

IN WITNESS WHEREOF, we have set our hands and executed this INDENTURE as a Deed as of the date first written above.

ING IM CLO 2011-1, LTD., as Issuer
Executed as a Deed

By: 
Name: **Richard Gordon**
Title: **Director**

Witnessed by: 
Name: **Desiree Lawson**

ING IM CLO 2011-1 LLC, as Co-Issuer

By: _____
Name:
Title:

THE BANK OF NEW YORK MELLON TRUST
COMPANY, NATIONAL ASSOCIATION,
as Trustee

By: _____
Name:
Title: