hr/>                              |                                       |   |
| <hr/>                              |                                       |   |

(1) Commencement of operations.

(2) Proceeds from sales of shares net of sales load paid of \$16,245,000 and offering costs of \$722,000.

**NOTE 9 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 distributions of paid-in capital.

The following permanent tax differences have been reclassified as of the Fund's tax year ended December 31, 2006:

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| <b>Distributions in<br/>excess of<br/>Net Investment<br/>Income</b> | <b>Accumulated<br/>Net Realized<br/>Gains/(Losses)</b> |
|---|--|
| \$(9,773,142)   | \$9,773,142  |

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 was as follows:

| <b>Tax Year Ended December 31, 2006</b> |                                    |                              | <b>Tax Year Ended<br/>December 31,<br/>2005</b> |
|---|------------------------------------|------------------------------|---|
| <b>Ordinary<br/>Income</b>              | <b>Long-Term<br/>Capital Gains</b> | <b>Return<br/>of Capital</b> | <b>Ordinary<br/>Income</b>                      |
| \$23,422,969                            | \$5,157,538                        | \$5,048,487                  | \$2,798,525                                     |

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 the tax year ended December 31, 2006 were:

| <b>Unrealized<br/>Appreciation/<br/>(Depreciation)</b> | <b>Post-October<br/>Currency Losses<br/>Deferred</b> |
|--|--|
| \$29,968,895   | \$(2,473,353)  |

## NOTE 10 OTHER ACCOUNTING PRONOUNCEMENTS

In June 2006, the Financial Accounting Standards Board ( FASB ) issued FASB Interpretation No. 48 ( FIN 48 ), Accounting for Uncertainty in Income Taxes. This standard defines the threshold for recognizing the benefits of tax-return positions in the financial statements as more-likely-than-not to be sustained upon challenge by the taxing authority and requires measurement of a tax position meeting the more-likely-than-not criterion, based on the largest benefit that is more than 50 percent likely to be realized. FIN 48 is effective for fiscal years beginning after December 15, 2006, with early application permitted if no interim financial statements have been issued. However, acknowledging the unique issues that FIN 48 presents for investment companies that calculate NAVs, the U.S. Securities and Exchange Commission (the SEC ) has indicated that they would not object if a fund implements FIN 48 in its NAV calculation as late as its last NAV calculation in the first required financial statement reporting period for its fiscal year beginning after December 15, 2006. For the February year-end closed-end funds, this would be no later than their August 31, 2007 NAV and the effects of FIN 48 would be reflected in the funds semi-annual financial statements contained in their Form N-CSR filing. At adoption, companies must adjust their financial statements to reflect only those tax positions that are more likely-than-not to be sustained as of the adoption date. Management of the Fund has assessed the impact of adopting FIN 48 and currently does not believe that there will be a material impact to the Fund.

On September 15, 2006, the FASB issued Statement of Financial Accounting Standards No. 157 ( SFAS No. 157 ), Fair Value Measurements. The new accounting statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles ( GAAP ), and expands disclosures about fair value measurements.

SFAS No. 157 defines fair value as the price that would be received to sell an asset or paid to transfer a

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NOTES TO FINANCIAL STATEMENTS AS OF FEBRUARY 28, 2007 (CONTINUED)

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**NOTE 10 OTHER ACCOUNTING PRONOUNCEMENTS (continued)**

liability in an orderly transaction between market participants at the measurement date (an exit price). SFAS No. 157 also stipulates that, as a market-based measurement, fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability, and establishes a fair value hierarchy that distinguishes between (a) market participant assumptions developed based on market data obtained from sources independent of the reporting entity (observable inputs) and (b) the reporting entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007. As of February 28, 2007, management of the Fund is currently assessing the impact, if any, that will result from adopting SFAS No. 157.

**NOTE 11 INFORMATION REGARDING TRADING OF ING'S U.S. MUTUAL FUNDS**

In 2004, ING Investments reported to the Boards of Directors/ Trustees (the Boards) of the ING Funds that, like many U.S. financial services companies, ING Investments and certain of its U.S. affiliates have received informal and formal requests for information since September 2003 from various governmental and self-regulatory agencies in connection with investigations related to mutual funds and variable insurance products. ING Investments has advised the Boards that it and its affiliates have cooperated fully with each request.

In addition to responding to regulatory and governmental requests, ING Investments reported that management of U.S. affiliates of ING Groep, including ING Investments (collectively, ING), on their own initiative, have conducted, through independent special counsel and a national accounting firm, an extensive internal review of trading in ING insurance, retirement, and mutual fund products. The goal of this review was to identify any instances of inappropriate trading in those products by third parties or by ING investment professionals and other ING personnel. ING's internal review related to mutual fund trading is now substantially completed. ING has reported that, of the millions of customer relationships that ING maintains, the internal review identified several isolated arrangements allowing third parties to engage in frequent trading of mutual funds within ING's variable insurance and mutual fund products, and identified other circumstances where frequent trading occurred, despite measures taken by ING intended to combat market timing. ING further reported that each of these arrangements has been terminated and fully disclosed to regulators. The results of the internal review were also reported to the independent members of the Boards.

ING Investments has advised the Boards that most of the identified arrangements were initiated prior to ING's acquisition of the businesses in question in the U.S. ING Investments further reported that the companies in question did not receive special benefits in return for any of these arrangements, which have all been terminated.

Based on the internal review, ING Investments has advised the Boards that the identified arrangements do not represent a systemic problem in any of the companies that were involved.

In September 2005, ING Funds Distributor, LLC (IFD), the distributor of certain ING Funds, settled an administrative proceeding with the NASD regarding three arrangements, dating from 1995, 1996 and 1998, under which the administrator to the then-Pilgrim Funds, which subsequently became part of the ING Funds, entered into formal and informal arrangements that permitted frequent trading. Under the terms of the Letter of Acceptance, Waiver and Consent (AWC) with the NASD, under which IFD neither admitted nor denied the allegations or findings, IFD consented to the following sanctions: (i) a censure; (ii) a fine of \$1.5 million; (iii) restitution of approximately \$1.44 million to certain ING Funds for losses attributable to excessive trading described in the AWC; and

(iv) agreement to make certification to NASD regarding the review and establishment of certain procedures.

In addition to the arrangements discussed above, in 2004 ING Investments reported to the Boards that, at that time, these instances include the following, in addition to the arrangements subject to the AWC discussed above:

Aeltus Investment Management, Inc. (a predecessor entity to ING IM) identified two investment professionals who engaged in extensive frequent trading in certain ING Funds. One was subsequently terminated for cause and incurred substantial



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NOTES TO FINANCIAL STATEMENTS AS OF FEBRUARY 28, 2007 (CONTINUED)

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**NOTE 11 INFORMATION REGARDING TRADING OF ING S U.S. MUTUAL FUNDS (continued)**

financial penalties in connection with this conduct and the second has been disciplined.

ReliaStar Life Insurance Company ( ReliaStar ) entered into agreements seven years ago permitting the owner of policies issued by the insurer to engage in frequent trading and to submit orders until 4pm Central Time. In 2001 ReliaStar also entered into a selling agreement with a broker-dealer that engaged in frequent trading. Employees of ING affiliates were terminated and/or disciplined in connection with these matters.

In 1998, Golden American Life Insurance Company entered into arrangements permitting a broker-dealer to frequently trade up to certain specific limits in a fund available in an ING variable annuity product. No employee responsible for this arrangement remains at the company.

For additional information regarding these matters, you may consult the Form 8-K and Form 8-K/A for each of four life insurance companies, ING USA Annuity and Life Insurance Company, ING Life Insurance and Annuity Company, ING Insurance Company of America, and ReliaStar Life Insurance Company of New York, each filed with the SEC on October 29, 2004 and September 8, 2004. These Forms 8-K and Forms 8-K/A can be accessed through the SEC s website at <http://www.sec.gov>. Despite the extensive internal review conducted through independent special counsel and a national accounting firm, there can be no assurance that the instances of inappropriate trading reported to the Boards are the only instances of such trading respecting the ING Funds.

ING Investments reported to the Boards that ING is committed to conducting its business with the highest standards of ethical conduct with zero tolerance for noncompliance. Accordingly, ING Investments advised the Boards that ING management was disappointed that its voluntary internal review identified these situations. Viewed in the context of the breadth and magnitude of its U.S. business as a whole, ING management does not believe that ING s acquired companies had systemic ethical or compliance issues in these areas. Nonetheless, ING Investments reported that given ING s refusal to tolerate any lapses, it has taken the steps noted below, and will continue to seek opportunities to further strengthen the internal controls of its affiliates.

ING has agreed with the ING Funds to indemnify and hold harmless the ING Funds from all damages resulting from wrongful conduct by ING or its employees or from ING s internal investigation, any investigations conducted by any governmental or self-regulatory agencies, litigation or other formal proceedings, including any proceedings by the SEC. ING Investments reported to the Boards that ING management believes that the total amount of any indemnification obligations will not be material to ING or its U.S. business.

ING updated its Code of Conduct for employees reinforcing its employees obligation to conduct personal trading activity consistent with the law, disclosed limits, and other requirements.

The ING Funds, upon a recommendation from ING, updated their respective Codes of Ethics applicable to investment professionals with ING entities and certain other fund personnel, requiring such personnel to pre-clear any purchases or sales of ING Funds that are not systematic in nature (i.e., dividend reinvestment), and imposing minimum holding periods for shares of ING Funds.

ING instituted excessive trading policies for all customers in its variable insurance and retirement products and for shareholders of the ING Funds sold to the public through financial intermediaries. ING does not make exceptions to these policies.

ING reorganized and expanded its U.S. Compliance Department, and created an Enterprise Compliance team to enhance controls and consistency in regulatory compliance.

**Other Regulatory Matters**

The New York Attorney General (the NYAG ) and other federal and state regulators are also conducting broad inquiries and investigations involving the insurance industry. These initiatives currently focus on, among other things, compensation and other sales incentives; potential conflicts of interest; potential anti-competitive activity; reinsurance; marketing practices (including suitability); specific product types (including group annuities and indexed annuities); fund selection for investment products and brokerage sales; and disclosure. It is likely that the scope of these industry investigations will further broaden before they conclude. ING has received formal and informal requests in connection with such investigations, and is cooperating fully with each request. In connection with one such investigation, affiliates of ING Investments were named in a petition

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## NOTES TO FINANCIAL STATEMENTS AS OF FEBRUARY 28, 2007 (CONTINUED)

**NOTE 11 INFORMATION REGARDING TRADING OF ING S U.S. MUTUAL FUNDS (continued)**

for relief and cease and desist order filed by the New Hampshire Bureau of Securities Regulation (the NH Bureau ) concerning their administration of the New Hampshire state employees deferred compensation plan.

On October 10, 2006, an affiliate of ING Investments entered into an assurance of discontinuance with the NYAG (the NYAG Agreement ) regarding the endorsement of its products by the New York State United Teachers Union Member Benefits Trust ( NYSUT ) and the sale of their products to NYSUT members. Under the terms of the NYAG Agreement, the affiliate of ING Investments, without admitting or denying the NYAG s findings, will distribute \$30 million to NYSUT members, and/or former NYSUT members, who participated in the NYSUT-endorsed products at any point between January 1, 2001 and June 30, 2006. The affiliate also agreed with the NYAG s office to develop a one-page disclosure that will further improve transparency and disclosure regarding retirement product fees (the One-Page Disclosure ). Pursuant to the terms of the NYAG Agreement, the affiliate has agreed for a five year period to provide its retirement product customers with the One-Page Disclosure.

In addition, on the same date, these affiliates of ING Investments entered into a consent agreement with the NH Bureau (the NH Agreement ) to resolve this petition for relief and cease and desist order. Under the terms of the NH Agreement, these affiliates of ING Investments, without admitting or denying the NH Bureau s claims, have agreed to pay \$3 million to resolve the matter, and for a five year period to provide their retirement product customers with the One-Page Disclosure described above.

Other federal and state regulators could initiate similar actions in this or other areas of ING s businesses.

These regulatory initiatives may result in new legislation and regulation that could significantly affect the financial services industry, including businesses in which ING is engaged.

In light of these and other developments, ING continuously reviews whether modifications to its business practices are appropriate.

At this time, in light of the current regulatory factors, ING U.S. is actively engaged in reviewing whether any modifications in our practices are appropriate for the future.

There can be no assurance that these matters, or the adverse publicity associated with them, will not result in increased fund redemptions, reduced sale of fund shares, or other adverse consequences to ING Funds.

**NOTE 12 SUBSEQUENT EVENTS**

*Dividends:* Subsequent to February 28, 2007, the Fund declared a quarterly dividend of:

| Per Share<br>Amount | Declaration<br>Date | Payable<br>Date | Record<br>Date |
|---------------------|---------------------|-----------------|----------------|
| \$0.465             | 3/23/2007           | 4/16/2007       | 4/4/2007       |

The Fund estimates that distributions for the tax year commencing on January 1, 2007, and including the distributions listed above, will be comprised of approximately 59% net investment income. The remaining portion of the Fund s

monthly distributions is estimated to come from the Fund's covered-call option strategy, which for tax purposes, may be treated as a combination of long-term and short-term capital gains, and/or a return of capital. The tax character of the Fund's covered-call option strategy is largely determined by movements in the underlying equity portfolio. Based on the current realized appreciation in the Fund's underlying equity portfolio, the Fund estimates that the remaining approximately 41% of the distributions would be considered short-term capital gain.

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PORTFOLIO OF INVESTMENTS  
 ING GLOBAL ADVANTAGE AND PREMIUM OPPORTUNITY  
 AS OF FEBRUARY 28, 2007

| Shares                                     | Value             |
|--|-------------------|
| <b>COMMON STOCK: 98.9%</b>                 |                   |
| <b>Australia: 2.3%</b> 39,043              |                   |
| Ancor Ltd.                                 | \$224,185 25,060  |
| APN News & Media Ltd.                      | 117,408 29,985    |
| Australia & New Zealand Banking Group Ltd. | 693,443 22,152    |
| BHP Billiton Ltd.                          | 473,514 133,313   |
| BlueScope Steel Ltd.                       | 982,463 8,910     |
| Boral Ltd.                                 | 59,351 7,226      |
| Centro Properties Group                    | 55,966 50,758     |
| Coles Myer Ltd.                            | 613,924 86,568    |
| Commonwealth Property Office Fund          | 94,086 8,323      |
| Computershare Ltd.                         | 66,150 3,764      |
| CSL Ltd.                                   | 231,400 48,002    |
| CSR Ltd.                                   | 137,521 22,379    |
| Foster s Group Ltd.                        | 111,466 34,057    |
| GPT Group                                  | 135,465 32,019    |
| Harvey Norman Holdings Ltd.                | 110,008 27,029 ** |
| ING Industrial Fund                        | 50,745 10,805     |
| Insurance Australia Group Ltd.             | 51,150 2,947      |
| Leighton Holdings Ltd.                     | 72,200 3,446      |
| Lend Lease Corp., Ltd.                     | 49,021 15,338     |
| Lion Nathan Ltd.                           | 100,529 20,843    |
| Macquarie Airports Management Ltd.         | 60,815 17,694     |
| Macquarie Goodman Group                    | 100,063 222,163   |
| Macquarie Office Trust                     | 280,436 27,715    |
| OneSteel Ltd.                              | 109,949 58,115    |

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Pacific Brands Ltd.  
 134,309 52,889  
 Qantas Airways Ltd.  
 214,252 2,200  
 Rio Tinto Ltd.  
 131,787 48,524  
 Santos Ltd.  
 357,851 50,877  
 Stockland  
 347,345 105,744  
 Suncorp-Metway Ltd.  
 1,817,257 15,811  
 TABCORP Holdings Ltd.  
 201,895 36,938  
 Tattersall s Ltd.  
 133,982 15,788  
 Telstra Corp., Ltd.  
 52,992 10,101  
 Wesfarmers Ltd.  
 290,232 3,184  
 Westpac Banking Corp.  
 63,992 4,050  
 Zinifex Ltd.  
 53,369

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8,780,521

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**Austria: 0.1%** 1,104

Boehler-Uddeholm AG  
 81,122 2,409 @  
 bwin Interactive Entertainment  
 78,429 10,084 @  
 IMMOFINANZ Immobilien Anlagen  
 AG  
 153,051 1,806  
 OMV AG  
 100,561

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413,163

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**Belgium: 0.7%** 630

Delhaize Group  
 52,414 630  
 Dieteren SA  
 235,455 54,536  
 Fortis  
 2,343,194 698  
 Omega Pharma SA  
 53,873

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2,684,936

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**Bermuda: 0.6%** 20,300

ACE Ltd.  
 1,140,048 2,800  
 Frontline Ltd.  
 97,577 34,552 @  
 Tyco International Ltd.  
 1,065,238

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2,302,863

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**Denmark: 0.7% 57**

AP Moller Maersk A/S  
 585,958 1,475 @  
 East Asiatic Co., Ltd. A/S  
 64,840 22,150  
 Novo-Nordisk A/S  
 1,901,782

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2,552,580

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**Finland: 0.4% 7,834**

Kesko OYJ  
 412,909 15,867  
 Nokia OYJ  
 346,325 14,400 @  
 Orion OYJ  
 317,128 12,412  
 Rautaruukki OYJ  
 568,632

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1,644,994

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**France: 4.6% 660**

Accor SA  
 58,184 1,116  
 Air France-KLM  
 48,372 111,159  
 Alcatel SA  
 1,417,568 3,480 @  
 Atos Origin  
 188,053 3,546  
 AXA SA  
 150,793 762  
 BIC  
 52,052 25,969  
 BNP Paribas  
 2,707,960 26,106  
 Bouygues  
 1,817,835 9,206  
 Capgemini SA  
 642,887 584  
 Casino Guichard Perrachon SA  
 50,232 2,640  
 Cie de Saint-Gobain  
 245,428 1,070  
 Compagnie Generale des  
 Etablissements Michelin  
 111,152 47,487  
 Credit Agricole SA  
 1,891,726 3,766  
 France Telecom SA  
 102,003 13,355  
 Groupe Danone  
 2,112,034 657  
 Lafarge SA  
 98,038 4,090

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Sanofi-Aventis  
 347,290 14,391  
 Societe Generale  
 2,420,154 2,661  
 Sodexho Alliance SA  
 183,594 1,496  
 Technip SA  
 100,180 16,741  
 Total SA  
 1,127,548 206  
 Unibail  
 59,460 737  
 Veolia Environnement  
 51,887 41,034  
 Vivendi  
 1,618,994 746  
 Zodiac SA  
 50,679

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17,654,103

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**Germany: 4.1%** 14,185

Allianz AG  
 3,050,452 525  
 BASF AG  
 53,405 15,588  
 Deutsche Bank AG  
 2,047,929 42,765  
 Deutsche Lufthansa AG  
 1,159,323 931  
 Douglas Holding AG  
 54,176 5,519  
 E.ON AG  
 722,816 760  
 Fresenius Medical Care AG & Co.  
 KGaA  
 107,898 1,209  
 Heidelberger Druckmaschinen  
 51,495 15,324  
 Hochtief AG  
 1,346,809 3,588 @  
 Infineon Technologies AG  
 55,035 2,541 @  
 KarstadtQuelle AG  
 88,549 10,634  
 Merck KGaA  
 1,339,607 6,533  
 Muenchener Rueckversicherungs AG  
 1,046,637 614  
 Rheinmetall AG  
 49,477 861  
 RWE AG  
 88,140 9,724  
 Salzgitter AG  
 1,210,009 3,266  
 Siemens AG  
 344,203 40,692  
 ThyssenKrupp AG  
 1,990,688 9,180  
 Volkswagen AG  
 1,154,479 316



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Wincor Nixdorf AG  
51,217

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16,012,344

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**Greece: 0.1%** 4,165

Coca-Cola Hellenic Bottling Co. SA  
161,349 10,735

Hellenic Petroleum SA  
146,070

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307,419

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**Hong Kong: 1.2%** 28,000

CLP Holdings Ltd.  
205,596 98,000

Giordano Intl., Ltd.  
45,686 17,500

HongKong Electric Holdings  
88,607 37,000

Hysan Development Co., Ltd.  
101,717 15,000

Kingboard Chemicals Holdings  
63,045

See Accompanying Notes to Financial Statements

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**PORTFOLIO OF INVESTMENTS**  
**ING GLOBAL ADVANTAGE AND PREMIUM OPPORTUNITY**  
**AS OF FEBRUARY 28, 2007 (CONTINUED)**

| Shares  |  | Value            |
|---------|--|------------------|
|         | <b>Hong Kong (continued)</b>             |                  |
| 339,000 | Noble Group Ltd.                         | \$ 310,843       |
| 53,000  | Orient Overseas International Ltd.       | 432,652          |
| 74      | PCCW Ltd.                                | 44               |
| 8,000   | Sun Hung Kai Properties Ltd.             | 94,708           |
| 156,000 | Swire Pacific Ltd.                       | 1,765,570        |
| 13,000  | Television Broadcasts Ltd.               | 84,525           |
| 72,000  | Texwinca Holdings Ltd.                   | 51,269           |
| 368,000 | Wharf Holdings Ltd.                      | 1,303,942        |
|         |  | <u>4,548,204</u> |
|         | <b>Ireland: 0.1%</b>                     |                  |
| 33,712  | Depfa Bank PLC                           | 568,396          |
|         |  | <u>568,396</u>   |
|         | <b>Italy: 2.4%</b>                       |                  |
| 95,113  | Autogrill S.p.A.                         | 1,714,742        |
| 3,562   | Banche Popolari Unite Scpa               | 101,077          |
| 191,797 | Capitalia S.p.A.                         | 1,647,107        |
| 9,517   | Enel S.p.A.                              | 99,387           |
| 16,139  | ENI S.p.A.                               | 494,294          |
| 16,368  | @ Fiat S.p.A.                            | 387,557          |
| 317,738 | Intesa Sanpaolo S.p.A.                   | 2,307,455        |
| 2,140   | Italcementi S.p.A.                       | 64,141           |
| 98,316  | Pirelli & C S.p.A.                       | 109,683          |
| 43,523  | Telecom Italia RNC                       | 110,430          |
| 661,944 | Telecom Italia S.p.A.                    | 2,001,127        |
| 11,669  | UniCredito Italiano S.p.A.               | 107,768          |
|         |  | <u>9,144,768</u> |
|         | <b>Japan: 10.4%</b>                      |                  |
| 8,000   | 77 Bank Ltd.                             | 56,771           |
| 4,400   | Aeon Co., Ltd.                           | 91,684           |
| 3,000   | Alfresa Holdings Corp.                   | 198,956          |
| 5,000   | Amada Co., Ltd.                          | 56,889           |
| 1,200   | Astellas Pharma, Inc.                    | 52,685           |
| 6,000   | Bank of Fukuoka Ltd.                     | 50,666           |
| 82,000  | Bank of Yokohama Ltd.                    | 672,895          |
| 39,300  | Canon, Inc.                              | 2,128,646        |
| 5       | Central Japan Railway Co.                | 60,154           |
| 6,000   | Chiba Bank Ltd.                          | 57,300           |
| 5,500   | Circle K Sunkus Co., Ltd.                | 102,264          |
| 9,000   | COMSYS Holdings Corp.                    | 104,953          |
| 3,500   | Daifuku Co., Ltd.                        | 52,510           |
| 8,400   | Daiichi Sankyo Co., Ltd.                 | 271,173          |
| 6,000   | Dainippon Screen Manufacturing Co., Ltd. | 49,321           |
| 37,000  | Daiwa House Industry Co., Ltd.           | 663,654          |

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|         |   |  |           |
|---------|---|--|-----------|
| 6,000   |   | Dowa Holdings Co., Ltd.                  | 62,277    |
| 92      |   | East Japan Railway Co.                   | 707,759   |
| 13,100  |   | Eisai Co., Ltd.                          | 666,927   |
| 2,200   | @ | Elpida Memory, Inc.                      | 98,983    |
| 3,600   |   | FamilyMart Co., Ltd.                     | 98,957    |
| 53,000  |   | Fujikura Ltd.                            | 373,076   |
| 8,000   |   | Furukawa Electric Co., Ltd.              | 53,108    |
| 15,000  |   | Gunma Bank Ltd.                          | 103,512   |
| 13,000  | @ | Haseko Corp.                             | 50,153    |
| 2,200   |   | Hitachi Chemical Co., Ltd.               | 51,375    |
| 1,800   |   | Hitachi High-Technologies Corp.          | 50,537    |
| 13,000  |   | Hokugin Financial Group, Inc.            | 49,134    |
| 1,000   |   | Ibiden Co., Ltd.                         | 50,292    |
| 12      | @ | Inpex Holdings, Inc.                     | 100,623   |
| 130,000 |   | Itochu Corp.                             | 1,259,785 |
| 9,000   |   | Joyo Bank Ltd.                           | 59,145    |
| 6,000   |   | Kaneka Corp.                             | 56,222    |
| 6,000   |   | Kawasaki Kisen Kaisha Ltd.               | 59,970    |
| 7       |   | KDDI Corp.                               | 54,696    |
| 17,000  |   | Kintetsu Corp.                           | 56,171    |
| 472,000 |   | Kobe Steel Ltd.                          | 1,902,917 |
| 7,000   | @ | Konica Minolta Holdings, Inc.            | 89,820    |
| 12,000  |   | Kyowa Hakko Kogyo Co., Ltd.              | 109,853   |
| 3,500   |   | Kyushu Electric Power Co., Inc.          | 100,483   |
| 1,600   |   | Leopalace21 Corp.                        | 50,622    |
| 110,000 |   | Matsushita Electric Industrial Co., Ltd. | 2,209,765 |
| 5,000   |   | Matsushita Electric Works Ltd.           | 57,065    |
| 24,800  |   | Mediceo Paltac Holdings Co., Ltd.        | 464,111   |
| 100,500 |   | Mitsubishi Corp.                         | 2,341,800 |
| 6,000   |   | Mitsubishi Electric Corp.                | 60,306    |
| 105,000 |   | Mitsubishi Materials Corp.               | 484,651   |
| 14,000  |   | Mitsubishi Rayon Co., Ltd.               | 92,563    |
| 41      |   | Mitsubishi UFJ Financial Group, Inc.     | 502,762   |
| 20,000  |   | Mitsui Mining & Smelting Co., Ltd.       | 113,354   |
| 363     |   | Mizuho Financial Group, Inc.             | 2,550,338 |
| 6,800   |   | Namco Bandai Holdings, Inc.              | 100,237   |
| 17,000  |   | Nichirei Corp.                           | 103,793   |
| 26,000  |   | Nippon Electric Glass Co., Ltd.          | 637,676   |
| 23,500  |   | Nippon Mining Holdings, Inc.             | 196,602   |
| 17,000  |   | Nippon Oil Corp.                         | 124,159   |
| 29      |   | Nippon Telegraph & Telephone Corp.       | 153,625   |
| 51,000  |   | Nippon Yusen KK                          | 403,442   |
| 12,000  |   | Nishi-Nippon City Bank Ltd.              | 57,743    |
| 8,000   |   | Nissan Motor Co., Ltd.                   | 91,972    |
| 2,000   |   | Nitto Denko Corp.                        | 102,893   |
| 5,500   |   | NOK Corp.                                | 93,645    |
| 41      |   | NTT DoCoMo, Inc.                         | 74,672    |
| 8,000   |   | Obayashi Corp.                           | 53,920    |
| 5,000   |   | Olympus Corp.                            | 167,948   |
| 3,020   |   | ORIX Corp.                               | 831,941   |
| 198,000 |   | Osaka Gas Co., Ltd.                      | 779,748   |
| 500     |   | Otsuka Corp.                             | 48,962    |
| 345     |   | Resona Holdings, Inc.                    | 980,475   |
| 37      |   | Round One Corp.                          | 90,712    |
| 1,000   |   | Sankyo Co., Ltd.                         | 44,956    |
| 10      |   | Sapporo Hokuyo Holdings, Inc.            | 104,327   |
| 3,800   |   | Sega Sammy Holdings, Inc.                | 95,723    |
| 7,000   |   | Sekisui Chemical Co., Ltd.               | 57,935    |
| 41,200  |   | Seven & I Holdings Co., Ltd.             | 1,319,489 |
| 3,000   |   | Sharp Corp.                              | 55,897    |
| 5,000   |   | Shizuoka Bank Ltd.                       | 53,433    |
| 39,300  |   | Softbank Corp.                           | 997,473   |

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|         |   |                                       |            |
|---------|---|---------------------------------------|------------|
| 86,900  | @ | Sojitz Corp.                          | 389,302    |
| 1,100   |   | Sony Corp.                            | 57,030     |
| 36,400  |   | Stanley Electric Co., Ltd.            | 727,706    |
| 7,000   |   | Sumitomo Bakelite Co., Ltd.           | 50,467     |
| 23,000  |   | Sumitomo Metal Industries Ltd.        | 116,890    |
| 52,000  |   | Sumitomo Metal Mining Co., Ltd.       | 931,498    |
| 188     |   | Sumitomo Mitsui Financial Group, Inc. | 1,828,968  |
| 5,000   |   | Sumitomo Trust & Banking Co., Ltd.    | 56,680     |
| 4,000   |   | Suruga Bank Ltd.                      | 55,180     |
| 4,200   |   | Suzuken Co., Ltd.                     | 150,562    |
| 15,000  |   | Taisei Corp.                          | 57,090     |
| 4,000   |   | Tanabe Seiyaku Co., Ltd.              | 54,146     |
| 2,100   |   | THK Co., Ltd.                         | 52,887     |
| 24,000  |   | Tobu Railway Co., Ltd.                | 124,678    |
| 5,000   |   | Tokyo Electric Power Co., Inc.        | 174,594    |
| 20,700  |   | Tokyo Electron Ltd.                   | 1,505,944  |
| 127,000 |   | Tokyo Gas Co., Ltd.                   | 715,325    |
| 84,000  |   | Tokyu Corp.                           | 679,714    |
| 10,000  |   | Tosoh Corp.                           | 51,859     |
| 7,500   |   | Toyo Seikan Kaisha Ltd.               | 146,375    |
| 4,400   |   | Toyoda Gosei Co., Ltd.                | 100,103    |
| 53,300  |   | Toyota Motor Corp.                    | 3,579,952  |
| 26,000  |   | UNY Co., Ltd.                         | 363,915    |
| 1,530   |   | USS Co., Ltd.                         | 96,542     |
| 19      |   | West Japan Railway Co.                | 90,017     |
| 23,000  |   | Yaskawa Electric Corp.                | 251,560    |
|         |   |                                       | <hr/>      |
|         |   |                                       | 40,096,015 |
|         |   |                                       | <hr/>      |

See Accompanying Notes to Financial Statements

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**PORTFOLIO OF INVESTMENTS**  
**ING GLOBAL ADVANTAGE AND PREMIUM OPPORTUNITY**  
**AS OF FEBRUARY 28, 2007 (CONTINUED)**

| Shares                   |  | Value      |
|--------------------------|--|------------|
| <b>Netherlands: 2.7%</b> |  |            |
| 26,770                   | Aegon NV                                     | \$ 529,267 |
| 30,932                   | Arcelor Mittal                               | 1,568,182  |
| 55,983                   | European Aeronautic Defence and Space Co. NV | 1,913,393  |
| 1,068                    | Heineken NV                                  | 52,604     |
| 48,645                   | @ Koninklijke Ahold NV                       | 484,217    |
| 76,019                   | Royal Dutch Shell PLC Class A                | 2,459,616  |
| 52,438                   | Royal Dutch Shell PLC Class B                | 1,691,461  |
| 11,712                   | SBM Offshore NV                              | 416,091    |
| 50,789                   | Unilever NV                                  | 1,314,287  |
|                          |  | <hr/>      |
|                          |  | 10,429,118 |
| <b>New Zealand: 0.1%</b> |  |            |
| 26,032                   | Contact Energy Ltd.                          | 161,953    |
| 19,968                   | Fisher & Paykel Appliances Holdings Ltd.     | 51,232     |
| 8,579                    | Fletcher Building Ltd.                       | 64,017     |
| 27,697                   | Vector Ltd.                                  | 52,547     |
|                          |  | <hr/>      |
|                          |  | 329,749    |
| <b>Norway: 0.6%</b>      |  |            |
| 860                      | Aker Kvaerner ASA                            | 99,365     |
| 6,900                    | DNB NOR ASA                                  | 93,352     |
| 114,000                  | @ Marine Harvest                             | 139,186    |
| 36,200                   | Norsk Hydro ASA                              | 1,115,543  |
| 14,240                   | @ Petroleum Geo-Services ASA                 | 329,783    |
| 14,150                   | Statoil ASA                                  | 361,013    |
| 3,600                    | Tandberg ASA                                 | 64,355     |
| 2,600                    | Telenor ASA                                  | 48,112     |
|                          |  | <hr/>      |
|                          |  | 2,250,709  |
| <b>Portugal: 0.2%</b>    |  |            |
| 3,687                    | Banco Espirito Santo SA                      | 68,300     |
| 115,086                  | Energias de Portugal SA                      | 630,920    |
| 29,425                   | Sonae SGPS SA                                | 63,471     |
|                          |  | <hr/>      |
|                          |  | 762,691    |
| <b>Singapore: 0.3%</b>   |  |            |
| 54,000                   | ComfortDelgro Corp., Ltd.                    | 65,762     |
| 15,000                   | Fraser and Neave Ltd.                        | 47,938     |
| 120,000                  | Neptune Orient Lines Ltd.                    | 226,290    |
| 36,000                   | Parkway Holdings Ltd.                        | 69,776     |
| 35,000                   | Singapore Petroleum Co., Ltd.                | 102,601    |
| 17,000                   | Singapore Press Holdings Ltd.                | 48,961     |
| 207,000                  | Singapore Telecommunications Ltd.            | 433,588    |
| 132,000                  | @ STATS ChipPAC Ltd.                         | 130,170    |

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|         |                                    |           |
|---------|------------------------------------|-----------|
| 69,000  | Wing Tai Holdings Ltd.             | 125,621   |
|         |                                    | <hr/>     |
|         |                                    | 1,250,707 |
|         |                                    | <hr/>     |
|         | <b>Spain: 1.3%</b>                 |           |
| 12,703  | Banco Bilbao Vizcaya Argentaria SA | 309,142   |
| 77,779  | Banco Santander Central Hispano SA | 1,440,007 |
| 43,215  | Endesa SA                          | 2,194,313 |
| 2,010   | Repsol YPF SA                      | 63,618    |
| 39,554  | Telefonica SA                      | 850,766   |
| 1,918   | Union Fenosa SA                    | 96,070    |
|         |                                    | <hr/>     |
|         |                                    | 4,953,916 |
|         |                                    | <hr/>     |
|         | <b>Sweden: 0.7%</b>                |           |
| 7,600   | Atlas Copco AB                     | 225,764   |
| 2,800   | Getinge AB                         | 57,780    |
| 2,450   | Nobia AB                           | 98,290    |
| 1,400   | Scania AB                          | 103,191   |
| 3,400   | Securitas AB                       | 50,631    |
| 2,400   | SSAB Svenskt Staal AB              | 61,179    |
| 3,400   | Ssab Svenskt Stal AB               | 90,950    |
| 2,600   | Trelleborg AB                      | 65,533    |
| 25,500  | Volvo AB                           | 1,959,620 |
|         |                                    | <hr/>     |
|         |                                    | 2,712,938 |
|         |                                    | <hr/>     |
|         | <b>Switzerland: 1.6%</b>           |           |
| 3,191   | Credit Suisse Group                | 220,487   |
| 3,742   | Nestle SA                          | 1,392,084 |
| 16,612  | Novartis AG                        | 921,993   |
| 2,269   | @ OC Oerlikon Corp. AG             | 1,130,460 |
| 4,550   | Phonak Holding AG                  | 342,872   |
| 4,807   | Roche Holding AG                   | 855,402   |
| 5,185   | Schindler Holding AG               | 326,518   |
| 1,885   | Swatch Group AG                    | 92,548    |
| 13,162  | UBS AG                             | 777,204   |
| 369     | Zurich Financial Services AG       | 105,301   |
|         |                                    | <hr/>     |
|         |                                    | 6,164,869 |
|         |                                    | <hr/>     |
|         | <b>United Kingdom: 9.1%</b>        |           |
| 86,164  | 3i Group PLC                       | 1,882,926 |
| 7,200   | @ Acergy SA                        | 135,858   |
| 19,620  | Alliance Boots PLC                 | 303,256   |
| 57,801  | Amvescap PLC                       | 679,854   |
| 1,703   | Anglo American PLC                 | 80,377    |
| 37,725  | AstraZeneca PLC                    | 2,115,491 |
| 10,903  | Aviva PLC                          | 174,580   |
| 27,795  | Barclays PLC                       | 403,047   |
| 3,457   | Berkeley Group Holdings PLC        | 102,939   |
| 121,574 | BHP Billiton PLC                   | 2,435,442 |
| 179,725 | BP PLC                             | 1,842,448 |
| 76,902  | @ British Airways PLC              | 809,625   |
| 3,971   | British American Tobacco PLC       | 120,494   |
| 5,081   | Brixton PLC                        | 48,549    |
| 265,628 | BT Group PLC                       | 1,539,739 |
| 4,754   | Cadbury Schweppes PLC              | 50,842    |
| 5,949   | Carnival PLC                       | 282,817   |
| 7,388   | Centrica PLC                       | 54,107    |

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|         |   |                                      |           |
|---------|---|--------------------------------------|-----------|
| 18,842  | @ | Collins Stewart Tullett PLC          | 84,379    |
| 4,351   |   | Corus Group PLC                      | 51,227    |
| 6,831   |   | Daily Mail & General Trust           | 103,466   |
| 29,450  |   | Davis Service Group PLC              | 298,191   |
| 3,933   |   | Enterprise Inns PLC                  | 48,479    |
| 13,804  |   | First Choice Holidays PLC            | 68,210    |
| 6,820   |   | Firstgroup PLC                       | 80,972    |
| 49,954  |   | FKI PLC                              | 107,462   |
| 5,445   |   | George Wimpey PLC                    | 60,548    |
| 45,987  |   | GlaxoSmithKline PLC                  | 1,290,302 |
| 51,240  |   | HBOS PLC                             | 1,084,503 |
| 36,269  |   | HMV Group PLC                        | 98,605    |
| 107,448 |   | HSBC Holdings PLC                    | 1,874,086 |
| 21,828  |   | Imperial Tobacco Group PLC           | 908,950   |
| 3,924   |   | Intercontinental Hotels Group PLC    | 92,177    |
| 4,155   |   | Investec PLC                         | 50,059    |
| 2,241   |   | Land Securities Group PLC            | 90,217    |
| 346,010 |   | Legal & General Group PLC            | 1,059,381 |
| 8,535   |   | Lloyds TSB Group PLC                 | 96,008    |
| 44,466  |   | LogicaCMG PLC                        | 147,531   |
| 86,633  |   | Marks & Spencer Group PLC            | 1,145,437 |
| 23,139  |   | Misys PLC                            | 105,764   |
| 7,039   |   | Mitchells & Butlers PLC              | 97,835    |
| 120,527 |   | National Grid PLC                    | 1,806,217 |
| 23,366  |   | Old Mutual PLC                       | 80,529    |
| 3,454   |   | Persimmon PLC                        | 94,407    |
| 13,749  |   | Premier Farnell PLC                  | 48,591    |
| 4,118   |   | Punch Taverns PLC                    | 93,048    |
| 6,873   |   | Resolution PLC                       | 84,521    |
| 51,022  |   | Rexam PLC                            | 502,929   |
| 3,537   |   | Rio Tinto PLC                        | 190,537   |
| 339,874 |   | Royal & Sun Alliance Insurance Group | 1,022,085 |
| 57,683  |   | Royal Bank of Scotland Group PLC     | 2,267,930 |
| 158,454 |   | Scottish & Newcastle PLC             | 1,635,399 |

See Accompanying Notes to Financial Statements

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**PORTFOLIO OF INVESTMENTS**  
**ING GLOBAL ADVANTAGE AND PREMIUM OPPORTUNITY**  
**AS OF FEBRUARY 28, 2007 (CONTINUED)**

| Shares                            |                                    | Value      |
|-----------------------------------|------------------------------------|------------|
| <b>United Kingdom (continued)</b> |                                    |            |
| 6,571                             | Scottish Power PLC                 | \$ 98,449  |
| 25,482                            | Taylor Woodrow PLC                 | 202,904    |
| 6,018                             | Tesco PLC                          | 50,945     |
| 180,934                           | Tomkins PLC                        | 910,096    |
| 1,857                             | Travis Perkins PLC                 | 71,131     |
| 5,268                             | Trinity Mirror PLC                 | 50,515     |
| 9,147                             | @ Tullett Prebon PLC               | 111,005    |
| 48,905                            | Unilever PLC                       | 1,310,048  |
| 89,892                            | United Business Media PLC          | 1,246,605  |
| 402,881                           | Vodafone Group PLC                 | 1,116,113  |
| 4,075                             | Wolseley PLC                       | 102,316    |
|                                   |                                    | <hr/>      |
|                                   |                                    | 35,202,500 |
|                                   |                                    | <hr/>      |
| <b>United States: 54.6%</b>       |                                    |            |
| 55,900                            | @ AES Corp.                        | 1,191,788  |
| 33,500                            | Aetna, Inc.                        | 1,483,045  |
| 27,400                            | Allstate Corp.                     | 1,645,644  |
| 26,300                            | @ Altera Corp.                     | 555,193    |
| 33,800                            | Altria Group, Inc.                 | 2,848,664  |
| 8,000                             | AMBAC Financial Group, Inc.        | 701,120    |
| 18,100                            | American Express Co.               | 1,029,347  |
| 38,900                            | American International Group, Inc. | 2,610,190  |
| 27,000                            | AmerisourceBergen Corp.            | 1,422,090  |
| 18,600                            | @ Amgen, Inc.                      | 1,195,236  |
| 16,200                            | Anheuser-Busch Cos., Inc.          | 795,096    |
| 10,800                            | @ Apollo Group, Inc.               | 510,732    |
| 11,200                            | @ Apple, Inc.                      | 947,632    |
| 12,200                            | Applied Materials, Inc.            | 226,554    |
| 105,337                           | AT&T, Inc.                         | 3,876,402  |
| 128,600                           | S Bank of America Corp.            | 6,541,882  |
| 8,500                             | @ Big Lots, Inc.                   | 212,755    |
| 4,100                             | Biomet, Inc.                       | 173,553    |
| 22,700                            | @ BMC Software, Inc.               | 700,522    |
| 13,500                            | Boeing Co.                         | 1,178,145  |
| 7,700                             | Brunswick Corp.                    | 251,405    |
| 75,600                            | CA, Inc.                           | 1,969,380  |
| 18,300                            | Campbell Soup Co.                  | 747,189    |
| 7,200                             | Caremark Rx, Inc.                  | 443,448    |
| 11,300                            | CBS Corp. Class B                  | 342,955    |
| 26,300                            | Centerpoint Energy, Inc.           | 469,192    |
| 53,500                            | Chevron Corp.                      | 3,670,635  |
| 24,100                            | Chubb Corp.                        | 1,230,305  |
| 12,000                            | Circuit City Stores, Inc.          | 228,360    |
| 156,300                           | @ Cisco Systems, Inc.              | 4,054,422  |
| 15,900                            | CIT Group, Inc.                    | 897,873    |
| 125,000                           | S Citigroup, Inc.                  | 6,300,000  |
| 8,300                             | Clear Channel Communications, Inc. | 300,294    |
| 30,900                            | @ Coach, Inc.                      | 1,458,480  |
| 8,400                             | Coca-Cola Co.                      | 392,112    |



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|         |   |   |            |
|---------|---|---|------------|
| 13,100  |   | Comerica, Inc.                          | 791,109    |
| 30,300  | @ | Compuware Corp.                         | 277,245    |
| 6,700   |   | ConocoPhillips                          | 438,314    |
| 11,600  | @ | Convergys Corp.                         | 298,352    |
| 7,600   |   | Cooper Industries Ltd.                  | 697,224    |
| 10,500  |   | Countrywide Financial Corp.             | 401,940    |
| 12,100  | @ | Coventry Health Care, Inc.              | 658,482    |
| 4,400   |   | Cummins, Inc.                           | 592,592    |
| 160,800 | @ | Dell, Inc.                              | 3,674,278  |
| 14,100  |   | Dow Chemical Co.                        | 617,580    |
| 24,200  |   | Eastman Kodak Co.                       | 577,896    |
| 12,500  |   | Eaton Corp.                             | 1,012,625  |
| 27,400  |   | Edison International                    | 1,285,608  |
| 10,900  |   | Estee Lauder Cos., Inc.                 | 521,892    |
| 140,500 | S | ExxonMobil Corp.                        | 10,071,040 |
| 12,400  |   | Family Dollar Stores, Inc.              | 359,228    |
| 14,800  |   | Fannie Mae                              | 839,604    |
| 29,300  |   | Federated Department Stores, Inc.       | 1,308,538  |
| 18,300  |   | FedEx Corp.                             | 2,089,494  |
| 45,700  |   | First Data Corp.                        | 1,166,721  |
| 122,900 |   | Ford Motor Co.                          | 973,368    |
| 23,500  | @ | Forest Laboratories, Inc.               | 1,216,360  |
| 80,300  |   | Gap, Inc.                               | 1,540,957  |
| 88,322  | S | General Electric Co.                    | 3,084,204  |
| 23,900  |   | General Mills, Inc.                     | 1,347,004  |
| 31,200  |   | Genworth Financial, Inc.                | 1,103,544  |
| 13,800  |   | Goldman Sachs Group, Inc.               | 2,782,080  |
| 45,700  |   | Halliburton Co.                         | 1,411,216  |
| 3,100   |   | Harrah s Entertainment, Inc.            | 261,919    |
| 16,006  |   | Hartford Financial Services Group, Inc. | 1,513,527  |
| 14,000  |   | Hasbro, Inc.                            | 396,060    |
| 121,300 |   | Hewlett-Packard Co.                     | 4,776,794  |
| 50,600  |   | Honeywell International, Inc.           | 2,349,864  |
| 13,500  | @ | Humana, Inc.                            | 807,840    |
| 57,600  | S | International Business Machines Corp.   | 5,357,376  |
| 3,100   |   | Johnson & Johnson                       | 195,455    |
| 9,000   |   | Jones Apparel Group, Inc.               | 296,280    |
| 91,200  |   | JPMorgan Chase & Co.                    | 4,505,280  |
| 3,000   |   | KeySpan Corp.                           | 123,120    |
| 1,800   |   | Kinder Morgan, Inc.                     | 190,368    |
| 25,100  | @ | King Pharmaceuticals, Inc.              | 468,115    |
| 27,500  | @ | Kohl s Corp.                            | 1,897,225  |
| 23,400  |   | Lehman Brothers Holdings, Inc.          | 1,715,220  |
| 10,100  | @ | Lexmark International, Inc.             | 611,656    |
| 10,600  |   | Lockheed Martin Corp.                   | 1,031,168  |
| 28,600  |   | Loews Corp.                             | 1,242,384  |
| 36,700  |   | Marathon Oil Corp.                      | 3,330,158  |
| 24,300  |   | Mattel, Inc.                            | 632,043    |
| 46,400  |   | McDonald s Corp.                        | 2,028,608  |
| 31,100  |   | McGraw-Hill Cos., Inc.                  | 2,009,371  |
| 23,300  |   | McKesson Corp.                          | 1,299,208  |
| 73,200  |   | Merck & Co., Inc.                       | 3,232,512  |
| 13,900  |   | Merrill Lynch & Co., Inc.               | 1,163,152  |
| 32,000  |   | Metlife, Inc.                           | 2,020,800  |
| 44,400  | @ | Micron Technology, Inc.                 | 526,584    |
| 31,000  |   | Microsoft Corp.                         | 873,270    |
| 49,600  |   | Moody s Corp.                           | 3,210,112  |
| 35,000  |   | Morgan Stanley                          | 2,622,200  |
| 92,200  |   | Motorola, Inc.                          | 1,707,544  |
| 17,700  |   | Mylan Laboratories                      | 374,709    |
| 35,200  |   | National City Corp.                     | 1,332,320  |
| 34,400  |   | News Corp., Inc.                        | 775,032    |

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|         |   |                            |           |
|---------|---|----------------------------|-----------|
| 23,000  |   | NiSource, Inc.             | 547,170   |
| 16,600  |   | Nordstrom, Inc.            | 881,294   |
| 8,900   | @ | Novellus Systems, Inc.     | 286,580   |
| 22,200  |   | Nucor Corp.                | 1,351,314 |
| 34,500  |   | Occidental Petroleum Corp. | 1,593,210 |
| 23,400  | @ | Office Depot, Inc.         | 780,624   |
| 6,300   |   | OfficeMax, Inc.            | 326,970   |
| 26,500  |   | Omnicom Group              | 2,745,665 |
| 40,200  | @ | Pactiv Corp.               | 1,294,440 |
| 9,900   |   | Parker Hannifin Corp.      | 815,661   |
| 11,500  |   | Pepsi Bottling Group, Inc. | 356,500   |
| 16,000  |   | PepsiCo, Inc.              | 1,010,400 |
| 116,300 |   | Pfizer, Inc.               | 2,902,848 |
| 3,520   |   | Phelps Dodge Corp.         | 439,683   |
| 51,400  |   | Procter & Gamble Co.       | 3,263,386 |
| 47,600  |   | Progressive Corp.          | 1,091,468 |
| 21,000  |   | Prudential Financial, Inc. | 1,909,740 |
| 24,400  |   | Qualcomm, Inc.             | 982,832   |
| 7,200   |   | Questar Corp.              | 605,808   |
| 11,500  |   | RadioShack Corp.           | 287,155   |
| 58,100  |   | Raytheon Co.               | 3,111,255 |
| 3,600   | @ | Realogy Corp.              | 106,488   |
| 39,900  |   | Regions Financial Corp.    | 1,429,218 |
| 17,700  |   | Reynolds American, Inc.    | 1,080,585 |
| 2,200   |   | Sabre Holdings Corp.       | 71,126    |
| 7,900   |   | Safeco Corp.               | 527,088   |
| 3,900   | @ | Sandisk Corp.              | 142,038   |
| 117,100 |   | Schering-Plough Corp.      | 2,749,508 |
| 8,800   |   | Sherwin-Williams Co.       | 585,640   |
| 4,900   |   | Snap-On, Inc.              | 245,490   |

See Accompanying Notes to Financial Statements

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PORTFOLIO OF INVESTMENTS  
 ING GLOBAL ADVANTAGE AND PREMIUM OPPORTUNITY  
 AS OF FEBRUARY 28, 2007 (CONTINUED)

| Shares                                     |   | Value                                  |
|--|---|--|
| <b>United States (continued)</b>           |   |  |
| 29,100                                     |   | \$ 1,617,087                           |
| 11,300                                     | @ | Stanley Works 349,170                  |
| 15,200                                     |   | TECO Energy, Inc. 254,904              |
| 8,600                                      |   | Temple-Inland, Inc. 514,280            |
| 16,000                                     | @ | Teradyne, Inc. 257,920                 |
| 32,800                                     |   | TJX Cos., Inc. 902,000                 |
| 3,200                                      |   | Tribune Co. 96,096                     |
| 17,800                                     |   | TXU Corp. 1,177,470                    |
| 10,100                                     |   | United States Steel Corp. 895,062      |
| 19,900                                     |   | United Technologies Corp. 1,306,037    |
| 49,300                                     |   | UnitedHealth Group, Inc. 2,573,460     |
| 4,200                                      | @ | Univision Communications, Inc. 151,200 |
| 27,400                                     |   | Valero Energy Corp. 1,579,610          |
| 17,900                                     | @ | VeriSign, Inc. 452,870                 |
| 28,400                                     |   | Wachovia Corp. 1,572,508               |
| 38,788                                     |   | Wal-Mart Stores, Inc. 1,873,460        |
| 127,500                                    |   | Walt Disney Co. 4,368,150              |
| 8,700                                      |   | Washington Mutual, Inc. 374,796        |
| 45,000                                     |   | Waste Management, Inc. 1,532,250       |
| 26,500                                     | @ | WellPoint, Inc. 2,103,835              |
| 50,200                                     |   | Wells Fargo & Co. 1,741,940            |
| 6,800                                      |   | Wyeth 332,656                          |
| 32,300                                     |   | Xcel Energy, Inc. 763,249              |
| 81,200                                     | @ | Xerox Corp. 1,402,324                  |
|  |   | 210,330,927                            |
| Total Common Stock<br>(Cost \$349,384,096) |   | 381,098,430                            |

**MUTUAL FUNDS: 0.2%**      **United**

**States: 0.2%** 12,000

iShares MSCI EAFE Index Fund

890,160

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890,160

---

Total Mutual Funds

(Cost \$916,268)

890,160

---

**PREFERRED STOCK: 0.8%**

**Germany: 0.8%** 611

Porsche AG

805,885 13,083

RWE AG

1,194,526 12,747

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Volkswagen AG

1,121,474

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3,121,885

---

Total Preferred Stock

(Cost \$2,245,311)

3,121,885

---

Total Long-Term Investments

(Cost \$352,545,675)

385,110,475

---

**SHORT-TERM**

**INVESTMENTS: 0.6% Repurchase**

**Agreement: 0.6%** \$2,228,000 S

Goldman Sachs Repurchase Agreement

dated 02/28/07, 5.310%, due 03/01/07,

\$2,228,329 to be received upon repurchase

(Collateralized by \$2,256,000, Federal

National Mortgage Association, 2.400%,

Market Value plus accrued interest

\$2,272,882, due 03/29/07)

\$2,228,000

---

Total Short-Term Investments

(Cost \$2,228,000)

2,228,000

---

**Total Investments in Securities**

(Cost \$354,773,675)\*

100.5%

\$ 387,338,475

**Other Assets and**

**Liabilities-Net**

(0.5)

(1,905,685)

**Net Assets**

100.0%

\$ 385,432,790

---

@ Non-income producing security

\*\* Investment in affiliate

S Segregated securities for certain derivatives, when-issued or delayed delivery securities and forward currency exchange contracts

AUD Australian Dollar

CHF Swiss Franc

EUR EU Euro

GBP British Pound

JPY Japanese Yen

\* Cost for federal income tax purposes is \$355,650,401. Net unrealized appreciation consists of:

Gross Unrealized Appreciation

\$ 36,661,046

Gross Unrealized Depreciation

(4,972,972)

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Net Unrealized Appreciation

\$31,688,074

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PORTFOLIO OF INVESTMENTS  
 ING GLOBAL ADVANTAGE AND PREMIUM OPPORTUNITY  
 AS OF FEBRUARY 28, 2007 (CONTINUED)

| Industry                          | Percentage of<br>Net Assets |
|-----------------------------------|-----------------------------|
| Advertising                       | 0.7%                        |
| Aerospace/Defense                 | 2.2                         |
| Agriculture                       | 1.3                         |
| Airlines                          | 0.6                         |
| Apparel                           | 0.5                         |
| Auto Manufacturers                | 2.1                         |
| Auto Parts & Equipment            | 0.1                         |
| Banks                             | 12.2                        |
| Beverages                         | 1.2                         |
| Biotechnology                     | 0.4                         |
| Building Materials                | 0.2                         |
| Chemicals                         | 0.4                         |
| Commercial Services               | 1.5                         |
| Computers                         | 4.3                         |
| Cosmetics/Personal Care           | 1.0                         |
| Distribution/Wholesale            | 1.1                         |
| Diversified Financial Services    | 6.5                         |
| Electric                          | 3.3                         |
| Electrical Components & Equipment | 0.3                         |
| Electronics                       | 0.3                         |
| Engineering & Construction        | 0.9                         |
| Entertainment                     | 0.1                         |
| Environmental Control             | 0.4                         |
| Food                              | 2.5                         |
| Food Service                      | 0.0                         |
| Forest Products & Paper           | 0.1                         |
| Gas                               | 0.6                         |
| Hand/Machine Tools                | 0.6                         |
| Healthcare Products               | 0.2                         |
| Healthcare Services               | 2.0                         |
| Holding Companies Diversified     | 1.1                         |
| Home Builders                     | 0.3                         |
| Home Furnishings                  | 0.6                         |
| Household Products/Wares          | 0.0                         |
| Insurance                         | 6.3                         |
| Internet                          | 0.1                         |
| Investment Companies              | 0.2                         |
| Iron/Steel                        | 2.9                         |
| Leisure Time                      | 0.3                         |
| Lodging                           | 0.1                         |
| Machinery Construction & Mining   | 0.1                         |
| Machinery Diversified             | 0.7                         |
| Media                             | 2.9                         |
| Mining                            | 1.4                         |
| Miscellaneous Manufacturing       | 2.8                         |
| Office/Business Equipment         | 0.9                         |
| Oil & Gas                         | 8.0                         |
| Oil & Gas Services                | 0.6                         |
| Packaging & Containers            | 0.6                         |
| Pharmaceuticals                   | 6.3                         |

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|                                  |               |
|----------------------------------|---------------|
| Pipelines                        | 0.2           |
| Real Estate                      | 0.5           |
| Real Estate Investment Trusts    | 0.1           |
| Retail                           | 5.2           |
| Savings & Loans                  | 0.1           |
| Semiconductors                   | 1.2           |
| Software                         | 1.3           |
| Telecommunications               | 5.2           |
| Textiles                         | 0.0           |
| Toys/Games/Hobbies               | 0.3           |
| Transportation                   | 1.5           |
| Venture Capital                  | 0.5           |
| Water                            | 0.0           |
| Short-Term Investments           | 0.6           |
| Other Assets and Liabilities Net | (0.5)         |
| <b>Net Assets</b>                | <b>100.0%</b> |

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See Accompanying Notes to Financial Statements

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 PORTFOLIO OF INVESTMENTS  
 ING GLOBAL ADVANTAGE AND PREMIUM OPPORTUNITY  
 AS OF FEBRUARY 28, 2007 (CONTINUED)

**Written Call Options**

| # of Contracts                              | Counterparty   | Description             | Expiration Date | Strike Price/Rate | Premiums Received  | Value                |
|---|----------------|-------------------------|-----------------|-------------------|--------------------|----------------------|
| 210,000                                     | Merrill Lynch  | Nikkei 225 Index        | 03/05/07        | 17,360.49 JPY     | \$ 523,820         | \$ (504,948)         |
| 8,300                                       | UBS AG, London | Dow Jones Euro Stoxx 50 | 03/05/07        | 4,238.76 EUR      | 610,102            | (2,055)              |
| 2,600                                       | Merrill Lynch  | FTSE 100 Index          | 03/05/07        | 6,295.00 GBP      | 465,120            | (17,933)             |
| 106,000                                     | UBS AG, London | S&P 500® Index          | 03/19/07        | 1,433.37 USD      | 2,240,840          | (1,072,719)          |
|   |                |                         |                 |                   | <u>\$3,839,882</u> | <u>\$(1,597,655)</u> |
| Total Premiums Received:                    |                | \$3,839,882             |                 |                   |                    |                      |
| Total Liabilities for Call Options Written: |                | \$1,597,655             |                 |                   |                    |                      |

**Futures Contracts**

| Contract Description  | Number of Contracts | Notional Market Value (\$) | Expiration Date | Unrealized Appreciation/ (Depreciation) |
|-----------------------|---------------------|----------------------------|-----------------|---|
| <b>Long Contracts</b> |                     |                            |                 |   |
| S&P 500               | 6                   | 2,113,350                  | 03/15/07        | \$(44,564)                              |
| S&P 500               | 1                   | 355,375                    | 06/14/07        | 3,409                                   |
|                       |                     |                            |                 | <u>\$(41,155)</u>                       |

**Forward Currency Contracts**

| Currency           | Buy/Sell | Settlement Date | In Exchange For USD | Value        | Unrealized Appreciation (Depreciation) |
|--------------------|----------|-----------------|---------------------|--------------|--|
| Australia Dollars  |          |                 |                     |              |  |
| AUD 10,900,000     | Sell     | 05/07/07        | 8,425,700           | \$ 8,572,396 | \$ (146,696)                           |
| Switzerland Francs |          |                 |                     |              |  |
| CHF 7,200,000      | Sell     | 05/07/07        | 5,847,478           | 5,943,058    | (95,580)                               |
| EURO               |          |                 |                     |              |  |
| EUR 52,000,000     | Sell     | 05/07/07        | 67,977,000          | 69,011,181   | (1,034,181)                            |
| EURO               |          |                 |                     |              |  |
| EUR 3,000,000      | Sell     | 05/07/07        | 3,946,797           | 3,981,414    | (34,617)                               |
|                    | Sell     | 05/08/07        | 38,587,500          | 38,491,223   | 96,277                                 |



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|  |      |          |            |            |                    |
|--|------|----------|------------|------------|--------------------|
| British Pound Sterling<br>GBP 19,600,000 |      |          |            |            |                    |
| British Pound Sterling<br>GBP 900,000    | Sell | 05/08/07 | 1,755,270  | 1,767,454  | (12,184)           |
| Japanese Yen<br>JPY 4,400,000,000        | Sell | 05/08/07 | 36,960,813 | 37,496,254 | (535,441)          |
| Japanese Yen<br>JPY 250,000,000          | Sell | 05/08/07 | 2,084,202  | 2,130,469  | (46,267)           |
|  |      |          |            |            | <u>(1,808,689)</u> |

See Accompanying Notes to Financial Statements

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PORTFOLIO OF INVESTMENTS

ING GLOBAL ADVANTAGE AND PREMIUM OPPORTUNITY  
AS OF FEBRUARY 28, 2007 (CONTINUED)

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**Supplemental Option Information (Unaudited)**

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**Supplemental Call Option Statistics as of February 28, 2007**

% of Total Net Assets against which calls written

67%

Average Days to Expiration

9 days

Average Call Moneyness\* at time written

ATM

Premium received for calls

\$3,839,882 million

Value of calls

\$(1,597,655) million

\* Moneyness is the term used to describe the relationship between the price of the underlying asset and the option's exercise or strike price. For example, a call (buy) option is considered in-the-money when the value of the underlying asset exceeds the strike price. Conversely, a put (sell) option is considered in-the-money when its strike price exceeds the value of the underlying asset. Options are characterized for the purpose of Moneyness as, in-the-money ( ITM ), out-of-the-money ( OTM ) or at-the-money ( ATM ), where the underlying asset value equals the strike price.

See Accompanying Notes to Financial Statements

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**TAX INFORMATION (UNAUDITED)**

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Dividends paid during the year ended February 28, 2007 were as follows:

| <b>Fund Name</b>                                  | <b>Type</b> | <b>Per Share Amount</b> |
|---|-------------|-------------------------|
| ING Global Advantage and Premium Opportunity Fund | NII         | \$0.0449                |
|   | STCG        | \$1.2427                |
|   | LTCG        | \$0.2930                |
|   | ROC         | \$0.2794                |

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NII Net investment income

STCG Short-term capital gain

LTCG Long-term capital gain

ROC Return of capital

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.

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## ING GLOBAL ADVANTAGE AND PREMIUM OPPORTUNITY FUND

JUNE 15, 2006 ANNUAL SHAREHOLDER MEETING (Unaudited)

**ING Global Advantage and Premium Opportunity Fund, Class I, II & III Trustees**

1. To elect twelve members of the Board to represent the interests of the holders of Common Shares of the Fund until the election and qualification of their successors.

|                       | <b>Proposal</b>              | <b>Shares<br/>voted for</b> | <b>Shares voted<br/>against or<br/>withheld</b> | <b>Shares<br/>abstained</b> | <b>Total<br/>Shares Voted</b> |
|-----------------------|------------------------------|-----------------------------|---|-----------------------------|-------------------------------|
| Class I Trustees      | <b>R. Barbara Gitenstein</b> | 16,246,067.000              | 159,396.000                                     |                             | 16,405,463.000                |
|                       | <b>Jock Patton</b>           | 16,248,211.000              | 157,252.000                                     |                             | 16,405,463.000                |
|                       | <b>David W.C. Putnam</b>     | 16,248,720.000              | 156,743.000                                     |                             | 16,405,463.000                |
|                       | <b>John G. Turner</b>        | 16,245,620.000              | 159,843.000                                     |                             | 16,405,463.000                |
| Class II Trustees     | <b>John V. Boyer</b>         | 16,248,852.000              | 156,611.000                                     |                             | 16,405,463.000                |
|                       | <b>Patricia W. Chadwick</b>  | 16,246,102.000              | 159,361.000                                     |                             | 16,405,463.000                |
|                       | <b>Walter H. May</b>         | 16,248,720.000              | 156,743.000                                     |                             | 16,405,463.000                |
|                       | <b>Sheryl K. Pressler</b>    | 16,247,752.000              | 157,711.000                                     |                             | 16,405,463.000                |
| Class III<br>Trustees | <b>J. Michael Earley</b>     | 16,250,243.000              | 155,220.000                                     |                             | 16,405,463.000                |
|                       | <b>Patrick W. Kenny</b>      | 16,251,102.000              | 154,361.000                                     |                             | 16,405,463.000                |
|                       | <b>Shaun P. Mathews</b>      | 16,250,492.000              | 154,971.000                                     |                             | 16,405,463.000                |
|                       | <b>Roger B. Vincent</b>      | 16,252,102.000              | 153,361.000                                     |                             | 16,405,463.000                |

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## TRUSTEE AND OFFICER INFORMATION (UNAUDITED)

The business and affairs of the Fund are managed under the direction of the Fund's Board. A Trustee who is not an interested person of the Fund, as defined in the 1940 Act, is an independent trustee ( Independent Trustee ). The Trustees and Officers of the Fund are listed below. The Statement of Additional Information includes additional information about trustees of the Registrant and is available, without charge, upon request at 1-800-992-0180.

| Name, Address and Age  | Position(s)<br>held with<br>Fund | Term of Office<br>and Length of<br>Time Served <sup>(1)</sup> | Principal<br>Occupation(s)<br>during the Past Five<br>Years |
|--|----------------------------------|---|---|
| <b>Independent Trustees:</b>   |                                  |   |   |
| John V. Boyer <sup>(2)</sup>   |                                  |   |   |
| 7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258  |                                  |   |   |
| Age: 53 Trustee July 2005 Present  |                                  |   |   |
| President and Chief Executive Officer,<br>Franklin and Eleanor Roosevelt Institute<br>(March 2006 Present). Formerly,<br>Executive Director, The Mark Twain<br>House & Museum <sup>(3)</sup> (September 1989<br>November 2005). Patricia W.<br>Chadwick <sup>(2)</sup> |                                  |   |   |
| 7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258  |                                  |   |   |
| Age: 58 Trustee January 2006 Present   |                                  |   |   |
| Consultant and President of self- owned<br>company, Ravengate Partners LLC<br>(January 2000 Present).J. Michael<br>Earley <sup>(4)</sup>   |                                  |   |   |
| 7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258  |                                  |   |   |
| Age: 61 Trustee July 2005 Present  |                                  |   |   |
| President, Chief Executive Officer and<br>Director, Bankers Trust Company, N.A.,<br>Des Moines (June 1992 Present).R.<br>Barbara Gitenstein <sup>(2)</sup>   |                                  |   |   |
| 7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258  |                                  |   |   |
| Age: 59 Trustee July 2005 Present  |                                  |   |   |
| President, College of New Jersey<br>(January 1999 Present).Patrick W.<br>Kenny <sup>(4)</sup>  |                                  |   |   |
| 7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258  |                                  |   |   |
| Age: 64 Trustee July 2005 Present  |                                  |   |   |
| President and Chief Executive Officer,<br>International Insurance Society (June<br>2001 Present).Jock Patton <sup>(2)</sup>  |                                  |   |   |
| 7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258  |                                  |   |   |

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Age: 61 Chairman and Trustee July  
2005 Present Private Investor (June  
1997 Present). Sheryl K. Pressler<sup>(4)</sup>  
7337 E. Doubletree Ranch Rd.  
Scottsdale, Arizona 85258  
Age: 56 Trustee January 2006 Present  
Consultant (May 2001 Present). David  
W.C. Putnam<sup>(4)</sup>  
7337 E. Doubletree Ranch Rd.  
Scottsdale, Arizona 85258  
Age: 67 Trustee July 2005 Present  
Chair, Board of Directors and President,  
F.L. Putnam Securities Company, Inc.  
(June 1978 Present). Roger B. Vincent<sup>(4)</sup>  
7337 E. Doubletree Ranch Rd.  
Scottsdale, Arizona 85258  
Age: 61 Trustee July 2005 Present  
President, Springwell Corporation  
(March 1989 Present).

[Additional columns below]

[Continued from above table, first column(s) repeated]

| Name, Address and Age  | Number of<br>Funds<br>in Fund<br>Complex<br>Overseen<br>by Trustee | Other Directorships<br>held by Trustee |
|--|--|--|
| <b>Independent Trustees:</b>   |  |  |
| John V. Boyer <sup>(2)</sup><br>7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258  |  |  |
| Age: 53 174 None Patricia W.<br>Chadwick <sup>(2)</sup><br>7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258   |  |  |
| Age: 58 174 Wisconsin Energy (June<br>2006 Present) J. Michael Earley <sup>(4)</sup><br>7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258  |  |  |
| Age: 61 174 Midamerica Financial<br>Corporation (December 2002 Present).<br>R. Barbara Gitenstein <sup>(2)</sup><br>7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258                                      |  |  |
| Age: 59 174 None Patrick W. Kenny <sup>(4)</sup><br>7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258  |  |  |
| Age: 64 174 Assured Guaranty Ltd.<br>(April 2004 Present); and Odyssey<br>Reinsurance Holdings (November 2006<br>Present). Jock Patton <sup>(2)</sup><br>7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258 |  |  |

Age: 61 174 JDA Software Group, Inc.  
(January 1999 Present); and Swift  
Transportation Co. (March 2004  
Present). Sheryl K. Pressler<sup>(4)</sup>  
7337 E. Doubletree Ranch Rd.  
Scottsdale, Arizona 85258

Age: 56 174 Stillwater Mining  
Company (May 2002 Present);  
California HealthCare Foundation (June  
1999 Present); and Romanian-American  
Enterprise Fund (February 2004  
Present). David W.C. Putnam<sup>(4)</sup>  
7337 E. Doubletree Ranch Rd.  
Scottsdale, Arizona 85258

Age: 67 174 Principled Equity Market  
Trust (December 1996 Present); and  
Asian American Bank and Trust  
Company (June 1993 Present) Roger B.  
Vincent<sup>(4)</sup>  
7337 E. Doubletree Ranch Rd.  
Scottsdale, Arizona 85258

Age: 61 174 UGI Corporation  
(February 2006 Present); and UGI  
Utilities, Inc. (February 2006 Present).

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TRUSTEE AND OFFICER INFORMATION (UNAUDITED) (CONTINUED)

| Name, Address and Age   | Position(s)<br>held with<br>Fund | Term of Office<br>and Length of<br>Time Served <sup>(1)</sup> | Principal<br>Occupation(s)<br>during the Past Five<br>Years |
|---|----------------------------------|---|---|
| <b>Trustees who are Interested Persons :</b>  |                                  |   |   |
| Shaun P. Mathews <sup>(5)</sup><br>7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258<br>Age: 51 Trustee June 2006 Present<br>President and Chief Executive Officer,<br>ING Investments, LLC and ING Funds<br>Services, LLC (December 2006 Present);<br>and Head of ING USFS Mutual Funds and<br>Investment Products (October 2004<br>Present). Formerly, CMO, ING USFS<br>(April 2002 October 2004); and Head of<br>Rollover/ Payout (October 2001<br>December 2003). John G. Turner <sup>(5)</sup><br>7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258<br>Age: 67 Trustee July 2005 Present<br>Retired. |                                  |   |   |

[Additional columns below]

[Continued from above table, first column(s) repeated]

| Name, Address and Age   | Number of<br>Funds<br>in Fund<br>Complex<br>Overseen<br>by Trustee | Other Directorships<br>held by Trustee |
|---|--|--|
| <b>Trustees who are Interested Persons :</b>  |  |  |
| Shaun P. Mathews <sup>(5)</sup><br>7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258<br>Age: 51 4 Mark Twain House &<br>Museum <sup>(3)</sup> (September 2002 Present);<br>Connecticut Forum (May 2002 Present);<br>Capital Community College Foundation<br>(February 2002 Present); ING Services<br>Holding Company, Inc. (May 2000<br>Present); Southland Life Insurance<br>Company (June 2002 Present); and ING<br>Capital Corporation, LLC, ING Funds<br>Distributor, LLC, ING Funds Services,<br>LLC, ING Investments, LLC and ING<br>Pilgrim Funding, Inc. (March 2006<br>Present). John G. Turner <sup>(5)</sup> |  |  |



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7337 E. Doubletree Ranch Rd.  
Scottsdale, Arizona 85258

Age: 67 174 Hormel Foods Corporation  
(March 2000 Present); and Conseco, Inc.  
(September 2003 Present).

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- (1) Trustees serve until their successors are duly elected and qualified, subject to the Board's retirement policy.
- (2) Valuation, Proxy and Brokerage Committee member.
- (3) Shaun Mathews, President, ING USFS Mutual Funds and Investment Products, has held a seat on the Board of Directors of The Mark Twain House & Museum since September 19, 2002. ING Groep makes non-material, charitable contributions to The Mark Twain House & Museum.
- (4) Audit Committee member.
- (5) Mr. Mathews and Mr. Turner are interested persons, as defined under the 1940 Act, because of their affiliation with ING Groep, the parent corporation of the Investment Adviser, ING Investments, LLC and the Distributor, ING Funds Distributor, LLC.

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TRUSTEE AND OFFICER INFORMATION (UNAUDITED) (CONTINUED)

| Name, Address and Age   | Position(s) Held with the Fund | Term of Office and Length of Time Served <sup>(1)</sup> | Principal Occupation(s) during the Past Five Years |
|---|--------------------------------|---|--|
| <b>Officers:</b>  |                                |   |  |
| <p>Shaun P. Mathews<br/>7337 E. Doubletree Ranch Rd.<br/>Scottsdale, Arizona 85258<br/>Age: 51 President and Chief Executive Officer November 2006 Present<br/>President and Chief Executive Officer, ING Investments, LLC and ING Funds Services, LLC (December 2006 Present); and Head of ING USFS Mutual Funds and Investment Products (October 2004 Present). Formerly, CMO, ING USFS (April 2002 October 2004); and Head of Rollover/ Payout (October 2001</p>   |                                |   |  |
| <p>December 2003). Michael J. Roland<br/>7337 E. Doubletree Ranch Rd.<br/>Scottsdale, Arizona 85258<br/>Age: 48 Executive Vice President July 2005 Present Head of Mutual Fund Platform (February 2007 Present); and Executive Vice President, ING Investments, LLC and ING Funds Services, LLC (December 2001 Present). Formerly, Head of Product Management (January 2005 January 2007); Chief Compliance Officer, ING Investments, LLC and Directed Services, LLC (October 2004 December 2005); and Chief Financial Officer and Treasurer, ING Investments, LLC (December 2001 March</p> |                                |   |  |
| <p>2005). Stanley D. Vyner<br/>230 Park Ave.<br/>New York, New York 10169<br/>Age: 56 Executive Vice President July 2005 Present Executive Vice President, ING Investments, LLC (July 2000 Present); and Chief Investment Risk Officer, ING Investments, LLC (January 2003 Present). Formerly, Chief Investment Officer of International Investments (August 2000 January 2003). Joseph M. O'Donnell</p>  |                                |   |  |
| <p>7337 E. Doubletree Ranch Rd.<br/>Scottsdale, Arizona 85258<br/>Age: 52 Executive Vice President<br/>Chief Compliance Officer March 2006 Present</p>  |                                |   |  |

July 2005 Present Chief Compliance Officer of the ING Funds (November 2004 Present); ING Investments, LLC and Directed Services, LLC (March 2006 Present); and Executive Vice President of the ING Funds (March 2006 Present). Formerly, Chief Compliance Officer of ING Life Insurance and Annuity Company (March 2006 December 2006); Vice President, Chief Legal Counsel, Chief Compliance Officer and Secretary of Atlas Securities, Inc., Atlas Advisers, Inc. and Atlas Funds (October 2001 October 2004). Robert S. Naka  
7337 E. Doubletree Ranch Rd.  
Scottsdale, Arizona 85258  
Age: 43 Executive Vice President and Chief Operating Officer

Assistant Secretary March 2006 Present

July 2005 Present Executive Vice President and Chief Operating Officer, ING Funds Services, LLC and ING Investments, LLC (March 2006 Present); and Assistant Secretary, ING Funds Services, LLC (October 2001 Present). Formerly, Senior Vice President, ING Investments, LLC (August 1999 March 2006). Todd Modic  
7337 E. Doubletree Ranch Rd.  
Scottsdale, Arizona 85258  
Age: 39 Senior Vice President, Chief, Principal Financial Officer and Assistant Secretary July 2005 Present Senior Vice President, ING Funds Services, LLC (April 2005 Present). Formerly, Vice President, ING Funds Services, LLC (September 2002 March 2005); and Director of Financial Reporting, ING Investments, LLC (March 2001 September 2002).

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## TRUSTEE AND OFFICER INFORMATION (UNAUDITED) (CONTINUED)

| Name, Address and Age   | Position(s) Held with the Fund | Term of Office and Length of Time Served <sup>(1)</sup> | Principal Occupation(s) during the Past Five Years  |
|---|--------------------------------|---|---|
| Kimberly A. Anderson<br>7337 E. Doubletree Ranch Rd.<br>Scottsdale, AZ 85258<br>Age: 42     | Senior Vice President          | July 2005 Present                                       | Senior Vice President, ING Investments, LLC (October 2003 Present). Formerly, Vice President and Assistant Secretary, ING Investments, LLC (January 2001 October 2003).   |
| Ernest J. C. DeBaca<br>7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258<br>Age: 37 | Senior Vice President          | May 2006 Present  | Senior Vice President, ING Investments, LLC (December 2006 Present); and ING Funds Services, LLC (April 2006 Present). Formerly, Counsel, ING Americas, U.S. Legal Services (January 2004 March 2006); and Attorney-Adviser, U.S. Securities and Exchange Commission (May 2001 December 2003).          |
| Robert Terris<br>7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258<br>Age: 36       | Senior Vice President          | May 2006 Present  | Senior Vice President, Head of Division Operations, ING Funds (May 2006 Present); and Vice President, Head of Division Operations, ING Funds Services, LLC (March 2006 Present). Formerly, Vice President of Administration, ING Funds Services, LLC (October 2001 March 2006).                         |
| Robyn L. Ichilov<br>7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258<br>Age: 39    | Vice President and Treasurer   | July 2005 Present                                       | Vice President and Treasurer, ING Funds Services, LLC (October 2001 Present) and ING Investments, LLC (August 1997 Present).  |
| Lauren D. Bensinger<br>7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258<br>Age: 53 | Vice President                 | July 2005 Present                                       | Vice President and Chief Compliance Officer, ING Funds Distributor, LLC (July 1995 Present); and Vice President (February 1996 Present); and Director of Compliance, ING Investments, LLC (October 2004 Present). Formerly, Chief Compliance Officer, ING Investments, LLC (October 2001 October 2004). |
| Maria M. Anderson<br>7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258<br>Age: 48   | Vice President                 | July 2005 Present                                       | Vice President, ING Funds Services, LLC (September 2004 Present). Formerly, Assistant Vice President, ING Funds Services, LLC (October 2001 September 2004); and Manager of Fund Accounting and Fund Compliance, ING Investments, LLC (September 1999 October 2001).                                    |
| Denise Lewis<br>7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258<br>Age: 43        | Vice President                 | January 2007 Present                                    | Vice President, ING Funds Services, LLC (December 2006 Present). Formerly, Senior Vice President, UMB Investment Services Group, LLC (November 2003 December 2006); and Vice President, Wells Fargo Funds Management, LLC (December 2000 August 2003).  |

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## TRUSTEE AND OFFICER INFORMATION (UNAUDITED) (CONTINUED)

| Name, Address and Age  | Position(s) Held with the Fund | Term of Office and Length of Time Served <sup>(1)</sup> | Principal Occupation(s) during the Past Five Years  |
|--|--------------------------------|---|---|
| Kimberly K. Palmer<br>7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258<br>Age: 49   | Vice President                 | March 2006<br>Present                                   | Vice President, ING Funds Services, LLC (March 2006 - Present). Formerly, Assistant Vice President, ING Funds Services, LLC (August 2004 - March 2006); Manager, Registration Statements, ING Funds Services, LLC (May 2003 - August 2004); Associate Partner, AMVESCAP PLC (October 2000 - May 2003); and Director of Federal Filings and Blue Sky Filings, INVESCO Funds Group, Inc. (March 1994 - May 2003). |
| Susan P. Kinens<br>7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258<br>Age: 30      | Assistant<br>Vice President    | July 2005 - Present                                     | Assistant Vice President, ING Funds Services, LLC (December 2002 - Present); and has held various other positions with ING Funds Services, LLC for more than the last five years.   |
| Huey P. Falgout, Jr.<br>7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258<br>Age: 43 | Secretary                      | July 2005 - Present                                     | Chief Counsel, ING Americas, U.S. Legal Services (September 2003 - Present). Formerly, Counsel, ING Americas, U.S. Legal Services (November 2002 - September 2003); and Associate General Counsel of AIG American General (January 1999 - November 2002).   |
| Theresa K. Kelety<br>7337 E. Doubletree Ranch Rd.<br>Scottsdale, Arizona 85258<br>Age: 44    | Assistant<br>Secretary         | July 2005 - Present                                     | Counsel, ING Americas, U.S. Legal Services (April 2003 - Present). Formerly, Senior Associate with Shearman & Sterling (February 2000 - April 2003).  |

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

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ADVISORY CONTRACT APPROVAL DISCUSSION (UNAUDITED)

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**Board Consideration and Re-Approval of Investment Advisory and Sub-Advisory Contracts**

Section 15(c) of the Investment Company Act of 1940 (the 1940 Act ) provides that, after an initial period, the existing investment advisory and sub-advisory contracts of ING Global Advantage and Premium Opportunity Fund (the Fund ) remain in effect only if the Board of Trustees (the Board ) of the Fund, including a majority of the Trustees who have no direct or indirect interest in the advisory and sub-advisory contracts, and who are not interested persons of the Fund, as such term is defined under the 1940 Act (the Independent Trustees ), annually review and renew them. In this regard, at a meeting held on November 9, 2006 the Board, including a majority of the Independent Trustees, considered whether to renew the investment advisory contract (the Advisory Contract ) between ING Investments, LLC (the Adviser ) and the Fund and the sub-advisory contract ( Sub-Advisory Contract ) with ING Investment Management Co. ( ING IM or the Sub-Adviser ).

The Independent Trustees also held separate meetings on October 12, 2006 and November 7, 2006 to consider renewals of the Advisory Contract and Sub-Advisory Contract. Thus, references herein to factors considered and determinations made by the Independent Trustees include, as applicable, factors considered and determinations made on those earlier dates.

At the November 9, 2006 meeting, the Board voted to renew the Advisory and Sub-Advisory Contracts for the Fund. In reaching this decision, the Board took into account information furnished throughout the year at regular Board meetings, as well as information prepared specifically in connection with the annual review process. The Board's determination took into account a number of factors that its members believed, in light of the legal advice furnished to them by Kirkpatrick & Lockhart Nicholson Graham LLP ( K&LNG ), their independent legal counsel, and their own business judgment, to be relevant. Further, while the Advisory Contract and Sub-Advisory Contract for the Fund were considered at the same Board meeting, the Trustees considered the Fund's advisory and sub-advisory relationships separately.

Provided below is an overview of the Board's contract approval process in general, as well as a discussion of certain of the specific factors the Board considered at the November 9, 2006 meeting. While the Board gave its attention to the information furnished, at its request, that was most relevant to its consideration, discussed below are a number of the primary factors relevant to the Board's consideration as to whether to renew the Advisory and Sub-Advisory Contracts for the one-year period ending November 30, 2007. Each Trustee may have accorded different weight to the various factors in reaching his or her conclusions with respect to the Fund's advisory and sub-advisory arrangements.

**Overview of the Contract Renewal and Approval Process**

In 2003, the Independent Trustees determined to undertake steps to further enhance the process under which the Board determines whether to renew existing advisory and sub-advisory arrangements for the Funds in the ING Funds complex, including the Fund's existing Advisory and Sub-Advisory Contracts, and to approve new advisory and sub-advisory arrangements. Among these measures, the Board: retained the services of an independent consultant with experience in the mutual fund industry to assist the Independent Trustees in working with the personnel employed by the Adviser or its affiliates who administer the Fund ( Management ) to identify the types of information presented to the Board to inform its deliberations with respect to advisory and sub-advisory relationships; established the format in which the information requested by the Board is provided to the Board; and determined the process for reviewing such information in connection with the Advisory and Sub-Advisory Contract renewal process. The end result was the implementation of the current process relied upon by the Board to review and analyze information in connection with the annual renewal of the Fund's Advisory and Sub-Advisory Contracts, as well as its review and approval of new

advisory relationships.

Since the foregoing approval and renewal process was implemented, the Board regularly has reviewed and refined the process. In addition, the Board established a Contracts Committee and two Investment Review Committees, including the International/Balanced/Fixed Income Funds Investment Review Committee (the I/B/F IRC ). The type and format of the information provided to the Board or its counsel to inform its approval and annual review and renewal process has been codified in the 15(c) Methodology Guide (the Methodology Guide ) for the Funds in the ING Funds complex, including the Fund. The

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**ADVISORY CONTRACT APPROVAL DISCUSSION (UNAUDITED) (CONTINUED)**

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Methodology Guide was developed under the direction of the Independent Trustees, and sets out a written blueprint under which the Independent Trustees request certain information necessary to facilitate a thorough and informed review in connection with the annual Advisory and Sub-Advisory Contract renewal process. Management provides Fund-specific information to the Independent Trustees based on the Methodology Guide through Fund Analysis and Comparison Tables or FACT sheets prior to the Independent Trustees' review of Advisory and Sub-Advisory Contracts. In 2005, the Independent Trustees retained an independent firm to verify and test the accuracy of certain of this information for a representative sample of Funds in the ING Funds complex (other than the Fund). The Independent Trustees have determined to conduct such testing periodically.

As part of a regular on-going process, the Board's Contracts Committee recommends or considers recommendations from Management for refinements and other changes to the Methodology Guide and other aspects of the review process, and the I/B/F IRC reviews benchmarks used to assess the performance of the Fund. The I/B/F IRC also meets regularly with the Adviser and periodically with ING IM.

The Board employed its process for reviewing contracts when considering the renewals of the Advisory and Sub-Advisory Contracts that would be effective through November 30, 2007. A number of the Board's primary considerations and conclusions resulting from this process are discussed below.

**Nature, Extent and Quality of Service**

In determining whether to approve the Advisory Contract and Sub-Advisory Contract for the Fund for the year ending November 30, 2007, the Independent Trustees received and evaluated such information as they deemed necessary regarding the nature, extent and quality of services provided to the Fund by the Adviser and ING IM. This included information regarding the Adviser and ING IM provided throughout the year at regular Board meetings, as well as information furnished for the November 9, 2006 Board meeting, which was held specifically to consider contracts renewals for the period ending November 30, 2007. In addition, the Board's Independent Trustees also held meetings on October 12 and November 7, prior to the November 9, 2006 meeting of the full Board, to consider the annual renewal of the Advisory and Sub-Advisory Contracts.

The materials requested by and provided to the Board and/or to K&LNG prior to the November 2006 Board meeting included the following items: (1) FACT sheets for the Fund that provided information about the performance and expenses of the Fund and other similarly managed funds in a selected peer group ( Selected Peer Group ), as well as information about the Fund's investment portfolio, objectives and strategies; (2) the Methodology Guide, which describes how the FACT sheets were prepared, including the manner in which benchmarks and Selected Peer Groups were selected and how profitability was determined; (3) responses from the Adviser and ING IM to a detailed series of questions posed by K&LNG; (4) copies of the forms of Advisory Contract and Sub-Advisory Contract; (5) copies of the Forms ADV for the Adviser and the Sub-Adviser; (6) financial statements for the Adviser and the Sub-Adviser; (7) drafts of a narrative summary addressing key factors the Board customarily considers in evaluating the renewals of Advisory Contract and Sub-Advisory Contract, including a written analysis of how the Fund's performance and fees compare to its Selected Peer Group and/or designated benchmarks; and (8) other information relevant to the Board's evaluations.

The Fund's common shares were used for purposes of certain comparisons to the funds in its Selected Peer Group. Common shares were for purposes of comparison because they are the only Fund class issued and outstanding. The common shares were compared to the analogous class of shares for each fund in the Selected Peer Group. The mutual funds chosen for inclusion in the Fund's Selected Peer Group were selected based upon criteria designed to mirror the



class being compared to the Selected Peer Group.

In arriving at its conclusions with respect to the Advisory Contract, the Board was mindful of the manager-of-managers platform of the ING Funds. The Board also considered the techniques that the Adviser developed, at the Board's direction, to screen and perform due diligence on sub-advisers that are recommended to the Board to manage the Funds in the ING Funds complex. The Board noted the resources that the Adviser has committed to the Board and the I/B/F IRC to assist the Board and members of the I/B/F IRC with their assessment of the investment performance of the Fund on an ongoing

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ADVISORY CONTRACT APPROVAL DISCUSSION (UNAUDITED) (CONTINUED)

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basis throughout the year. This includes the appointment of a Chief Investment Risk Officer and his staff, who report directly to the Board and who have developed attribution analyses and other metrics used by the I/B/F IRC to analyze the key factors underlying investment performance for the Fund. The Board also noted the techniques used by the Adviser to monitor the performance of ING IM.

In considering the Advisory Contract, the Board also considered the extent of benefits provided to the Fund's shareholders, beyond advisory services, from being part of the ING family of Funds. The Board also took into account the Adviser's extensive efforts in recent years to reduce the expenses of the ING Funds through re-negotiated arrangements with the ING Funds' service providers.

Further, the Board received periodic reports showing that the Fund's investment policies and restrictions were consistently complied with and other periodic reports covering matters such as compliance by Adviser and Sub-Adviser personnel with codes of ethics. The Board considered reports from the Fund's Chief Compliance Officer ( CCO ) evaluating the regulatory compliance systems of the Adviser and the Sub-Adviser and procedures reasonably designed by them to assure compliance with the federal securities laws, including those related to late trading and market timing, best execution, fair value pricing, proxy voting procedures, and trade allocation, among others. The Board considered the implementation by the Adviser and ING IM of enhanced compliance policies and procedures in response to SEC rule changes and other regulatory initiatives. The Board also took into account the CCO's annual and periodic reports with respect to service provider compliance and his recommendations regarding service providers' compliance programs. In this regard, the Board also considered the policies and procedures developed by the CCO in consultation with the Board's Compliance Committee that guide the CCO's compliance oversight function.

The Board reviewed the level of staffing, quality and experience of the Fund's portfolio management team. The Board took into account the respective resources and reputations of the Adviser and ING IM, and evaluated the ability of the Adviser and ING IM to attract and retain qualified investment advisory personnel. The Board also considered the adequacy of the resources committed to the Fund (and other relevant funds in the ING Funds complex) by the Adviser and ING IM, and whether those resources are commensurate with the needs of the Funds and are appropriate to attempt to sustain expected levels of performance, compliance, and other needs.

Based on their deliberations and the materials presented to them, the Board concluded that the advisory and related services provided by the Adviser and Sub-Adviser are appropriate in light of the Fund's operations, the competitive landscape of the investment company business, and investor needs, and that the nature and quality of the overall services provided by the Adviser and ING IM were appropriate.

**Performance**

In assessing advisory and sub-advisory relationships, the Board placed emphasis on the investment performance of the Fund, taking into account the importance of such performance to the Fund's shareholders. While the Board considered the performance reports and discussions with portfolio managers at Board and Committee meetings during the year, particular attention in assessing performance was given to the Fund FACT sheets furnished in advance of the November meeting of the Independent Trustees. The FACT sheet prepared for the Fund included its investment performance compared to the Morningstar category median, Selected Peer Group and the Fund's primary benchmark. The Board's findings specific to the Fund's performance are discussed under Specific Factors Considered, below.

**Economies of Scale**

In considering the reasonableness of advisory fees, the Board also considered whether economies of scale will be realized by the Adviser as the Fund grows larger and the extent to which this is reflected in the level of management fee rates charged. In this regard, the Board considered the fairness of the compensation under an Advisory Contract with level fees that does not include breakpoints, taking into account that the Fund is a closed-end Fund.

In evaluating economies of scale, the Independent Trustees also considered a management report presented to them and considered an evaluation and analysis presented to them on November 8, 2006 by an independent consultant.

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ADVISORY CONTRACT APPROVAL DISCUSSION (UNAUDITED) (CONTINUED)

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**Information about Services to Other Clients**

The Board requested, and if received considered, information about the nature of services and fee rates offered by the Adviser and ING IM to other clients, including other registered investment companies and institutional accounts. The Board also noted that the fee rates charged to the Fund and similar institutional clients may differ materially due to the different services and additional regulatory overlay associated with registered investment companies, such as the Fund.

**Fee Rates and Profitability**

The Board reviewed and considered the contractual investment advisory fee rate, combined with the administrative fee rate, payable by the Fund to the Adviser. The Board also considered the contractual sub-advisory fee rate payable by the Adviser to the Sub-Adviser for sub-advisory services.

The Board considered the Fund's fee structure as it relates to the services provided under the Contracts, and the potential fall-out benefits to the Adviser and ING IM, and their respective affiliates, from their association with the Fund. For the Fund, the Board determined that the fees payable to the Adviser and ING IM reasonable for the services that each performs, which were considered in light of the nature and quality of the services that each has performed and is expected to perform through the year ending November 30, 2007.

The Board considered information on revenues, costs and profits realized by the Adviser, which was prepared by Management in accordance with the allocation methodology (including assumptions) specified in the Methodology Guide. In analyzing the profitability of the Adviser in connection with its services to the Fund, the Board took into account the sub-advisory fee rate payable by the Adviser to ING IM with respect to the Fund. The Board also considered information that it requested and was provided by Management with respect to the profitability of service providers affiliated with the Adviser, as well as information provided by ING IM with respect to its profitability.

The Board determined that it had requested and received sufficient information to gain a reasonable understanding regarding the Adviser's and ING IM's profitability. The Board also recognized that profitability analysis is not an exact science and there is no uniform methodology for determining profitability for this purpose. In this context, the Board realized that Management's calculations regarding its costs incurred in establishing the infrastructure necessary for the operations of the Funds in the ING Funds complex may not be fully reflected in the expenses allocated to each ING Fund (including the Fund) in determining profitability, and that the information presented may not portray all of the costs borne by Management nor capture Management's entrepreneurial risk associated with offering and managing a mutual fund complex in today's regulatory environment.

Based on the information on revenues, costs, and profitability considered by the Board, after considering the factors described in this section, the Board concluded that the profits, if any, realized by the Adviser and ING IM were not excessive.

**Specific Factors Considered**

The following paragraphs outline certain of the specific factors that the Board considered, and the conclusions reached, at its November 2006 meeting in relation to renewing the Fund's Advisory Contract and its Sub-Advisory Contract for the year ending November 30, 2007. These specific factors are in addition to those considerations discussed above. The Fund's performance was compared to its Morningstar category median and its primary

benchmark, a broad-based securities market index that appears in the Fund's prospectus. The Fund's management fee and expense ratio were compared to the fees and expense ratios of the funds in its Selected Peer Group.

In considering whether to approve the renewal of the Advisory and Sub-Advisory Contracts for ING Global Advantage and Premium Opportunity Fund, the Board considered that, based on performance data for the periods ended June 30, 2006: (1) the Fund underperformed its Morningstar category median for all periods presented but it outperformed its primary benchmark for all periods presented; and (2) the Fund is ranked in the fourth quintile of its Morningstar category for all periods presented. In considering this performance data, the Board took into account that the Fund launched in October 2005, and therefore has a limited operating history for purposes of analyzing Fund performance.

In considering the fees payable under the Advisory and Sub-Advisory Contracts for ING Global Advantage and Premium Opportunity Fund, the Board took into

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ADVISORY CONTRACT APPROVAL DISCUSSION (UNAUDITED) (CONTINUED)

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account the factors described above and also considered: (1) the fairness of the compensation under an Advisory Contract with level fees that does not include breakpoints; (2) the pricing structure (including the expense ratio to be borne by shareholders) of ING Global Advantage and Premium Opportunity Fund, as compared to its Selected Peer Group, including that: (a) the management fee (inclusive of the advisory fee and a 0.10% administration fee) for the Fund is below the median and the average management fees of the funds in its Selected Peer Group; and (b) the expense ratio for the Fund is below the median and the average expense ratios of the funds in its Selected Peer Group.

After its deliberation, the Board reached the following conclusions: (1) the Fund's management fee rate is reasonable in the context of all factors considered by the Board; (2) the Fund's expense ratio is reasonable in the context of all factors considered by the Board; (3) the sub-advisory fee rate payable by the Adviser to the Sub-Adviser is reasonable in the context of all factors considered by the Board; and (4) the Fund was launched in October 2005, and it is reasonable to permit the Fund to establish a longer operating history for purposes of evaluating performance. Based on these conclusions and other factors, the Board voted to renew the Advisory and Sub-Advisory Contracts for the Fund for the year ending November 30, 2007. During this renewal process, different Board members may have given different weight to different individual factors and related conclusions.

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ADDITIONAL INFORMATION (UNAUDITED)

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During the period, there were no material changes in the Fund's investment objective or policies that were not approved by the shareholders or the Fund's charter or by-laws or in the principal risk factors associated with investment in the Fund. Effective April 27, 2007, Mary Ann Fernandez retired from ING IM.

**Dividend Reinvestment Plan**

Unless the registered owner of Common Shares elects to receive cash by contacting The Bank of New York (the Plan Agent), all dividends declared on Common Shares of the Fund will be automatically reinvested by the Plan Agent for shareholders in additional Common Shares of the Fund through the Fund's Dividend Reinvestment Plan (the Plan). Shareholders who elect not to participate in the Plan will receive all dividends and other distributions in cash paid by check mailed directly to the shareholder of record (or, if the Common Shares are held in street or other nominee name, then to such nominee) by the Plan Agent. Participation in the Plan is completely voluntary and may be terminated or resumed at any time without penalty by notice if received and processed by the Plan Agent prior to the dividend record date; otherwise such termination or resumption will be effective with respect to any subsequently declared dividend or other distribution. Some brokers may automatically elect to receive cash on your behalf and may re-invest that cash in additional Common Shares of the Fund for you. If you wish for all dividends declared on your Common Shares of the Fund to be automatically reinvested pursuant to the Plan, please contact your broker.

The Plan Agent will open an account for each Common Shareholder under the Plan in the same name in which such Common Shareholder's Common Shares are registered. Whenever the Fund declares a dividend or other distribution (together, a Dividend) payable in cash, non-participants in the Plan will receive cash and participants in the Plan will receive the equivalent in Common Shares. The Common Shares will be acquired by the Plan Agent for the participants' accounts, depending upon the circumstances described below, either (i) through receipt of additional unissued but authorized Common Shares from the Fund ( Newly Issued Common Shares ) or (ii) by purchase of outstanding Common Shares on the open market ( Open-Market Purchases ) on the NYSE or elsewhere. Open-market purchases and sales are usually made through a broker affiliated with the Plan Agent.

If, on the payment date for any Dividend, the closing market price plus estimated brokerage commissions per Common Share is equal to or greater than the net asset value per Common Share, the Plan Agent will invest the Dividend amount in Newly Issued Common Shares on behalf of the participants. The number of Newly Issued Common Shares to be credited to each participant's account will be determined by dividing the dollar amount of the Dividend by the net asset value per Common Share on the payment date; provided that, if the net asset value is less than or equal to 95% of the closing market value on the payment date, the dollar amount of the Dividend will be divided by 95% of the closing market price per Common Share on the payment date. If, on the payment date for any Dividend, the net asset value per Common Share is greater than the closing market value plus estimated brokerage commissions, the Plan Agent will invest the Dividend amount in Common Shares acquired on behalf of the participants in Open-Market Purchases. In the event of a market discount on the payment date for any Dividend, the Plan Agent will have until the last business day before the next date on which the Common Shares trade on an ex-dividend basis or 30 days after the payment date for such Dividend, whichever is sooner (the Last Purchase Date), to invest the Dividend amount in Common Shares acquired in Open-Market Purchases.

It is contemplated that the Fund will pay monthly income Dividends. Therefore, the period during which Open-Market Purchases can be made will exist only from the payment date of each Dividend through the date before the next ex-dividend date, which typically will be approximately ten days.

If, before the Plan Agent has completed its Open-Market Purchases, the market price per common share exceeds the net asset value per Common Share, the average per Common Share purchase price paid by the Plan Administrator may exceed the net asset value of the Common Shares, resulting in the acquisition of fewer Common Shares than if the Dividend had been paid in Newly Issued Common Shares on the Dividend payment date. Because of the foregoing difficulty with respect to Open-Market Purchases, the Plan provides that if the Plan Agent is unable to invest the full Dividend amount in Open-Market Purchases during the purchase period or if the market discount shifts to a market premium during the purchase period, the Plan Agent will cease making Open-



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ADDITIONAL INFORMATION (UNAUDITED) (CONTINUED)

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Market Purchases and will invest the un-invested portion of the Dividend amount in Newly Issued Common Shares at the net asset value per common share at the close of business on the Last Purchase Date provided that, if the net asset value is less than or equal to 95% of the then current market price per Common Share, the dollar amount of the Dividend will be divided by 95% of the market price on the payment date.

The Plan Agent maintains all shareholders' accounts in the Plan and furnishes written confirmation of all transactions in the accounts, including information needed by shareholders for tax records. Common Shares in the account of each Plan participant will be held by the Plan Agent on behalf of the Plan participant, and each shareholder proxy will include those shares purchased or received pursuant to the Plan. The Plan Agent will forward all proxy solicitation materials to participants and vote proxies for shares held under the Plan in accordance with the instructions of the participants.

In the case of shareholders such as banks, brokers or nominees which hold shares for others who are the beneficial owners, the Plan Agent will administer the Plan on the basis of the number of Common Shares certified from time to time by the record shareholder's name and held for the account of beneficial owners who participate in the Plan.

There will be no brokerage charges with respect to Common Shares issued directly by the Fund. However, each participant will pay a pro rata share of brokerage commissions incurred in connection with Open-Market Purchases. The automatic reinvestment of Dividends will not relieve participants of any federal, state or local income tax that may be payable (or required to be withheld) on such Dividends. Participants that request a partial or full sale of shares through the Plan Agent are subject to a \$15.00 sales fee and a \$0.10 per share brokerage commission on purchases or sales, and may be subject to certain other service charges.

The Fund reserves the right to amend or terminate the Plan. There is no direct service charge to participants with regard to purchases in the Plan; however, the Fund reserves the right to amend the Plan to include a service charge payable by the participants.

All questions concerning the Plan should be directed to the Fund's Shareholder Service Department at 1-800-992-0180.

**KEY FINANCIAL DATES CALENDAR 2007 DIVIDENDS:**

| DECLARATION<br>DATE | EX-DIVIDEND<br>DATE | PAYABLE<br>DATE  |
|---------------------|---------------------|------------------|
| March 23, 2007      | April 2, 2007       | April 16, 2007   |
| June 22, 2007       | July 2, 2007        | July 16, 2007    |
| September 21, 2007  | October 1, 2007     | October 15, 2007 |
| December 21, 2007   | December 27, 2007   | January 15, 2008 |

*Record date will be two business days after each Ex-Dividend Date. These dates are subject to change.*

**Stock Data**

The Fund's common shares are traded on the NYSE (Symbol: IGA).

### **Repurchase of Securities by Closed-End Companies**

In accordance with Section 23(c) of the 1940 Act, and Rule 23c-1 under the 1940 Act the Fund may from time to time purchase shares of beneficial interest of the Fund in the open market, in privately negotiated transactions and/or purchase shares to correct erroneous transactions.

### **Number of Shareholders**

The approximate number of record holders of Common Stock as of February 28, 2007 was 15,692, which does not include beneficial owners of shares held in the name of brokers of other nominees.

### **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 1-800-992-0180; (2) on the Fund's website at [www.ingfunds.com](http://www.ingfunds.com) and (3) on the SEC's website at [www.sec.gov](http://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](http://www.ingfunds.com) and on the SEC's website at [www.sec.gov](http://www.sec.gov).

### **Quarterly Portfolio Holdings**

The Fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters

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ADDITIONAL INFORMATION (UNAUDITED) (CONTINUED)

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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](http://www.sec.gov). The Fund's Forms 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 1-800-SEC-0330; and is available upon request from the Fund by calling Shareholder Services toll-free at 1-800-992-0180.

**Certifications**

In accordance with Section 303A.12 (a) of the New York Stock Exchange Listed Company Manual, the Fund submitted the Annual CEO Certification on June 19, 2006 certifying that he was not aware, as of that date, of any violation by the Fund of the NYSE's Corporate governance listing standards. In addition, as required by Section 302 of the Sarbanes-Oxley Act of 2002 and related SEC rules, the Fund's principal executive and financial officers have made quarterly certifications, included in filings with the SEC on Forms N-CSR and N-Q, relating to, among other things, the Fund's disclosure controls and procedures and internal controls over financial reporting.

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**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**

The Bank of New York  
101 Barclay Street (11E)  
New York, New York 10286

**Independent Registered Public Accounting Firm**

KPMG LLP  
99 High Street  
Boston, Massachusetts 02110

**Custodian**

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

**Legal Counsel**

Dechert LLP  
1775 I Street, N.W.  
Washington, D.C. 20006

**Toll-Free Shareholder Information**

Call us from 9:00 a.m. to 7:00 p.m. Eastern time on any business day for account or other information, at (800) 992-0180

PRAR-UIGA (0207-042607)

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**Item 2. Code of Ethics.**

As of the end of the period covered by this report, Registrant had adopted a code of ethics, as defined in Item 2 of Form N-CSR, that applies to the Registrant's principal executive officer and principal financial officer. There were no amendments to the Code during the period covered by the report. The Registrant did not grant any waivers, including implicit waivers, from any provisions of the Code during the period covered by this report. The code of ethics is filed

herewith pursuant to Item 10(a)(1), Exhibit 99, CODE ETH.

**Item 3. Audit Committee Financial Expert.**

The Board of Trustees has determined that David Putnam is an audit committee financial expert, as defined in Item 3 of Form N-CSR. Mr. Putnam is independent for purposes of Item 3 of Form N-CSR.

**Item 4. Principal Accountant Fees and Services.**

- (a) Audit Fees: The aggregate fees billed for each of the last two fiscal years for professional services rendered by KPMG LLP ( KPMG ), the principal accountant for the audit of the registrant s annual financial statements, for services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for the fiscal year were \$28,750 for the year ended February 28, 2007 and \$38,000 for year ended February 28, 2006.
- (b) Audit-Related Fees: The aggregate fees billed in each of the last two fiscal years for assurance and related services by KPMG that are seasonably related to the performance of the audit of the registrant s financial statements and are not reported under paragraph (a) of this Item were \$ 1,975 for the year ended February 28, 2007 and \$0 for the year ended February 28, 2006.
- (c) Tax Fees: The aggregate fees billed in each of the last two fiscal years for professional services rendered by KPMG for tax compliance, tax advice, and tax planning were \$ 5,170 in the year ended February 28, 2007 and \$0 in the year ended February 28, 2006. Such services included review of excise distribution calculations (if applicable), preparation of the Funds federal state and excise tax returns, tax services related to mergers and routine consulting.
- (d) All Other Fees: NONE.
- (e)(1) Audit Committee Pre-Approval Policies and Procedures

**AUDIT AND NON-AUDIT SERVICES  
PRE-APPROVAL POLICY**

**I. Statement of Principles**

Under the Sarbanes-Oxley Act of 2002 (the Act ), the Audit Committee of the Board of Directors or Trustees (the Committee ) of the ING Funds (each a Fund, collectively, the Funds ) set out on Exhibit A to this Audit and Non-Audit Services Pre-Approval Policy ( Policy ) is responsible for the oversight of the work of the Funds independent auditors.

As part of its responsibilities, the Committee must pre-approve the audit and non-audit services performed by the auditors in order to assure that the provision of these services does not impair the auditors independence from the Funds. The Committee has adopted, and the Board has ratified, this Policy, which sets out the procedures and conditions under which the services of the independent auditors may be pre-approved.

Under Securities and Exchange Commission ( SEC ) rules promulgated in accordance with the Act, the Funds may establish two different approaches to pre-approving audit and non-audit services. The Committee may approve services without consideration of specific case-by-case services ( general pre-approval ) or it may pre-approve specific services ( specific pre-approval ). The Committee believes that the combination of these approaches contemplated in this Policy results in an effective and efficient method for pre-approving audit and non-audit services to be performed by the Funds independent auditors. Under this Policy, services that are not of a type that may receive general pre-approval require specific pre-approval by the Committee. Any proposed services that exceed pre-approved cost levels or budgeted amounts will also require the Committee s specific pre-approval.

For both types of approval, the Committee considers whether the subject services are consistent with the SEC s rules on auditor independence and that such services are compatible with maintaining the auditors independence. The Committee also considers whether a particular audit firm is in the best position to provide effective and efficient services to the Funds. Reasons that the auditors are in the best position include the auditors familiarity with the Funds business, personnel, culture, accounting systems, risk profile, and other factors, and whether the services will enhance the Funds ability to manage and control risk or improve audit quality. Such factors will be considered as a whole, with no one factor being determinative.

The appendices attached to this Policy describe the audit, audit-related, tax-related, and other services that have the Committee's general pre-approval. For any service that has been approved through general pre-approval, the general pre-approval will remain in place for a period 12 months from the date of pre-approval, unless the Committee determines that a different period is appropriate. The Committee will annually review and pre-approve the services that may be provided by the independent auditors without specific pre-approval. The Committee will revise the list of services subject to general pre-approval as appropriate. This Policy does not serve as a delegation to Fund management of the Committee's duty to pre-approve services performed by the Funds' independent auditors.

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**II. Audit Services**

The annual audit services engagement terms and fees are subject to the Committee's specific pre-approval. Audit services are those services that are normally provided by auditors in connection with statutory and regulatory filings or engagements or those that generally only independent auditors can reasonably provide. They include the Funds' annual financial statement audit and procedures that the independent auditors must perform in order to form an opinion on the Funds' financial statements (*e.g.*, information systems and procedural reviews and testing). The Committee will monitor the audit services engagement and approve any changes in terms, conditions or fees deemed by the Committee to be necessary or appropriate.

The Committee may grant general pre-approval to other audit services, such as statutory audits and services associated with SEC registration statements, periodic reports and other documents filed with the SEC or issued in connection with securities offerings.

The Committee has pre-approved the audit services listed on Appendix A. The Committee must specifically approve all audit services not listed on Appendix A.

**III. Audit-related Services**

Audit-related services are assurance and related services that are reasonably related to the performance of the audit or the review of the Funds' financial statements or are traditionally performed by the independent auditors. The Committee believes that the provision of audit-related services will not impair the independent auditors' independence, and therefore may grant pre-approval to audit-related services. Audit-related services include accounting consultations related to accounting, financial reporting or disclosure matters not classified as audit services; assistance with understanding and implementing new accounting and financial reporting guidance from rulemaking authorities; agreed-upon or expanded audit procedures relating to accounting and/or billing records required to respond to or comply with financial, accounting or regulatory reporting matters; and assistance with internal control reporting requirements under Form N-SAR or Form N-CSR.

The Committee has pre-approved the audit-related services listed on Appendix B. The Committee must specifically approve all audit-related services not listed on Appendix B.

**IV. Tax Services**

The Committee believes the independent auditors can provide tax services to the Funds, including tax compliance, tax planning, and tax advice, without compromising the auditors' independence. Therefore, the Committee may grant general pre-approval with respect to tax services historically provided by the Funds' independent auditors that do not, in the Committee's view, impair auditor independence and that are consistent with the SEC's rules on auditor independence.

The Committee will not grant pre-approval if the independent auditors initially recommends a transaction the sole business purpose of which is tax avoidance and the tax treatment of which may not be supported in the Internal Revenue Code and related regulations. The Committee may consult

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outside counsel to determine that tax planning and reporting positions are consistent with this Policy.

The Committee has pre-approved the tax-related services listed on Appendix C. The Committee must specifically approve all tax-related services not listed on Appendix C.

**V. Other Services**

The Committee believes it may grant approval of non-audit services that are permissible services for independent auditors to a Fund. The Committee has determined to grant general pre-approval to other services that it believes are routine and recurring, do not impair auditor independence, and are consistent with SEC rules on auditor independence. The Committee has pre-approved the non-audit services listed on Appendix D. The Committee must specifically approve all non-audit services not listed on Appendix D.

A list of the SEC's prohibited non-audit services is attached to this Policy as Appendix E. The SEC's rules and relevant guidance should be consulted to determine the precise definitions of these impermissible services and the applicability of exceptions to certain of the SEC's prohibitions.

**VI. Pre-approval of Fee levels and Budgeted Amounts**

The Committee will annually establish pre-approval fee levels or budgeted amounts for audit, audit-related, tax and non-audit services to be provided to the Funds by the independent auditors. Any proposed services exceeding these levels or amounts require the Committee's specific pre-approval. The Committee considers fees for audit and non-audit services when deciding whether to pre-approve services. The Committee may determine, for a pre-approval period of 12 months, the appropriate ratio between the total amount of fees for the Fund's audit, audit-related, and tax services (including fees for services provided to Fund affiliates that are subject to pre-approval), and the total amount of fees for certain permissible non-audit services for the Fund classified as other services (including any such services provided to Fund affiliates that are subject to pre-approval).

**VII. Procedures**

Requests or applications for services to be provided by the independent auditors will be submitted to management. If management determines that the services do not fall within those services generally pre-approved by the Committee and set out in the appendices to these procedures, management will submit the services to the Committee or its delatee. Any such submission will include a detailed description of the services to be rendered. Notwithstanding this paragraph, the Committee will, on a quarterly basis, receive from the independent auditors a list of services provided for the previous calendar quarter on a cumulative basis by the auditors during the Pre-Approval Period.



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**VIII. Delegation**

The Committee may delegate pre-approval authority to one or more of the Committee's members. Any member or members to whom such pre-approval authority is delegated must report any pre-approval decisions, including any pre-approved services, to the Committee at its next scheduled meeting. The Committee will identify any member to whom pre-approval authority is delegated in writing. The member will retain such authority for a period of 12 months from the date of pre-approval unless the Committee determines that a different period is appropriate. The period of delegated authority may be terminated by the Committee or at the option of the member.

**IX. Additional Requirements**

The Committee will take any measures the Committee deems necessary or appropriate to oversee the work of the independent auditors and to assure the auditors' independence from the Funds. This may include reviewing a formal written statement from the independent auditors delineating all relationships between the auditors and the Funds, consistent with Independence Standards Board No. 1, and discussing with the auditors their methods and procedures for ensuring independence.

Amended: February 23, 2007

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Appendix A

Pre-Approved Audit Services for the Pre-Approval Period January 1, 2007 through December 31, 2007

| Service  | The Fund(s) | Fee Range  |
|--|-------------|--|
| Statutory audits or financial audits (including tax services associated with audit services)   | ü           | As presented to Audit Committee <sup>1</sup>         |
| Services associated with SEC registration statements, periodic reports and other documents filed with the SEC or other documents issued in connection with securities offerings ( <i>e.g.</i> , consents), and assistance in responding to SEC comment letters.  | ü           | Not to exceed \$9,750 per filing                     |
| Consultations by Fund management with respect to accounting or disclosure treatment of transactions or events and/or the actual or potential effect of final or proposed rules, standards or interpretations by the SEC, Financial Accounting Standards Board, or other regulatory or standard setting bodies. | ü           | Not to exceed \$8,000 during the Pre-Approval Period |
| Seed capital audit and related review and issuance of consent on the N-2 registration statement  | ü           | Not to exceed \$12,600 per audit                     |

<sup>1</sup> For new Funds launched during the Pre Approval Period, the fee ranges pre approved will be the same as those for existing Funds, pro rated in accordance with inception dates as provided in the auditors Proposal or any Engagement Letter covering the period at issue. Fees in the Engagement Letter will be controlling



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Appendix B

Pre-Approved Audit-Related Services for the Pre-Approval Period January 1, 2007 through December 31, 2007

| Service   | The Fund(s) | Fund Affiliates | Fee Range   |
|---|-------------|-----------------|---|
| Services related to Fund mergers<br>(Excludes tax services - See Appendix C for tax services associated with Fund mergers)  | ü           | ü               | Not to exceed \$10,000 per merger                                   |
| Consultations by Fund management with respect to accounting or disclosure treatment of transactions or events and/or the actual or potential effect of final or proposed rules, standards or interpretations by the SEC, Financial Accounting Standards Board, or other regulatory or standard setting bodies. [Note: Under SEC rules some consultations may be audit services and others may be audit-related services.] | ü           |                 | Not to exceed \$5,000 per occurrence during the Pre-Approval Period |
| Review of the Funds' semi-annual financial statements   | ü           |                 | Not to exceed \$2,200 per set of financial statements per fund      |
| Reports to regulatory or government agencies related to the annual engagement   | ü           |                 | Up to \$5,000 per occurrence during the Pre-Approval Period         |
| Regulatory compliance assistance  | ü           | ü               | Not to exceed \$5,000 per quarter                                   |
| Training courses  |             | ü               | Not to exceed \$2,000 per course                                    |
| For Prime Rate Trust, agreed upon procedures for quarterly reports to rating agencies   | ü           |                 | Not to exceed \$9,450 per quarter                                   |
| For Prime Rate Trust and Senior Income Fund, agreed upon procedures for the Revolving Credit and Security Agreement with Citigroup  | ü           |                 | Not to exceed \$21,000 per fund per year                            |



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Appendix C

Pre-Approved Tax Services for the Pre-Approval Period January 1, 2007 through December 31, 2007

| Service  | The Fund(s) | Fund Affiliates | Fee Range  |
|--|-------------|-----------------|--|
| Preparation of federal and state income tax returns and federal excise tax returns for the Funds including assistance and review with excise tax distributions | ü           |                 | As presented to Audit Committee <sup>1</sup>   |
| Review of IRC Sections 851(b) and 817(h) diversification testing on a real-time basis  | ü           |                 | As presented to Audit Committee <sup>2</sup>   |
| Assistance and advice regarding year-end reporting for 1099 s  | ü           |                 | As presented to Audit Committee <sup>2</sup>   |
| Tax assistance and advice regarding statutory, regulatory or administrative developments   | ü           | ü               | Not to exceed \$5,000 for the Funds or for the Funds investment adviser during the Pre-Approval Period |

<sup>1</sup> For new Funds launched during the Pre-Approval Period, the fee ranges pre-approved will be the same as those for existing Funds, pro-rated in accordance with inception dates as provided in the auditors Proposal or any Engagement Letter covering the period at issue. Fees in the Engagement Letter will be controlling.



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*Appendix C, continued*

| Service   | The Fund(s) | Fund Affiliates | Fee Range  |
|---|-------------|-----------------|--|
| Tax training courses  |             | ü               | Not to exceed \$2,000 per course during the Pre-Approval Period          |
| Tax services associated with Fund mergers   | ü           | ü               | Not to exceed \$4,000 per fund per merger during the Pre-Approval Period |
| Other tax-related assistance and consultation, including, without limitation, assistance in evaluating derivative financial instruments and international tax issues, qualification and distribution issues, and similar routine tax consultations. | ü           |                 | Not to exceed \$120,000 during the Pre-Approval Period                   |



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Appendix D

Pre-Approved Other Services for the Pre-Approval Period January 1, 2007 through December 31, 2007

| Service  | The Fund(s) | Fund Affiliates | Fee Range   |
|--|-------------|-----------------|---|
| Agreed-upon procedures for Class B share 12b-1 programs  |             | ii              | Not to exceed \$50,000 during the Pre-Approval Period         |
| Security counts performed pursuant to Rule 17f-2 of the 1940 Act ( <i>i.e.</i> , counts for Funds holding securities with affiliated sub-custodians) | ii          | ii              | Not to exceed \$5,000 per Fund during the Pre-Approval Period |
| Cost to be borne 50% by the Funds and 50% by ING Investments, LLC.   |             |                 |   |
| Agreed upon procedures for 15 (c) FACT Books   | ii          |                 | Not to exceed \$35,000 during the Pre-Approval Period         |

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Appendix E

Prohibited Non-Audit Services

Dated: January 1, 2007

Bookkeeping or other services related to the accounting records or financial statements of the Funds

Financial information systems design and implementation

Appraisal or valuation services, fairness opinions, or contribution-in-kind reports

Actuarial services

Internal audit outsourcing services

Management functions

Human resources

Broker-dealer, investment adviser, or investment banking services

Legal services

Expert services unrelated to the audit

Any other service that the Public Company Accounting Oversight Board determines, by regulation, is impermissible

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**EXHIBIT A**

ING EQUITY TRUST  
ING FUNDS TRUST  
ING ASIA PACIFIC HIGH DIVIDEND EQUITY INCOME FUND  
ING GLOBAL ADVANTAGE AND PREMIUM OPPORTUNITY FUND  
ING GLOBAL EQUITY DIVIDEND AND PREMIUM OPPORTUNITY FUND  
ING RISK MANAGED NATURAL RESOURCES FUND  
ING INVESTMENT FUNDS, INC.  
ING INVESTORS TRUST  
ING MAYFLOWER TRUST  
ING MUTUAL FUNDS  
ING PARTNERS, INC.  
ING PRIME RATE TRUST  
ING SENIOR INCOME FUND  
ING VARIABLE INSURANCE TRUST  
ING VARIABLE PRODUCTS TRUST  
ING VP NATURAL RESOURCES TRUST

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(e)(2) Percentage of services referred to in 4(b) (4)(d) that were approved by the audit committee

100% of the services were approved by the audit committee.

(f) Percentage of hours expended attributable to work performed by other than full time employees of KPMG if greater than 50%.

Not applicable.

(g) Non-Audit Fees: The non-audit fees billed by the registrant's accountant for services rendered to the registrant, and rendered to the registrant's investment adviser, and any entity controlling, controlled by, or under common control with the adviser that provides ongoing services to the registrant were \$894,570 for the year ended February 28, 2007 and \$ 103,850 for year ended February 28, 2006.

(h) Principal Accountants Independence: The Registrant's Audit committee has considered whether the provision of non-audit services that were rendered to the registrant's investment adviser and any entity controlling, controlled by, or under common control with the investment adviser that provides ongoing services to the registrant that were not pre-approved pursuant to Rule 2-01(c)(7)(ii) of Regulation S-X is compatible with maintaining KPMG's independence.

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**Item 5. Audit Committee of Listed Registrants.**

- a. The registrant has a separately-designated standing audit committee. The members are J. Michael Earley, Patrick W. Kenny, David W.C. Putnam, Roger B. Vincent and Sheryl K. Pressler.
- b. Not applicable.

**Item 6. Schedule of Investments.**

Schedule is included as part of the report to shareholders filed under Item 1 of this Form.

**Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed End Management Investment companies.**

**ING FUNDS**

**PROXY VOTING PROCEDURES AND GUIDELINES**

**Effective Date: July 10, 2003**

**Revision Date: March 2, 2007**

**I. INTRODUCTION**

The following are the Proxy Voting Procedures and Guidelines (the Procedures and Guidelines ) of the ING Funds set forth on *Exhibit 1* attached hereto and each portfolio or series thereof (each a Fund and collectively, the Funds ). The purpose of these Procedures and Guidelines is to set forth the process by which each Fund will vote proxies related to the equity assets in its investment portfolio (the portfolio securities ). The Procedures and Guidelines have been approved by the Funds Boards of Trustees/Directors(each a Board and collectively, the Boards ), including a majority of the independent Trustees/Directors<sup>2</sup> of the Board. These Procedures and Guidelines may be amended only by the Board. The Board shall review these Procedures and Guidelines at its discretion, and make any revisions thereto as deemed appropriate by the Board.

**II. VALUATION, PROXY AND BROKERAGE COMMITTEE**

The Boards hereby delegate to the Valuation, Proxy and Brokerage Committee of each Board (each a Committee and collectively, the Committees ) the authority and responsibility to oversee the implementation of these Procedures and Guidelines, and where applicable, to make determinations on behalf of the Board with respect to the voting of proxies on behalf of each Fund. Furthermore, the Boards hereby delegate to each Committee the authority to review and approve material changes to proxy voting procedures of any Fund s investment adviser (the Adviser ). The Proxy Voting Procedures of the Adviser (the Adviser Procedures ) are attached hereto as *Exhibit 2*. Any determination regarding the voting of proxies of each Fund that is made by a Committee, or any member thereof, as permitted herein, shall be deemed to be a good faith determination regarding the voting of proxies by the full Board. Each Committee

<sup>1</sup> Reference in these Procedures to one or more Funds shall, as applicable, mean those Funds that are under the jurisdiction of the particular Board or Valuation, Proxy and Brokerage Committee at issue. No provision in these

Procedures is intended to impose any duty upon the particular Board or Valuation, Proxy and Brokerage Committee with respect to any other Fund.

- <sup>2</sup> The independent Trustees/Directors are those Board members who are not interested persons of the Funds within the meaning of Section 2(a)(19) of the Investment Company Act of 1940.
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may rely on the Adviser through the Agent, Proxy Coordinator and/or Proxy Group (as such terms are defined for purposes of the Adviser Procedures) to deal in the first instance with the application of these Procedures and Guidelines. Each Committee shall conduct itself in accordance with its charter.

**III. DELEGATION OF VOTING AUTHORITY**

The Board hereby delegates to the Adviser to each Fund the authority and responsibility to vote all proxies with respect to all portfolio securities of the Fund in accordance with then current proxy voting procedures and guidelines that have been approved by the Board. The Board may revoke such delegation with respect to any proxy or proposal, and assume the responsibility of voting any Fund proxy or proxies as it deems appropriate. Non-material amendments to the Procedures and Guidelines may be approved for immediate implementation by the President or Chief Financial Officer of a Fund, subject to ratification at the next regularly scheduled meeting of the Valuation, Proxy and Brokerage Committee.

When a Fund participates in the lending of its securities and the securities are on loan at record date, proxies related to such securities will not be forwarded to the Adviser by the Fund's custodian and therefore will not be voted.

Funds that are funds-of-funds will echo vote their interests in underlying mutual funds, which may include ING Funds (or portfolios or series thereof) other than those set forth on *Exhibit 1* attached hereto. This means that, if the fund-of-funds must vote on a proposal with respect to an underlying investment company, the fund-of-funds will vote its interest in that underlying fund in the same proportion all other shareholders in the investment company voted their interests.

A fund that is a feeder fund in a master-feeder structure does not echo vote. Rather, it passes votes requested by the underlying master fund to its shareholders. This means that, if the feeder fund is solicited by the master fund, it will request instructions from its own shareholders, either directly or, in the case of an insurance-dedicated Fund, through an insurance product or retirement plan, as to the manner in which to vote its interest in an underlying master fund.

When a Fund is a feeder in a master-feeder structure, proxies for the portfolio securities owned by the master fund will be voted pursuant to the master fund's proxy voting policies and procedures. As such, and except as otherwise noted herein with respect to vote reporting requirements, feeder Funds shall not be subject to these Procedures and Guidelines.

**IV. APPROVAL AND REVIEW OF PROCEDURES**

Each Fund's Adviser has adopted proxy voting procedures in connection with the voting of portfolio securities for the Funds as attached hereto in *Exhibit 2*. The Board hereby approves such procedures. All material changes to the Adviser Procedures must be approved by the Board or the Valuation, Proxy and Brokerage Committee prior to implementation; however, the President or Chief Financial Officer of a Fund may make such non-material changes as they deem appropriate, subject to ratification by the Board or the Valuation, Proxy and Brokerage

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Committee at its next regularly scheduled meeting.

**V. VOTING PROCEDURES AND GUIDELINES**

The Guidelines that are set forth in *Exhibit 3* hereto specify the manner in which the Funds generally will vote with respect to the proposals discussed therein.

Unless otherwise noted, the defined terms used hereafter shall have the same meaning as defined in the Adviser Procedures

**A. Routine Matters**

The Agent shall be instructed to submit a vote in accordance with the Guidelines where such Guidelines provide a clear For, Against, Withhold or Abstain on a proposal. However, the Agent shall be directed to refer any proxy proposal to the Proxy Coordinator for instructions as if it were a matter requiring case-by-case consideration under circumstances where the application of the Guidelines is unclear, it appears to involve unusual or controversial issues, or an Investment Professional (as such term is defined for purposes of the Adviser Procedures) recommends a vote contrary to the Guidelines.

**B. Matters Requiring Case-by-Case Consideration**

The Agent shall be directed to refer proxy proposals accompanied by its written analysis and voting recommendation to the Proxy Coordinator where the Guidelines have noted case-by-case consideration.

Upon receipt of a referral from the Agent, the Proxy Coordinator may solicit additional research from the Agent, Investment Professional(s), as well as from any other source or service.

Except in cases in which the Proxy Group has previously provided the Proxy Coordinator with standing instructions to vote in accordance with the Agent's recommendation, the Proxy Coordinator will forward the Agent's analysis and recommendation and/or any research obtained from the Investment Professional(s), the Agent or any other source to the Proxy Group. The Proxy Group may consult with the Agent and/or Investment Professional(s), as it deems necessary.

The Proxy Coordinator shall use best efforts to convene the Proxy Group with respect to all matters requiring its consideration. In the event quorum requirements cannot be timely met in connection with a voting deadline, it shall be the policy of the Funds to vote in accordance with the Agent's recommendation, unless the Agent's recommendation is deemed to be conflicted as provided for under the Adviser Procedures, in which case no action shall be taken on such matter (*i.e.*, a Non-Vote).



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**1. Within-Guidelines Votes:** Votes in Accordance with a Fund's Guidelines and/or, where applicable, Agent Recommendation

In the event the Proxy Group, and where applicable, any Investment Professional participating in the voting process, recommend a vote Within Guidelines, the Proxy Group will instruct the Agent, through the Proxy Coordinator, to vote in this manner. Except as provided for herein, no Conflicts Report (as such term is defined for purposes of the Adviser Procedures) is required in connection with Within-Guidelines Votes.

**2. Non-Votes:** Votes in Which No Action is Taken

The Proxy Group may recommend that a Fund refrain from voting under the following circumstances: (1) if the economic effect on shareholders' interests or the value of the portfolio holding is indeterminable or insignificant, *e.g.*, proxies in connection with securities no longer held in the portfolio of an ING Fund or proxies being considered on behalf of a Fund that is no longer in existence; or (2) if the cost of voting a proxy outweighs the benefits, *e.g.*, certain international proxies, particularly in cases in which share blocking practices may impose trading restrictions on the relevant portfolio security. In such instances, the Proxy Group may instruct the Agent, through the Proxy Coordinator, not to vote such proxy. The Proxy Group may provide the Proxy Coordinator with standing instructions on parameters that would dictate a Non-Vote without the Proxy Group's review of a specific proxy. It is noted a Non-Vote determination would generally not be made in connection with voting rights received pursuant to class action participation; while a Fund may no longer hold the security, a continuing economic effect on shareholders' interests is likely.

Reasonable efforts shall be made to secure and vote all other proxies for the Funds, but, particularly in markets in which shareholders' rights are limited, Non-Votes may also occur in connection with a Fund's related inability to timely access ballots or other proxy information in connection with its portfolio securities.

Non-Votes may also result in certain cases in which the Agent's recommendation has been deemed to be conflicted, as described in V.B. above and V.B.4. below.

**3. Out-of-Guidelines Votes:** Votes Contrary to Procedures and Guidelines, or Agent Recommendation, where applicable, Where No Recommendation is Provided by Agent, or Where Agent's Recommendation is Conflicted

If the Proxy Group recommends that a Fund vote contrary to the Procedures and Guidelines, or the recommendation of the Agent, where applicable, if the Agent has made no recommendation on a matter requiring case-by-case consideration and the Procedures and Guidelines are silent, or the Agent's recommendation on a

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matter requiring case-by-case consideration is deemed to be conflicted as provided for under the Adviser Procedures, the Proxy Coordinator will then request that all members of the Proxy Group, including any members not in attendance at the meeting at which the relevant proxy is being considered, and each Investment Professional participating in the voting process complete a Conflicts Report (as such term is defined for purposes of the Adviser Procedures). As provided for in the Adviser Procedures, the Proxy Coordinator shall be responsible for identifying to Counsel potential conflicts of interest with respect to the Agent.

If Counsel determines that a conflict of interest appears to exist with respect to the Agent, any member of the Proxy Group or the participating Investment Professional(s), the Proxy Coordinator will then contact the Valuation, Proxy and Brokerage Committee(s) and forward to such Committee(s) all information relevant to their review, including the following materials or a summary thereof: the applicable Procedures and Guidelines, the recommendation of the Agent, where applicable, the recommendation of the Investment Professional(s), where applicable, any resources used by the Proxy Group in arriving at its recommendation, the Conflicts Report and any other written materials establishing whether a conflict of interest exists, and findings of Counsel (as such term is defined for purposes of the Adviser Procedures). Upon Counsel's finding that a conflict of interest exists with respect to one or more members of the Proxy Group or the Advisers generally, the remaining members of the Proxy Group shall not be required to complete a Conflicts Report in connection with the proxy.

If Counsel determines that there does not appear to be a conflict of interest with respect to the Agent, any member of the Proxy Group or the participating Investment Professional(s), the Proxy Coordinator will instruct the Agent to vote the proxy as recommended by the Proxy Group.

4. Referrals to a Fund's Valuation, Proxy and Brokerage Committee

A Fund's Valuation, Proxy and Brokerage Committee may consider all recommendations, analysis, research and Conflicts Reports provided to it by the Agent, Proxy Group and/or Investment Professional(s), and any other written materials used to establish whether a conflict of interest exists, in determining how to vote the proxies referred to the Committee. The Committee will instruct the Agent through the Proxy Coordinator how to vote such referred proposals.

The Proxy Coordinator shall use best efforts to timely refer matters to a Fund's Committee for its consideration. In the event any such matter cannot be timely referred to or considered by the Committee, it shall be the policy of the Funds to vote in accordance with the Agent's recommendation, unless the Agent's recommendation is conflicted on a matter requiring case-by-case consideration, in which case no action shall be taken on such matter (*i.e.*, a Non-Vote).

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The Proxy Coordinator will maintain a record of all proxy questions that have been referred to a Fund's Committee, all applicable recommendations, analysis, research and Conflicts Reports.

**VI. CONFLICTS OF INTEREST**

In all cases in which a vote has not been clearly determined in advance by the Procedures and Guidelines or for which the Proxy Group recommends an Out-of-Guidelines Vote, and Counsel has determined that a conflict of interest appears to exist with respect to the Agent, any member of the Proxy Group, or any Investment Professional participating in the voting process, the proposal shall be referred to the Fund's Committee for determination so that the Adviser shall have no opportunity to vote a Fund's proxy in a situation in which it or the Agent may be deemed to have a conflict of interest. In the event a member of a Fund's Committee believes he/she has a conflict of interest that would preclude him/her from making a voting determination in the best interests of the beneficial owners of the applicable Fund, such Committee member shall so advise the Proxy Coordinator and recuse himself/herself with respect to determinations regarding the relevant proxy.

**VII. REPORTING AND RECORD RETENTION**

Annually in August, each Fund that is not a feeder in a master/feeder structure will post its proxy voting record or a link thereto, for the prior one-year period ending on June 30<sup>th</sup> on the ING Funds website. No proxy voting record will be posted on the ING Funds website for any Fund that is a feeder in a master/feeder structure; however, a cross-reference to that of the master fund's proxy voting record as filed in the SEC's EDGAR database will be posted on the ING Funds website. The proxy voting record for each Fund will also be available in the EDGAR database on the SEC's website.

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**EXHIBIT 1**  
**to the**  
**ING Funds**  
**Proxy Voting Procedures**

ING ASIA PACIFIC HIGH DIVIDEND EQUITY INCOME FUND  
ING EQUITY TRUST  
ING FUNDS TRUST  
ING GLOBAL ADVANTAGE AND PREMIUM OPPORTUNITY FUND  
ING GLOBAL EQUITY DIVIDEND AND PREMIUM OPPORTUNITY FUND  
ING INVESTMENT FUNDS, INC.  
ING INVESTORS TRUST  
ING MAYFLOWER TRUST  
ING MUTUAL FUNDS  
ING PARTNERS, INC.  
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  
ING VP EMERGING MARKETS FUND, INC.  
ING VP NATURAL RESOURCES TRUST  
USLICO SERIES FUND

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**EXHIBIT 2**  
**to the**  
**ING Funds**  
**Proxy Voting Procedures**  
**ING INVESTMENTS, LLC**  
**AND**  
**DIRECTED SERVICES, LLC**

**PROXY VOTING PROCEDURES**

**I. INTRODUCTION**

ING Investments, LLC and Directed Services, LLC (each an Adviser and collectively, the Advisers ) are the investment advisers for the registered investment companies and each series or portfolio thereof (each a Fund and collectively, the Funds ) comprising the ING family of funds. As such, the Advisers have been delegated the authority to vote proxies with respect to securities for the Funds over which they have day-to-day portfolio management responsibility.

The Advisers will abide by the proxy voting guidelines adopted by a Fund s respective Board of Directors or Trustees (each a Board and collectively, the Boards ) with regard to the voting of proxies unless otherwise provided in the proxy voting procedures adopted by a Fund s Board.

In voting proxies, the Advisers are guided by general fiduciary principles. Each must act prudently, solely in the interest of the beneficial owners of the Funds it manages. The Advisers will not subordinate the interest of beneficial owners to unrelated objectives. Each Adviser will vote proxies in the manner that it believes will do the most to maximize shareholder value.

The following are the Proxy Voting Procedures of ING Investments, LLC and Directed Services, LLC (the Adviser Procedures ) with respect to the voting of proxies on behalf of their client Funds as approved by the respective Board of each Fund.

Unless otherwise noted, best efforts shall be used to vote proxies in all instances.

**II. ROLES AND RESPONSIBILITIES**

**A. Proxy Coordinator**

The Proxy Coordinator identified in *Appendix 1* will assist in the coordination of the voting of each Fund s proxies in accordance with the ING Funds Proxy Voting

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Procedures and Guidelines (the Procedures or Guidelines and collectively the Procedures and Guidelines ). The Proxy Coordinator is authorized to direct the Agent to vote a Fund s proxy in accordance with the Procedures and Guidelines unless the Proxy Coordinator receives a recommendation from an Investment Professional (as described below) to vote contrary to the Procedures and Guidelines. In such event, and in connection with proxy proposals requiring case-by-case consideration (except in cases in which the Proxy Group has previously provided the Proxy Coordinator with standing instructions to vote in accordance with the Agent s recommendation), the Proxy Coordinator will call a meeting of the Proxy Group (as described below).

Responsibilities assigned herein to the Proxy Coordinator, or activities in support thereof, may be performed by such members of the Proxy Group or employees of the Advisers affiliates as are deemed appropriate by the Proxy Group. Unless specified otherwise, information provided to the Proxy Coordinator in connection with duties of the parties described herein shall be deemed delivered to the Advisers.

**B. Agent**

An independent proxy voting service (the Agent ), as approved by the Board of each Fund, shall be engaged to assist in the voting of Fund proxies for publicly traded securities through the provision of vote analysis, implementation, recordkeeping and disclosure services. The Agent is Institutional Shareholder Services, Inc. The Agent is responsible for coordinating with the Funds custodians to ensure that all proxy materials received by the custodians relating to the portfolio securities are processed in a timely fashion. To the extent applicable, the Agent is required to vote and/or refer all proxies in accordance with these Adviser Procedures. The Agent will retain a record of all proxy votes handled by the Agent. Such record must reflect all the information required to be disclosed in a Fund s Form N-PX pursuant to Rule 30b1-4 under the Investment Company Act. In addition, the Agent is responsible for maintaining copies of all proxy statements received by issuers and to promptly provide such materials to the Adviser upon request. The Agent shall be instructed to vote all proxies in accordance with a Fund s Guidelines, except as otherwise instructed through the Proxy Coordinator by the Adviser s Proxy Group or a Fund s Valuation, Proxy and Brokerage Committee ( Committee ).

The Agent shall be instructed to obtain all proxies from the Funds custodians and to review each proxy proposal against the Guidelines. The Agent also shall be requested to call the Proxy Coordinator s attention to specific proxy proposals that although governed by the Guidelines appear to involve unusual or controversial issues.

Subject to the oversight of the Advisers, the Agent shall establish and maintain adequate internal controls and policies in connection with the provision of proxy voting services

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voting to the Advisers, including methods to reasonably ensure that its analysis and recommendations are not influenced by conflict of interest, and shall disclose such controls and policies to the Advisers when and as provided for herein. Unless otherwise specified, references herein to recommendations of the Agent shall refer to those in which no conflict of interest has been identified.

**C. Proxy Group**

The Adviser shall establish a Proxy Group (the Group or Proxy Group ) which shall assist in the review of the Agent's recommendations when a proxy voting issue is referred to the Group through the Proxy Coordinator. The members of the Proxy Group, which may include employees of the Advisers' affiliates, are identified in *Appendix I*, as may be amended from time at the Advisers' discretion.

A minimum of four (4) members of the Proxy Group (or three (3) if one member of the quorum is either the Fund's Chief Investment Risk Officer or Chief Financial Officer) shall constitute a quorum for purposes of taking action at any meeting of the Group. The vote of a simple majority of the members present and voting shall determine any matter submitted to a vote. Tie votes shall be broken by securing the vote of members not present at the meeting; provided, however, that the Proxy Coordinator shall ensure compliance with all applicable voting and conflict of interest procedures and shall use best efforts to secure votes from all or as many absent members as may reasonably be accomplished. The Proxy Group may meet in person or by telephone. The Proxy Group also may take action via electronic mail in lieu of a meeting, provided that each Group member has received a copy of any relevant electronic mail transmissions circulated by each other participating Group member prior to voting and provided that the Proxy Coordinator follows the directions of a majority of a quorum (as defined above) responding via electronic mail. For all votes taken in person or by telephone or teleconference, the vote shall be taken outside the presence of any person other than the members of the Proxy Group and such other persons whose attendance may be deemed appropriate by the Proxy Group from time to time in furtherance of its duties or the day-to-day administration of the Funds. In its discretion, the Proxy Group may provide the Proxy Coordinator with standing instructions to perform responsibilities assigned herein to the Proxy Group, or activities in support thereof, on its behalf, provided that such instructions do not contravene any requirements of these Adviser Procedures or a Fund's Procedures and Guidelines.

A meeting of the Proxy Group will be held whenever (1) the Proxy Coordinator receives a recommendation from an Investment Professional to vote a Fund's proxy contrary to the Procedures and Guidelines, or the recommendation of the Agent, where applicable, (2) the Agent has made no recommendation with respect to a vote on a proposal, or (3) a matter requires case-by-case consideration, including those in which the Agent's recommendation is deemed to be conflicted as provided for under these Adviser Procedures, provided that, if the Proxy Group has previously provided the Proxy

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Coordinator with standing instructions to vote in accordance with the Agent's recommendation and no issue of conflict must be considered, the Proxy Coordinator may implement the instructions without calling a meeting of the Proxy Group.

For each proposal referred to the Proxy Group, it will review (1) the relevant Procedures and Guidelines, (2) the recommendation of the Agent, if any, (3) the recommendation of the Investment Professional(s), if any, and (4) any other resources that any member of the Proxy Group deems appropriate to aid in a determination of a recommendation.

If the Proxy Group recommends that a Fund vote in accordance with the Procedures and Guidelines, or the recommendation of the Agent, where applicable, it shall instruct the Proxy Coordinator to so advise the Agent.

If the Proxy Group recommends that a Fund vote contrary to the Procedures and Guidelines, or the recommendation of the Agent, where applicable, or if the Agent's recommendation on a matter requiring case-by-case consideration is deemed to be conflicted, it shall follow the procedures for such voting as established by a Fund's Board.

The Proxy Coordinator shall use best efforts to convene the Proxy Group with respect to all matters requiring its consideration. In the event quorum requirements cannot be timely met in connection with to a voting deadline, the Proxy Coordinator shall follow the procedures for such voting as established by a Fund's Board.

**D. Investment Professionals**

The Funds' Advisers, sub-advisers and/or portfolio managers (each referred to herein as an Investment Professional and collectively, Investment Professionals ) may submit, or be asked to submit, a recommendation to the Proxy Group regarding the voting of proxies related to the portfolio securities over which they have day-to-day portfolio management responsibility. The Investment Professionals may accompany their recommendation with any other research materials that they deem appropriate or with a request that lending activity with respect to the relevant security be reviewed, such requests to be timely considered by the Proxy Group.

**III. VOTING PROCEDURES**

A. In all cases, the Adviser shall follow the voting procedures as set forth in the Procedures and Guidelines of the Fund on whose behalf the Adviser is exercising delegated authority to vote.



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**B. Routine Matters**

The Agent shall be instructed to submit a vote in accordance with the Guidelines where such Guidelines provide a clear For , Against, Withhold or Abstain on a proposal. However, the Agent shall be directed to refer any proxy proposal to the Proxy Coordinator for instructions as if it were a matter requiring case-by-case consideration under circumstances where the application of the Guidelines is unclear, it appears to involve unusual or controversial issues, or an Investment Professional recommends a vote contrary to the Guidelines.

**C. Matters Requiring Case-by-Case Consideration**

The Agent shall be directed to refer proxy proposals accompanied by its written analysis and voting recommendation to the Proxy Coordinator where the Guidelines have noted case-by-case consideration.

Upon receipt of a referral from the Agent, the Proxy Coordinator may solicit additional research from the Agent, Investment Professional(s), as well as from any other source or service.

Except in cases in which the Proxy Group has previously provided the Proxy Coordinator with standing instructions to vote in accordance with the Agent's recommendation, the Proxy Coordinator will forward the Agent's analysis and recommendation and/or any research obtained from the Investment Professional(s), the Agent or any other source to the Proxy Group. The Proxy Group may consult with the Agent and/or Investment Professional(s), as it deems necessary.

**1. Within-Guidelines Votes:** Votes in Accordance with a Fund's Guidelines and/or, where applicable, Agent Recommendation

In the event the Proxy Group, and where applicable, any Investment Professional participating in the voting process, recommend a vote Within Guidelines, the Proxy Group will instruct the Agent, through the Proxy Coordinator, to vote in this manner. Except as provided for herein, no Conflicts Report (as such term is defined herein) is required in connection with Within-Guidelines Votes.

**2. Non-Votes:** Votes in Which No Action is Taken

The Proxy Group may recommend that a Fund refrain from voting under the following circumstances: (1) if the economic effect on shareholders' interests or the value of the portfolio holding is indeterminable or insignificant, *e.g.*, proxies in connection with securities no longer held in the portfolio of an ING Fund or proxies being considered on behalf of a Fund that is no longer in existence; or (2) if the cost of voting a proxy outweighs the benefits, *e.g.*, certain international

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proxies, particularly in cases in which share blocking practices may impose trading restrictions on the relevant portfolio security. In such instances, the Proxy Group may instruct the Agent, through the Proxy Coordinator, not to vote such proxy. The Proxy Group may provide the Proxy Coordinator with standing instructions on parameters that would dictate a Non-Vote without the Proxy Group's review of a specific proxy. It is noted a Non-Vote determination would generally not be made in connection with voting rights received pursuant to class action participation; while a Fund may no longer hold the security, a continuing economic effect on shareholders' interests is likely. Reasonable efforts shall be made to secure and vote all other proxies for the Funds, but, particularly in markets in which shareholders' rights are limited, Non-Votes may also occur in connection with a Fund's related inability to timely access ballots or other proxy information in connection with its portfolio securities. Non-Votes may also result in certain cases in which the Agent's recommendation has been deemed to be conflicted, as provided for in the Funds' Procedures.

3. **Out-of-Guidelines Votes:** Votes Contrary to Procedures and Guidelines, or Agent Recommendation, where applicable, Where No Recommendation is Provided by Agent, or Where Agent's Recommendation is Conflicted

If the Proxy Group recommends that a Fund vote contrary to the Procedures and Guidelines, or the recommendation of the Agent, where applicable, if the Agent has made no recommendation on a matter requiring case-by-case consideration and the Procedures and Guidelines are silent, or the Agent's recommendation on a matter requiring case-by-case consideration is deemed to be conflicted as provided for under these Adviser Procedures, the Proxy Coordinator will then implement the procedures for handling such votes as adopted by the Fund's Board.

4. The Proxy Coordinator will maintain a record of all proxy questions that have been referred to a Fund's Valuation, Proxy and Brokerage Committee, all applicable recommendations, analysis, research and Conflicts Reports.

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**IV. ASSESSMENT OF THE AGENT AND CONFLICTS OF INTEREST**

In furtherance of the Advisers' fiduciary duty to the Funds and their beneficial owners, the Advisers shall establish the following:

A. Assessment of the Agent

The Advisers shall establish that the Agent (1) is independent from the Advisers, (2) has resources that indicate it can competently provide analysis of proxy issues and (3) can make recommendations in an impartial manner and in the best interests of the Funds and their beneficial owners. The Advisers shall utilize, and the Agent shall comply with, such methods for establishing the foregoing as the Advisers may deem reasonably appropriate and shall do not less than annually as well as prior to engaging the services of any new proxy service. The Agent shall also notify the Advisers in writing within fifteen (15) calendar days of any material change to information previously provided to an Adviser in connection with establishing the Agent's independence, competence or impartiality.

Information provided in connection with assessment of the Agent shall be forwarded to a member of the mutual funds practice group of ING US Legal Services ( Counsel ) for review. Counsel shall review such information and advise the Proxy Coordinator as to whether a material concern exists and if so, determine the most appropriate course of action to eliminate such concern.

B. Conflicts of Interest

The Advisers shall establish and maintain procedures to identify and address conflicts that may arise from time to time concerning the Agent. Upon the Advisers' request, which shall be not less than annually, and within fifteen (15) calendar days of any material change to such information previously provided to an Adviser, the Agent shall provide the Advisers with such information as the Advisers deem reasonable and appropriate for use in determining material relationships of the Agent that may pose a conflict of interest with respect to the Agent's proxy analysis or recommendations. The Proxy Coordinator shall forward all such information to Counsel for review. Counsel shall review such information and provide the Proxy Coordinator with a brief statement regarding whether or not a material conflict of interest is present. Matters as to which a material conflict of interest is deemed to be present shall be handled as provided in the Fund's Procedures and Guidelines.

In connection with their participation in the voting process for portfolio securities, each member of the Proxy Group, and each Investment Professional participating in the voting process, must act solely in the best interests of the beneficial owners of the applicable Fund. The members of the Proxy Group may not subordinate

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the interests of the Fund's beneficial owners to unrelated objectives, including taking steps to reasonably insulate the voting process from any conflict of interest that may exist in connection with the Agent's services or utilization thereof.

For all matters for which the Proxy Group recommends an Out-of-Guidelines Vote, or for which a recommendation contrary to that of the Agent or the Guidelines has been received from an Investment Professional and is to be utilized, the Proxy Coordinator will implement the procedures for handling such votes as adopted by the Fund's Board, including completion of such Conflicts Reports as may be required under the Fund's Procedures. Completed Conflicts Reports shall be provided to the Proxy Coordinator within two (2) business days. Such Conflicts Report should describe any known conflicts of either a business or personal nature, and set forth any contacts with respect to the referral item with non-investment personnel in its organization or with outside parties (except for routine communications from proxy solicitors). The Conflicts Report should also include written confirmation that any recommendation from an Investment Professional provided in connection with an Out-of-Guidelines Vote or under circumstances where a conflict of interest exists was made solely on the investment merits and without regard to any other consideration.

The Proxy Coordinator shall forward all Conflicts Reports to Counsel for review. Counsel shall review each report and provide the Proxy Coordinator with a brief statement regarding whether or not a material conflict of interest is present. Matters as to which a material conflict of interest is deemed to be present shall be handled as provided in the Fund's Procedures and Guidelines.

**V. REPORTING AND RECORD RETENTION**

The Adviser shall maintain the records required by Rule 204-2(c)(2), as may be amended from time to time, including the following: (1) A copy of each proxy statement received regarding a Fund's portfolio securities. Such proxy statements received from issuers are available either in the SEC's EDGAR database or are kept by the Agent and are available upon request. (2) A record of each vote cast on behalf of a Fund. (3) A copy of any document created by the Adviser that was material to making a decision how to vote a proxy, or that memorializes the basis for that decision. (4) A copy of written requests for Fund proxy voting information and any written response thereto or to any oral request for information on how the Adviser voted proxies on behalf of a Fund. All proxy voting materials and supporting documentation will be retained for a minimum of six (6) years.

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**APPENDIX 1  
to the  
Advisers Proxy Voting Procedures**

**Proxy Group for registered investment company clients of ING Investments, LLC and Directed Services, LLC:**

| <b>Name</b>             | <b>Title or Affiliation</b>   |
|-------------------------|---|
| Stanley D. Vynner       | Chief Investment Risk Officer and Executive Vice President, ING Investments, LLC                                      |
| Todd Modic              | Senior Vice President, ING Funds Services, LLC and ING Investments, LLC; and Chief Financial Officer of the ING Funds |
| Maria Anderson          | Vice President of Fund Compliance, ING Funds Services, LLC  |
| Karla J. Bos            | Proxy Coordinator for the ING Funds and Manager Special Projects, ING Funds Services, LLC                             |
| Julius Drelick          | Vice President, Advisory and Product Management, ING Funds Services, LLC  |
| Theresa K. Kelety, Esq. | Counsel, ING Americas US Legal Services   |
| Steve Wastek, Esq.      | Counsel, ING Americas US Legal Services   |

Effective as of December 31, 2006

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**EXHIBIT 3  
to the  
ING Funds Proxy Voting Procedures**

**PROXY VOTING GUIDELINES OF THE ING FUNDS**

**I. INTRODUCTION**

The following is a statement of the Proxy Voting Guidelines ( Guidelines ) that have been adopted by the respective Boards of Directors or Trustees of each Fund. Unless otherwise provided for herein, any defined term used herein shall have the meaning assigned to it in the Funds and Advisers Proxy Voting Procedures (the Procedures ). Proxies must be voted in the best interest of the Fund(s). The Guidelines summarize the Funds positions on various issues of concern to investors, and give a general indication of how Fund portfolio securities will be voted on proposals dealing with particular issues. The Guidelines are not exhaustive and do not include all potential voting issues.

The Advisers, in exercising their delegated authority, will abide by the Guidelines as outlined below with regard to the voting of proxies except as otherwise provided in the Procedures. In voting proxies, the Advisers are guided by general fiduciary principles. Each must act prudently, solely in the interest of the beneficial owners of the Funds it manages. The Advisers will not subordinate the interest of beneficial owners to unrelated objectives. Each Adviser will vote proxies in the manner that it believes will do the most to maximize shareholder value.

**II. GUIDELINES**

The following Guidelines are grouped according to the types of proposals generally presented to shareholders of U.S. issuers: Board of Directors, Proxy Contests, Auditors, Proxy Contest Defenses, Tender Offer Defenses, Miscellaneous, Capital Structure, Executive and Director Compensation, State of Incorporation, Mergers and Corporate Restructurings, Mutual Fund Proxies and Social and Environmental Issues. An additional section addresses proposals most frequently found in global proxies.

**General Policies**

These Guidelines apply to securities of publicly traded companies and to those of privately held companies if publicly available disclosure permits such application. All matters for which such disclosure is not available shall be considered CASE-BY-CASE.

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It shall generally be the policy of the Funds to take no action on a proxy for which no Fund holds a position or otherwise maintains an economic interest in the relevant security at the time the vote is to be cast.

In all cases receiving CASE-BY-CASE consideration, including cases not specifically provided for under these Guidelines, unless otherwise provided for under these Guidelines, it shall generally be the policy of the Funds to vote in accordance with the recommendation provided by the Funds' Agent, Institutional Shareholder Services, Inc. Unless otherwise provided for herein, it shall generally be the policy of the Funds to vote in accordance with the Agent's recommendation in cases in which such recommendation aligns with the recommendation of the relevant issuer's management. However, this policy shall not apply to CASE-BY-CASE proposals for which a contrary recommendation from the Investment Professional for the relevant Fund has been received and is to be utilized, provided that incorporation of any such recommendation shall be subject to the conflict of interest review process required under the Procedures.

Recommendations from the Investment Professionals, while not required under the Procedures, are likely to be considered with respect to proxies for private equity securities and/or proposals related to merger transactions/corporate restructurings, proxy contests related to takeover bids/contested business combinations, or unusual or controversial issues. Such input shall be given primary consideration with respect to CASE-BY-CASE proposals being considered on behalf of the relevant Fund.

Except as otherwise provided for herein, it shall generally be the policy of the Funds not to support proposals that would impose a negative impact on existing rights of the Funds to the extent that any positive impact would not be deemed sufficient to outweigh removal or diminution of such rights.

The foregoing policies may be overridden in any case as provided for in the Procedures. Similarly, the Procedures provide that proposals whose Guidelines prescribe a firm voting position may instead be considered on a CASE-BY-CASE basis in cases in which unusual or controversial circumstances so dictate.

Interpretation and application of these Guidelines is not intended to supersede any law, regulation, binding agreement or other legal requirement to which an issuer may be or become subject. No proposal shall be supported whose implementation would contravene such requirements.

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**1. The Board of Directors**

**Voting on Director Nominees in Uncontested Elections**

Unless otherwise provided for herein, the Agent's standards with respect to determining director independence shall apply. These standards generally provide that, to be considered completely independent, a director shall have no material connection to the company other than the board seat.

Agreement with the Agent's independence standards shall not dictate that a Fund's vote shall be cast according to the Agent's corresponding recommendation. Votes on director nominees not subject to specific policies described herein should be made on a CASE-BY-CASE basis.

Where applicable and except as otherwise provided for herein, it shall be the policy of the Funds to lodge disagreement with an issuer's policies or practices by withholding support from a proposal for the relevant policy or practice rather than the director nominee(s) to which the Agent assigns a correlation.

If application of the policies described herein would result in withholding votes from the majority of independent outside directors sitting on a board, or removal of such directors is likely to negatively impact majority board independence, primary consideration shall be given to retention of such independent outside director nominees unless the concerns identified are of such grave nature as to merit removal of the independent directors.

Where applicable and except as otherwise provided for herein, generally DO NOT WITHHOLD votes (or DO NOT VOTE AGAINST, pursuant to the applicable election standard) in connection with issues raised by the Agent if the nominee did not serve on the board or relevant committee during the majority of the time period relevant to the concerns cited by the Agent.

WITHHOLD votes from a nominee who, during both of the most recent two years, attended less than 75 percent of the board and committee meetings without a valid reason for the absences. DO NOT WITHHOLD votes in connection with attendance issues for nominees who have served on the board for less than the two most recent years.

WITHHOLD votes from a nominee in connection with poison pill or anti-takeover considerations (*e.g.*, furtherance of measures serving to disenfranchise shareholders or failure to remove restrictive pill features or ensure pill expiration or submission to shareholders for vote) in cases for which culpability for implementation or renewal of the pill in such form can be specifically attributed to the nominee.

Provided that a nominee served on the board during the relevant time period, WITHHOLD votes from a nominee who has failed to implement a shareholder proposal that was approved by (1) a majority of the issuer's shares outstanding (most recent annual meeting) or (2) a majority of the votes cast for two consecutive years. However, in the case of shareholder proposals seeking shareholder ratification of a poison pill, generally DO NOT WITHHOLD votes from a nominee



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in such cases if the company has already implemented a policy that should reasonably prevent abusive use of the pill. If a nominee has not acted upon WITHHOLD votes representing a majority of the votes cast at the previous annual meeting, consider such nominee on a CASE-BY-CASE basis. Generally, vote FOR nominees when (1) the issue relevant to the majority WITHHOLD has been adequately addressed or cured or (2) the Funds' Guidelines or voting record do not support the relevant issue.

WITHHOLD votes from inside directors or affiliated outside directors who sit on the audit committee.

DO NOT WITHHOLD votes from inside directors or affiliated outside directors who sit on the nominating or compensation committee, provided that such committee meets the applicable independence requirements of the relevant listing exchange.

DO NOT WITHHOLD votes from inside directors or affiliated outside directors if the full board serves as the compensation or nominating committee OR has not created one or both committees, provided that the issuer is in compliance with all provisions of the listing exchange in connection with performance of relevant functions (*e.g.*, performance of relevant functions by a majority of independent directors in lieu of the formation of a separate committee).

In cases in which the Agent has identified a pay for performance disconnect, as defined by the Agent, generally DO NOT WITHHOLD support from director nominees. If the Agent has raised other considerations regarding poor compensation practices, consider nominees on a CASE-BY-CASE basis. However, where applicable and except as otherwise provided for herein, generally DO NOT WITHHOLD votes from nominees who did not serve on the compensation committee, or board, as applicable, during the majority of the time period relevant to the concerns cited by the Agent.

Generally, vote FOR independent outside director nominees serving on the audit committee, but if total non-audit fees exceed the total of audit fees, audit-related fees and tax compliance and preparation fees, do vote AGAINST auditor ratification if concerns exist regarding such fees, *e.g.*, that remuneration for the non-audit work is so lucrative as to taint the auditor's independence or is excessive in connection with the level and type of services provided.

It shall generally be the policy of the Funds that a board should be majority independent and therefore to consider inside director or affiliated outside director nominees in cases in which the full board is not majority independent on a CASE-BY-CASE basis. Generally:

- (1) WITHHOLD votes from the fewest directors whose removal would achieve majority independence across the remaining board.
- (2) WITHHOLD votes from all non-independent nominees, including the founder, chairman or CEO, if the number required to achieve majority independence is equal to or greater than the number of non-independent nominees.

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- (3) Except as provided above, vote FOR non-independent nominees in the role of CEO, and when appropriate, founder or chairman, and determine support for other non-independent nominees based on the qualifications and contributions of the nominee as well as the Funds' voting precedent for assessing relative independence to management, *e.g.*, insiders holding senior executive positions are deemed less independent than affiliated outsiders with a transactional or advisory relationship to the company, and affiliated outsiders with a material transactional or advisory relationship are deemed less independent than those with lesser relationships.
- (4) Non-voting directors (*e.g.*, director emeritus or advisory director) shall be excluded from calculations with respect to majority board independence.
- (5) When conditions contributing to a lack of majority independence remain substantially similar to those in the previous year, it shall generally be the policy of the Funds to vote on nominees in a manner consistent with votes cast by the Fund(s) in the previous year.

Generally vote FOR nominees without regard to over-boarding issues raised by the Agent unless other concerns requiring CASE-BY-CASE consideration have been raised.

Generally, WITHHOLD support from nominees when the Agent so recommends due to assessment that they acted in bad faith or against shareholder interests in connection with a major transaction, such as a merger or acquisition.

**Performance Test for Directors**

Consider nominees failing the Agent's performance test, which includes market-based and operating performance measures, on a CASE-BY-CASE basis. Input from the Investment Professional(s) for a given Fund shall be given primary consideration with respect to such proposals.

**Proposals Regarding Board Composition or Board Service**

Generally, vote AGAINST shareholder proposals to impose new board structures or policies, including those requiring that the positions of chairman and CEO be held separately, except consider such proposals on a CASE-BY-CASE basis if the board is not majority independent or pervasive corporate governance concerns have been identified. Generally, except as otherwise provided for herein, vote FOR management proposals to adopt or amend board structures or policies, except consider such proposals on a CASE-BY-CASE basis if the board is not majority independent, pervasive corporate governance concerns have been identified, or the proposal may result in a material reduction in shareholders' rights. Generally, vote AGAINST shareholder proposals asking that more than a simple majority of directors be independent. Generally, vote AGAINST shareholder proposals asking that board compensation and/or nominating committees be composed exclusively of independent directors. Generally, vote AGAINST shareholder proposals to limit the number of public company boards on which a director may serve. Generally, vote AGAINST shareholder proposals that seek to redefine director independence or directors' specific roles (*e.g.*, responsibilities of the lead director).

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Generally, vote AGAINST shareholder proposals requesting creation of additional board committees or offices, except as otherwise provided for herein. Generally, vote FOR shareholder proposals that seek creation of an audit, compensation or nominating committee of the board, unless the committee in question is already in existence or the issuer has availed itself of an applicable exemption of the listing exchange (*e.g.*, performance of relevant functions by a majority of independent directors in lieu of the formation of a separate committee). Generally, vote AGAINST shareholder proposals to limit the tenure of outside directors. Generally, vote AGAINST shareholder proposals to impose a mandatory retirement age for outside directors unless the proposal seeks to relax existing standards, but generally DO NOT VOTE AGAINST management proposals seeking to establish a retirement age for directors.

### **Stock Ownership Requirements**

Generally, vote AGAINST shareholder proposals requiring directors to own a minimum amount of company stock in order to qualify as a director or to remain on the board.

### **Director and Officer Indemnification and Liability Protection**

Proposals on director and officer indemnification and liability protection should be evaluated on a CASE-BY-CASE basis, using Delaware law as the standard. Vote AGAINST proposals to limit or eliminate entirely directors' and officers' liability for monetary damages for violating the duty of care. Vote AGAINST indemnification proposals that would expand coverage beyond just legal expenses to acts, such as negligence, that are more serious violations of fiduciary obligation than mere carelessness. Vote FOR only those proposals providing such expanded coverage in cases when a director's or officer's legal defense was unsuccessful if:

- (1) The director was found to have acted in good faith and in a manner that he reasonably believed was in the best interests of the company, and
- (2) Only if the director's legal expenses would be covered.

## **2. Proxy Contests**

These proposals should generally be analyzed on a CASE-BY-CASE basis. Input from the Investment Professional(s) for a given Fund shall be given primary consideration with respect to proposals in connection with proxy contests related to takeover bids or other contested business combinations being considered on behalf of that Fund.

### **Voting for Director Nominees in Contested Elections**

Votes in a contested election of directors must be evaluated on a CASE-BY-CASE basis.

### **Reimburse Proxy Solicitation Expenses**

Voting to reimburse proxy solicitation expenses should be analyzed on a CASE-BY-CASE basis.

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**3. Auditors**

**Ratifying Auditors**

Generally, except in cases of high non-audit fees, vote FOR management proposals to ratify auditors. If total non-audit fees exceed the total of audit fees, audit-related fees and tax compliance and preparation fees, consider on a CASE-BY-CASE basis, voting AGAINST management proposals to ratify auditors in cases in which concerns exist that remuneration for the non-audit work is so lucrative as to taint the auditor's independence. If such concerns exist or an issuer has a history of questionable accounting practices, also vote FOR shareholder proposals asking the issuer to present its auditor annually for ratification, but in other cases generally vote AGAINST.

**Auditor Independence**

Generally, vote AGAINST shareholder proposals asking companies to prohibit their auditors from engaging in non-audit services (or capping the level of non-audit services).

**Audit Firm Rotation:**

Generally, vote AGAINST shareholder proposals asking for mandatory audit firm rotation.

**4. Proxy Contest Defenses**

**Board Structure: Staggered vs. Annual Elections**

Generally, vote AGAINST proposals to classify the board. Generally, vote FOR proposals to repeal classified boards and to elect all directors annually.

**Shareholder Ability to Remove Directors**

Generally, vote AGAINST proposals that provide that directors may be removed only for cause. Generally, vote FOR proposals to restore shareholder ability to remove directors with or without cause. Generally, vote AGAINST proposals that provide that only continuing directors may elect replacements to fill board vacancies. Generally, vote FOR proposals that permit shareholders to elect directors to fill board vacancies.

**Cumulative Voting**

Unless the company maintains a classified board of directors, generally, vote FOR management proposals to eliminate cumulative voting. In cases in which the company maintains a classified board of directors, generally vote FOR shareholder proposals to restore or permit cumulative voting.

**Time-Phased Voting**

Generally, vote AGAINST proposals to implement, and FOR proposals to eliminate, time-phased or other forms of voting that do not promote a one share, one vote standard.

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**Shareholder Ability to Call Special Meetings**

Generally, vote AGAINST proposals to restrict or prohibit shareholder ability to call special meetings. Generally, vote FOR proposals that remove restrictions on the right of shareholders to act independently of management.

**Shareholder Ability to Act by Written Consent**

Generally, vote AGAINST proposals to restrict or prohibit shareholder ability to take action by written consent. Generally, vote FOR proposals to allow or make easier shareholder action by written consent.

**Shareholder Ability to Alter the Size of the Board**

Review on a CASE-BY-CASE basis proposals that seek to fix the size of the board. Review on a CASE-BY-CASE basis proposals that give management the ability to alter the size of the board without shareholder approval.

**5. Tender Offer Defenses**

**Poison Pills**

Generally, vote FOR shareholder proposals that ask a company to submit its poison pill for shareholder ratification, or to redeem its pill in lieu thereof, unless (1) shareholders have approved adoption of the plan, (2) a policy has already been implemented by the company that should reasonably prevent abusive use of the pill, or (3) the board had determined that it was in the best interest of shareholders to adopt a pill without delay, provided that such plan would be put to shareholder vote within twelve months of adoption or expire, and if not approved by a majority of the votes cast, would immediately terminate.

Review on a CASE-BY-CASE basis shareholder proposals to redeem a company's poison pill.

Review on a CASE-BY-CASE basis management proposals to approve or ratify a poison pill or any plan that can reasonably be construed as an anti-takeover measure, with voting decisions generally based on the Agent's approach to evaluating such proposals, considering factors such as rationale, trigger level and sunset provisions. Votes will generally be cast in a manner that seeks to preserve shareholder value and the right to consider a valid offer, voting AGAINST management proposals in connection with poison pills or anti-takeover activities that do not meet the Agent's standards.

**Fair Price Provisions**

Vote proposals to adopt fair price provisions on a CASE-BY-CASE basis. Generally, vote AGAINST fair price provisions with shareholder vote requirements greater than a majority of disinterested shares.

**Greenmail**

Generally, vote FOR proposals to adopt antigreenmail charter or bylaw amendments or otherwise restrict a company's ability to make greenmail payments.

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Review on a CASE-BY-CASE basis antigreenmail proposals when they are bundled with other charter or bylaw amendments.

**Pale Greenmail**

Review on a CASE-BY-CASE basis restructuring plans that involve the payment of pale greenmail.

**Unequal Voting Rights**

Generally, vote AGAINST dual-class exchange offers. Generally, vote AGAINST dual-class recapitalizations.

**Supermajority Shareholder Vote Requirement to Amend the Charter or Bylaws**

Generally, vote AGAINST management proposals to require a supermajority shareholder vote to approve charter and bylaw amendments or other key proposals. Generally, vote FOR shareholder proposals to lower supermajority shareholder vote requirements for charter and bylaw amendments, unless the proposal also asks the issuer to mount a solicitation campaign or similar form of comprehensive commitment to obtain passage of the proposal.

**Supermajority Shareholder Vote Requirement to Approve Mergers**

Generally, vote AGAINST management proposals to require a supermajority shareholder vote to approve mergers and other significant business combinations. Generally, vote FOR shareholder proposals to lower supermajority shareholder vote requirements for mergers and other significant business combinations.

**White Squire Placements**

Generally, vote FOR shareholder proposals to require approval of blank check preferred stock issues for other than general corporate purposes.

**Amendments to Corporate Documents**

Unless support is recommended by the Agent or Investment Professional (including, for example, as a condition to a major transaction such as a merger), generally, vote AGAINST proposals seeking to remove shareholder approval requirements or otherwise remove or diminish shareholder rights, *e.g.*, by (1) adding restrictive provisions, (2) removing provisions or moving them to portions of the charter not requiring shareholder approval or (3) in corporate structures such as holding companies, removing provisions in an active subsidiary's charter that provide voting rights to parent company shareholders. This policy would also generally apply to proposals seeking approval of corporate agreements or amendments to such agreements that the Agent recommends AGAINST because a similar reduction in shareholder rights is requested. Generally, vote AGAINST proposals for charter amendments that may support board entrenchment or may be used as an anti-takeover device, particularly if the proposal is bundled or the board is classified. Generally, vote FOR proposals seeking charter or bylaw amendments to remove anti-takeover provisions.

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**6. Miscellaneous**

**Confidential Voting**

Generally, vote FOR shareholder proposals that request companies to adopt confidential voting, use independent tabulators, and use independent inspectors of election as long as the proposals include clauses for proxy contests as follows:

In the case of a contested election, management should be permitted to request that the dissident group honor its confidential voting policy.

If the dissidents agree, the policy remains in place.

If the dissidents do not agree, the confidential voting policy is waived.

Generally, vote FOR management proposals to adopt confidential voting.

**Open Access**

Consider on a CASE-BY-CASE basis shareholder proposals seeking open access to management's proxy material in order to nominate their own candidates to the board.

**Majority Voting Standard**

Generally, vote FOR management proposals but AGAINST shareholder proposals, unless also supported by management, seeking election of directors by the affirmative vote of the majority of votes cast in connection with a meeting of shareholders, including amendments to corporate documents or other actions in furtherance of such standard, and provided such standard when supported does not conflict with state law in which the company is incorporated. For issuers with a history of board malfeasance or pervasive corporate governance concerns, consider such proposals on a CASE-BY-CASE basis.

**Bundled Proposals**

Except as otherwise provided for herein, review on a CASE-BY-CASE basis bundled or conditioned proxy proposals, generally voting AGAINST bundled proposals containing one or more items not supported under these Guidelines if the Agent or an Investment Professional deems the negative impact, on balance, to outweigh any positive impact.

**Shareholder Advisory Committees**

Review on a CASE-BY-CASE basis proposals to establish a shareholder advisory committee.

**Reimburse Shareholder for Expenses Incurred**

Voting to reimburse expenses incurred in connection with shareholder proposals should be analyzed on a CASE-BY-CASE basis, with voting decisions determined based on the Agent's criteria, considering whether the related proposal received the requisite support for approval and was adopted for the benefit of the company and its shareholders.

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**Other Business**

In connection with proxies of U.S. issuers, generally vote FOR management proposals for Other Business, except in connection with a proxy contest in which a Fund is not voting in support of management.

**Quorum Requirements**

Review on a CASE-BY-CASE basis proposals to lower quorum requirements for shareholder meetings below a majority of the shares outstanding.

**Advance Notice for Shareholder Proposals**

Generally, vote FOR management proposals related to advance notice period requirements, provided that the period requested is in accordance with applicable law and no material governance concerns have been identified in connection with the issuer.

**7. Capital Structure**

Analyze on a CASE-BY-CASE basis.

**Common Stock Authorization**

Review proposals to increase the number of shares of common stock authorized for issue on a CASE-BY-CASE basis. Except where otherwise indicated, the Agent's proprietary approach, utilizing quantitative criteria (*e.g.*, dilution, peer group comparison, company performance and history) to determine appropriate thresholds and, for requests marginally above such allowable threshold, a qualitative review (*e.g.*, rationale and prudent historical usage), will generally be utilized in evaluating such proposals.

Generally vote FOR proposals to authorize capital increases within the Agent's allowable thresholds or those in excess but meeting Agent's qualitative standards, but consider on a CASE-BY-CASE basis those requests failing the Agent's review for proposals in connection with which a contrary recommendation from the Investment Professional(s) has been received and is to be utilized (*e.g.*, in support of a merger or acquisition proposal).

Generally vote FOR proposals to authorize capital increases within the Agent's allowable thresholds or those in excess but meeting Agent's qualitative standards, unless the company states that the stock may be used as a takeover defense. In those cases, consider on a CASE-BY-CASE basis if a contrary recommendation from the Investment Professional(s) has been received and is to be utilized.

Generally vote FOR proposals to authorize capital increases exceeding the Agent's thresholds when a company's shares are in danger of being delisted or if a company's ability to continue to operate as a going concern is uncertain.

Generally, vote AGAINST proposals to increase the number of authorized shares of a class of stock if the issuance which the increase is intended to service is not supported under these Guidelines.



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**Dual Class Capital Structures**

Generally, vote AGAINST proposals to increase the number of authorized shares of the class of stock that has superior voting rights in companies that have dual class capital structures, but consider CASE-BY-CASE if bundled with favorable proposal(s) or if approval of such proposal(s) is a condition of such favorable proposal(s). Generally, vote AGAINST management proposals to create or perpetuate dual class capital structures with unequal voting rights, and vote FOR shareholder proposals to eliminate them, in cases in which the relevant Fund owns the class with inferior voting rights, but generally vote FOR management proposals and AGAINST shareholder proposals in cases in which the relevant Fund owns the class with superior voting rights. Consider CASE-BY-CASE if bundled with favorable proposal(s) or if approval of such proposal(s) is a condition of such favorable proposal(s). Consider management proposals to eliminate dual class capital structures CASE-BY-CASE, generally voting with the Agent's recommendation unless a contrary recommendation has been received from the Investment Professional for the relevant Fund and is to be utilized.

**Stock Distributions: Splits and Dividends**

Generally, vote FOR management proposals to increase common share authorization for a stock split, provided that the increase in authorized shares falls within the Agent's allowable thresholds, but consider on a CASE-BY-CASE basis those proposals exceeding the Agent's threshold for proposals in connection with which a contrary recommendation from the Investment Professional(s) has been received and is to be utilized.

**Reverse Stock Splits**

Consider on a CASE-BY-CASE basis management proposals to implement a reverse stock split. In the event the split constitutes a capital increase effectively exceeding the Agent's allowable threshold because the request does not proportionately reduce the number of shares authorized, vote FOR the split if the Agent otherwise supports management's rationale.

**Preferred Stock**

Generally, vote AGAINST proposals authorizing the issuance of preferred stock or creation of new classes of preferred stock with unspecified voting, conversion, dividend distribution, and other rights (blank check preferred stock), but vote FOR if the Agent or an Investment Professional so recommends because the issuance is required to effect a merger or acquisition proposal. Generally, vote FOR proposals to issue or create blank check preferred stock in cases when the company expressly states that the stock will not be used as a takeover defense. Generally vote AGAINST in cases where the company expressly states that, or fails to disclose whether, the stock may be used as a takeover defense, but vote FOR if the Agent or an Investment Professional so recommends because the issuance is required to effect a merger or acquisition proposal. Generally, vote FOR proposals to authorize or issue preferred stock in cases where the company specifies the voting, dividend, conversion, and other rights of such stock and the terms of the preferred stock appear reasonable.

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Vote CASE-BY-CASE on proposals to increase the number of blank check preferred shares after analyzing the number of preferred shares available for issue given a company's industry and performance in terms of shareholder returns.

**Shareholder Proposals Regarding Blank Check Preferred Stock**

Generally, vote FOR shareholder proposals to have blank check preferred stock placements, other than those shares issued for the purpose of raising capital or making acquisitions in the normal course of business, submitted for shareholder ratification.

**Adjustments to Par Value of Common Stock**

Generally, vote FOR management proposals to reduce the par value of common stock.

**Preemptive Rights**

Review on a CASE-BY-CASE basis shareholder proposals that seek preemptive rights or management proposals that seek to eliminate them. In evaluating proposals on preemptive rights, consider the size of a company and the characteristics of its shareholder base.

**Debt Restructurings**

Review on a CASE-BY-CASE basis proposals to increase common and/or preferred shares and to issue shares as part of a debt restructuring plan.

**Share Repurchase Programs**

Generally, vote FOR management proposals to institute open-market share repurchase plans in which all shareholders may participate on equal terms, but vote AGAINST plans with terms favoring selected, non-Fund parties. Generally, vote FOR management proposals to cancel repurchased shares. Generally, vote AGAINST proposals for share repurchase methods lacking adequate risk mitigation as assessed by the Agent.

**Tracking Stock**

Votes on the creation of tracking stock are determined on a CASE-BY-CASE basis.

**8. Executive and Director Compensation**

Unless otherwise provided for herein, votes with respect to compensation and employee benefit plans should be determined on a CASE-BY-CASE basis, with voting decisions generally based on the Agent's quantitative approach to evaluating such plans, which includes determination of costs and comparison to an allowable cap.

Generally, vote in accordance with the Agent's recommendations FOR equity-based plans with costs within such cap and AGAINST those with costs in excess of it, except that plans above the cap may be supported if so recommended by the Agent or Investment Professional as a condition to a major transaction such as a merger.

Generally, vote AGAINST plans if the Agent suggests cost or dilution assessment may not be possible due to the method of disclosing shares allocated to the plan(s), except that

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such concerns arising in connection with evergreen provisions shall be considered CASE-BY-CASE. Generally, vote FOR plans with costs within the cap if the considerations raised by the Agent pertain solely to equity compensation burn rate or pay for performance as defined by Agent.

Generally, vote AGAINST plans administered by potential grant recipients.

Consider plans CASE-BY-CASE if the Agent raises other considerations not otherwise provided for herein.

**Restricted Stock or Stock Option Plans**

Consider proposals for restricted stock or stock option plans, or the issuance of shares in connection with such plans, on a CASE-BY-CASE basis, considering factors such as level of disclosure and adequacy of vesting or performance requirements. Plans that do not meet the Agent's criteria in this regard may be supported, but vote AGAINST if no disclosure is provided regarding either vesting or performance requirements.

**Management Proposals Seeking Approval to Reprice Options**

Review on a CASE-BY-CASE basis management proposals seeking approval to reprice, replace or exchange options, considering factors such as rationale, historic trading patterns, value-for-value exchange, vesting periods and replacement option terms. Generally, vote FOR proposals that meet the Agent's criteria for acceptable repricing, replacement or exchange transactions, except that considerations raised by the Agent regarding burn rate or executive participation shall not be grounds for withholding support. Vote AGAINST compensation plans that (1) permit or may permit (*e.g.*, history of repricing and no express prohibition against future repricing) repricing of stock options, or any form or alternative to repricing, without shareholder approval, (2) include provisions that permit repricing, replacement or exchange transactions that do not meet the Agent's criteria (except regarding burn rate or executive participation as noted above), or (3) give the board sole discretion to approve option repricing, replacement or exchange programs.

**Director Compensation**

Votes on stock-based plans for directors are made on a CASE-BY-CASE basis, with voting decisions generally based on the Agent's quantitative approach described above as well as a review of qualitative features of the plan in cases in which costs exceed the Agent's threshold. DO NOT VOTE AGAINST plans for which burn rate is the sole consideration raised by the Agent.

**Employee Stock Purchase Plans**

Votes on employee stock purchase plans, and capital issuances in support of such plans, should be made on a CASE-BY-CASE basis, with voting decisions generally based on the Agent's approach to evaluating such plans, except that negative recommendations by the Agent due to evergreen provisions will be reviewed CASE-BY-CASE.

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**OBRA-Related Compensation Proposals:**

**Amendments that Place a Cap on Annual Grants or Amend Administrative Features**

Generally, vote FOR plans that simply amend shareholder-approved plans to include administrative features or place a cap on the annual grants any one participant may receive to comply with the provisions of Section 162(m) of OBRA.

**Amendments to Add Performance-Based Goals**

Generally, vote FOR amendments to add performance goals to existing compensation plans to comply with the provisions of Section 162(m) of OBRA.

**Amendments to Increase Shares and Retain Tax Deductions Under OBRA**

Votes on amendments to existing plans to increase shares reserved and to qualify the plan for favorable tax treatment under the provisions of Section 162(m) should be evaluated on a CASE-BY-CASE basis.

**Approval of Cash or Cash-and-Stock Bonus Plans**

Generally, vote FOR cash or cash-and-stock bonus plans to exempt the compensation from taxes under the provisions of Section 162(m) of OBRA, with primary consideration given to management's assessment that such plan meets the requirements for exemption of performance-based compensation.

**Shareholder Proposals Regarding Executive and Director Pay**

Regarding the remuneration of individuals other than senior executives and directors, generally, vote AGAINST shareholder proposals that seek to expand or restrict disclosure or require shareholder approval beyond regulatory requirements and market practice. Vote AGAINST shareholder proposals that seek disclosure of executive or director compensation if providing it would be out of step with market practice and potentially disruptive to the business. Unless evidence exists of abuse in historical compensation practices, and except as otherwise provided for herein, generally vote AGAINST shareholder proposals that seek to impose new compensation structures or policies, such as claw back recoupments or advisory votes.

**Golden and Tin Parachutes**

Generally, vote FOR shareholder proposals to have golden and tin parachutes submitted for shareholder ratification, provided that such parachutes specify change-in-control events and that the proposal does not include unduly restrictive or arbitrary provisions such as advance approval requirements. Generally vote AGAINST shareholder proposals to submit executive severance agreements that do not specify change-in-control events, Supplemental Executive Retirement Plans or deferred executive compensation plans for shareholder ratification, unless such ratification is required by the listing exchange. Review on a CASE-BY-CASE basis all proposals to ratify or cancel golden or tin parachutes.

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**Employee Stock Ownership Plans (ESOPs)**

Generally, vote FOR proposals that request shareholder approval in order to implement an ESOP or to increase authorized shares for existing ESOPs, except in cases when the number of shares allocated to the ESOP is excessive (*i.e.*, generally greater than five percent of outstanding shares).

**401(k) Employee Benefit Plans**

Generally, vote FOR proposals to implement a 401(k) savings plan for employees.

**Expensing of Stock Options**

Generally, vote AGAINST shareholder proposals to expense stock options before such treatment is required by the Federal Accounting Standards Board.

**Holding Periods**

Generally, vote AGAINST proposals requiring mandatory periods for officers and directors to hold company stock.

**9. State of Incorporation**

**Voting on State Takeover Statutes**

Review on a CASE-BY-CASE basis proposals to opt in or out of state takeover statutes (including control share acquisition statutes, control share cash-out statutes, freezeout provisions, fair price provisions, stakeholder laws, poison pill endorsements, severance pay and labor contract provisions, antigreenmail provisions, and disbursement provisions).

**Voting on Reincorporation Proposals**

Proposals to change a company's state of incorporation should be examined on a CASE-BY-CASE basis, generally supporting management proposals not assessed by the Agent as a potential takeover defense. Generally, vote FOR management reincorporation proposals upon which another key proposal, such as a merger transaction, is contingent if the other key proposal is also supported. Generally, vote AGAINST shareholder reincorporation proposals not also supported by the company.

**10. Mergers and Corporate Restructurings**

Input from the Investment Professional(s) for a given Fund shall be given primary consideration with respect to proposals regarding business combinations, particularly those between otherwise unaffiliated parties, or other corporate restructurings being considered on behalf of that Fund.

Generally, vote FOR a proposal not typically supported under these Guidelines if a key proposal, such as a merger transaction, is contingent upon its support and a vote FOR is accordingly recommended by the Agent or an Investment Professional.

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**Mergers and Acquisitions**

Votes on mergers and acquisitions should be considered on a CASE-BY-CASE basis.

**Corporate Restructuring**

Votes on corporate restructuring proposals, including demergers, minority squeezeouts, leveraged buyouts, spinoffs, liquidations, dispositions, divestitures and asset sales, should be considered on a CASE-BY-CASE basis, with voting decisions generally based on the Agent's approach to evaluating such proposals.

**Adjournment**

Generally, vote FOR proposals to adjourn a meeting to provide additional time for vote solicitation when the primary proposal is also voted FOR.

**Appraisal Rights**

Generally, vote FOR proposals to restore, or provide shareholders with, rights of appraisal.

**Changing Corporate Name**

Generally, vote FOR changing the corporate name.

**11. Mutual Fund Proxies**

**Election of Directors**

Vote the election of directors on a CASE-BY-CASE basis.

**Converting Closed-end Fund to Open-end Fund**

Vote conversion proposals on a CASE-BY-CASE basis.

**Proxy Contests**

Vote proxy contests on a CASE-BY-CASE basis.

**Investment Advisory Agreements**

Vote the investment advisory agreements on a CASE-BY-CASE basis.

**Approving New Classes or Series of Shares**

Generally, vote FOR the establishment of new classes or series of shares.

**Preferred Stock Proposals**

Vote the authorization for or increase in preferred shares on a CASE-BY-CASE basis.

**1940 Act Policies**

Vote these proposals on a CASE-BY-CASE basis.

**Changing a Fundamental Restriction to a Nonfundamental Restriction**

Vote these proposals on a CASE-BY-CASE basis.

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**Change Fundamental Investment Objective to Nonfundamental**

Generally, vote AGAINST proposals to change a fund's fundamental investment objective to nonfundamental.

**Name Rule Proposals**

Vote these proposals on a CASE-BY-CASE basis.

**Disposition of Assets/Termination/Liquidation**

Vote these proposals on a CASE-BY-CASE basis.

**Changes to the Charter Document**

Vote changes to the charter document on a CASE-BY-CASE basis.

**Changing the Domicile of a Fund**

Vote reincorporations on a CASE-BY-CASE basis.

**Change in Fund's Subclassification**

Vote these proposals on a CASE-BY-CASE basis.

**Authorizing the Board to Hire and Terminate Subadvisors Without Shareholder Approval**

Generally, vote FOR these proposals.

**Distribution Agreements**

Vote these proposals on a CASE-BY-CASE basis.

**Master-Feeder Structure**

Generally, vote FOR the establishment of a master-feeder structure.

**Mergers**

Vote merger proposals on a CASE-BY-CASE basis.

**Establish Director Ownership Requirement**

Generally, vote AGAINST shareholder proposals for the establishment of a director ownership requirement.

**Reimburse Shareholder for Expenses Incurred**

Voting to reimburse proxy solicitation expenses should be analyzed on a CASE-BY-CASE basis.

**Terminate the Investment Advisor**

Vote to terminate the investment advisor on a CASE-BY-CASE basis.

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**12. Social and Environmental Issues**

These issues cover a wide range of topics. In general, unless otherwise specified herein, vote CASE-BY-CASE. While a wide variety of factors may go into each analysis, the overall principle guiding all vote recommendations focuses on how or whether the proposal will enhance the economic value of the company. Because a company's board is likely to have access to relevant, non-public information regarding a company's business, such proposals will generally be voted in a manner intended to give the board (rather than shareholders) latitude to set corporate policy and oversee management.

Absent concurring support from the issuer, compelling evidence of abuse, significant public controversy or litigation, the issuer's significant history of relevant violations; or activities not in step with market practice or regulatory requirements, or unless provided for otherwise herein, generally vote AGAINST shareholder proposals seeking to dictate corporate conduct, apply existing law, duplicate policies already substantially in place and/or addressed by the issuer, or release information that would not help a shareholder evaluate an investment in the corporation as an economic matter. Such proposals would generally include those seeking preparation of reports and/or implementation or additional disclosure of corporate policies related to issues such as consumer and public safety, environment and energy, labor standards and human rights, military business and political concerns, workplace diversity and non-discrimination, sustainability, social issues, vendor activities, economic risk or matters of science and engineering.

**13. Global Proxies**

The foregoing Guidelines provided in connection with proxies of U.S. issuers shall also be applied to global proxies where applicable and not provided for otherwise herein. The following provide for differing regulatory and legal requirements, market practices and political and economic systems existing in various global markets.

Unless otherwise provided for herein, it shall generally be the policy of the Funds to vote AGAINST global proxy proposals in cases in which the Agent recommends voting AGAINST such proposal because relevant disclosure by the issuer, or the time provided for consideration of such disclosure, is inadequate. For purposes of these global Guidelines, AGAINST shall mean withholding of support for a proposal, resulting in submission of a vote of AGAINST or ABSTAIN, as appropriate for the given market and level of concern raised by the Agent regarding the issue or lack of disclosure or time provided.

In connection with practices described herein that are associated with a firm AGAINST vote, it shall generally be the policy of the Funds to consider them on a CASE-BY-CASE basis if the Agent recommends their support (1) as the issuer or market transitions to better practices (*e.g.*, having committed to new regulations or governance codes) or (2) as the more favorable choice in cases in which shareholders must choose between alternate proposals.



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### **Routine Management Proposals**

Generally, vote FOR the following and other similar routine management proposals:

the opening of the shareholder meeting

that the meeting has been convened under local regulatory requirements

the presence of quorum

the agenda for the shareholder meeting

the election of the chair of the meeting

the appointment of shareholders to co-sign the minutes of the meeting

regulatory filings (*e.g.*, to effect approved share issuances)

the designation of inspector or shareholder representative(s) of minutes of meeting

the designation of two shareholders to approve and sign minutes of meeting

the allowance of questions

the publication of minutes

the closing of the shareholder meeting

### **Discharge of Management/Supervisory Board Members**

Generally, vote FOR management proposals seeking the discharge of management and supervisory board members, unless the Agent recommends AGAINST due to concern about the past actions of the company's auditors or directors or legal action is being taken against the board by other shareholders, including when the proposal is bundled.

### **Director Elections**

Unless otherwise provided for herein, the Agent's standards with respect to determining director independence shall apply. These standards generally provide that, to be considered completely independent, a director shall have no material connection to the company other than the board seat.

Agreement with the Agent's independence standards shall not dictate that a Fund's vote shall be cast according to the Agent's corresponding recommendation. Further, the application of Guidelines in connection with such standards shall apply only in cases in which the nominee's level of independence can be ascertained based on available disclosure. These policies generally apply to director nominees in uncontested elections; votes in contested elections, and votes on director nominees not subject to policies described herein, should be made on a CASE-BY-CASE basis.

For issuers domiciled in Canada, Finland, France, Ireland, the Netherlands, Sweden or tax haven markets, generally vote AGAINST non-independent directors in cases in which the full board serves as the audit committee, or the company does not have an audit committee.

For issuers in all markets, including those in tax haven markets and those in Japan that have adopted the U.S.-style board-with-committees structure, vote AGAINST non-independent directors who sit on the audit committee, or, if the slate of nominees is bundled, vote AGAINST the slate. If the slate is bundled and audit committee membership is unclear, vote FOR if the Agent otherwise recommends support.

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In tax haven markets, DO NOT VOTE AGAINST non-independent directors in cases in which the full board serves as the compensation committee, or the company does not have a compensation committee.

DO NOT VOTE AGAINST non-independent directors who sit on the compensation or nominating committees, provided that such committees meet the applicable independence requirements of the relevant listing exchange.

In cases in which committee membership is unclear, consider non-independent director nominees on a CASE-BY-CASE basis if no other issues have been raised in connection with his/her nomination.

Generally follow Agent's recommendations to vote AGAINST individuals nominated as outside/non-executive directors who do not meet the Agent's standard for independence, unless the slate of nominees is bundled, in which case the proposal(s) to elect board members shall be considered on a CASE-BY-CASE basis.

For issuers in Canada and tax haven markets, generally withhold support (AGAINST or ABSTAIN, as appropriate) from bundled slates of nominees if the board is non-majority independent. For issuers in other global markets, generally follow Agent's standards for withholding support from bundled slates or non-independent directors excluding the CEO, as applicable, if the board is non-majority independent or the board's independence cannot be ascertained due to inadequate disclosure.

Generally, withhold support (AGAINST or ABSTAIN, as appropriate) from nominees or slates of nominees presented in a manner not aligned with market practice and/or legislation, including:

    bundled slates of nominees (*e.g.*, Hong Kong or France);

    simultaneous reappointment of retiring directors (*e.g.*, South Africa);

    in markets with term lengths capped by legislation or market practice, nominees whose terms exceed the caps or are not disclosed (except that bundled slates with such lack of disclosure shall be considered on a CASE-BY-CASE basis); or

    nominees whose names are not disclosed in advance of the meeting (*e.g.*, Austria, Philippines, Hong Kong or South Africa).

Such criteria will not generally provide grounds for withholding support in countries in which they may be identified as best practice but such legislation or market practice is not yet applicable, unless specific governance shortfalls identified by the Agent dictate that less latitude should be extended to the issuer.

In cases in which cumulative or net voting applies, generally vote with Agent's recommendation to support nominees asserted by the issuer to be independent, even if independence disclosure or criteria fall short of Agent's standards.

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Consider nominees for whom the Agent has raised concerns regarding scandals or internal controls on a CASE-BY-CASE basis. Generally, withhold support (AGAINST or ABSTAIN, as appropriate) from nominees or slates of nominees when:

the scandal or shortfall in controls took place at the company, or an affiliate, for which the nominee is being considered;

culpability can be attributed to the nominee (*e.g.*, nominee manages or audits relevant function), and

the nominee has been directly implicated, with resulting arrest and criminal charge or regulatory sanction.

For markets such as the tax havens, Canada, Australia, South Africa and Malaysia (and for outside directors in South Korea) in which nominees' attendance records are adequately disclosed, the Funds' U.S. Guidelines with respect to director attendance shall apply.

Consider self-nominated director candidates on a CASE-BY-CASE basis, with voting decisions generally based on the Agent's approach to evaluating such candidates.

Generally vote FOR nominees without regard to over-boarding issues raised by the Agent unless other concerns requiring CASE-BY-CASE consideration have been raised.

For companies incorporated in tax haven markets but which trade exclusively in the U.S., the Funds' U.S. Guidelines with respect to director elections shall apply.

**Board Structure**

Generally, vote FOR proposals to fix board size, but also support proposals seeking a board range if the range is reasonable in the context of market practice and anti-takeover considerations. Proposed article amendments in this regard shall be considered on a CASE-BY-CASE basis, with voting decisions generally based on the Agent's approach to evaluating such proposals.

**Director and Officer Indemnification and Liability Protection**

Generally, vote in accordance with the Agent's standards for indemnification and liability protection for officers and directors, voting AGAINST overly broad provisions.

**Independent Statutory Auditors**

With respect to Japanese companies that have not adopted the U.S.-style board-with-committees structure, vote AGAINST any nominee to the position of independent statutory auditor whom the Agent considers affiliated, *e.g.*, if the nominee has worked a significant portion of his career for the company, its main bank or one of its top shareholders. Where shareholders are forced to vote on multiple nominees in a single resolution, vote AGAINST all nominees. Generally, vote AGAINST incumbent nominees at companies implicated in scandals or exhibiting poor internal controls.

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**Key Committees**

Generally, vote AGAINST proposals that permit non-board members to serve on the audit, compensation or nominating committee, provided that bundled slates may be supported if no slate nominee serves on the relevant committee(s).

**Director Remuneration**

Consider director compensation plans on a CASE-BY-CASE basis, with voting decisions generally based on the Agent's approach to evaluating such proposals, while also factoring in the merits of the rationale and disclosure provided. Generally, vote FOR proposals to approve the remuneration of directors as long as the amount is not excessive and there is no evidence of abuse.

**Retirement Bonuses**

With respect to Japanese companies, generally vote FOR such proposals if all payments are for directors and auditors who have served as executives of the company. Generally vote AGAINST such proposals if one or more payments are for non-executive, affiliated directors or statutory auditors; when one or more of the individuals to whom the grants are being proposed (1) has not served in an executive capacity for the company for at least three years or (2) has been designated by the company as an independent statutory auditor, regardless of the length of time he/she has served. If the Agent raises scandal or internal control considerations, generally vote AGAINST bonus proposals only for nominees whom a Fund is also voting AGAINST for that reason, unless bundled with bonuses for a majority of retirees a Fund is voting FOR.

**Stock Option Plans for Independent Internal Statutory Auditors**

With respect to Japanese companies, follow the Agent's guidelines with respect to proposals regarding option grants to independent internal statutory auditors, generally voting AGAINST such plans.

**Compensation Plans**

Unless otherwise provided for herein, votes with respect to compensation plans, and awards thereunder or capital issuances in support thereof, should be determined on a CASE-BY-CASE basis, with voting decisions generally based on the Agent's approach to evaluating such plans, considering quantitative or qualitative factors as appropriate for the market.

**Amendment Procedures for Equity Compensation Plans and ESPPs**

For Toronto (Canada) Stock Exchange issuers, votes with respect to amendment procedures for security-based compensation arrangements and employee share purchase plans shall generally be cast in a manner designed to preserve shareholder approval rights, with voting decisions generally based on the Agent's recommendation.

**Shares Reserved for Equity Compensation Plans**

Unless otherwise provided for herein, voting decisions shall generally be based on the Agent's methodology, including classification of a company's stage of development as growth or mature and the corresponding determination as to reasonability of the share requests.

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Generally, vote AGAINST equity compensation plans (e.g., option, warrant, restricted stock or employee share purchase plans or participation in company offerings such as IPOs or private placements), the issuance of shares in connection with such plans, or related management proposals that:

exceed Agent's recommended dilution limits, including cases in which the Agent suggests dilution assessment is precluded by inadequate disclosure;

provide deep or near-term discounts to executives or directors, unless discounts to executives are deemed by the Agent to be adequately mitigated by other requirements such as long-term vesting (e.g., Japan);

are administered by potential grant recipients;

permit financial assistance in the form of non-recourse (or essentially non-recourse) loans in connection with executive's participation;

for matching share plans, do not meet the Agent's standards, considering holding period, discounts, dilution, purchase price and performance criteria;

vesting upon change in control if deemed by the Agent to evidence a conflict of interest or anti-takeover device;

provide no disclosure regarding vesting or performance criteria (provided that proposals providing disclosure in one or both areas, without regard to Agent's criteria for such disclosure, shall be supported provided they otherwise satisfy these Guidelines);

allow plan administrators to make material amendments without shareholder approval unless adequate prior disclosure has been provided, with such voting decisions generally based on the Agent's approach to evaluating such plans; or

provide for retesting in connection with achievement of performance hurdles unless the Agent's analysis indicates that (1) performance targets are adequately increased in proportion to the additional time available, (2) the retesting is *de minimis* as a percentage of overall compensation or is acceptable relative to market practice, or (3) the issuer has committed to cease retesting within a reasonable period of time.

Generally, vote FOR such plans/awards or the related issuance of shares that (1) do not suffer from the defects noted above or (2) otherwise meet the Agent's tests if the considerations raised by the Agent pertain primarily to performance hurdles, contract or notice periods, discretionary bonuses or vesting upon change in control (other than addressed above), provided the company has provided a reasonable rationale in support of the relevant plan/award, practice or participation.

Consider proposals in connection with such plans or the related issuance of shares in other instances on a CASE-BY-CASE basis.

### **Remuneration Reports**

Generally, withhold support (AGAINST or ABSTAIN as appropriate for specific market and level of concerns identified by the Agent) from remuneration reports that include compensation plans permitting:

- (1) practices or features not supported under these Guidelines, including financial assistance under the conditions described above;

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- (2) retesting deemed by the Agent to be excessive relative to market practice (irrespective of the Agent's support for the report as a whole);
- (3) equity award valuation triggering a negative recommendation from the Agent; or
- (4) provisions for retirement benefits or equity incentive awards to outside directors if not in line with market practice, except that reports will generally be voted FOR if contractual components are reasonably aligned with market practices on a going-forward basis (*e.g.*, existing obligations related to retirement benefits or terms contrary to evolving standards would not preclude support for the report).

Reports receiving the Agent's support and not triggering the concerns cited above will generally be voted FOR. Unless otherwise provided for herein, reports not receiving the Agent's support due to concerns regarding severance/termination payments, leaver status, incentive structures and vesting or performance criteria not otherwise supported by these Guidelines shall be considered on a CASE-BY-CASE basis, factoring in the merits of the rationale and disclosure provided. Reports with unsupported features may be voted FOR in cases in which the Agent recommends their initial support as the issuer or market transitions to better practices (*e.g.*, having committed to new regulations or governance codes).

**Shareholder Proposals Regarding Executive and Director Pay**

The Funds' U.S. Guidelines with respect to such shareholder proposals shall apply.

**General Share Issuances**

Unless otherwise provided for herein, voting decisions shall generally be based on the Agent's practice to vote FOR general issuance requests with preemptive rights to a maximum of 100 percent over currently issued capital, general issuance requests without preemptive rights to a maximum of 20 percent of currently issued capital, and requests to reissue repurchased shares if the related general issuance request is also supported. Consider specific issuance requests on a CASE-BY-CASE basis based on the proposed use and the company's rationale.

Generally, vote AGAINST proposals to issue shares (with or without preemptive rights), or to grant rights to acquire shares, in cases in which concerns have been identified by the Agent with respect to inadequate disclosure, inadequate restrictions on discounts, or authority to refresh share issuance amounts without prior shareholder approval.

**Increases in Authorized Capital**

Unless otherwise provided for herein, voting decisions should generally be based on the Agent's approach, as follows:

Generally, vote FOR nonspecific proposals, including bundled proposals, to increase authorized capital up to 100 percent over the current authorization unless the increase would leave the company with less than 30 percent of its new authorization outstanding.

Vote FOR specific proposals to increase authorized capital, unless:  
the specific purpose of the increase (such as a share-based acquisition or merger) does not meet these Guidelines for the purpose being proposed; or

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the increase would leave the company with less than 30 percent of its new authorization outstanding after adjusting for all proposed issuances.

Vote AGAINST proposals to adopt unlimited capital authorizations.

The Agent's market-specific exceptions to the above parameters (*e.g.*, The Netherlands, due to hybrid market controls) shall be applied.

**Preferred Stock**

Unless otherwise provided for herein, voting decisions should generally be based on the Agent's approach, including:

Vote FOR the creation of a new class of preferred stock or issuances of preferred stock up to 50 percent of issued capital unless the terms of the preferred stock would adversely affect the rights of existing shareholders.

Vote FOR the creation/issuance of convertible preferred stock as long as the maximum number of common shares that could be issued upon conversion meets the Agent's guidelines on equity issuance requests.

Vote AGAINST the creation of (1) a new class of preference shares that would carry superior voting rights to the common shares or (2) blank check preferred stock unless the board states that the authorization will not be used to thwart a takeover bid.

**Poison Pills/Protective Preference Shares**

Generally, vote AGAINST management proposals in connection with poison pills or anti-takeover activities (*e.g.*, issuances, transfers or repurchases) that do not meet the Agent's standards. Generally vote in accordance with Agent's recommendation to withhold support from a nominee in connection with poison pill or anti-takeover considerations when culpability for the actions can be specifically attributed to the nominee. Generally DO NOT VOTE AGAINST director remuneration in connection with poison pill considerations raised by the Agent.

**Approval of Financial Statements and Director and Auditor Reports**

Generally, vote FOR management proposals seeking approval of financial accounts and reports, unless there is concern about the company's financial accounts and reporting, which, in the case of related party transactions, would include concerns raised by the Agent regarding consulting agreements with non-executive directors. However, generally do not withhold support from such proposals in connection with remuneration practices otherwise supported under these Guidelines or as a means of expressing disapproval of broader practices of the issuer or its board.

**Remuneration of Auditors**

Generally, vote FOR proposals to authorize the board to determine the remuneration of auditors, unless there is evidence of excessive compensation relative to the size and nature of the company.

**Indemnification of Auditors**

Generally, vote AGAINST proposals to indemnify auditors.

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**Ratification of Auditors and Approval of Auditors Fees**

Generally, follow the Agent's standards for proposals seeking auditor ratification or approval of auditors' fees, which indicate a vote FOR such proposals for companies in the MSCI EAFE index, provided the level of audit fee disclosure meets the Agent's standards. In other cases, generally vote FOR such proposals unless there are material concerns raised by the Agent about the auditor's practices or independence.

**Allocation of Income and Dividends**

Generally, vote FOR management proposals concerning allocation of income and the distribution of dividends.

**Stock (Scrip) Dividend Alternatives**

Generally, vote FOR most stock (scrip) dividend proposals, but vote AGAINST proposals that do not allow for a cash option unless management demonstrates that the cash option is harmful to shareholder value.

**Debt Instruments**

Generally, vote AGAINST proposals authorizing excessive discretion, as assessed by the Agent, to a board to issue or set terms for debt instruments (*e.g.*, commercial paper).

**Debt Issuance Requests**

When evaluating a debt issuance request, the issuing company's present financial situation is examined. The main factor for analysis is the company's current debt-to-equity ratio, or gearing level. A high gearing level may incline markets and financial analysts to downgrade the company's bond rating, increasing its investment risk factor in the process. A gearing level up to 100 percent is considered acceptable.

Generally, vote FOR debt issuances for companies when the gearing level is between zero and 100 percent. Review on a CASE-BY-CASE basis proposals where the issuance of debt will result in the gearing level being greater than 100 percent, or for which inadequate disclosure precludes calculation of the gearing level, comparing any such proposed debt issuance to industry and market standards, and with voting decisions generally based on the Agent's approach to evaluating such requests.

**Financing Plans**

Generally, vote FOR the adoption of financing plans if they are in the best economic interests of shareholders.

**Related Party Transactions**

Consider related party transactions on a CASE-BY-CASE basis. Generally, vote FOR approval of such transactions unless the agreement requests a strategic move outside the company's charter or contains unfavorable terms.



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**Approval of Donations**

Generally, vote AGAINST such proposals unless adequate, prior disclosure of amounts is provided.

**Capitalization of Reserves**

Generally, vote FOR proposals to capitalize the company's reserves for bonus issues of shares or to increase the par value of shares.

**Article Amendments**

Review on a CASE-BY-CASE basis all proposals seeking amendments to the articles of association.

Generally, vote FOR an article amendment if:

it is editorial in nature;

shareholder rights are protected;

there is negligible or positive impact on shareholder value;

management provides adequate reasons for the amendments or the Agent otherwise supports management's position;

it seeks to discontinue and/or delist a form of the issuer's securities in cases in which the relevant Fund does not hold the affected security type; or

the company is required to do so by law (if applicable).

Generally, vote AGAINST an article amendment if:

it removes or lowers quorum requirements for board or shareholder meetings below levels recommended by the Agent;

it reduces relevant disclosure to shareholders;

it seeks to align the articles with provisions of another proposal not supported by these Guidelines;

it is not supported under these Guidelines, is presented within a bundled proposal, and the Agent deems the negative impact, on balance, to outweigh any positive impact; or

it imposes a negative impact on existing shareholder rights, including rights of the Funds, to the extent that any positive impact would not be deemed by the Agent to be sufficient to outweigh removal or diminution of such rights.

With respect to article amendments for Japanese companies:

Generally vote FOR management proposals to amend a company's articles to expand its business lines.

Generally vote FOR management proposals to amend a company's articles to provide for an expansion or reduction in the size of the board, unless the expansion/reduction is clearly disproportionate to the growth/decrease in the scale of the business or raises anti-takeover concerns.

If anti-takeover concerns exist, generally vote AGAINST management proposals, including bundled proposals, to amend a company's articles to authorize the Board to

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vary the annual meeting record date or to otherwise align them with provisions of a takeover defense.

Generally follow the Agent's guidelines with respect to management proposals regarding amendments to authorize share repurchases at the board's discretion, voting AGAINST proposals unless there is little to no likelihood of a creeping takeover (major shareholder owns nearly enough shares to reach a critical control threshold) or constraints on liquidity (free float of shares is low), and where the company is trading at below book value or is facing a real likelihood of substantial share sales; or where this amendment is bundled with other amendments which are clearly in shareholders' interest.

**Other Business**

In connection with global proxies, vote in accordance with the Agent's market-specific recommendations on management proposals for Other Business, generally AGAINST.

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ING Global Advantage &  
Premium Opportunity Fund

**Item 8. Fund Managers of Closed-End Management Investment Companies.**

(a) (1) **Fund Management.** The following individuals share responsibility for the day-to-day management of the Fund's Fund:

**Overall Strategy and Asset Allocation**

*Omar Aguilar.* Ph.D. Mr. Aguilar has been with ING Investment Management Co. (ING IM) since July 2004 and is Head of Quantitative Equity Research. Dr. Aguilar previously served as head of Lehman Brothers' quantitative research for their alternative investment management business since 2002. Prior to that, Dr. Aguilar was director of quantitative research and a Fund manager with Merrill Lynch Investment Management since 1999.

**Domestic Option Strategy**

*Paul Zemsky.* Mr. Zemsky is currently Head of Derivative Strategies for ING IM. Mr. Zemsky, along with Ernie Tang, will be jointly and primarily responsible for the structure and implementation of the Fund's U.S. domestic index option strategy. As Head of Derivative Strategies, Mr. Zemsky oversees derivative strategies for credit, interest rate, and equity products, and supports the organization on a number of key areas, including product development and risk management for both proprietary and third party businesses. This includes hedging and overlay strategies, as well as focusing on new business development opportunities. A key function within his scope of responsibility is developing macro hedging strategies for variable and equity index annuities sold through various ING businesses. Mr. Zemsky joined ING IM in 2005 after 18 years at J.P. Morgan Investment Management, where he held a number of key positions, including having responsibility for the market timing and sector allocation for the firm's fixed income business and handling option trading in both the exchange-traded and over-the-counter markets. Most recently, Mr. Zemsky co-founded CaliberOne Private Funds Management, a macro hedge fund. Mr. Zemsky holds a dual degree in finance and electrical engineering from the Management and Technology Program at the University of Pennsylvania.

*Jody I. Hrazanek.* Ms. Hrazanek joined ING IM in October 2005. She has 12 years of investment related experience. In her current role she is a derivatives trader with responsibility for ING IM's third-party business as well as ING IM's insurance general account. She will be primarily responsible for implementing the Fund's collar strategy through its put option purchasing and call option writing activities. Prior to joining ING IM, she was a convertible bond trader at Advent Capital Management from 2003 to 2005. She had previously been a convertible bond and risk arbitrage trader at Merrill Lynch Quantitative Advisors from 1999 to 2003 and Deutsche Bank Asset Management from 1996 to 1999 as well as an analyst at Goldman Sachs from 1994 to 1996. Ms. Hrazanek graduated summa cum laude from Fairfield University with a Bachelor of Science in mathematics and received a Master of Science in statistics and operations research from New York University.

**International Equity Component**

*Carl Ghielen.* Mr. Ghielen is Senior Fund Manager responsible for the EAFE product strategies. Mr. Ghielen will be jointly and primarily responsible with Martin Jansen for the structure and strategy implementation of the Fund's international common stock Fund. Mr. Ghielen has been associated with ING since 2000 and has over 14 years of investment experience. Mr. Ghielen started his career as an investment advisor at General Investment Management in Eindhoven, an

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independent boutique investment manager. Before joining ING he worked for MN Services (one of the largest pension funds in the Netherlands) where he was senior fund manager for European Equity. Mr. Ghielen studied business economics at the Catholic University of Tilburg. He holds a RBA degree (registered investment analyst), a Dutch equivalent to the Chartered Financial Analyst designation.

*Martin Jansen.* Mr. Jansen is Senior Fund Manager responsible for the EAFE product strategies. Mr. Jansen has 26 years of investment experience. Mr. Jansen joined ING in 1997 as senior manager to comanage U.S. equity Funds and was named head of the U.S. equity team in 1999. Prior to joining ING, he was responsible for the U.S. equity and venture capital Funds at a large corporate Dutch pension fund. Mr. Jansen received a Bachelor of Commerce and M.B.A. from the University of the Witwatersrand, South Africa.

**International Option Strategy**

*Bas Peeters, Ph.D.* Dr. Peeters joined ING in 1998. Currently, Dr. Peeters is Head of Structured Products. Dr. Peeters will be primarily responsible for the structure of the Fund's international index option strategy. As Head of Structured Products based in The Hague, The Netherlands, Dr. Peeters is responsible for the research, marketing and Fund management activities of this department. Previously he was Head of Research Structured Products, where he worked on product development and implementation of structured products research. Until 2001 he also was jointly responsible for Fund management and derivatives trading. In addition, since 2002 he has carried out research in financial economics at the Free University of Amsterdam. His previous working experience comprises postdoctoral research positions at universities in London and Belgium. Dr. Peeters obtained a Masters degree in theoretical physics (cum laude) from the University of Utrecht in 1990, where he also studied mathematics. Dr. Peeters obtained his Ph.D. in theoretical physics at Stony Brook University, NY, USA in 1995.

*Frank Van Etten.* Mr. Van Etten is currently an Investment Manager of Structured Products and began his career at ING, joining the firm in 2002. Mr. Van Etten will be primarily responsible for implementation of the Fund's international index option strategy. In this capacity he is responsible for managing a range of structured products and the execution of transactions in the derivatives Funds. Furthermore Mr. Van Etten also carries out research in structured products development and option strategies and markets. Mr. Van Etten obtained his Master's degree in econometrics from Tilburg University in 2003, specializing in quantitative finance.

**(a) (2) (i-iii) Other Accounts Managed**

The following table shows the number of accounts and total assets in the accounts managed by the Fund managers of the Sub-Adviser as of March 31, 2007:

| Portfolio Manager | Registered Investment Companies |                 | Other Pooled Investment Vehicles |                 | Other Accts        |                 |
|-------------------|---------------------------------|-----------------|----------------------------------|-----------------|--------------------|-----------------|
|                   | Number of Accounts              | Total Assets    | Number of Accounts               | Total Assets    | Number of Accounts | Total Assets    |
| Omar Aguilar      | 65                              | \$9,380,218,774 | 11                               | \$ 680,860,088  | 38                 | \$5,785,062,572 |
| Frank Van Etten   | 17                              | \$4,032,908,000 | 3                                | \$1,602,480,000 | 0                  | N/A             |
| Bas Peeters       | 17                              | \$4,006,200,000 | 3                                | \$1,602,480,000 | 0                  | N/A             |
| Carl Ghielan      | 8                               | \$ 333,087,670  | 1                                | \$ 91,167,772   | 0                  | N/A             |
| Martin Jansen     | 8                               | \$ 333,087,670  | 1                                | \$ 91,167,772   | 0                  | N/A             |
| Paul Zemsky       | 1                               | \$ 439,766,163  | 0                                | N/A             | 3*                 | \$ 125,272,145  |
| Jody I. Hrazanek  | 1                               | \$ 235,038,060  | 0                                | N/A             | 0                  | N/A             |

\* One of these Accounts with Total Assets of \$505,362,711 has an advisory fee that is also

based on the  
performance of  
the Account.

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**(a) (2) (iv) Conflicts of Interest**

A portfolio manager may be subject to potential conflicts of interest because the portfolio manager is responsible for other accounts in addition to a Fund. These other accounts may include, among others, other mutual funds, separately managed advisory accounts, commingled trust accounts, insurance separate accounts, wrap fee programs and hedge funds. Potential conflicts may arise out of the implementation of differing investment strategies for the portfolio manager's various accounts, the allocation of investment opportunities among those accounts or differences in the advisory fees paid by the portfolio manager's accounts.

A potential conflict of interest may arise as a result of the portfolio manager's responsibility for multiple accounts with similar investment guidelines. Under these circumstances, a potential investment may be suitable for more than one of the portfolio manager's accounts, but the quantity of the investment available for purchase is less than the aggregate amount the accounts would ideally devote to the opportunity. Similar conflicts may arise when multiple accounts seek to dispose of the same investment.

A portfolio manager may also manage accounts whose objectives and policies differ from that of the Fund. These differences may be such that under certain circumstances, trading activity appropriate for one account managed by the portfolio manager may not be appropriate for the Fund. For example, if an account were to sell a significant position in a security, which could cause the market price of that security to decrease, while the Fund maintained its position in that security.

A potential conflict may arise when a portfolio manager is responsible for accounts that have different advisory fees the difference in the fees may create an incentive for the portfolio manager to favor one account over another, for example, in terms of access to particularly appealing investment opportunities. This conflict may be heightened where an account is subject to a performance-based fee.

As part of its compliance program, ING IM has adopted policies and procedures reasonably designed to address the potential conflicts of interest described above.

Finally, a potential conflict of interest may arise because the investment mandates for certain other accounts, such as hedge funds, may allow extensive use of short sales, which, in theory, could allow them to enter into short positions in securities where other accounts hold long positions. ING IM has policies and procedures reasonably designed to limit and monitor short sales by the other accounts to avoid harm to the Fund.

**(a) (3) Compensation**

For each of the portfolio managers (each a Portfolio Manager and collectively the Portfolio Managers) of the Portfolios listed above, compensation consists of (a) fixed base salary; (b) bonus which is based on ING IM performance, one and three year pre-tax performance of the accounts the portfolio managers are primarily and jointly responsible for relative to account benchmarks and peer universe performance, and revenue growth of the accounts they are responsible for; and, in certain instances, (c) long-term equity awards tied to the performance of the parent company, ING Groep.

The Portfolio Managers for the Portfolios listed above are also eligible to participate in an annual cash incentive plan. The overall design of the annual incentive plan was developed to tie pay to both performance and cash flows, structured in such a way as to drive performance and

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promote retention of top talent. As with base salary compensation, individual target awards are determined and set based on external market data and internal comparators. Investment performance is measured on both relative and absolute performance in all areas. Relevant indices include the MSCI World Index and the MSCI Europe Index. Relevant peer groups include Morningstar global equity funds in the Netherlands and the rest of Europe. The measures for each team are outlined on a scorecard that is reviewed on an annual basis. These scorecards measure investment performance versus peer groups over one- and three-year periods and year-to-date net cash flow (changes in the accounts net assets not attributable to changes in the value of the accounts investments) for all accounts managed by each team. The results for overall ING IM scorecards are calculated on an asset weighted performance basis of the individual team scorecards.

Investment professionals performance measures for bonus determinations are weighted by 25% being attributable to the overall ING IM performance and 75% attributable to their specific team results (60% investment performance and 15% net cash flow).

Based on job function, internal comparators and external market data, portfolio managers participate in the ING Long-Term Incentive Plan. Plan awards are based on the current year s performance as defined by the ING IM component of the annual incentive plan. The awards vest in three years and are paid in a combination of ING restricted stock, stock options and restricted performance units.

Portfolio Managers whose base salary compensation exceeds a particular threshold may participate in ING IM s deferred compensation plan. The plan provides an opportunity to invest deferred amounts of compensation in mutual funds, ING IM stock or at an annual fixed interest rate. Deferral elections are done on an annual basis and the amount of compensation deferred is irrevocable.

**(a) (4) Ownership of Securities**

| <b>Portfolio Manager</b> | <b>Dollar Range of Fund Shares Owned</b> |
|--------------------------|--|
| Omar Aguilar             | None                                     |
| Frank Van Etten          | None                                     |
| Bas Peeters              | None                                     |
| Carl Ghielan             | None                                     |
| Martin Jansen            | None                                     |
| Paul Zemsky              | \$50,000 \$100,000                       |
| Jody I. Hrazanek         | None                                     |
| (b) Not applicable.      |  |

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**Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers**

None

**Item 10. Submission of Matters to a Vote of Security Holders.**

The Board has a Nominating Committee for the purpose of considering and presenting to the Board candidates it proposes for nomination to fill Independent Trustee vacancies on the Board. The Committee currently consists of all Independent Trustees of the Board (6 individuals). The Nominating Committee operates pursuant to a Charter approved by the Board. The primary purpose of the Nominating Committee is to consider and present to the Board the candidates it proposes for nomination to fill vacancies on the Board. In evaluating candidates, the Nominating Committee may consider a variety of factors, but it has not at this time set any specific minimum qualifications that must be met. Specific qualifications of candidates for Board membership will be based on the needs of the Board at the time of nomination.

The Nominating Committee is willing to consider nominations received from shareholders and shall assess shareholder nominees in the same manner as it reviews its own nominees. A shareholder nominee for director should be submitted in writing to the Fund's Secretary. Any such shareholder nomination should include at a minimum the following information as to each individual proposed for nomination as trustee: such individual's written consent to be named in the proxy statement as a nominee (if nominated) and to serve as a trustee (if elected), and all information relating to such individual that is required to be disclosed in the solicitation of proxies for election of trustees, or is otherwise required, in each case under applicable federal securities laws, rules and regulations.

The Secretary shall submit all nominations received in a timely manner to the Nominating Committee. To be timely, any such submission must be delivered to the Fund's Secretary not earlier than the 90 day prior to such meeting and not later than the close of business on the later of the 60<sup>th</sup> day prior to such meeting or the 10<sup>th</sup> day following the day on which public announcement of the date of the meeting is first made, by either disclosure in a press release or in a document publicly filed by the Fund with the Securities and Exchange Commission.

**Item 11. Controls and Procedures.**

- (a) Based on our evaluation conducted within 90 days of the filing date, hereof, the design and operation of the registrant's disclosure controls and procedures are effective to ensure that material information relating to the registrant is made known to the certifying officers by others within the appropriate entities, particularly during the period in which Forms N-CSR are being prepared, and the registrant's disclosure controls and procedures allow timely preparation and review of the information for the registrant's Form N-CSR and the officer certifications of such Form N-CSR.
- (b) There were no significant changes in the registrant's internal controls that occurred during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

**Item 12. Exhibits.**

- (a)(1) Code of Ethics pursuant to Item 2 of Form N-CSR is filed and attached hereto as EX-99.CODE ETH.
- (a)(2) A separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2 under the Act (17 CFR 270.30a-2) is attached hereto as EX-99.CERT.
- (b) The officer certifications required by Section 906 of the Sarbanes-Oxley Act of 2002 are attached hereto as EX-99.906CERT.
- (3) Not applicable.



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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant): ING Global Advantage and Premium Opportunity Fund

By /s/ Shaun P. Mathews

Shaun P. Mathews  
President and Chief Executive Officer

Date: May 10, 2007

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By /s/ Shaun P. Mathews

Shaun P. Mathews  
President and Chief Executive Officer

Date: May 10, 2007

By /s/ Todd Modic

Todd Modic  
Senior Vice President and Chief Financial Officer

Date: May 10, 2007