

**LEISURE LIFESTYLES, INC.
INTERNATIONAL WORLD OF VACATIONS™
COMPENSATION COMMITTEE**

Purpose

The Board of Directors (Board) formed the Compensation Committee (Committee) of Leisure Lifestyles, Inc./International World of Vacations herein after considered one and the same (Company) in September 2003 to carry out the Board's responsibilities relating to executive and director compensation and evaluation of the Chief Executive Officer (CEO), and other compensation and commissions within the organization. The Committee is also appointed to oversee the development and evaluation of, incentive compensation to include Independent Representative (IR), and Support Center Administrator (SCA) commissions, and equity-based and performance-based as well as other benefit plans, and to oversee any of the Company's human capital policies and programs.

Meetings

The Committee of two shall meet as often as its members deem necessary to perform the Committee's responsibilities.

Committee Authority and Responsibilities

The Committee will have the authority, to the extent it deems necessary or appropriate, to retain a compensation consultant to assist in the evaluation of directors, CEO, or senior executive compensation, and IR and SCA commissions to ensure Company's competitiveness within the travel industry. The Committee shall go to the Board for approval such as consultant's fees and other retention terms. The Committee shall have authority, to the extent it deems necessary or appropriate, to retain other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any consulting firm or other advisors employed if deemed necessary by the Committee and approved by the Company's Board.

The Committee will make regular reports to the Board and will propose any necessary action to the Board. The Committee will review and reassess the adequacy of this charter at least annually and recommend any proposed changes to the Board for approval. The Committee will at least annually evaluate its own performance to determine whether or not it is functioning effectively.

The Committee shall:

- Review and approve the Company's goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and have sole authority to determine and approve the CEO's compensation and benefits package based on such evaluation. In determining the long-term incentive component of the CEO's compensation and benefits package, the Committee shall consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years when determining the long-term component of the CEO's compensation. The Committee will meet in executive session without the presence of the CEO or other executive officers when approving the CEO's and executive compensation.
- Review and approve the individual elements of compensation and benefits for the remainder of the Company's executive management team.
- Assist the Board in developing and evaluating candidates for executive positions, and oversee the development of executive succession plans for executives other than the CEO and the Chief Financial Officer.
- Appoint officers if necessary of the Company at the level of senior vice president and above, to the extent delegated by the Board of Directors.
- Review and approve any annual retainers, meeting fees and possible equity-based and performance-based compensation for Board members and committees of the Board.
- Produce an annual report on executive compensation.
- Review and approve the Company's human capital policies and programs.
- Discuss executive stock ownership practices and review any Company Stock Ownership Guidelines.
- Review and approve all employee and contractor benefits, incentive and equity-based and performance-based compensation plans, subject to Board and shareholder approval as appropriate.
- Appoint or delegate to such persons within the Company as the Committee deems appropriate the following responsibilities regarding the Company's employee benefit plans:

~ If appropriate and necessary to receive information not otherwise available, contact directly outside advisors and other persons or records within or outside the Company.

- Evaluate compliance with any human resource policies.
- Review employment-related claims (if any) against the Company periodically and provide direction and recommendations as the Committee determines appropriate.



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